

**BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA, MUMBAI
CORAM: S. RAMAN, WHOLE TIME MEMBER**

ORDER

Under Sections 11(1), 11(4), 11A and 11B of the Securities and Exchange Board of India Act, 1992, in the matter of Suraksha Industries India Limited (CIN: U15400BR2011PLC017235; PAN:AAQCS1566C) and its Directors, viz. Shri Arunabha Mukhopadhyay (DIN- 00566929; PAN:AEYPM2888J), Shri Indranil Das (DIN- 00566904; PAN:AFTPD7822F), Shri Subrata Das (DIN- 02262940; PAN:AJEPD3008L) and Shri Akhil Chandra Saha (DIN- 02243929; PAN:AQMPS4454N)

1. Securities and Exchange Board of India ("SEBI") received a complaint dated September 05, 2014 against Suraksha Industries India Limited ("**SIIL**") alleging mobilization of money through issuance of preference shares and non-payment of maturity amount thereon. The complainant also enclosed a copy of *Redeemable Preference Share* Certificate issued by SIIL.
- 2.1 As a matter of preliminary inquiry, SEBI vide letters dated October 28, 2014 advised SIIL and its four directors to furnish *inter alia* the following information in respect of issuance of debentures /preference shares and schemes, viz. –
 - i. Copies of the Memorandum and Articles of Association of the company;
 - ii. Copies of Audited Balance Sheet and Profit & Loss Account of the company for the last 3 years;
 - iii. Names, addresses and occupation of all the promoters/directors of the company;
 - iv. Names and details of the Key Managerial Personnel of the company;
 - v. Other information in respect of issue of Preference Shares/Debentures, viz. –
 - a. Copy of Prospectus/Red Herring Prospectus/Statement in lieu of prospectus/ Information memorandum filed with Registrar of Companies ("**RoC**") for issuance of debentures/ preference shares.
 - b. Date of opening and closing of the subscription list for the said shares/debentures;
 - c. Details regarding the number of application forms circulated inviting subscription for shares/debentures;
 - d. Details regarding the number of applications received;
 - e. Details regarding the number of allottees and list of such allottees;

- f. Number of shares/debentures allotted and value of such allotment against each allottee's name.
 - g. Details regarding subscription amount raised;
 - h. Date of allotment of the shares/debentures;
 - i. Copies of the minutes of Board/Committee meeting in which the resolution has been passed for allotment;
 - j. Date of dispatch of debentures/ shares certificates etc.;
 - k. Details of the total number of applicants for each of its scheme besides the list of final allottees;
 - l. Copies of application forms, pamphlets, advertisements and other promotional material circulated for issuance of shares/debentures;
 - m. Terms and conditions of the issue of shares/debentures;
- vi. Other information in respect of schemes launched for raising funds.
- 2.2 The aforesaid letters sent to SIIL's registered office at Vaishali, Bihar, head office at Kolkata and to three of the directors of SIIL were delivered. Letter to one of the directors, viz. Shri Indranil Das was returned undelivered by the postal authorities. In response to the aforesaid letters, reply has been received from only one director, Shri Akhil Chandra Saha, who vide letter dated November 07, 2014 indicated that he was in no way connected with day to day affairs of the company.
- 2.3 SEBI vide letters dated November 20, 2014 again advised SIIL and its two directors to furnish the information sought vide letter dated October 28, 2014. SIIL vide letter dated November 15, 2014 (received at SEBI on November 27, 2014) sought 45 days' time to furnish the information sought by SEBI.
- 2.4 Thereafter, reminder letters dated November 30, 2014 were sent to SIIL and its two directors. The letter sent to SIIL's registered office at Vaishali, Bihar was returned undelivered by the postal authorities with the remarks, "Refused to accept".
- 2.5 SIIL vide letter dated November 29, 2014 (received at SEBI on December 05, 2014) submitted partial information/ some documents viz., copies of the memorandum and articles of association, audited financial statement for the year 2012-13, application form, details of promoters/directors, managerial persons, etc.

