

BEFORE THE ADJUDICATING OFFICER
SECURITIES AND EXCHANGE BOARD OF INDIA
[ADJUDICATION ORDER NO. Order/AK/GN/2025-26/31395-31399]

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:

Fraser and Company Limited (Noticee 1) (PAN – AAACF3592R) Address- Evershine Crown, Thakur Village, Kandivali East, Mumbai, Maharashtra – 400 101. Email ID – fraseracp@gmail.com
Ms Yogeeta Shivhare (Noticee 2) (PAN- AMGPS8497K) Address- Flat no 104, Building no. 6, Evershine Millenium Paradise, Thakur Village, Kandivali East, Mumbai – 400 101. Email ID – omkar@egenex.co.in
Mr. Omkar Shivhare (Noticee 3) (PAN- FYEPS5219E) Address- Flat no 104, Building no. 6, Evershine Millenium Paradise, Thakur Village, Kandivali East, Mumbai – 400 101. Email ID – omkar@egenex.co.in
Ekadanta Genex Private Limited (Noticee 4) (PAN- AAFCE4682A) Address- Shop no. 75, Building no. 75, B wing, Evershine hello co-op Hsg Soc Ltd. Kandivali East Mumbai – 400 101. Email ID – shivhare4@hotmail.com
Alpha Leon Enterprises LLP (Noticee 5) (PAN- ABKFA3881G) Address- 203, SS House, Nehru Road, opp. Petrol Pump, Vile Parle (east), Mumbai – 400 057. Email – bhavin4483@gmail.com

In the matter of

Fraser and Company Limited

BACKGROUND:

1. Securities and Exchange Board of India (hereinafter referred to as '**SEBI**') conducted an examination into the scrip of Fraser and Company Limited (hereinafter referred to as **Noticee 1 / company**) to ascertain violations, if any, of SEBI Regulations.

APPOINTMENT OF ADJUDICATING OFFICER

2. Upon being satisfied that Fraser and Company Limited (hereinafter referred to as **Noticee 1 / Company**), Ms. Yogeeta Shivhare (hereinafter referred to as **Noticee 2**), Mr. Omkar Shivhare (hereinafter referred to as **Noticee 3**), Ekadanta Genex Private

Limited (hereinafter referred to as **Noticee 4**), Alpha Leon Enterprises LLP (hereinafter referred to as **Noticee 5**) (Noticee 1 to Noticee 5 shall hereinafter be referred to as **Noticees**) have violated various provisions of SEBI Act, 1992 (hereinafter referred to as 'SEBI Act') and Regulations made thereunder, SEBI approved initiation of adjudication proceedings and vide communique dated December 24, 2024, appointed Shri Amar Navlani as the Adjudicating Officer (AO) u/s 15-I of SEBI Act and Rule 3 of SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 (hereinafter referred to as 'Adjudication Rules') r/w Section 19 of the SEBI Act to inquire into and adjudge u/s 15A(b) of SEBI Act, the violations committed by the Noticees as under;

- 2.1. Alleged violation of regulation 4(1)(c) and 4(1)(e) r/w Regulation 30(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (hereinafter referred to as "LODR Regulations") and Regulation 4(1)(d) and 4(1)(e) r/w Regulation 30(6) of LODR Regulations by Noticee 1
- 2.2. Alleged violation of Regulation 29(2) r/w Regulation 29(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as "SAST Regulations") by Noticee 2, Noticee 3 and Noticee 4.
- 2.3. Alleged violation of Regulation 29(1) r/w Regulation 29(3) of SAST Regulations and Regulation 29(2) r/w Regulation 29(3) of SAST Regulations by Noticee 5.

3. Upon transfer of the instant matter, the undersigned was appointed as AO, vide communique dated December 27, 2024.

SHOW CAUSE NOTICE, REPLY AND HEARING

4. Show Cause Notice (hereinafter referred to as "**SCN**") dated January 20, 2025 was issued to the Noticees under rule 4(1) of the SEBI Rules to show cause as to why an inquiry should not be held against them in terms of Rule 4 of SEBI Rules r/w Section 15-I of SEBI Act and penalty, if any, be not imposed on Noticees u/s 15A(b) of the SEBI Act.
5. Following are allegations made against the Noticees in the SCN-
 - 5.1. During examination, it was observed that the Noticee 2, Noticee 3 (promoters) and Noticee 4 (promoter group) of the Company (hereinafter collectively referred to as "Promoters") sold 1,83,639 shares between December 14, 2021 and December

16, 2021, amounting to 2.25% of the total share capital of the Company, in aggregate.

5.2. Since the total change in shareholding exceeded 2% of the total share capital of the Company from the last disclosure made by the Promoter, Regulation 29(2) r/w Regulation 29(3) of SAST Regulations was triggered and the disclosure ought to have been made on or before December 20, 2021.

5.3. As per the information provided by BSE, the disclosure was made by the Promoters on December 17, 2021 i.e., within the prescribed timelines.

5.4. However, due to errors in the information provided in the disclosure, the Promoters filed a revised one on January 12, 2022.

Based on the above, since the correct disclosure was made by the Promoters on January 12, 2022 with a delay of 23 days, it was alleged that Noticee 2, 3 and 4 violated Regulation 29(2) r/w Regulation 29(3) of SAST Regulations.

5.5. The Promoters sold 3,16,235 shares between December 17, 2021 and December 21, 2021, amounting to 3.89% of the total share capital of the Company, in aggregate.

