

THE SECURITIES AND EXCHANGE BOARD OF INDIA

ORDER

IN THE MATTER OF DIRECTIONS TO M/s TAURUAS PORTFOLIO LIMITED UNDER SECTION 11 READ WITH SECTION 11B OF THE SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992, REGULATION 11 OF THE SEBI (PROHIBITION OF FRAUDULENT AND UNFAIR TRADE PRACTICES RELATING TO SECURITIES MARKET) REGULATIONS, 2003.

CO/223/ISD/03/2004

1.0 A sudden spurt was observed in the share prices of Information Technologies (India) Ltd (hereinafter referred to as "ITIL") during January and February, 2000. The price of the scrip rose from Rs.469.35 per share on 3.1.2000 to Rs.2023.05 on 22.2.2000 and trade volumes in the shares of ITIL from 80,200 shares on 3.1.2000 to 1,73,000 shares on 22.2.2000. NSE, where the scrip is listed, conducted an investigation on the trading of the shares on ITIL during the period 3.1.2000 to 26.4.2000 and submitted reports to SEBI. On the direction of SEBI, The Stock Exchange, Mumbai (BSE) also conducted an investigation and submitted report to SEBI.

1.1 The finding of the investigation by NSE included the following:

- (a) Common clients were observed to be trading through Lloyd Credits Ltd and Victory Financial Services Ltd and their trading accounted for 55% to 88% of the trading of the gross quantity traded in various settlements.
- (b) Several structured and cross deals involving large quantity of shares were observed for various settlements.
- (c) They suspected creation of artificial volumes and false market with an intention of manipulating the price of the scrip.

1.2 The findings of BSE included the following:

- (a) 81% of the net purchases were concentrated amongst four members and net sales were widely scattered.
- (b) The trades were done either by members or clients who were also members.
- (c) They recommended that transactions by the members on other exchanges may also be examined.

2.0 SEBI vide orders dated 21.5.2001 and 26.7.2001 directed that an investigation be conducted in the matter. The findings of the said investigation included the following:

- (a) The promoters and associated entities indulged in manipulation of the price of the scrip through artificial trades, falsely fabricating accounts of the company, artificially creating volumes and thereby violated sub-regulations (a) to (e) of Regulation 4 of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 1995 (hereinafter referred to as “the FUTP Regulations”) and Regulation 4 of the SEBI (Prohibition of Insider Trading) Regulations, 1992 (hereinafter referred to as “the Insider Trading Regulations”).
- (b) ITIL aided and assisted the promoters of the company in the manipulation of price of the scrip by indulging in falsification of the books, accounts and records, thereby violating Regulation 6 (d) of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 1995.
- (c) The acquisition by the promoters and associated entities did not comply with the requirement of Regulation 11 (2) of the SEBI

(Substantial Acquisition of Shares and Takeover) Regulations 1997 (hereinafter referred to as “the Takeover Regulations”) while acquiring 24,15,532 shares of ITIL.

3.0 Based on the findings of the investigation, a Show Cause Notice dated 4.9.2002 was issued to M/s Tauruas Portfolio Limited advising them to show cause why action in terms of Section 11B read with Regulation 11 of the FUTP Regulations should not be taken against them.

4.1 Following are the allegations contained in the show cause notice dated 4.9.2002 in respect of violation of the FUTP Regulations and the Insider Trading Regulations:

4.1.1 ITIL was a part of the Usha group of companies promoted by Shri Vinay Rai and family. The following three companies are the main promoter companies as reported by ITIL :

1. Pukhraj Holdings Pvt. Ltd.
2. RKKR Agencies Pvt. Ltd.
3. Utility Tradelinks Pvt. Ltd.

Shri Vinay Rai and Anil Rai were promoter directors of the company

4.1.2 ITIL came out with its initial Public Issue on 14.1.1993 for 25,00,000 shares of Rs.10/- each at a premium of Rs.30/- each. The issue was undersubscribed and devolved on the underwriters. Underwriters therefore subscribed for 3,64,600 shares and the balance was subscribed by the promoters. The promoters, directors, relatives and group companies were holding about 92% of the post issue capital of the company. The Company changed its

name from Usha Services and Consultants Ltd. to Information Technologies India Ltd in December, 1993.

- 4.1.3 In May, 1999, the company's balance sheet showed that reserves and surplus have increased 20 times from Rs.33.40 Crores to Rs.605.75 Crores. The amount that was accounted for by intangible assets by valuing the human resources and brand value was Rs.509.27 Crores. The same was nil during the previous accounting year. The company had also valued its brand and created Reserves to the extent of Rs.446 crores during the year 2000 and thereby manipulated the book value of the shares by Rs.65.
- 4.1.4 The total fictitious reserves created by the company accounts for Rs.509 crores in 1999 , Rs.904 crores in 2000 and Rs.426 crores in 2001 accounting for about 84% in 1999, 87% in 2000 and 76% in 2001 to the total reserves of the company. Because of these fictitious results, their book value per share had been manipulated upwards by Rs.74 in 1999, Rs.66/- in 2000 and Rs.32/- in 2001 out of the total book value of Rs.92/- in 1999, Rs.80/- in 2000 and Rs.45/- in 2001.
- 4.1.5 ITIL had accounted the Human Resources Value as an "Intangible Assets" in its books and simultaneously created reserves under 'Reserves & Surplus' to the extent of about Rs. 458 crores in the balance sheet of the company by which the book value of the company had increased by Rs.66 (Rs.10 paid up). Thus the management of the company resorted to accounting the brand value and human resources to artificially boost the net-worth per share by about Rs.130 per share during the year 1999 and 2000. This is a fictitious and bogus entry made in the books of the

company in order to boost the net worth of the shares. Thus the balance sheet of the company did not give a true and fair view of the state of affairs of the company.

4.1.6 The distribution schedule of the Company dated the 7th January 2000 shows that the largest percentage of holding is in the 'other body corporate' category. The list of bodies corporate as given with the distribution schedule submitted by the company, consists of 57 bodies corporate in all and revealed that almost all these bodies corporate were owned / controlled / managed either directly or indirectly by the promoters' group.

4.1.7 Thus, the promoters were holding directly or indirectly through their front companies including M/s Tauruas Portfolio Limited to the extent of 92.41% of the company as on 07.01.2000. Thus all these companies were acting in concert. The general public were holding to the extent of only 5.11 % in January 2000 and which has further reduced to 1.39% in May 2000.

4.1.8 Besides the promoter companies the following 16 promoter group / associate companies which form part of the above mentioned promoter group / associate holdings had dealt in the shares of ITIL during the above period through the members of NSE, DSE and OTCEI.

1.	Sumac Iron & Steels Pvt. Ltd.
2.	New Age Commercial Pvt. Ltd.
3.	Ambika Ferro Alloys Pvt. Ltd.
4.	Vedant Steel Casings Pvt. Ltd.
5.	Deep Traders and Advances Pvt. Ltd.
06.	Eureka Machineries Pvt. Ltd.
7.	Arunoday Vinimay Pvt. Ltd.
8.	Anjali Flat Rolled Sheets Pvt. Ltd.

9.	Amit Share Trading Private Ltd.
10	Parvati Casting Pvt. Ltd.
11	KRP Consultants Pvt. Ltd.
12	Tauruas Portfolio Ltd.
13	Decent Dealers and Advances (P) Ltd.
14	Varren Financial Services (P) Ltd.
15	Classic Dealers and Advances (P) Ltd.
16	Aquarius Steels Pvt. Ltd.