- 2.6 Shri Subrata Das, Director, vide letter dated December 11, 2014 informed that he had no connection with the company for last one year and that he was "*a sleeping Director*".
- 2.7 As SIIL had submitted only partial information/some documents, SEBI vide letters dated January 02, 2015 advised SIIL and its Director, Shri Arunabha Mukhopadhyay to furnish all the details/ information/ documents sought by SEBI. The letter to SIIL's registered office was returned by the postal authorities with the remarks, "Refused to accept". The aforesaid letters sent to the head office of SIIL and to its director were delivered.
- 2.8 In response to the above letter from SEBI, SIIL vide letter dated January 07, 2015 has submitted a copy of Form 2 (Return of allotment) along with the list of allottees. SIIL has also informed as follows:
"*... ..*
Regarding copy of Prospectus/ Statement in lieu of Prospectus, it may be noted that no such Prospectus has been filed with RoC. However, Form 2 regarding allotment of Preference Shares filed with RoC is enclosed herewith for your ready reference.
An amount of Rs.82.23 Lacs has been raised as evident from the record filed with RoC.
Date of allotment of Preference Shares was 01st June 2012....."
- 2.9 In the meanwhile, SEBI received a copy of letter dated October 31, 2014 addressed to Suraksha Multistate Credit Co-operative Society Limited, enclosed with which were *inter alia* copies of certain *Redeemable Preference Share* certificates issued by SIIL.
3. I have perused the material available on record i.e. the complaint received by SEBI and documents contained therein, correspondence between SEBI and SIIL and information/ documents contained therein and information obtained from the Ministry of Corporate Affairs' website i.e. '*MCA21 Portal*'. On an examination of the same, it is observed that –
- a. SIIL was incorporated on July 21, 2011, with the RoC, Patna. The CIN of the company is U15400BR2011PLC017235. The Registered Office of SIIL is at Vill - Rasulpur Suhavan, C/O: Suresh Prasad Singh, Bhagwanpur, Dist – Vaishali, 844114, Bihar.
- b. The Directors of SIIL are Shri Arunabha Mukhopadhyay (DIN- 00566929; PAN: AEYPM2888J), Shri Indranil Das (DIN- 00566904; PAN: AFTPD7822F), Shri

Subrata Das (DIN- 02262940; PAN: AJEPD3008L) and Shri Akhil Chandra Saha (DIN- 02243929; PAN: AQMPS4454N).

- c. A perusal of the Notes to Financial Statements for the year ended March 31, 2013 indicates that SIIL had during the year issued 1,64,467 Preference Shares of Rs.10 each, amounting to ₹16,44,670/-.
- d. From the details of allotment (Form 2 - Form for filing Return of Allotment), obtained from 'MCA 21 Portal' and also submitted by SIIL, it is *prima facie* noted that funds to the tune of ₹82,23,350/- were mobilized during the financial year 2012-13 through issuance of 1,64,467 *Redeemable Preference Shares* of face value of ₹10/- at a premium of ₹40/- to 794 investors as detailed under :

Date of Allotment	Type of Security	Amount Raised (₹. In Lakhs)	No. of Allottees
01.06.2012	Redeemable Preference Shares	82.23	794

- e. Thus, as per the information submitted by SIIL, it had issued and allotted *Redeemable Preference Shares* ("Offer of RPS") in a single allotment to 794 investors and raised a total amount of ₹82.23 Lakhs during the financial year 2012-13.
- f. It is noted that that though the list of allottees attached with Form 2 obtained from 'MCA 21 Portal' and also submitted by SIIL, indicates that the complainant was allotted 200 preference shares amounting to ₹10,000/-, the copy of *Redeemable Preference Share* Certificate enclosed with the complaint indicates that the complainant was allotted 800 preference shares.
- g. It is further noted that vide copy of abovementioned letter dated October 31, 2014, SEBI has received copies of certain *Redeemable Preference Share* Certificates issued by SIIL during April 01, 2012 to December 01, 2012 to various persons. The names mentioned on two of the said *Redeemable Preference Share* Certificates find mention in the Form-2 submitted by SIIL. However, the said two certificates are dated April 01, 2012 whereas the Form-2 mentions the date of allotment as June 01, 2012. It is further noted that the other certificates received vide copy of letter dated October

31, 2014 are dated between May 02, 2012 and December 01, 2012 and do not find any mention in the information provided by SIIL regarding issuance of preference shares by it. Hence, it *prima facie* appears that the information submitted by SIIL may not be accurate and the number of investors as well as the amount raised by SIIL through the *Offer of RPS* may be much more than 794 and ₹ 82.23 Lakhs respectively, as reported by SIIL.

- h. It is clear from the above that SIIL had issued and allotted *Redeemable Preference Shares* to at least 794 investors and raised an amount of at least ₹82.23 Lakhs during the financial year 2012-13.