5.6. As per the information provided by BSE, the disclosure was made by the Promoters on December 22, 2021 i.e., within the prescribed timelines.

5.7. However, due to errors in the information provided in the disclosure, the Promoters filed a revised one on January 12, 2022.

Based on the above, since the correct disclosure was made by the Promoters on January 12, 2022 with a delay of 20 days, it was alleged that Noticee 2, 3 and 4 violated Regulation 29(2) r/w Regulation 29(3) of SAST Regulations.

5.8. The Promoters sold 1,17,677 shares between December 22, 2021 and December 23, 2021, amounting to 1.44% of the total share capital of the Company, in aggregate.

5.9. As per the information provided by BSE, a disclosure in this regard was made by the Promoters on December 24, 2021. However, there were certain errors in the information provided in said disclosure.

5.10. While no disclosure was primarily warranted under Regulation 29(2) r/w Regulation 29(3), any false/inaccurate disclosure attracts suitable action.

Based on the above, since the incorrect information has arisen from a disclosure made under Regulation 29(2) r/w Regulation 29(3) of SAST Regulations, and correct disclosure in this regard was made by the Promoter on January 12, 2022, i.e. after 19 days, it was alleged that Noticee 2, 3 and 4 violated Regulation 29(2) r/w Regulation 29(3) of SAST Regulations.

5.11. The Promoters sold 1,63,079 shares between December 24, 2021 and December 27, 2021, amounting to 2.01% of the total share capital of the Company, in aggregate.

5.12. As per the information provided by BSE, the disclosure was made by the Promoters on December 28, 2021 i.e., within the prescribed timelines.

5.13. However, due to errors in the information provided in the disclosure, the Promoters filed a revised one on January 12, 2022.

Based on the above, since the correct disclosure was made by the Promoters on January 12, 2022 with a delay of 14 days, it was alleged that Noticee 2, 3 and 4 violated Regulation 29(2) r/w Regulation 29(3) of SAST Regulations.

5.14. The Promoters sold 1,10,454 shares and 2,00,000 shares on December 28, 2021 and December 30, 2021 respectively, amounting to 3.82% of the total share capital of the Company, in aggregate.

5.15. As per the information provided by BSE, the disclosure was made by the Promoters on December 30, 2021.

5.16. However, as per the information provided by the Promoters to BSE, the trade executed on December 30, 2021 was settled on January 3, 2022. Regulation 29(2) r/w Regulation 29(3) of SAST Regulations was triggered on said date and the disclosure ought to have been made on or before January 5, 2022. The Promoters filed a revised disclosure on January 12, 2022, correcting the date of transaction and other details in connection thereto.

Based on the above, since the correct disclosure was made by the Promoter on January 12, 2022 with a delay of 7 days, it was alleged that Noticee 2, 3 and 4 violated Regulation 29(2) r/w Regulation 29(3) of SAST Regulations.

5.17. The Promoters sold 3,00,000 shares on December 31, 2021, amounting to 3.69% of the total share capital of the Company.

5.18. As per the information provided by BSE, the disclosure was made by the Promoters on January 4, 2022.

5.19. However, as per the information provided by the Promoters to BSE, the trade executed on December 31, 2021 was settled on January 4, 2022. Regulation 29(2) r/w Regulation 29(3) of SAST Regulations was triggered on said date and the disclosure ought to have been made on or before January 6, 2022. The Promoters filed a revised disclosure on January 12, 2022, correcting the date of transaction and other details in connection thereto.

Based on the above, since the correct disclosure was made by the Promoters on January 12, 2022 with a delay of 6 days, it was alleged that Noticee 2, 3 and 4 violated Regulation 29(2) r/w Regulation 29(3) of SAST Regulations.

5.20. Noticee 5 bought 8,43,926 shares on January 11, 2022, amounting to 10.39% of the total share capital of the Company, in aggregate. However, no disclosure was made by Noticee 5.

Based on the above, it was alleged that Noticee 5 violated Regulation 29(1) r/w Regulation 29(3) of SAST Regulations.

5.21. Noticee 5 sold 2,08,429 shares between January 11, 2022 and January 13, 2022, amounting to 2.57% of the total share capital of the Company, in aggregate. However, no disclosure was made by Noticee 5.

Based on the above, it was alleged that Noticee 5 violated Regulation 29(2) r/w Regulation 29(3) of SAST Regulations.

5.22. Noticee 5 sold 6,58,265 shares between January 14, 2022 and January 17, 2022, amounting to 8.11% of the total share capital of the Company, in aggregate. However, no disclosure was made by Noticee 5.

Based on the above, it was alleged that Noticee 5 violated Regulation 29(2) r/w Regulation 29(3) of SAST Regulations.

LODR Violation(s)

5.23. On December 21, 2021, the Company made a disclosure under Regulation 30 of LODR Regulations, informing the receipt of two orders amounting to Rs. 15 Crores (from Shraddha Group) and Rs. 10 Crores (from Sai Siddhi Developers).

5.24. The Company informed that the total invoice amount of supply to Shraddha Group was Rs. 5.45 Crores (date of latest invoice being June 19, 2022), instead of Rs. 15 Crores. No disclosure in this regard was made by the Company with BSE. The Company ought to have disclosed this development within 24 hours of the event i.e., latest by June 20, 2022.