4.1.9 The above companies were interconnected through common addresses / common directors / common introductions / common contact persons / common telephone numbers etc. within themselves and with the promoter group entities.

4.1.10 The share trading activities of the promoters' group were controlled from two secret offices at E-127 and E-58, Sarita Vihar, New Delhi which were owned / leased by Malvika Steels Ltd., a group company.

4.1.11 Many of these companies are appearing in the list of shareholders of the company under the head 'Corporate Bodies'. The above front companies of Usha Group which have traded in this scrip of ITIL such as Pukhraj Holding Pvt. Ltd., Sumac Iron & Steel, Arunoday Vinimay Pvt. Ltd. etc. were operating from Usha Bhavan, A-41, Mohan Co-op. Estate, Mathura Road, New Delhi – 110 044 or their secret offices at Sarita Vihar, New Delhi. The employees of Usha Group namely Shri. P. K. Rao, Shri. V.K.Agarwal, Shri. R. P. Sharma etc. were the Directors of these front companies.

4.1.12 The common clients, who were the front companies of the Usha Group were trading through Lloyd Credits Ltd, Victory Financial

Services Ltd. and Bharat Bhushan Equity Traders Ltd., Bonanza Portfolio Ltd. and Alankit Assignments Ltd. Almost 90% of the trades of these brokers were on behalf of the front companies of the Usha Group. Lloyd Credits Ltd and Victory Financial Services Ltd. were trading to the extent of 55% to 88% in various settlements of the gross traded quantity at NSE. Several structured and synchronized deals were entered by these clients through the above members. Structured / synchronized deals involving a total of 23,73,500 shares were observed between the settlements at NSE. Most of the other members who traded in the scrip did not have concentration more than 5% each. These structured/synchronised trades were executed with a view to create artificial volumes in the scrip in the market and also with an intention of manipulating the price of the scrip.

4.1.13 The front companies of the promoters group had bought 24,15,532 shares aggregating to Rs.369.26 crores across BSE, NSE & OTCEI during the period September 1999 to September 2000 through the said members. They had also sold 23,73,610 shares aggregating to Rs.352.20 crores during the said period. In the process they have incurred a notional loss of Rs.17.00 crores. This was mainly incurred with a view to generate artificial volumes in the scrip and to manipulate the scrip.

4.1.14 The front companies of the promoter had dealt in the shares of ITIL through an OTCEI member viz. Bonanza Portfolio Ltd.

4.1.15 The promoters group had through Bharat Bhushan & Co. sold 1,20,000 shares to UTI on an “offer Sauda” basis on behalf of Eureka Machineries Pvt. Ltd. (33000 shares), KRP Consultants (30000 shares) and Sumac Iron & Steels Pvt. Ltd. (57000 share).

The shares were sold in the price range of Rs.290/- to Rs.395/- during October and December, 1999 for a total value of Rs.3.92 crores. The transactions were done off-market and Bharat Bhushan & Co. did not report the same to the Delhi Stock Exchange or any other exchange in violation of SEBI Circular no.SMD/RCG/CIR/BKG/293/95 dated March 14, 1995.

4.1.16 At NSE, it was observed that on an average the members Lloyds Credits Ltd. Victory Financial Services Ltd., Bharat Bhushan Equity Traders Pvt. Ltd. and Alankit Assignments Ltd. accounted for 70 to 80 % of the trades in the scrip at NSE during the investigation period. Also, more than 90% of these trades are on behalf of the above front Companies of the Usha Group. The proportion of trading by public was very less as also the holding by the public was negligible at about 5% during the period.

4.1.17 The front companies of ITIL entered into a number of cross deals in the scrip with the same brokers. The cross deals by these front Companies of the promoters' group were frequent and accounted for 30 to 40 % of the members' gross turnover in the scrips at the exchanges during the said period.

4.1.18 On February 16, 2000 the maximum intra-day movement in the scrip price was noticed in NSE i.e. about 13% between the opening price and the highest price during the day and 8% increase in the closing price as compared to the closing price of the previous day. On that day the total number of shares traded was 130700. Out of this Lloyds Credit Ltd. was involved as a buying or selling broker in trades of about 127433 shares of which trades relating to 118800 shares Lloyds was both the buyer and the seller. All these trades were on behalf of Sumac Iron & Steels Pvt. Ltd. Between February

8, 2000 to February 21, 2000 in a span of about 10 trading days, there was more than 100% increase in closing prices and total number of shares traded (where both the buyer and seller was Lloyds) were 870200 out of a total of 1298200 on behalf of sumac Iron & Steels Ltd. In this period on 9 days, the closing price was higher by 8% daily than the previous day's closing price. Also, Lloyds is involved as either a buyer or seller in the opening trade on most of the days during the period and has bought/sold or matched / synchronized trades on almost all days during the last half an hour of trading.

4.1.19 There were many instances of trades done by Lloyd and Victory at successively higher rates, as a result, influencing the market price significantly. On some days there was major jump in opening price of the scrip as compared to the previous day's closing price by almost 8%. There were several closing and opening trades done by Lloyds Credit Ltd., and Victory Financial Services Ltd. on behalf of these front companies. Such trades were entered to influence the opening and closing price of the scrip.

4.1.20 Between 21st March to 27th March, 2000, several buy and sell orders were entered by the NSE member Victory Financial Services Ltd., on behalf of Pukhraj Holdings Pvt. Ltd., resulting in several self trades where both the buyer and the seller were the same entity i.e. Pukhraj Holdings Pvt. Ltd. and both the buy and sell orders were entered from the same terminal. The price of the scrip increased from Rs. 1819 to Rs. 2325 (by almost 28%) during the said period. Similar trades were noticed during the period March 21, 2000 to March 29, 2000. During this period the price moved from Rs. 1850(closing price Rs.1956.8) on March 21, 2000 to the highest of Rs. 2645 (closing price Rs. 2642.35)on March 29, 2000.

4.1.21 Several synchronized trades were noticed between Sumac Iron & Steels Ltd. as a seller and buyer through terminal no 8245 of Lloyds Credits Ltd., during the period January 3, 2000, to February 22, 2000. During this period the price of the scrip were traded moved from Rs. 469.35 on January 3 to Rs. 2049 on February 22, 2000. The highest price recorded on that day was Rs. 2089.5

4.1.22 There were many synchronised deals between Arunoday Vinimay as a seller and buyer through the same terminal of Victory Financial Services Ltd., during the period February 23, 2000 to March 16, 2000. During this period the price at which the shares were traded from Rs. 2182 (closing price Rs. 2173.5) on Feb 23 to the highest of Rs. 2925 (closing price Rs. 2724.7) on March 9, 2000. The last trade on 16th March was done at Rs. 1950 (closing price Rs.1846.55). There were also synchronized trades by Ambika Ferro Alloys with itself and with Pukhraj which were done at rates starting from Rs. 2570/- on 29th March upto 2645 on March, 30 and maintaining at Rs. 2570 on March, 31, 2000. From March 31, upto April 25, 2000 there were many such trades by Parvati Castings in the range of Rs. 1600 to Rs. 2700.