4.1 In the context of the abovementioned details, the issue for determination in the instant matter is whether the mobilization of funds by SIIL through the *Offer of RPS*, is in accordance with the provisions of the SEBI Act, 1992 ("**SEBI Act**") and the Companies Act, 1956.

4.2 I note that the jurisdiction of SEBI over various provisions of the Companies Act, 1956 in the case of public companies, whether listed or unlisted, when they issue and transfer securities, at the relevant point of time flows from the provisions of Section 55A of the Companies Act, 1956. While examining the scope of Section 55A of the Companies Act, 1956, the Hon'ble Supreme Court of India in ***Sahara India Real Estate Corporation Limited & Ors. vs. SEBI (Civil Appeal no. 9813 of 2011) (Judgment dated August 31, 2012)*** (hereinafter referred to as the "***Sahara Case***"), had observed that:

"We, therefore, hold that, so far as the provisions enumerated in the opening portion of Section 55A of the Companies Act, so far as they relate to issue and transfer of securities and non-payment of dividend is concerned, SEBI has the power to administer in the case of listed public companies and in the case of those public companies which intend to get their securities listed on a recognized stock exchange in India."

4.3 In this regard –

- i. Reference is also made to Sections 67(1) and 67(3) of the Companies Act, 1956, which are reproduced as under:

"67. (1) Any reference in this Act or in the articles of a company to offering shares or debentures to the public shall, subject to any provision to the contrary contained in this Act and subject also to the

provisions of sub-sections (3) and (4), be construed as including a reference to offering them to any section of the public, whether selected as members or debenture holders of the company concerned or as clients of the person issuing the prospectus or in any other manner.

(2) Any reference in this Act or in the articles of a company to invitations to the public to subscribe for shares or debentures shall, subject as aforesaid, be construed as including a reference to invitation to subscribe for them extended to any section of the public, whether selected as members or debenture holders of the company concerned or as clients of the person issuing the prospectus or in any manner.

(3) No offer or invitation shall be treated as made to the public by virtue of sub-section (1) or sub-section (2), as the case may be, if the offer or invitation can properly be regarded, in all the circumstances-

(a) as not being calculated to result, directly or indirectly, in the shares or debentures becoming available for subscription or purchase by persons other than those receiving the offer or invitation; or

(b) otherwise as being a domestic concern of the persons making and receiving the offer or invitation

...

Provided *that nothing contained in this sub-section shall apply in a case where the offer or invitation to subscribe for shares or debentures is made to fifty persons or more:*

Provided further *that nothing contained in the first proviso shall apply to non-banking financial companies or public financial institutions specified in section 4A of the Companies Act, 1956 (1 of 1956)."*

- ii. While examining the scope of Section 67 of the Companies Act, 1956, the Hon'ble Supreme Court of India in the *Sahara Case* observed that:

"Section 67(1) deals with the offer of shares and debentures to the public and Section 67(2) deals with invitation to the public to subscribe for shares and debentures and how those expressions are to be understood, when reference is made to the Act or in the articles of a company. The emphasis in Section 67(1) and (2) is on the "section of the public". Section 67(3) states that no offer or invitation shall be treated as made to the public, by virtue of subsections (1) and (2), that is to any section of the public, if the offer or invitation is not being calculated to result, directly or indirectly, in the shares or debentures becoming available for subscription or purchase by persons other than those receiving the offer or invitation or otherwise as being a domestic concern of the persons making and receiving the offer or invitations. Section 67(3) is, therefore, an exception to Sections 67(1) and (2). If the circumstances mentioned in clauses (1) and (b) of Section 67(3) are satisfied, then the offer/invitation would not be treated as being made to the public.

The first proviso to Section 67(3) was inserted by the Companies (Amendment) Act, 2000 w.e.f. 13.12.2000, which clearly indicates, nothing contained in Sub-section (3) of Section 67 shall apply in a case where the offer or invitation to subscribe for shares or debentures is made to fifty persons or more. ...

Resultantly, if an offer of securities is made to fifty or more persons, it would be deemed to be a public issue, even if it is of domestic concern or proved that the shares or debentures are not available for subscription or purchase by persons other than those received the offer or invitation. ...

I may, therefore, indicate, subject to what has been stated above, in India that any share or debenture issue beyond forty nine persons, would be a public issue attracting all the relevant provisions of the SEBI Act, regulations framed thereunder, the Companies Act, pertaining to the public issue. ..."