Based on the above, it was alleged that Noticee 1 violated Regulation 4(1)(d) and 4(1)(e) r/w Regulation 30(6) of LODR Regulations.

5.25. Further, the Company informed that it has not done any business with Sai Siddhi Developers. This renders the disclosure made on December 21, 2021 allegedly untrue and misleading.

Based on the above, it was alleged that Noticee 1 violated Regulation 4(1)(c) and 4(1)(e) r/w Regulation 30(1) of LODR Regulations.

6. The SCN was issued at the last known address of Noticees through Speed Post Acknowledgment Due (SPAD) through Digitally Signed E-mail dated January 21, 2025 which was delivered to the Noticees. Vide reply dated February 04, 2025, Noticee 1 submitted the reply on behalf of Noticees No. 1 to 4. The reply dated February 04, 2025 is summarized below-

6.1. *Noticee 1 submitted he was not a part of the everyday management of Fraser till December 2022, neither was he a signatory in any financial capacity. The daily management of Fraser was undertaken by the other erstwhile key managerial personnel (KMPs), even prior to my*

appointment as WTD in February 2021. In December 2022, the management underwent a rapid change as will be detailed further in this response. Since December 2022, he has been leading the daily operations of the Company along with the current management.

6.2. Noticee 1 submitted that as per the disclosure made by the company on 21/12/2021 to BSE and CSE, the company had received 2 purchase orders. During the period of December 2022 when the erstwhile KMPs handed over the Company's possessions and assets (not all of which were handover) to the new KMPs, and the office premises was shifted to a new location. During this process a lot of documents and assets of the company were not handed over to the new KMPs, and despite repeated follow-ups, no response was given. Amongst these missing (documents) files were the files for Purchase Orders (PO) which the new KMPs did not receive. The official company email accounts that were handed over had been tampered with and important communication emails were missing. As such, the new management was not made aware of the disclosure nor the IPO mentioned above. Fraser has been involved in business with the Shraddha Group since before 2018, until Oct/Nov 2022. Noticee 1 submitted that as per his response given to SEBI/BSE over email, he has replied that business transactions of 5.6 Crores were done with Shraddha Group (multiple entities with the prefix Shraddha, common directors Sudhir Balu Mehta and/or Rajesh Mehta) at their sites in Kandivali/Borivali. This figure stands correct for the specified locality, although the total amount of business done with the collective Shraddha Group since the disclosure till the last date (12th September 2022) of invoicing is approximately INR 21 crores (ledger annexed). As on today, Fraser has filed multiple cases against the Shraddha Group in NCLT Mumbai and Mumbai CMM Courts due to Fraser's receivables from Shraddha Group amounting to a principal amount of approximately INR 12 Crores with due interest. One case has been admitted in our favour (order annexed)- vs. Shraddha Equinox LLP (the other two cases against Shraddha Landmark Pvt Ltd and Shraddha Housing Projects LLP, in a different bench, are both reserved for orders) and CIRP was initiated but has been appealed in and stayed by the NCLAT Delhi. Shraddha Group through its directors Sudhir Batu Mehta and Rajesh Mehta has been working in connivance with Jignesh Bhatt to fight against Fraser which is now under the current management since December 2022.

6.3. In regards to the disclosure about the purchaser order received from Sai Siddhi Developers for their site in Powai, the current management of Fraser since December 2022 is completely unaware of said entity. No paperwork, no emails, no financial data exists with

Fraser and Company regarding Sai Siddhi Developers. They do not know on what basis the said disclosure about Sai Siddhi Developers was made by the erstwhile management.

- 6.4. *Noticee 1 submitted that the disclosures in question were prepared by then Company Secretary and Compliance Officer. Our family, and Ekadanta Genex Private Limited (wholly-owned by Omkar Shivhare and Yogeeta Shivhare) were and are first-time promoters. We have no prior experience in this specific scenario and thus the disclosures were drafted by the CS and only signed and emailed to BSE and CSE by either myself or my mother - Yogeeta Shivhare. By default, and by nature of our involvement, we trusted the CS to prepare the disclosures. I cannot speak to the mistakes of the CS and it seems to be an oversight from my perspective. It was never deliberate or intentional.*
- 6.5. *As soon as the mistakes were identified (by the CS herself), they suo-moto rectified the disclosures and reuploaded the correct documents without external intervention. Additionally, the mistake made in the second disclosure dated 17th December 2021 had a domino effect on the following disclosures as the same mathematical mistake.*
- 6.6. *In addition, 2 trades each for Omkar and Yogeeta - totalling 4 trades, were "SETTLED" (on 3rd and 4th Jan 2022) a few days after the trade was "EXECUTED" (30th and 31st Dec 2021) as per the contract notes received from the demat/trading account, thus adding to the errors in the disclosures.*
- 6.7. *Noticee 1 submitted that it was an inadvertent clerical mistake by the CS in their opinion. No prejudice was caused to any member of the public shareholding group.*
- 6.8. *Since the eventful month of December 2022, Fraser and Company has done almost no business due to non-receipt of funds rightfully owed to Fraser. They have answered all queries raised by various authorities to the best of our knowledge despite the fact that the erstwhile management has deliberately mislead us in every manner. They have always directed our work with the mindset that our shareholders are the Company's top priority. They have always been compliant with a few stumbles along the way, for which the Company and its promoters have timely paid dues. They as a family have loaned funds to Fraser for all purposes required. Directors belonging to the Promoter Group - Omkar and Yogeeta - have not taken any compensation from the company, nor do they intend to.*
- 6.9. *In the last 2 calendar years Fraser and Company has paid for mistakes and wrong doings that were made by the erstwhile management. In the FY 222-23, Fraser received a part-payment from Shraddha Landmark Pvt Ltd to the tune of approximately INR 1.5 crores. This payment in its entirety was spent by Fraser in paying dues/fees that technically the*