4.1.23 Several buy and sell orders were synchronised/structured between Lloyd Credits Ltd. and Victory Financial Services Ltd. between January 7, 2000 and February 22, 2000. Lloyd traded on behalf of Sumac and Victory on behalf of Arunoday and others. Orders were entered by the two members for the same quantity at the same price within a gap of not more than 5 minutes.

4.1.24 Therefore, 40% of the trades done by the front entities of the Usha Group through the aforesaid members were deliberately synchronized to create artificial volumes as also done

frequently/often at successively higher prices in order to manipulate the price of the scrip.

4.1.25 Shri.V.K.Ahuja, Director of Victory Financial Services Ltd. had knowingly dealt on behalf of the front entities (Pukhraj Holdings & Others) of the Usha Group of ITIL with a view to manipulate the prices of the scrip as well as in creating artificial volumes. Incidentally, it was observed that NSE had levied a fine of Rs.15.00 lacs on this member for these irregular dealings.

4.1.26 Bharat Bhushan & Co. had dealt in large quantities at NSE on behalf of the front entities of Usha Group. Also it had entered into off-market deals for the sale of 120000 shares by the front entities of the promoter group to UTI. These transactions were not reported by Bharat Bhushan & Co. to any Exchanges.

4.2.1 ITIL had announced the following corporate developments which were of price sensitive nature during the investigation period. The company declared a stock split in the ratio of 2:1 from Rs. 10/- paid up to Rs. 5/- paid up w.e.f. May 19, 2000. The first information relating to this matter being considered by the board was informed to the Exchanges on February 18, 2000 vide letter of the company dated February 16, 2000. The Board of Directors of the company decided on the stock split ratio of 2:1 in their meeting on March 6, 2000.

4.2.2 The company also reported substantial improvement in the annual results for the year ending May 2000 as compared to the previous year. These results were published in June 2000, prior to which they were 'unpublished price sensitive information'. The quarterly results for the quarter ended August 1999 showed a decline in

profits as compared to the previous quarter that ended on May 1999. However from the quarter ended October 1999 onwards, the company's sales and profits substantially increased higher as compared to the earlier quarters.

4.2.3 The promoters group and management of the company were in possession of this price sensitive information before dissemination to the public/Stock Exchanges.

4.2.4 The front companies of the promoters group who are the insiders were found to have traded in the scrip prior to the public dissemination of the above information.

4.2.5 During the period of one month i.e January 16, 2000 to February 17, 2001 prior to the dissemination of information on stock split to the public, the promoters group had purchased 7,27,200 number of shares and sold 8,39,300 number of shares through the brokers Lloyds Credits Ltd, Victory Financial Services Ltd, and Bonanza Portfolio Ltd, Bharat Bhushan Equity Traders Pvt. Ltd., and Alankit Assignments Ltd. at NSE and OTC.

4.2.6 The promoters group had been continuously trading in the scrip during the period September, 1999 to May 2000 in substantial quantity. In the process the promoters' group had indulged in trading in the shares by taking advantage of their intentions and the financial results before its reporting.

4.2.7 Some of the directors/employees of these front companies of Usha Group also traded on their own account through these very members viz., Mr. P. K. Rao, Director of Sumac Iron & Steel Pvt. Ltd., Arunoday Vinimay Pvt. Ltd.. Mr. V. K. Agarwal, Director of

Amit Share Trading etc. Mr. Satish Garg, Manager – Accounts of Pukhraj Holdings Pvt. Ltd. had bought the shares of the company.

4.2.8 The entity who traded had just acted on the instructions of Shri. V. P. Gupta, cousin of Shri. Vinay Rai. This clearly indicates that the company's promoters had timed these price sensitive announcements to coincide with its trading activity in order to manipulate the price of the scrip and also to indulge in insider trading.

4.3.1 Following are the benefits that were derived by the company / promoters group from the manipulation in the scrip:

4.3.1.1 The investigation revealed that the promoters group had pledged lot of their holdings of ITIL with various institutions/banks/creditors etc. for availing benefits such as loans/advances/suppliers credit etc.

4.3.1.2 It was found that two of the promoter companies of ITIL namely, Utility Trade Links Pvt. Ltd. and RKKR Agencies Pvt. Ltd. have pledged 1,78,66,320 shares and 70,65,000 shares respectively to various Financial Institutions and corporates and had availed large benefits during September 2000. A total of 2,46,80,420 shares were found to have been pledged by the promoter group. These shares were found to have been pledged and benefits were availed mostly during September-October, 2000 and the price of the share were considered in the range of Rs.415/- to Rs.600/- per share (ex-split value) and Rs.830/- to Rs.1200/- on cum split basis. It was also observed that the institutions/banks had considered a margin of about 50% (approx.Rs.400.00 crores) while

sanctioning the loan of about Rs.410.00 crores to the promoters group resulting in a total value of over Rs.800.00 crores towards the value of the shares. It is noticed that they have defaulted in payment of all these loans. In addition to the above it is strongly suspected that the promoters group would have pledged more shares and would have availed additional loans. These details are not currently available with us.

4.3.1.3 A large number of preferential allotments of equity shares have been made by ITIL to different Institutions/other corporates at increasingly higher rates during the period of investigation. The total preferential allotments have been made to the extent of 9,35,810 shares in the issue price range of Rs 300/- to Rs.2135/- per share (cum-split). for a total value of Rs. 38,33,16,895. In fact the share price had moved up from Rs.460/- on 03.01.2000 to Rs.2940/- on 09.03.2000. Many of the private placement have been made by the company near the peak prices by taking advantage of the rapid increase in the price of the scrip.

4.3.1.4 The promoters group had sold about 6,65,000 shares through OTCEI during January 2000. In addition to the above, the promoters group had through Bharat Bhushan & Co. sold 1,20,000 shares to UTI on an “offer Sauda” basis on behalf of Eureka Machineries Pvt. Ltd. (33000 shares), KRP Consultants (30000 shares) and Sumac Iron & Steels Pvt. Ltd. (57000 share). The shares were sold in the price range of Rs.290/- to Rs.395/- during October and December, 1999 for a total value of Rs.3.92 crores. The transactions were done off-market and Bharat Bhushan & Co. had issued a contract note as a

DSE broker but he did not report the same to the Delhi Stock Exchange or any other Exchange. Thus the promoters group had sold a total of 7,85,000 shares for a total value of Rs.45.19 crores.

4.3.1.5 The front companies of the promoters group had bought 24,15,532 shares aggregating to Rs.369.26 crores across BSE, NSE & OTCEI during the period September 1999 to September 2000. They had also sold 23,73,610 shares aggregating to Rs.352.20 crores during the said period through the above five members viz. Lloyds Credits Ltd., Victory Financial Services Ltd., Bharat Bhushan Equity Traders Ltd., Bonanza Portfolio Ltd. and Alankit Assignments Ltd. In the process they had incurred a notional loss of Rs.17.00 crores.

4.3.1.6 A total benefit of more than Rs.476.00 crores have been derived by the promoters group by taking advantage of the rapid increase in the price through price manipulation in the scrip. Besides the market capitalisation of the company had increased from Rs.1215.00 crores as on 31.03.1999 to Rs.18058.00 crores as on 31.03.2000, an increase of about 1500%.

4.3 It was therefore alleged that ITIL and promoters' group along with their front entities including M/s Tauruas Portfolio Limited, prima facie, violated Regulation 4(a), (b), (c), (d), and (e) of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 1995 and Regulation 4 of SEBI (Insider Trading) Regulations, 1992.

