

**BEFORE THE ADJUDICATING OFFICER
SECURITIES AND EXCHANGE BOARD OF INDIA
SETTLEMENT ORDER**

Sr. No.	Settlement Application No.	Name of the Applicant	PAN
1	7181/2023	Justice (Retd.) S Jagadeesan	AAAPJ7386G

IN THE MATTER OF BINNY LIMITED

Settlement Order No.: SO/SV/DP/2023-24/7181

1. Securities and Exchange Board of India (hereinafter referred to as “**SEBI**”) initiated adjudication proceedings under Section 15HB of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as “**SEBI Act**”) and Section 23E of the Securities Contract (Regulation) Act, 1956 (hereinafter referred to as “**SCRA**”) against Justice (Retd.) S Jagadeesan (hereinafter referred to as “**Noticee/applicant/by name**”) for the alleged violation of Clause 49(III)(D) of the Listing Agreement (post amendment dated April 17, 2014) read with Regulation 103 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “**LODR Regulations**”), Section 21 of SCRA, Regulation 18(3) read with Part C of Schedule II of LODR Regulations.
2. Vide communique dated July 06, 2022, SEBI had appointed Ms. Asha Shetty, Chief General Manager as the Adjudicating Officer under section 15-I of SEBI Act read with Rule 3 of SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 (hereinafter referred to as “**Adjudication Rules**”) and Section 23 I of SCRA read with Rule 3 of Securities Contract (Regulations) (Procedure for Holding Inquiry and Imposing Penalties) Rules, 2005 (hereinafter referred to as “**SCR Rules**”) to inquire into and adjudge under Section 15HB of SEBI Act and Section 23E of SCRA, the aforementioned alleged violation of the provisions of law by the Noticee. Pursuant to her transfer, vide communique dated October 06, 2022, Shri Vijayant Kumar Verma, General Manager was appointed the Adjudicating Officer.

Subsequently, on his transfer the undersigned was appointed as the Adjudicating Officer vide communique dated August 30, 2023.

3. A Show Cause Notice Ref. No. EAD-9/VV/AK/2453/1-5/2023 dated January 30, 2023 (hereafter referred to as “SCN”) was issued to Noticee by the erstwhile Adjudicating Officer in terms of the provisions of Rule 4 of the Adjudication Rules and SCR Rules, calling upon the Noticee to show cause why an inquiry should not be held and penalty not be imposed, under Section 15HB of SEBI Act and Section 23E of SCRA for the following violations:
 - 3.1. Noticee, being an independent director of the company did not act independently in the interests of shareholders, but merely acted on the directions of the company and its executive management. Therefore, it was alleged that the Noticee failed in his duty as a member of the Audit Committee to perform the duties specified under Clause 49(III)(D) of the listing agreement (post amendment dated April 17, 2014) read with Regulation 103 of LODR Regulations, Section 21 of SCRA and Regulation 18(3) read with Part C of Schedule II of LODR Regulations.
4. Pending Adjudication Proceedings, the Noticees proposed to settle the instant proceedings initiated against him, without admitting or denying the findings of facts and conclusions of law, through a settlement order and filed settlement applications with SEBI bearing Settlement Application Nos. 7181/2023 dated February 27, 2023 in terms of the provisions of SEBI (Settlement Proceedings) Regulations, 2018 (hereinafter referred to as “**Settlement Regulations**”).
5. Pursuant to the meeting with the Internal Committee of SEBI on September 01, 2023 in terms of the Settlement Regulations, Noticee vide email dated September 22, 2023, proposed revised settlement terms. The High Powered Advisory Committee (hereinafter referred to as '**HPAC**') in its meeting held on November 02, 2023, considered the settlement terms proposed and recommended that the case may be settled upon payment of ₹ 11,05,000/- (Rupees Eleven Lakh Five Thousand Only) by the Noticee as settlement amount towards the settlement terms.

6. The Panel of Whole Time Members of SEBI approved the said recommendation of the HPAC on December 15, 2023 and the same was communicated by SEBI to the applicant on December 22, 2023. Subsequently, the applicant vide email January 22, 2024 informed about the remittance of the settlement amount, the receipt of which is confirmed by SEBI.
7. Therefore, in view of the acceptance of the settlement terms and the receipt of settlement amount as above by SEBI, the instant adjudication proceedings initiated against the Noticee vide SCN No. EAD-9/VV/AK/2453/1-5/2023 dated January 30, 2023 is disposed of in terms of Section 15JB of the SEBI Act read with Regulation 23(1) of the Settlement Regulations on the basis of the settlement terms.
8. This order is without prejudice to the right of SEBI to take enforcement actions, in terms of Regulation 28 of the Settlement Regulations, including restoring or initiating the proceedings in respect to which the settlement order was passed against the applicant, if:
 - i. it comes to the notice of the Board that the applicant has not made full and true disclosure;
 - ii. applicant has violated the undertakings or waivers:
9. This settlement order is passed on this day of **February 13, 2024** and shall come into force with immediate effect.
10. In terms of Regulation 25 of the Settlement Regulations, copy of this order is being sent to the applicant viz. Justice (Retd.) S Jagadeesan and also to SEBI.

Date: February 13, 2024

Place: Mumbai

SHASHIKUMAR VALSAKUMAR

ADJUDICATING OFFICER