erstwhile management should have paid in a timely fashion. In the FY 23-24, we paid 40+ lakh of Income Tax for FY 2021-22 for which no provision was made by the erstwhile management. Approximately 9 lakh was paid to the ESIC Kolkata, and had been due since 2018, which also was kept hidden from the new management. The rest of the funds were utilized for the upkeep of the Company, and more importantly, to pay the multiple creditors and service providers of Fraser.

7. Vide hearing notice dated February 24, 2025, opportunity of hearing was given to the Noticees on March 11, 2025. Hearing Notice dated February 24, 2025 was issued to the Noticees through SPAD and through Digitally Signed E-mail dated February 25, 2025. Vide email dated March 10, 2025 Noticee 5 submitted its reply dated March 07, 2025, the same is summarized below-

- 7.1. *Noticee 5 submitted that they have transacted in 2887 independent securities on BSE and NSE during April 1, 2021 to March 31, 2022 and the trading in FRASER, the security which is a subject matter of the current SCN, is a negligibly small portion of our entire trading. The summary of his trading during the IP is as under*

<i>Securities</i>	<i>Buy Qty</i>	<i>Buy Value (Cr.)</i>	<i>Sell Qty</i>	<i>Sell Value (Cr.)</i>	<i>Total Qty</i>	<i>Total Value (Cr.)</i>
<i>All</i>	<i>8137698145</i>	<i>24416.35</i>	<i>8049301093</i>	<i>24535.25</i>	<i>16186999238</i>	<i>48951.60</i>
<i>FRASER</i>	<i>873926</i>	<i>1.05</i>	<i>873926</i>	<i>0.93</i>	<i>1747852</i>	<i>1.98</i>
<i>% of FRASER to total trading</i>	<i>0.011</i>	<i>0.004</i>	<i>0.011</i>	<i>0.004</i>	<i>0.011</i>	<i>0.004</i>

- 7.2. *Noticee 5 submitted that from the above table it can be observed that during the above period they have transacted 1618.70 Crore shares, value of which comes to Rs. 48951.61 Crores of which FRASER comprises of only 0.17 crore shares, value of which comes to Rs. 1.98 Crores. This is a negligible 0.004 % of our total transactions during the IP.*

- 7.3. *This goes on to substantiate that the transactions in Fraser were like our transaction in any of the other securities and no way material to the size and nature of our business..*

- 7.4. *The Noticee 5 submitted that their non-disclosure did not defeat the purposes of Regulation 29. The same is explained as under:*

Short-Term Nature of Transactions:

- i) *The transactions in question were conducted purely for short-term trading purposes, and all positions were closed within six trading days.*

- ii) *Disclosures under Regulation 29 are typically interpreted by investors as indicating an acquirer's intention to establish substantial control or exert influence over a company.*
- (iii) *A disclosure by us for acquisition, which was intended to be only a trading transaction for a brief and short-term activity could have misled investors into believing there was a significant change in the ownership structure, which was not the case.*

Absence of Strategic Intent:

- i) *Regulation 29 disclosures are generally associated with acquisitions aimed at influencing the management or control of a company.*
- ii) *Disclosing our trades might have created a false perception that they were seeking a strategic position in Fraser and Company Limited, which could have led to unwarranted speculation about the company's future direction.*

Market Reaction to Misinterpreted Information:

- i) *Investors might have perceived the disclosure as a signal of an acquisition spree, triggering undue volatility in the stock price. This could have led to either unwarranted buying or selling pressure, distorting the natural market dynamics.*
- ii) *Such speculative market reactions might have adversely impacted the interests of other investors, especially minority shareholders.*

Potential Impact on the Company's Image:

- i) *Disclosure of substantial acquisitions often attracts scrutiny from the media and analysts.*
- ii) *Given the nature of our trades, this could have unnecessarily raised questions about Fraser and Company Limited's governance, stability, or future plans, creating an inaccurate portrayal of the company's circumstances.*

Contradiction to the Purpose of Regulation 29:

- i) *The primary purpose of Regulation 29 is to ensure transparency in substantial acquisitions that have long-term implications for ownership or control.*
- ii) *Disclosing trades conducted purely for short-term making would have diluted the significance of such disclosures and created confusion regarding their intended purpose.*

No Material Change in Ownership or Control:

- i) *Our short term trading which got concluded in a period of 6 days did not lead to any material changes in the shareholding pattern, voting rights, or control of Fraser and Company Limited.*

- ii) *Disclosing such activity might have given the impression of a significant ownership change, which would have been misleading and unwarranted.*

Safeguarding Market Integrity:

- i) *By not disclosing transactions that were immaterial in terms of ownership intent, we avoided creating unnecessary noise in the market.*
- ii) *This approach helped maintain the market's focus on disclosures that genuinely reflect substantial and meaningful changes in shareholding or control.*

Preventing Misguided Investment Decisions:

- i) *Investors often rely on disclosures under Regulation 29 as a basis for making investment decisions.*
- ii) *A disclosure of trades might have led some investors to misinterpret our activity as a signal of increased value or a takeover opportunity in Fraser and Company Limited, potentially leading to misguided investment strategies.*

7.5. Noticee 5 submitted that they had missed out on giving these disclosures at the relevant time, but have now filed them with the Exchanges and the Company as required under Regulation 29. Noticee 5 submitted that we have complied with the requirement of disclosures with a delay.