4.4 In view of the above, M/s Tauruas Portfolio Limited, a front entity of ITIL was called upon to show cause as to why action in terms of

Section 11 read with 11B of the SEBI Act and Regulation 11 of the FUTP Regulations and Regulation 9 of the Insider Trading Regulations, which may include prohibiting them from accessing the capital market should not be taken against them.

5.1 M/s Tauruas Portfolio Limited submitted their reply to the show cause notice vide letter dated 8.3.2003. In their reply, M/s Tauruas Portfolio Limited submitted that:

- (i) They are completely independent of ITIL or the group of Vinay Rai and they have no common director or common shareholder with any of the companies mentioned in the show cause notice.
- (ii) They have not made any investment nor received any investment in the aforesaid companies or in ITIL.
- (iii) They are not aware of the investigation conducted by SEBI or of the sudden rise in price of the scrip of ITIL.
- (iv) They are not aware of the findings of SEBI's investigation relating to ITIL, their connection with the Usha Group, Shri Vinay Rai, Shri Anil Rai and the 3 promoter companies. They are not a part of the Usha Group of Companies nor do they have any relationship with Shri Vinay Rai, Pukhraj Holdings Pvt. Ltd, RKKR Agencies Pvt Ltd or Utility Trading Pvt. Ltd.
- (v) They did not have their office at any of the addresses relating to the 15 entities mentioned in the show cause notice and they do not have common telephone numbers or contact persons with the 15 companies and other promoter group companies mentioned in the show cause notice.
- (vi) They are not aware of the existence of the secret offices and share trading activities from E-127 and E-58 at Sarita Vihar, New Delhi.
- (vii) They have not traded through Lloyd Credits Ltd., Bharat Bhushan Equity Traders Ltd., Bonanza Portfolio Ltd. and Alankit Assignments

Ltd. However, they have purchased 1000 shares of ITIL from M/s. Victory Financial Services Ltd.

- (viii) They were not aware of the transactions carried out by the Usha Group and their friend entities and their brokers. They were not aware of or connected with the structured or synchronized deals entered into with the above entities.
- (ix) They have not indulged in any transaction which can be construed as a violation of the FUTP Regulations.
- (x) They are not insiders since they are not connected or can be deemed to be connected with the company and since it cannot be reasonably expected that they had access to unpublished price sensitive information in respect of the shares of the company. They have further submitted that they have not dealt in the shares of ITIL either for themselves or on behalf of other persons on the basis of unpublished price sensitive information.

5.2 M/s Tauruas Portfolio Limited Ltd were also given an opportunity of personal hearing before the Chairman on 14.3.2003. They were represented in the hearing by one of the Directors, Shri Arun K. Agarwal. Further to the hearing vide letter dated 28.3.2003, they also submitted that Shri Arun Agarwal and Shri Santosh Gupta, their directors are not related to each other in any manner and that in respect of dealings by the company in the shares of ITIL, they confirmed that they had not dealt through any of the brokers mentioned in the show cause notice except to the extent of 1000 shares purchased through Victory Financial Pvt. Ltd.

6.0 I have considered the Investigation report, Show Cause Notices dated 4.9.2002 and other material on record. The following issues arise for consideration:

6.1 Whether M/s Tauruas Portfolio Limited, as a front entity of ITIL indulged in manipulation of the price of the scrip through artificial trades, falsely fabricating accounts of the company, artificially creating volumes and thereby violated sub-regulations (a) to (e) of Regulation 4 of the FUTP Regulations

6.1.1 I note from the investigation report that the price of the scrip of ITIL increased by 660% between 1.10.1999 and 31.3.2001, whereas the S&P Computer Software Index had increased only by 122% during the same period. I also note that after March 15, 2001, the price of the scrip was moving upwards whereas the index was moving downwards. Thus I find that there was an abnormal rise in the price of the scrip during the period 03.01.2000 to 6.6.2000.

6.1.2 I also observe that during the said period, trading in the scrip on NSE was concentrated among 2 brokers – Lloyds Credit Ltd (hereinafter referred to as “Lloyd”) and Victory Financial Services Ltd (hereinafter referred to as “Victory”). These brokers along with M/s Bharat Bhushan Equity Traders Pvt. Ltd, Alankit Assignments Ltd and Bonanza portfolio Ltd had bought large quantities of the scrip amounting to more than 75% of the gross purchases and 78% of the net purchases on NSE. I also note that the gross sales were concentrated among Lloyd and Victory to the extent of 65.41%.

6.1.3 I note that there were many instances of trade done by Lloyd and Victory at successively higher rates, as a result, influencing the market price of the scrip significantly. For example on 24.01.2002 Lloyd and Victory traded

successively at higher rates which resulted an increased in the price of the scrip by Rs.50 within one minute.

6.1.4 I also note that the common clients of Lloyd, Victory, and Bharat Bhushan were – 1) Pukhraj Holdings Pvt. Ltd, 2) Sumac Iron & Steels Pvt. Ltd, 3) New Age Commercial Pvt. Ltd, 4) Ambika Ferro Alloys Pvt. Ltd, 5) Vedant Steel Casings Pvt. Ltd, 6) Deep Traders and Advances Pvt. Ltd, 7) Eureka Machineries Pvt. Ltd; 8) Arunoday Vinimay Pvt. Ltd; 9) Anjali Flat Rolled Sheets Pvt. Ltd; 10) Amit Share Trading Private Ltd; 11) Parvati Casting Pvt. Ltd; 12) KRP Consultants Pvt. Ltd; 13) Taurus Portfolio Ltd; 14) Decent Dealers and Advances Pvt. Ltd; 15) Varren Financial Services (P) Ltd; 16) Classic Dealers and Advances (P) Ltd and 17)Aquarius Steels Pvt. Ltd. These are the front entities which were not only inter-connected with each other, but were also connected to ITIL and were controlled by Sumac Iron & Steel Pvt. Ltd.. Therefore, I find that M/s Sumac Iron & Steel Pvt. Ltd has dealt through Victory, Lloyd, M/s Bharat Bhushan Equity Traders Pvt. Ltd, Alankit Assignments Ltd and Bonanza portfolio Ltd.

6.1.5 The front entities including M/s Tauruas Portfolio Limited had bought 24,15,532 shares of ITIL aggregating to Rs.369.26 crores across BSE, NSE & OTCEI and sold 23,73,610 shares aggregating to Rs.352.20 crores during the period September 1999 to September 2000.