- iii. For ascertaining whether the *Offer of RPS* are public issues or issues on private placement basis in accordance with Section 67 of the Companies Act, 1956, the number of subscribers is of utmost importance.
 - a) In the instant case, it is observed from the details of allotment obtained from 'MCA 21 Portal' and submitted by SIIL, that SIIL issued and allotted *Redeemable Preference Shares* to 794 investors in a single allotment and raised an amount of approximately ₹ 82.23 Lakhs during the financial year 2012-13. The number of investors to whom the *Offer of RPS* was made by SIIL in a single allotment (on 01.06.2012) was much beyond the prescribed limit of forty-nine persons. In view of the above stated facts, the *Offer of RPS* by SIIL *prima facie* qualifies as a public issue of securities under Section 67(3) of the Companies Act, 1956, which has been elucidated by the Hon'ble Supreme Court of India in the *Sahara Case*.
 - b) Further, as discussed at para 3 (f) and (g) above, it *prima facie* appears that the information submitted by SIIL may not be accurate and the number of investors as well as the amount raised by SIIL through the *Offer of RPS* may be much more than 794 and ₹ 82.23 Lakhs respectively, as reported by SIIL.
 - c) In addition, SIIL is not stated to be a non-banking financial company or a public financial institution within the meaning of Section 4A of the Companies Act and therefore, is not covered under the *second proviso* to Section 67(3).

- d) In this regard, it is pertinent to note that by virtue of Section 55A of the Companies Act read with Section 67 of the said Act, so far as it relates to issue and transfer of securities, shall also be administered by SEBI.

4.4 I note that –

- i. From the abovementioned para, it will follow that since the *Offer of RPS* is a public issue of securities, such securities shall also have to be listed on a recognized stock exchange, as mandated under Section 73 of the Companies Act, 1956. In this regard, reference is made to Section 73 of the Companies Act, 1956, of which sub-sections (1), (2) and (3) are relevant for the instant case, which is reproduced as under:

"73. (1) Every company intending to offer shares or debentures to the public for subscription by the issue of a prospectus shall, before such issue, make an application to one or more recognised stock exchanges for permission for the shares or debentures intending to be so offered to be dealt with in the stock exchange or each such stock exchange.

(1A) Where a prospectus, whether issued generally or not, states that an application under sub-section (1) has been made for permission for the shares or debentures offered thereby to be dealt in one or more recognised stock exchanges, such prospectus shall state the name of the stock exchange or, as the case may be, each such stock exchange, and any allotment made on an application in pursuance of such prospectus shall, whenever made, be void, if the permission has not been granted by the stock exchange or each such stock exchange, as the case may be, before the expiry of ten weeks from the date of the closing of the subscription lists :

Provided that where an appeal against the decision of any recognized stock exchange refusing permission for the shares or debentures to be dealt in on that stock exchange has been preferred under section 22 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956), such allotment shall not be void until the dismissal of the appeal.

(2) Where the permission has not been applied under subsection (1) or such permission having been applied for, has not been granted as aforesaid, the company shall forthwith repay without interest all moneys received from applicants in pursuance of the prospectus, and, if any such money is not repaid within eight days after the company becomes liable to repay it, the company and every director of the company who is an officer in default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at such rate, not less than four per cent and not more

than fifteen per cent, as may be prescribed, having regard to the length of the period of delay in making the repayment of such money.

(3) All moneys received as aforesaid shall be kept in a separate bank account maintained with a Scheduled Bank 1 [until the permission has been granted, or where an appeal has been preferred against the refusal to grant such. permission, until the disposal of the appeal, and the money standing in such separate account shall, where the permission has not been applied for as aforesaid or has not been granted, be repaid within the time and in the manner specified in sub- section (2)]; and if default is made in complying with this sub- section, the company, and every officer of the company who is in default, shall be punishable with fine which may extend to fifty thousand rupees.”

- ii. In the *Sabara Case*, the Hon'ble Supreme Court of India also examined Section 73 of the Companies Act, 1956, wherein it observed that –

"Section 73(1) of the Act casts an obligation on every company intending to offer shares or debentures to the public to apply on a stock exchange for listing of its securities. Such companies have no option or choice but to list their securities on a recognized stock exchange, once they invite subscription from over forty nine investors from the public. If an unlisted company expresses its intention, by conduct or otherwise, to offer its securities to the public by the issue of a prospectus, the legal obligation to make an application on a recognized stock exchange for listing starts. Sub-section (1A) of Section 73 gives indication of what are the particulars to be stated in such a prospectus. The consequences of not applying for the permission under sub-section (1) of Section 73 or not granting of permission is clearly stipulated in sub-section (3) of Section 73. Obligation to refund the amount collected from the public with interest is also mandatory as per Section 73(2) of the Act.