8. Noticee 3 attended the hearing on the scheduled day for himself and on behalf of Noticee 1, Noticee 2 and Noticee 4 and Authorized Representative (AR) of Noticee 5 attended the hearing on scheduled date and all the Noticees reiterated the submissions already made.

ISSUES FOR CONSIDERATION, EVIDENCE AND FINDINGS

9. I have taken into consideration the facts and circumstances of the case and the material available on record. The issues that arise for consideration in the present case are:

ISSUE I: Whether Noticees violated the provisions as mentioned at paragraph 2 above?

ISSUE II: Does the violation, if any, on part of the Noticees attract penalty u/s 15A(b) of SEBI Act?

ISSUE III: If so, how much penalty should be imposed on the Noticees taking into consideration the factors mentioned in Section 15J of the SEBI Act?

10. Before proceeding further, it will be appropriate to refer to the relevant provisions:

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Regulation 4 - Principles governing disclosures and obligations.

(1) The listed entity which has listed securities shall make disclosures and abide by its obligations under these regulations, in accordance with the following principles:

(c) The listed entity shall refrain from misrepresentation and ensure that the information provided to recognised stock exchange(s) and investors is not misleading.

(d) The listed entity shall provide adequate and timely information to recognised stock exchange(s) and investors.

(e) The listed entity shall ensure that disseminations made under provisions of these regulations and circulars made thereunder, are adequate, accurate, explicit, timely and presented in a simple language.

Regulation 30 - Disclosure of events or information.

(1) Every listed entity shall make disclosures of any events or information which, in the opinion of the board of directors of the listed company, is material.

(6) The listed entity shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation as soon as reasonably possible and in any case not later than the following:

(i) thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;

(ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;

(iii) twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity:

Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Regulation 29- Disclosure of acquisition and disposal

29(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”.

Regulation 29(2)

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 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”.

Regulation 29(3)

29(3)- “The disclosures required under sub-regulation (1) and sub-regulation (2) shall be made within two working days of the receipt of intimation of allotment of shares, or the acquisition or the disposal of shares or voting rights in the target company to,—

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

(b) The target company at its registered office”.

FINDINGS

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

ISSUE I: Whether Noticees violated the provisions as mentioned at paragraph 2 above?

12. During examination it was observed that, Noticee 1 made Incorrect disclosure regarding receipt of work orders worth Rs. 10 Crores (from Sai Siddhi Developers), therefore, it was alleged that Noticee 1 violated Regulation 4(1)(c) and 4(1)(e) r/w Regulation 30(1) of LODR Regulations. Further, it was observed that Noticee 1 failed to update development w.r.t. work order from Shraddha Group (Rs. 5.45 Crores, instead of Rs. 15 Crores), therefore, it was alleged that Noticee 1 violated Regulation 4(1)(d) and 4(1)(e) r/w Regulation 30(6) of LODR Regulations.

13. Further, during examination it was observed that Noticee 2 to Noticee 4 made delayed disclosure of sale of shares of the Company (6 instances) to BSE, therefore, it was alleged that Noticee 2 to Noticee 4 violated Regulation 29(2) r/w Regulation 29(3) of SAST Regulations.

14. I note that in reply to the SCN Noticee 1 to Noticee 4 admitted that it was an inadvertent clerical mistake by the CS.

15. I note that during examination, the transactions of all 3 promoters (Noticee 2, 3 and 4) (PACs for each other) were observed together in the following manner, as all the Promoters made the disclosures jointly:

<i>Date</i>	<i>Pre-transaction holding (no. and %)</i>		<i>Shares disposed (no. and %)</i>		<i>Post-transaction holding (no. and %)</i>		<i>Date of SAST disclosure by Promoter</i>
07/12/2021	2288987	28.19%	40000	0.49%	2248987	27.70%	14/12/2021
08/12/2021	2248987	27.70%	25000	0.31%	2223987	27.39%	
10/12/2021	2223987	27.39%	40000	0.49%	2183987	26.90%	
13/12/2021	2183987	26.90%	25000	0.31%	2158987	26.59%	
14/12/2021	2158987	26.59%	79761	0.98%	2079226	25.61%	17/12/2021 (revised on 12/01/2022)
14/12/2021	2079226	25.61%	40000	0.49%	2039226	25.11%	
15/12/2021	2039226	25.11%	29523	0.36%	2009703	24.75%	
16/12/2021	2009703	24.75%	34355	0.42%	1975348	24.33%	22/12/2021 (revised on 12/01/2022)
17/12/2021	1975348	24.33%	21251	0.26%	1954097	24.06%	
20/12/2021	1954097	24.06%	44984	0.55%	1909113	23.51%	
21/12/2021	1909113	23.51%	250000	3.08%	1659113	20.43%	24/12/2021 (revised on 12/01/2022)
22/12/2021	1659113	20.43%	77677	0.95%	1581436	19.48%	
23/12/2021	1581436	19.48%	40000	0.49%	1541436	18.98%	
24/12/2021	1541436	18.98%	35000	0.43%	1506436	18.55%	28/12/2021 (revised on 12/01/2022)
27/12/2021	1506436	18.55%	128079	1.58%	1378357	16.97%	
28/12/2021	1378357	16.97%	110454	1.36%	1267903	15.61% (also as on 31/12/2021)	30/12/2021 (revised on 12/01/2022)