6.1.6 It was also observed that several structured and synchronized deals were entered into by Lloyd and Victory

between 7.1.2000 and 22.2.2000. The details of these Cross
/ Structured /synchronized deals are as under:

Sett. no.	Structured deals between the TMs (A)	Gross traded qty by the TMs (B)	Gross traded qty in the market (C)	% of structured deals to both TMs gross (A) / (B)*100	% of structured deals to market gross (A) / (C)*100
2000001	500	285000	408600	0.18	0.12
2000002	1600	830700	1488000	0.19	0.11
2000003	200	684000	904000	0.03	0.02
2000004	1000	639300	816000	0.16	0.12
2000006	22400	767000	960200	2.92	2.33
2000007	2100	1166200	1381000	0.18	0.15
2000008	11200	1107400	1248800	1.01	0.90

Sett. no.	Total Cross Deals done by Victory Financial Services Ltd.	Gross traded Qty of Victory Financial Services Ltd.	Gross traded Qty in the Market	% of Cross deals of Victory Financial Services Ltd. to its gross traded qty.	% of Cross deals of Victory Financial Services Ltd. to the gross traded qty of the Market
2000004	200	14900	816000	1.34	0.02
2000006	54600	140300	960200	38.92	5.69
2000007	39500	102300	1381000	38.61	2.86
2000008	33900	81700	1248800	41.49	2.71
2000009	150100	381700	535000	39.32	28.06
2000010	166300	441200	693200	37.69	23.99
2000011	119000	274300	383400	43.38	31.04
2000012	43700	104700	145800	41.74	29.97
2000013	138400	304600	372600	45.44	37.14
2000014	46600	120300	204800	38.74	22.75
2000015	70000	165100	216400	42.40	32.35
2000016	79100	175900	212000	44.97	37.31
2000017	291700	638400	746600	45.69	39.07
TOTAL	1233100	2945400	7915800	499.73	292.96

Sett. no.	Cross deals done by Sumac through Lloyd Credits Ltd.	Total cross deals done by Lloyd Credits Ltd.	Gross traded qty by Lloyd Credits Ltd.	% of cross deals of Sumac to cross deals of Lloyd Credits Ltd.	% of Sumac cross deals to gross traded qty of Lloyd Credits Ltd.
2000001	74500	90500	284200	82.32	26.21
2000002	193000	217700	827000	88.65	23.34
2000003	257100	273400	683200	94.04	37.63
2000004	263400	265600	624400	99.17	42.18
2000005	199200	200800	483000	99.20	41.24
2000006	220400	241200	626700	91.38	35.17
2000007	436100	452300	1063900	96.42	40.99
2000008	455600	464800	1025700	98.02	44.42

Sett. no.	Cross deals done by the TM	Gross traded qty by the TM	Gross traded qty in the market	% of cross deals to TMs Gross	% of cross deals to market gross
2000001	90500	284200	408600	31.84	22.15
2000002	217700	827000	1488000	26.32	14.63
2000003	273400	683200	904000	40.02	30.24
2000004	265600	624400	816000	42.54	32.55
2000005	200800	483000	651200	41.57	30.84
2000006	241200	626700	960200	38.49	25.12
2000007	452300	1063900	1381000	42.51	32.75
2000008	464800	1025700	1248800	45.32	37.22

It is observed that these deals were done by the brokers on behalf of the front entities. Details of some of the cross deals are as under:-

6.1.6.1 It was observed from the trading details that between 21st March to 27th March, 2000, several buy and sell orders were entered by the NSE member Victory Financial Services Ltd., on behalf of Pukhraj Holdings Pvt. Ltd., resulting in several self trades where both the buyer and the seller were the same entity i.e. Pukhraj Holdings Pvt. Ltd. and both the buy and sell orders were entered

from the same terminal. The price of the scrip increased from Rs. 1819 to Rs. 2325 (by almost 28%) during the said period. Similar trades were noticed during the period March 21, 2000 to March 29, 2000. During the course of this period the price moved from Rs. 1850(closing price Rs.1956.8) on March 21, 2000 to the highest of Rs. 2645 (closing price Rs. 2642.35)on March 29, 2000.

6.1.6.2 Several synchronized trades were noticed between Sumac Iron & Steels Ltd. (client code-V) as a seller and buyer through terminal no 8245 of Llyods Credits Ltd., during the period January 3, 2000, to February 22, 2000. During the course of this period the price at which the shares were traded moved from Rs. 469.35 on January 3 to Rs. 2049 on February 22, 2000. The highest price recorded on that day was Rs. 2089.5/-

6.1.6.3 There were also many synchronised trades between Arunoday Vinimay (client code-A91) as a seller and buyer through the same terminal of Victory Financial Services Ltd., during the period February 23, 2000 to March 16, 2000. During the course of this period the price at which the shares were traded from Rs. 2182 (closing price Rs. 2173.5) on Feb 23 to the highest of Rs. 2925 (closing price Rs. 2724.7) on March 9, 2000. The last trade on 16th March was done at Rs. 1950 (closing price Rs.1846.55).

6.1.6.4 There were also synchronized trades by Ambika Ferro Alloys with itself and with Pukhraj which

were done at rates starting from Rs. 2570/- on 29th March upto 2645 on March, 30 and maintaining at Rs. 2570 on March, 31, 2000. From March 31, upto April 25, 2000 there were many such trades by Parvati Castings in the range of Rs. 1600 to Rs. 2700.

6.1.7 I observe from the above that about 40% of the trades done by the front entities were deliberately synchronized to create artificial volumes as also done frequently/often at successively higher prices in order to manipulate the price of the scrip. In this regard, I note that M/s Tauruas Portfolio Limited in their submissions have mentioned that they have done only transactions to the extent of 1000 shares through M/s. Victory Financial Services. I note that the movement of the S&P Computer Software Index and movement of prices of the scrip of ITIL have been compared for the same period namely between 1.10.1999 and 31.3.2001.

6.1.8 I also note that In May, 1999 ITIL's balance sheet showed that reserves and surplus have increased 20 times from Rs. 33.40 crores to Rs. 605.75 crores out of which Rs.509.27 crores was accounted for mainly by intangible assets such as Human Resources and Brand value. In this regard, I note that the operational and financial analysis of the company for the years 1999, 2000 and 2001 indicated a negligible export income although it was a software company. On the other hand, the analysis showed very high income per employee of Rs.0.25 crores for the year 1999, Rs.0.26 crores for the year 2000 and Rs.0.79 crores for the year 2001. It is observed that even in the case of other companies which are

in the same industry such as Infosys, Wipro etc; the income per employee was only about Rs.0.12 crores and Rs.0.14 crores during the year 1999 and 2000. The average employee cost for ITIL was Rs.0.80, Rs.0.92 and Rs.0.51 lacs in the years 1999, 2000 and 2001. This appears to be only one fourth of the employee cost of other companies such as Infosys, Wipro which are in the same industry.

6.1.9 ITIL had accounted the Human Resources Value as an “Intangible Assets” in its books and simultaneously created reserves under ‘Reserves & Surplus’ to the extent of about Rs. 458 crores in the balance sheet of the company by which the book value of the company had increased by Rs.66.

6.1.10 Similarly, ITIL had valued its brand and created Reserves to the extent of Rs.446 crores during the year 2000. As mentioned above, there was negligible export income. Thus, the ‘brand’ considered for valuation did not actually reflect any genuine business or product or services. Therefore, the valuation of the brand itself appears to be dubious and fictitious.

6.1.11 I note that the total fictitious reserves created by the company accounted for Rs.509 crores in 1999, Rs.904 crores in 2000 and Rs.426 crores in 2001 accounting for about 84% in 1999, 87% in 2000 and 76% in 2001 of the total reserves of the company. Because of these fictitious results, the book value of the share had been manipulated upwards by Rs.74 in 1999, Rs.66 in 2000 and Rs.32 in 2001

out of the total book value of Rs.92 in 1999, Rs.80 in 2000 and Rs.45 in 2001.

6.1.12 Thus the management of the company resorted to accounting the brand value and human resources thereby artificially boosting the net worth per share by about Rs.130 per share during the year 1999 and 2000. This is a fictitious entry made in the books of the company in order to boost the net worth of the shares. Further it reveals that the operational performance of the company was window dressed substantially to project a rosy picture about the performance of the company and with a manipulative intent to misguide the shareholders and public investors.