Listing is, therefore, a legal responsibility of the company which offers securities to the public, provided offers are made to more than 50 persons.

...

*... Section 73(2) says that every company and every director of the company who is an officer in default, shall be jointly and severally liable to repay that money with interest at such rate, not less than four per cent and not more than fifteen per cent, as may be prescribed. The scope of the above mentioned provisions came up for consideration before this Court in *Raymond Synthetics Ltd. & Ors. V. Union of India* (supra), wherein the Court held that in a case where the company has not applied for listing on a stock exchange, the consequences will flow from the company's disobedience of the law, the liability to pay interest arises as from the date of receipt of the amounts, for the company*

ought not to have received any such amount in response to the prospectus. I am, therefore, of the view that since Sabaras had violated the listing provisions and collected huge amounts from the public in disobedience of law, SEBI is justified in directing refund of the amount with interest."

- iii. Having regard to the abovementioned observations of the Hon'ble Supreme Court of India, since the *Offer of RPS* is *prima facie* a public issue in accordance with the provisions of the Companies Act, 1956, the same will attract the requirement of compulsory listing before a recognized stock exchange in terms of Section 73(1) of the Companies Act, 1956 and also compliance with provisions of Sections 73(2) and 73(3) of that Act.
- iv. In the facts of the instant case, it *prima facie* appears that SIIL has violated the provisions of Section 73 of the Companies Act, 1956, in respect of the *Offer of RPS*.

4.5 Under Section 2(36) read with Section 60 of the Companies Act, 1956, a company needs to register its prospectus with the RoC, before making a public offer or issuing the prospectus to the public. As per the aforesaid Section 2(36), "*prospectus*" means any document described or issued as a prospectus and includes any notice, circular, advertisement or other document inviting deposits from the public or inviting offers from the public for the subscription or purchase of any shares in, or debentures of, a body corporate. As mentioned above, since the *Offer of RPS* was made to fifty persons or more, it has to be construed as a public offer. Having made a public offer, SIIL was required to register a prospectus with the RoC under Section 60 of the Companies Act, 1956. In the instant case, there is no evidence on record to indicate that the aforesaid requirement had been complied with, by SIIL. In view of the same, I find that SIIL has *prima facie* not complied with the provisions of Section 60 of the Companies Act, 1956.

4.6 Under Section 56(1) of the Companies Act, 1956, every prospectus issued by or on behalf of a company, shall state the matters specified in Part I and set out the reports specified in Part II of Schedule II of that Act. Further, as per Section 56(3) of the Companies Act, 1956, no one shall issue any form of application for shares in or debentures of a company, unless the form is accompanied by abridged prospectus, contain disclosures as specified. Based on the material available on record, I find that SIIL has not complied with the

provisions of Section 56(1) and 56(3) of the Companies Act, 1956 and therefore, has *prima facie* violated the aforesaid provisions.

- 4.7 Upon a consideration of the aforementioned paragraphs, I am of the view that SIIL is *prima facie* engaged in fund mobilising activity from the public, through the *Offer of RPS* and as a result of the aforesaid activity has violated the aforementioned provisions of the Companies Act, 1956 (Section 56, Section 60 read with Section 2(36), Section 73).
5. SEBI has a statutory duty to protect the interests of investors in securities and promote the development of, and to regulate, the securities market. Section 11 of the SEBI Act has empowered it to take such measures as it deems fit for fulfilling its legislative mandate. Further, as per the provisions of Section 55A of the Companies Act, 1956, the administrative authority on the subjects relating to public issue of securities is exclusively with SEBI. For this purpose, SEBI can exercise its jurisdiction under Sections 11(1), 11A, 11B and 11(4) of the SEBI Act read with Section 55A of the Companies Act, 1956 over companies who issue *Redeemable Preference Shares* to fifty persons or more, but do not comply with the applicable provisions of the aforesaid Companies Act. Steps therefore, have to be taken in the instant matter to ensure that only legitimate fund raising activities are carried on by SIIL and no investors are defrauded. This is especially so as it *prima facie* appears that SIIL may not have submitted accurate and complete information to SEBI. In light of the facts in the instant matter, I find that there is no other alternative but to take recourse to an interim action against SIIL and its Directors, for preventing that company from further carrying on with its fund mobilising activity under the *Offer of RPS*.
6. It is also important to note that vide SEBI order dated December 29, 2014 in the matter of M/s. Suraksha Agrotech Industries Limited, the same Directors, viz. Shri Indranil Das (DIN-00566904; PAN-AFTPD7822F), Shri Arunabha Mukhopadhyay (DIN-00566929; PAN- AEYPM2888J), Shri Akhil Chandra Saha (DIN-02243929; PAN- AQMPS4454N), and Shri Subrata Das (DIN-02262940; PAN-AJEPD3008L) along with two more Directors have been restrained from accessing the securities market and further prohibited from buying, selling or otherwise dealing in the securities market, either directly or indirectly, till further directions.
7. In view of the foregoing, I, in exercise of the powers conferred upon me under Sections 11(1), 11(4), 11A and 11B of the SEBI Act, hereby issue the following directions –