30/12/2021 (settled on 03/01/2022)	1267903	15.61%	200000	2.46%	1067903	13.15%	
31/12/2021 (settled on 04/01/2022)	1067903	13.15%	300000	3.69%	767903	9.46%	04/01/2022 (revised on 12/01/2022)
11/01/2022	767903	9.46%	767903	9.46%	0	0% (also as on 31/03/2022)	12/01/2022

16.I note that the Promoters sold 1,83,639 shares between December 14, 2021 and December 16, 2021, amounting to 2.25% of the total share capital of the Company, in aggregate.

16.1.I note that since the total change in shareholding exceeded 2% of the total share capital of the Company from the last disclosure made by the Promoter, Regulation 29(2) r/w Regulation 29(3) of SAST Regulations was triggered and the disclosure ought to have been made on or before December 20, 2021.

16.2.As per the information provided by BSE, the disclosure was made by the Promoters on December 17, 2021 i.e., within the prescribed timelines.

16.3.However, due to errors in the information provided in the disclosure, the Promoters filed a revised one on January 12, 2022.

Based on the above, since the correct disclosure was made by the Promoters on January 12, 2022 with a delay of 23 days, violation of Regulation 29(2) r/w Regulation 29(3) of SAST Regulations by Noticee 2, 3 and 4 stands established.

17.I note that the promoters sold 3,16,235 shares between December 17, 2021 and December 21, 2021, amounting to 3.89% of the total share capital of the Company, in aggregate.

17.1. Since the total change in shareholding exceeded 2% of the total share capital of the Company from the last disclosure made by the Promoter, Regulation 29(2) r/w Regulation 29(3) of SAST Regulations was triggered and the disclosure ought to have been made on or before December 23, 2021.

17.2. As per the information provided by BSE, the disclosure was made by the Promoters on December 22, 2021 i.e., within the prescribed timelines.

17.3. However, due to errors in the information provided in the disclosure, the Promoters filed a revised one on January 12, 2022.

Based on the above, since the correct disclosure was made by the Promoters on January 12, 2022 with a delay of 20 days, violation of Regulation 29(2) r/w Regulation 29(3) of SAST Regulations by Noticee 2, 3 and 4 stands established.

18.I note that the Promoters sold 1,17,677 shares between December 22, 2021 and December 23, 2021, amounting to 1.44% of the total share capital of the Company, in aggregate.

18.1. Since the total change in shareholding did not exceed 2% of the total share capital of the Company from the last disclosure made by the Promoter, Regulation 29(2) r/w Regulation 29(3) of SAST Regulations was not triggered and no disclosure was required to be made.

18.2. As per the information provided by BSE, a disclosure in this regard was made by the Promoters on December 24, 2021. However, there were certain errors in the information provided in said disclosure.

Based on the above, even though disclosures were not required to be made, providing wrong information was misleading, and correct disclosure in this regard was made by the Promoter on January 12, 2022, i.e. after 19 days, violation of Regulation 29(2) r/w Regulation 29(3) of SAST Regulations by Noticee 2, 3 and 4 stands established.

19.I note that the Promoters sold 1,63,079 shares between December 24, 2021 and December 27, 2021, amounting to 2.01% of the total share capital of the Company, in aggregate.

19.1. Since the total change in shareholding exceeded 2% of the total share capital of the Company from the last disclosure made by the Promoter, Regulation 29(2) r/w Regulation 29(3) of SAST Regulations was triggered and the disclosure ought to have been made on or before December 29, 2021.

19.2. As per the information provided by BSE, the disclosure was made by the Promoters on December 28, 2021 i.e., within the prescribed timelines.

19.3. However, due to errors in the information provided in the disclosure, the Promoters filed a revised one on January 12, 2022.

Based on the above, since the correct disclosure was made by the Promoters on January 12, 2022 with a delay of 14 days, violation of Regulation 29(2) r/w Regulation 29(3) of SAST Regulations by Noticee 2, 3 and 4 stands established.

20. The Promoters sold 1,10,454 shares and 2,00,000 shares on December 28, 2021 and December 30, 2021 respectively, amounting to 3.82% of the total share capital of the Company, in aggregate.

20.1. Since the total change in shareholding exceeded 2% of the total share capital of the Company from the last disclosure made by the Promoter, Regulation 29(2) r/w Regulation 29(3) of SAST Regulations was triggered and the disclosure ought to have been made on or before January 3, 2022. As per the information provided by BSE, the disclosure was made by the Promoters on December 30, 2021.

20.2. However, as per the information provided by the Promoters to BSE, the trade executed on December 30, 2021 was settled on January 3, 2022. Regulation 29(2) r/w Regulation 29(3) of SAST Regulations was triggered on said date and the disclosure ought to have been made on or before January 5, 2022. The Promoters filed a revised disclosure on January 12, 2022, correcting the date of transaction and other details in connection thereto.

Based on the above, since the correct disclosure was made by the Promoter on January 12, 2022 with a delay of 7 days, violation of Regulation 29(2) r/w Regulation 29(3) of SAST Regulations by Noticee 2, 3 and 4 stands established.