6.1.13 I note that a large number of preferential allotments of equity shares have been made by ITIL to different Institutions/other corporates at increasingly higher rates during the period under investigation. The details are given below.

Details of Preferential Allotments made by the Company during the period October 1, 1999 to July 31, 2000							
Sr. No.	Date of resolution	Date of Allotment	Name of Allottee	No. of shares	Price (Rs)*	Value(Rs)	Purpose
1	30.04.99	01.05.99	U.T.I	683,415	323	220,743,045	Conversion of NCDs with UTI
2	09.10.99	07.01.99	G.I.C.	200,000	300	60,000,000	Technological Diversification
3	06.04.2000	03.05.2000 /16.05.2000	G.I.C.	25,000	2135	53,375,000	Technological Diversification
4	06.04.2000	05.05.2000 /16.05.2000	G.I.C.Asset Mgmt. Co.	9,000	2135	19,215,000	Technological Diversification
5	31.07.2000	28.08.2000	Arush Exports Pvt. Ltd.	13,615	1630	22,192,450	Technological Diversification
6	31.07.2000	28.08.2000	Atlas Television Pvt. Ltd.	3,435	1630	5,599,050	Technological Diversification

7	31.07.2000	28.08.2000	Atlas Flora Pvt. Ltd.	1,345	1630	2,192,350	Technological Diversification
	Total			935,810		383,316,895	
Note : * @ Rs. 10/- per share face value							

6.1.14 I note that the total preferential allotments have been made to the extent of 9,35,810 shares in the issue price range of Rs300/- to Rs.2135/- per share (cum-split) for a total value of Rs. 38,33,16,895. In fact the share price had moved up from Rs.460/- on 03.01.2000 to Rs.2940/- on 09.03.2000. Many of the private placements have been made by the company near the peak prices by taking advantage of the rapid increase in the price of the scrip. In his reply, Shri Vinay Rai has submitted that it was UTI which requested for the conversion of their loan to equity. In respect of allotment to GIC, Shri Rai has submitted that the allotment was done at a price of Rs.300/-. While it is true that allotment to GIC and LIC was made in January and May 1999 at Rs.323/- and 300/- respectively, allotments to GIC, GIC Asset Management Co, Arush Exports Pvt. Ltd, Atlas television Pvt. Ltd and Atlas Flora Pvt. Ltd were made @ Rs.2135/- and Rs.1630/- . I note that the allotment at higher prices was made during the period 6.4.2000 to 31.7.2000, during which period, the price of the scrip had risen abnormally.

6.1.15 The promoters group had sold about 6,65,000 shares through OTC during January 2000. The details of the sales are given below.

Seller	Date	Quantity	Rate	Value (cr)
Sumac Iron & Steel	6/1/2000	50000	524	2.62
	7/1/2000	50000	560	2.80

Ambika Ferro Alloys Ltd.	14/1/2000	50000	626	3.13
	17/1/2000	50000	620	3.10
	18/1/2000	50000	610	3.05
	19/1/2000	50000	630	3.15
	20/1/2000	50000	610	3.05
	24/1/2000	50000	640	3.20
	27/6/2000	5000	715	0.35
Arunoday Vinimay Pvt. Ltd.	10/1/2000	50000	570	2.85
	11/1/2000	50000	590	2.95
	12/1/2000	50000	610	3.05
	25/1/2000	50000	670	3.35
	27/1/2000	50000	723.5	3.62
Pukhraj Holding Pvt. Ltd.	21/6/2000	10000	890	0.89
TOTAL		665000		41.26

6.1.16 In addition to the above, the promoters group had through Bharat Bhushan & Co. sold 1,20,000 shares to UTI on an “offer Sauda” basis on behalf of Eureka Machineries Pvt. Ltd. (33000 shares), KRP Consultants (30000 shares) and Sumac Iron & Steels Pvt. Ltd. (57000 share). The shares were sold in the price range of Rs.290/- to Rs.395/- during October and December, 1999 for a total value of Rs.3.92 crores. The transactions were done off-market and Bharat Bhushan & Co. had issued a contract note as a DSE broker but he did not report the same to the Delhi Stock Exchange or any other Exchange. Thus the promoters group had sold a total of 7,85,000 shares for a total value of Rs.45.19 crores. The shares of ITIL were not regularly traded at OTCEI. However, it was found that the shares were traded only in few settlements in January 2000 wherein Bonanza Portfolios Ltd. dealt in the scrip to the extent of 99% on behalf of UTI as the buyer and the promoter group as the seller. It was stated by S P Goel, director of Bonanza Portfolios Ltd. that it received the purchase orders in the scrip from UTI for purchasing at OTCEI. It was also mentioned that Shri V K Aggarwal, a director of Bonanza Portfolios Ltd. was approached by R P Sharma, a director of

Sumac Iron & Steel and also a director on other front companies of Usha Group for selling the shares of ITIL on behalf of the above said clients.

6.1.17 From the above, I note that the promoters group had an understanding with UTI and had sold 665000 shares for a total consideration of Rs.41.26 crores during the period of price rise in the scrip thus benefiting from the manipulative practices that they had indulged in.

6.1.18 I also note that the promoters group had pledged shares of ITIL with various institutions/banks/creditors etc. for availing benefits such as loans/advances/suppliers credit etc. The details of shares pledged and benefits availed by the company/promoters group observed during investigations are given below.

Pledgor/ Promoter company	No. of shares pledged	Value considered (at Rs.10/- face value)	Pledge in favour of	Purpose of pledge	Amt. Of Benefit / loan sanctioned (Rs. crores)	Amt. Disbursed	Date of Pledge	Date of disbursement
Utility Trade Links Pvt. Ltd.	3,200,000	N.A.	IFCI Ltd.	Usha Ispat Corp. loan	15.00	N.A.	31.03.97	N.A.
RKKR Agencies Pvt. Ltd.	2,265,000	415.00 (Rs.5/- paid up)	IFCI Ltd.	Koshika Telecom Bank Guarantee	131.08	131.08	21.09.20 00 (revalued and extended)	27.08.97 to 04.05.2001
					33.00	18.4	30.09.20 00 (revalued and extended)	31.10.2000
RKKR Agencies Pvt. Ltd.	4,800,000	N.A.	IFCI Ltd.	Vetro Tech Interim	19.00	N.A.	15.10.96	N.A.

				Security*				
Utility Trade Links Pvt. Ltd.	4,905,000	570.90 (Rs.5/- paid up)	IDBI	Koshika Telecom Loan	140.00	100.00	06.09.2000	09.09.2000
Utility Trade Links Pvt. Ltd.	9,000,420	600..00 (Rs.5/- paid up)	Alcatel	Koshika Telecom Suppliers Credit	70.00	70.00	07.09.2000	Towards outstanding dues
Utility Trade Links Pvt. Ltd.	250,000	200.00 (Rs.10/- paid up)	Punjab & Sind Bank	ITIL Bank Guarantee	2.00	2.00	29.12.99	29.12.99
Utility Trade Links Pvt. Ltd.	160,000	N.A.	Economic Development Corp.	ITIL Loan	N.A.	N.A.	N.A.	N.A.
	100,000	N.A.	- do -	Burr Brown Loan	N.A.	N.A.	N.A.	N.A.
Total	24,680,420				410.08			
Note * : Rate of conversion of Rs. 60 has been taken for loan in pound Sterling.								