- i. SIIL shall forthwith cease to mobilize any fresh funds from investors through the *Offer of RPS* or through any other securities, to the public and/or invite subscription, in any manner whatsoever, either directly or indirectly, till further directions;
 - ii. SIIL (CIN: U15400BR2011PLC017235; PAN: AAQCS1566C) and its directors, viz. Shri Arunabha Mukhopadhyay (DIN- 00566929; PAN:AEYPM2888J), Shri Indranil Das (DIN- 00566904; PAN:AFTPD7822F), Shri Subrata Das (DIN- 02262940; PAN: AJEPD3008L) and Shri Akhil Chandra Saha (DIN- 02243929; PAN:AQMPS4454N) are prohibited from issuing prospectus or any offer document or issue advertisement for soliciting money from the public for the issue of securities, in any manner whatsoever, either directly or indirectly, till further orders;
 - iii. SIIL and its abovementioned Directors are restrained from accessing the securities market and further prohibited from buying, selling or otherwise dealing in the securities market, either directly or indirectly, till further directions.
 - iv. SIIL shall provide a full inventory of all its assets and properties;
 - v. The Directors of SIIL shall provide a full inventory of all their assets and properties;
 - vi. SIIL and its abovementioned Directors shall not dispose of any of the properties or alienate or encumber any of the assets owned/acquired by that company through the *Offer of RPS*, without prior permission from SEBI;
 - vii. SIIL and its abovementioned Directors shall not divert any funds raised from public at large through the *Offer of RPS*, which are kept in bank account(s) and/or in the custody of SIIL;
 - viii. SIIL and its abovementioned Directors shall, within 21 days from the date of receipt of this Order, provide SEBI with all relevant and necessary information as sought by SEBI.
8. The above directions shall take effect immediately and shall be in force until further orders.
9. The *prima facie* observations contained in this Order are made on the basis of the material available on record i.e. the complaint received by SEBI and documents contained therein, correspondence between SEBI and SIIL and information/ documents contained therein and information obtained from the Ministry of Corporate Affairs' website i.e. '*MCA21 Portal*'. In this context, SIIL and its abovementioned Directors are advised to show cause as to why suitable directions/prohibitions under Sections 11(1), 11(4), 11A and 11B of the SEBI Act including the following, should not be taken/imposed against them:

- i. Directing them jointly and severally to refund money collected through the *Offer of Redeemable Preference Shares* along with interest, if any, promised to investors therein;
 - ii. Directing them to not issue prospectus or any offer document or issue advertisement for soliciting money from the public for the issue of securities, in any manner whatsoever, either directly or indirectly, for an appropriate period;
 - iii. Directing them to refrain from accessing the securities market and prohibiting them from buying, selling or otherwise dealing in securities for an appropriate period.
10. SIIL and its abovementioned Directors, may, within 21 days from the date of receipt of this Order, file their replies, if any, to this Order and may also indicate whether they wish to avail themselves an opportunity of personal hearing on a date and time to be fixed on a specific request made in that regard.
11. This Order is without prejudice to the right of SEBI to take any other action that may be initiated against SIIL and its abovementioned Directors, in accordance with law.

Place: Mumbai
Date: May 07, 2015

S. RAMAN
WHOLE TIME MEMBER
SECURITIES AND EXCHANGE BOARD OF INDIA