21. The Promoters sold 3,00,000 shares on December 31, 2021, amounting to 3.69% of the total share capital of the Company.

21.1. Since the total change in shareholding exceeded 2% of the total share capital of the Company from the last disclosure made by the Promoter, Regulation 29(2) r/w Regulation 29(3) of SAST Regulations was triggered and the disclosure ought to have been made on or before January 4, 2022. As per the information provided by BSE, the disclosure was made by the Promoters on January 4, 2022.

21.2. However, as per the information provided by the Promoters to BSE, the trade executed on December 31, 2021 was settled on January 4, 2022. Regulation 29(2) r/w Regulation 29(3) of SAST Regulations was triggered on said date and the disclosure ought to have been made on or before January 6, 2022. The

Promoters filed a revised disclosure on January 12, 2022, correcting the date of transaction and other details in connection thereto.

Based on the above, since the correct disclosure was made by the Promoters on January 12, 2022 with a delay of 6 days, violation of Regulation 29(2) r/w Regulation 29(3) of SAST Regulations by Noticee 2, 3 and 4 stands established.

22. I note from the material available before me that on December 21, 2021, the Company made a disclosure under Regulation 30 of LODR Regulations, informing the receipt of two orders amounting to Rs. 15 Crores (from Shraddha Group) and Rs. 10 Crores (from Sai Siddhi Developers).

23. I note that Regulation 30 provides that the listed entity shall, with respect to disclosures referred to in this regulation, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

24. During examination it was observed that on seeking an update on the status of said orders, the Company informed BSE that it is not in possession of the abovementioned two work orders to confirm the veracity of the announcement dated December 21, 2021, since the same was made under the former management.

25. I note that the Company has informed that the total invoice amount of supply to Shraddha Group is Rs. 5.45 Crores (date of latest invoice being June 19, 2022), instead of Rs. 15 Crores. No disclosure in this regard was made by the Company with BSE. The Company ought to have disclosed this development within 24 hours of the event i.e., latest by June 20, 2022.

Based on the above, it is established that Noticee 1 violated Regulation 4(1)(d) and 4(1)(e) r/w Regulation 30(6) of LODR Regulations.

26. Further, I note that the Company has informed that it has not done any business with Sai Siddhi Developers. This renders the disclosure made on December 21, 2021 allegedly untrue and misleading.

Based on the above, it is established that Noticee 1 violated Regulation 4(1)(c) and 4(1)(e) r/w Regulation 30(1) of LODR Regulations.

27. I note that during examination it was also observed that Noticee 5 did not disclose acquisition of shares of company at 1 instance, therefore, it was alleged that Noticee 5

violated Regulation 29(1) r/w Regulation 29(3) of SAST Regulations. Further, it was observed that Noticee 5 did not disclose sale of shares of company at 2 instances, therefore, it was alleged that Noticee 5 violated Regulation 29(2) r/w Regulation 29(3) of SAST Regulations.

28. I note that in reply to the SCN, Noticee 5 submitted that the said non-disclosure did not defeat the purposes of Regulation 29 and admitted that it had missed out on giving these disclosures at the relevant time, but have now filed them with the Exchanges and the Company as required under Regulation 29.

29. With reference to transactions by Acquirer (Noticee 5), I note from the material available before me that the same took place in the following manner:

<i>Date</i>	<i>Pre-transaction holding (no. and %)</i>		<i>Shares acquired/(sold)</i>		<i>Post-transaction holding (no. and %)</i>		<i>Date of SAST disclosure by Promoter</i>
10/01/2022	0	0	30,000	0.37%	30,000	0.37%	NA
10/01/2022	30,000	0.37%	(7,232)	(0.09%)	22,768	0.28%	NA
11/01/2022	22,768	0.28%	8,43,926	10.39%	8,66,694	10.67%	Not filed
11/01/2022	8,66,694	10.67%	(46,694)	(0.58%)	8,20,000	10.10%	NA
12/01/2022	8,20,000	10.10%	(1,13,728)	(1.40%)	7,06,272	8.70%	NA
13/01/2022	7,06,272	8.70%	(48,007)	(0.59%)	6,58,265	8.11%	Not filed
14/01/2022	6,58,265	8.11%	(84,143)	(1.04%)	5,74,122	7.07%	NA
17/01/2022	5,74,122	7.07%	(5,74,122)	(7.07%)	0	0	Not filed

30. I note that Noticee 5 bought 8,43,926 shares on January 11, 2022, amounting to 10.39% of the total share capital of the Company, in aggregate. Since the total change in shareholding exceeded 5% of the total share capital of the Company, Regulation 29(1) r/w Regulation 29(3) of SAST Regulations was triggered and the disclosure ought to have been made on or before January 13, 2022. However, no disclosure was made by Noticee 5.

Based on the above, it is established that Noticee 5 violated Regulation 29(1) r/w Regulation 29(3) of SAST Regulations.

31. I note that Noticee 5 sold 2,08,429 shares between January 11, 2022 and January 13, 2022, amounting to 2.57% 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, Regulation 29(2) r/w Regulation 29(3) of SAST Regulations was triggered and the disclosure ought to have been made on or before January 17, 2022. However, no disclosure was made by Noticee 5.

Based on the above, it is established that Noticee 5 violated Regulation 29(2) r/w Regulation 29(3) of SAST Regulations.