6.1.19 I note that two of the promoter companies of ITIL namely, Utility Trade Links Pvt. Ltd. and RKKR Agencies Pvt. Ltd. have pledged 1,78,66,320 shares and 70,65,000 shares respectively to various Financial Institutions and corporates and had availed large benefits during September 2000. A total of. 2,46,80,420 shares were found to have been pledged by the promoter group. These shares were found to have been pledged and benefits were availed mostly during September-October, 2000 when the price of the share were considered in the range of Rs.415/- to Rs.600/- per share (ex-split value) and Rs.830/- to Rs.1200/- on cum split basis. It was also observed that the institutions/banks had considered a margin of about 50% (approx.Rs.400.00 crores) while sanctioning the loan of about Rs.410.00 crores to the promoters group resulting in a total value of over Rs.800.00 crores towards the value of the shares. I also note

that the promoter group has defaulted in payment of all these loans. I note that the promoters including M/s Pukhraj Holdings Pvt. Ltd. by pledging the shares with Banks and Financial Institutions during the rise in price of the scrip (which rise they had engineered), derived benefits in the form of Bank Credit which they have subsequently failed to repay. In this regard, I note that M/s. Tauruas Portfolio Ltd have denied the charge that they acted alongwith the promoter companies.

6.1.20 It was noticed from the bank statements of Sumac Iron & Steels Pvt. Ltd. and Arunodaya Vinimay Pvt. Ltd. that there were frequent transfer of funds to other front companies of the promoters group. A few such instances are given below:

6.1.20.1 On February 3, 2000 there was a payment of Rs. 20,00,000 by Sumac Iron & Steels Pvt. Ltd. in favour of K. R. P. Consultant Pvt. Ltd.

6.1.20.2 On March 23, 2000 there was a debit (Cheque issued) of Rs. 30,00,000 in the bank statement of Arunoday Vinimay Pvt. Ltd. in favour of Ambika Steels

6.1.20.3 On March 30, 2000 there was a debit (cheque issued) of Rs. 15,00,000 in the bank statement of Arunoday Vinimay Pvt. Ltd in favour of Taurus Portfolio.

6.1.20.4 It was found from the issuing bank that the cheques dated February 16, 2000 amounting to Rs. 25,00,000 and Rs. 5,00,000, deposited in the bank accounts of Anjali Flat & Rolled Steels and Rs. 16,00,000 and Rs. 15,00,000 deposited in the

bank accounts of Parvati Castings Pvt. Ltd. were issued by Ambika Ferro Alloys Pvt. Ltd. in the first two instances and by Accord Steel Engineering Pvt. Ltd. in the the last two instances.

6.1.20.5 Payment of Rs. 31,02,325 on February 19, 2000 in favour of Malavika Steels Ltd. (a flagship company of the Usha Group) was noticed in the bank statement of Parvati Castings Pvt. Ltd.

6.1.20.6 It was also observed that there were frequent movement of funds from/to these front companies to ITIL as well as other companies of the promoters group. The details of some of these transactions noticed are given below.

Transfer from	Transfer to	Date	Amount (Rs.)	Bank name
Sumac Iron & Steel	KRP Consultants Pvt. Ltd.	3/2/2000	2000000	ICICI Bank
Arunoday Vinimay	Ambika Steels	23/3/2000	3000000	ICICI Bank
	Taurus Portfolio	30/3/2000	1500000	
Parvati Castings	ITIL	24/12/1998	2500000	Bank of Punjab
	ITIL	8/2/1999 &	800000	
	ITIL	11/2/1999	1500000	"
	ITIL	30/3/1999	1250000	"
	Ambika Ferro Alloys	14/3/2001	1600000	"
	Accord Steel Engg.	15/3/2001	1501500	"
	Malavika Steel	19/2/2001	3102325	"

6.1.21 In view of the above, I find that the trades done by the front entities of the Usha Group through the brokers were deliberately synchronized to create artificial volumes as also done frequently at successively higher prices in order to manipulate the price of the scrip. Further, the front entities of the promoter group acted in concert with the above

broker. Five brokers accounted for 70% to 80% of the market and 90% of their trades were done for front entities of the promoter group with a view to artificially create volume and manipulate price. Thus, the promoters group of ITIL along with their front companies had indulged in manipulation in the scrip by creating a false and misleading appearance of trading in the scrip and resulted in reflection of prices of the scrip that are not genuine trade transactions. I also find that the promoter group had derived benefits from the said manipulative and fraudulent trade practice. However, in the light of the submissions made by M/s. Tauruas Portfolio Pvt. Ltd, I am inclined to hold that they were not involved in the transactions in the shares of ITIL except to the extent of 1000 shares of Victory Financial Services Pvt. Ltd. However, I do note that there were transactions between Tauruas Portfolio and Arunoday Vinimay on 30.3.2000 to the extent of Rs.1500000.

6.1.22 In this regard, Regulation 4 of the FUTP Regulations provides that:

“Prohibition against Market Manipulation

4. No person shall -

(a) effect, take part in, or enter into, either directly or indirectly, transactions in securities, with the intention of artificially raising or depressing the prices of securities and thereby inducing the sale or purchase of securities by any person;

(b) indulge in any act, which is calculated to create a false or misleading appearance of trading on the securities market;

(c) indulge in any act which results in reflection of prices of securities based on transactions that are not genuine trade transactions;

(d) enter into a purchase or sale of any securities, not intended to effect transfer of beneficial ownership but intended to operate only as a device to inflate, depress, or cause fluctuations in the market price of securities;

(e) pay, offer or agree to pay or offer, directly or indirectly, to any person any money or money's worth for inducing another person to purchase or sell any security with the sole object of inflating, depressing, or causing fluctuations in the market price of securities.”

In view of the facts stated above I find that M/s Tauruas Portfolio Limited has violated sub-regulations (a) to (e) of Regulation 4 of the FUTP Regulations.

6.1.23 I note that Enquiry proceedings have been initiated under the SEBI (Procedure for Holding Enquiry by Enquiry Officer and Imposing Penalty) Regulations, 2002 against Victory, Lloyd, Bharat Bhushan Equity Traders Ltd, Alankit Assignments Ltd and Bonanza Portfolio Ltd. These proceedings shall be notwithstanding the above findings and shall not be influenced by them.

6.2 Whether M/s Tauruas Portfolio Limited, as front entity of ITIL indulged in insider trading thereby violating Regulation 4 of SEBI (Prohibition of Insider Trading) Regulations, 1992 (hereinafter referred to as “Insider Trading Regulations”).

6.2.1 I note that the company announced the following corporate developments which were of price sensitive nature during the period under investigation.

6.2.1.1 The company declared a stock split in the ratio of 2:1 from Rs. 10/- paid up to Rs. 5/- paid up w.e.f. May 19, 2000. The first information relating to this matter being considered by the board was informed to the Exchanges on February 18, 2000 vide letter of the company dated February 16, 2000. The Board of Directors of the company decided on the stock split ratio of 2:1 in their meeting on March 6, 2000.

6.2.1.2 The company reported substantial improvement in the annual results for the year ending May 2000 as compared to the previous year. These results were published in June 2000, prior to which they were 'unpublished price sensitive information'. The quarterly results for the quarter ended August 1999 showed a decline in profits as compared to the previous quarter ended May 1999. However from the quarter ended October 1999 onwards, the company's sales and profits were substantially higher as compared to the earlier quarters.