32. I note that Noticee 5 sold 6,58,265 shares between January 14, 2022 and January 17, 2022, amounting to 8.11% 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, Regulation 29(2) r/w 29(3) of SAST Regulations was triggered and the disclosure ought to have been made on or before January 19, 2022. However, no disclosure was made by Noticee 5.

Based on the above, it is established that Noticee 5 violated Regulation 29(2) r/w Regulation 29(3) of SAST Regulations.

ISSUE II: Does the violation, if any, on part of the Noticees attract penalty u/s 15A(b) of SEBI Act?

33. In view of the violations as established above, I would refer to order of the Hon'ble SAT in the matter of Virendrakumar Jayantilal Patel vs. SEBI (Appeal No. 299 of 2014 order dated October 14, 2014), wherein Hon'ble SAT held that:

“...obligation to make disclosures within the stipulated time is a mandatory obligation and penalty is imposed for not complying with the mandatory obligation.”

34. Thus, I am of the view that it is a fit case for penalty u/s 15A(b) of the SEBI Act, which reads as under:

15A(b) If any person, who is required under this Act or any rules or regulations made thereunder, 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 or who furnishes or files false, incorrect or incomplete information, return, report, books or other documents], he shall be liable to a penalty which

shall not be less than one lakh rupees but which may extend to one lakh rupees for each day during which such failure continues subject to a maximum of one crore rupees;

ISSUE III: If so, how much penalty should be imposed on the Noticees taking into consideration the factors mentioned in Section 15J of the SEBI Act?

35. While determining the quantum of penalty u/s 15A(b) of the SEBI Act, it is important to consider the factors stipulated in section 15J of SEBI Act, which reads as under:-

15J - Factors to be taken into account by the adjudicating officer

While adjudging quantum of penalty u/s 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."

36. Hon'ble SAT in the case of M/s. Coimbatore Flavors & Fragrances Ltd. & Ors vs SEBI (Appeal No. 209 of 2014 order dated August 11, 2014) has articulated the importance of true and timely disclosures and has held that;

"Undoubtedly, the purpose of these disclosures is to bring about more transparency in the affairs of the companies. True and timely disclosures by a company or its promoters are very essential from two angles. Firstly; investors can take a more informed decision to invest or not to invest in a particular scrip secondly; the Regulator can properly monitor the transactions in the capital market to effectively regulate the same."

37. In view of the violations as established above, the facts and circumstances of the case and the judgments referred to and mentioned hereinabove, the quantum of penalty would depend on the factors referred in Section 15-J of SEBI Act as stated above. I observe, that the material available on record does not quantify any disproportionate gains or unfair advantage, if any, made by the Noticees. Further from the material available on record, it is not possible to ascertain the exact monetary loss to the investors on account of non-compliance by the Noticees. However, I cannot ignore that compliance with extant applicable provisions of SAST Regulations, as cited, in the

instant matter, was obligatory and SEBI is duty-bound to enforce compliance of these regulations. In my opinion in a disclosure based regime the essence is about timely disclosures which, if compromised with, may pose threat to orderly functioning of the securities markets and /or loss of investor confidence in the integrity of the securities market. I note from the records that the Noticees have not been penalized by SEBI in the past.

ORDER

38. Having considered the facts and circumstances of the case, the material available on record, the submissions made by the Noticees, the factors mentioned in Section 15J of the SEBI Act and also taking into account judgment of the Hon'ble Supreme Court in *SEBI vs. Bhavesh Pabari (2019) 5 SCC 90* and in exercise of power conferred upon me u/s 15-I of the SEBI Act r/w rule 5 of the Adjudication Rules, 1995, I hereby impose following penalty u/s 15A(b) of the SEBI Act on the Noticees:

Noticee No.	Name of entity	Penalty (Rs.)	Penalty Provisions
1	Fraser and Company Limited	Rs.1,00,000/- (Rupees One Lakh Only)	Section 15A(b) of SEBI Act
2	Ms Yogeeta Shivhare	Rs.1,00,000/- (Rupees One Lakh Only)	
3	Mr. Omkar Shivhare	Rs.1,00,000/- (Rupees One Lakh Only)	
4	Ekadanta Genex Private Limited	Rs.1,00,000/- (Rupees One Lakh Only)	
5	Alpha Leon Enterprises LLP	Rs.1,00,000/- (Rupees One Lakh Only)	

39. I am of the view that the above penalty is commensurate with the violations on the part of the Noticees.

40. The Noticees shall remit / pay the said amount of penalty within 45 days of receipt of this order through online payment facility available on the website of SEBI, i.e. www.sebi.gov.in on the following path, by clicking on the payment link:

ENFORCEMENT → Orders → Orders of AO → PAY NOW.

In case of any difficulties in payment of penalties, Noticees may contact the support at portalhelp@sebi.gov.in.

41. In the event of failure to pay the said amount of penalty within 45 days of the receipt of this Order, SEBI may initiate consequential actions including but not limited to recovery proceedings u/s 28A of the SEBI Act for realization of the said amount of penalty along with interest thereon, inter alia, by attachment and sale of movable and immovable properties.

42. In terms of the provisions of rule 6 of the SEBI Rules, a copy of this order is being sent to the Noticees and also to the Securities and Exchange Board of India.

Place: Mumbai

Date: May 14, 2025

**AMIT KAPOOR
ADJUDICATING OFFICER**