6.2.2 I also note that the promoters group and management of the company were in possession of the price sensitive information i.e. proposal of stock split in the ratio of 2:1 as well as improved financial results of the company before

dissemination to the public / stock exchanges. The front companies of the promoters group were thus “insiders” as defined in clause (e) of regulation 2 of the Insider Trading Regulations.

6.2.3 The details of trading by the front companies of the promoters group i.e. Usha Group and some of the Directors of these front companies indicated that:

6.2.3.1 During the period of one month i.e January 16, 2000 to February 17, 2000 prior to the dissemination of information on stock split to the public, the promoters group had purchased 7,27,200 number of shares and sold 8,39,300 number of shares through the brokers Lloyd, Victory, Bonanza Portfolio Ltd, Bharat Bhushan Equity Traders Pvt. Ltd., and Alankit Assignments Ltd. at NSE and OTC.

6.2.3.2 The promoters group had been continuously trading in the scrip during the period September, 1999 to May 2000 in substantial quantities. During this period the financial results of the company were manipulated to show better results and in the process the promoters group had indulged in trading in the shares by taking advantage of their intentions and the financial results before its reporting.

6.2.3.3 Some of the directors/employees of these front companies of Usha Group have also traded on their own account through the brokers viz., Mr. P.

K. Rao, Director of Sumac Iron & Steel Pvt. Ltd.,
Arunoday Vinimay Pvt. Ltd. Mr. V. K. Agarwal,
Director of Amit Share Trading etc.

6.2.4 In view of the above, although I find that the promoter group being insiders, has traded on the basis of unpublished price sensitive information and has thus acted in contravention of Regulation 3 of the Insider Trading Regulations, M/s. Tauruas Portfolio Ltd being un-connected to the promoter entities cannot be said to have indulged in trading on the basis of unpublished price sensitive information.

6.3 Whether M/s Tauruas Portfolio Limited along with other promoters and associates had acquired 24,15,532 shares of ITIL in violation of Regulation 11 (2) of the Takeover Regulations.

6.3.1 I note that the shareholding pattern of ITIL as on January, 7, 2000 and May 30, 2000 is as under

Sr. No.	Category	Distribution Schedule as on 7 th January, 2000		Distribution Schedule as on 30 th May, 2000	
		Number of Shares (Rs. 10/- paid – up)	Percentage of total holding	Number of Shares (Rs. 5/- paid – up)	Percentage of total holding
1.	Directors & Relatives and holding / subsidiary / affiliates companies	31,68,000	4.56%	63,36,000	4.56%
2.	Other Bodies Corporate	6,10,18,338	87.85%	12,61,60,180	90.78%
3.	Government sponsored F I 's / IFI's	17,25,330	2.48%	45,48,780	3.27%
4.	Indian Public	35,47,888	5.11%	19,35,152	1.39%
5.	Total	6,94,59,556	100%	13,89,80,112	100%

6.3.2 I note that the shareholding pattern of promoters, promoter companies and “Other Bodies Corporate” are as under :

Sr. No.	Name of Company	No. of Shares	% of shareholding
Other Corporate bodies			
1.	Amit Share Trading Pvt. Ltd.	3600	0.00518
2.	Ambika Ferro Alloys Pvt. Ltd.	203200	0.29254
3.	Paravti Casting P.Ltd.	1400000	2.01556
4.	Ambika Ferro Alloys P.Ltd.	2548000	3.66832
5.	Omega Iron Foundries P.Ltd.	46200	0.06651
6.	Classic Dealer & Advances P.Ltd.	8200	0.01180
7.	Decent Dealer & AdvancesP.Ltd.	16700	0.02404
8.	Aquarius Steel P.Ltd.	26000	0.03743
9.	Arunoday Vinimay P.Ltd.	170656	0.24569
10.	Sumac Iron & Steel Pv.t Ltd.	188	0.00027
11.	Total		6.36734
Promoter companies			
12.	Utility Trade Links P.Ltd.	13416840	19.31604
13.	Pukhraj Holdings P.Ltd.	3729010	5.36860
14.	RKKR Agencies P.Ltd.	14400000	20.73148

6.3.3 I note that the three promoter companies and “Other Bodies Corporate” have acted together. In this regard, I note that the distribution schedule dated the 7th January 2000 shows that the largest percentage of holding is in the ‘other body corporate’ category. The list of bodies corporate as given with the distribution schedule submitted by the company, consists of 57 bodies corporate in all and revealed the following :

6.3.3.1 The holdings of promoter directors and relatives was 4.56%

- 6.3.3.2 The combined shareholding of the three companies reported as promoters by the company was about 47%.
 - 6.3.3.3 Among the list of bodies corporate 11 have traded in the shares of ITIL through select brokers and were found to be front companies of the Usha Group. Their holding was about 6.5%.
 - 6.3.3.4 Three of the bodies corporate having the same address as that of the front companies of the Usha Group which have traded in the scrip hold 3.7%.
- 6.3.4 I note that the promoters along with the front entities had acquired 24,15,532 shares of ITIL aggregating to Rs.369.26 crores across BSE, NSE and OTCEI during the period September, 1999 to September, 2000.
- 6.3.5 As the promoters group directly or indirectly held above 90% of the Equity Capital of the company during the investigation period i.e. 01.10.99 and to 31.05.2000, the acquisition of shares to the extent of 24,15,532 shares attracts compliance of Regulation 11(2) of the Takeover Regulations. As per the above regulation no acquirer who, together with persons acting in concert with him has 75% of the shares or voting rights in a company shall acquire either by himself or through persons action in concert with him acquire any additional shares or voting rights unless such acquirer makes a public announcement to acquire shares in accordance with the regulations. The promoters group of the company should have given public announcement for acquisition of shares in accordance with the Regulations while making the above acquisition of shares. However, since M/s. Tauruas

Portfolio Ltd is not connected with and since they have not acted in concert with the promoter entities, I find that they have not violated the SEBI (Substantial Acquisitions of Shares & Takeovers) Regulations, 1997.

- 7.0 I note that Adjudication proceedings have been initiated by SEBI against M/s Tauruas Portfolio Limited in respect of some of the violations mentioned supra. These proceedings shall continue notwithstanding the findings in this order and shall not be influenced by the same.
- 8.0 Although I have found in the paragraphs supra that M/s. Tauruas Portfolio Ltd have not violated the Insider Trading Regulations and the SEBI (Substantial Acquisitions of Shares & Takeovers) Regulations, 1997, I observe that they have indeed dealt in the shares of ITIL although to a very limited extent and they have also had monetary dealings with Arunoday Vinimay, one of the entities involved in the manipulation of price of the scrip.
- 8.1 Therefore, in exercise of the powers conferred on me under Section 4(3) read with Section 11 and 11B of the SEBI Act Regulation 11 of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, I, hereby warn M/s Tauruas Portfolio Limited and its directors to be more careful in future while dealing in the capital market an in securities. I also direct them to take note that any irregularities on their part while dealing in securities in the future shall be viewed seriously and that the same will invite stringent action from SEBI.

G. N. BAJPAI
CHAIRMAN
SECURITIES AND EXCHANGE BOARD OF INDIA

Date: 31st March 2004
Place: Mumbai

