

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

ORDER

Under Sections 11, 11(4), 11A and 11B of the Securities and Exchange Board of India Act, 1992, against the past Directors of MBK Business Development (India) Limited, viz. Shri Saikat Brahmachari (PAN: AJVPB3616M; DIN: 02717147), Shri Tanmoy Kundu (PAN: AXAPK0924E; DIN: 02750213) and Shri Sadhan Chandra Brahmachari (PAN: ACXPB0872A; DIN: 02717150).

1. Securities and Exchange Board of India ("SEBI") vide an Order bearing no. WTM/SR/ERO/44/08/2014 dated August 7, 2014 ("**Interim Order**"), passed certain directions as mentioned at **paragraph 9** thereof, against MBK Business Development (India) Limited ("**MBK**") and its Directors, viz. Shri Prafulla Kumar Kundu, Shri Saikat Roy and Shri Anshuman Ghosh, for violating *inter alia* the provisions of Section 56, Section 60 read with Section 2(36), Section 73, Sections 117B–C of the Companies Act, 1956 and the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 ("**Debt Securities Regulations**"), by engaging in fund mobilising activity from the public, through the *issue of secured redeemable debentures* ("**Offer of SRDs**").
2. As mentioned in the Interim Order, under the *Offer of SRDs*, MBK issued and allotted *SRDs* to 386, 1772 and 2360 investors during the Financial Years 2010–11, 2011–12 and 2012–13 respectively.
- 3.1 It has now come to SEBI's notice that the following persons were earlier Directors of MBK during the *Offer of SRDs* –

Sr. No	Name	PAN	DIN	DATE OF APPOINTMENT	DATE OF CESSATION
1.	Saikat Brahmachari	AJVPB3616M	02717147	September 1, 2009	May 2, 2013
2.	Tanmoy Kundu	AXAPK0924E	02750213	September 1, 2009	May 2, 2013
3.	Sadhan Chandra Brahmachari	ACXPB0872A	02717150	September 1, 2009	April 10, 2013

3.2 In this context, it is noted that –

- i. Section 56(1) and 56(3) read with Section 56(4) of the Companies Act, 1956, imposes liability for compliance of the aforesaid provisions, on the company, every Director and other persons responsible for the issuance of the prospectus.
- ii. Section 60 of the Companies Act, 1956, imposes liability for compliance of the aforesaid provision, on the company and every person who is a party to the issue of the Prospectus.
- iii. Section 73(2) of Companies Act, 1956, imposes liability for compliance of Section 73, on the company and every Director of the company who is an *Officer in default*.
- iv. Section 27(2) of the SEBI Act provides SEBI with *inter alia* the power to proceed against Director(s) of companies who have illegally mobilized funds from the public through the issue of securities.
- v. As far as the Debt Securities Regulations is concerned, the company and its Directors are equally liable for any non-compliance with the provisions contained therein i.e. Regulations 4(2)(a)–(d), 4(4), 5(2)(b), 6–9, 12, 14–15, 16(1), 17, 19 and 26.

3.3 Upon a consideration of the aforementioned paragraphs, I am of the view that Shri Saikat Brahmachari, Shri Tanmoy Kundu and Shri Sadhan Chandra Brahmachari, were also engaged in fund mobilising activity from the public, in their capacity as Directors of MBK, through the *Offer of SRDs* and as a result of the aforesaid activity, have violated the aforementioned provisions of the Companies Act, 1956 and the SEBI Act.

4. In view of the alleged violations by the abovementioned past Directors, I, in exercise of the powers conferred upon me under Sections 11, 11(4), 11A and 11B of the SEBI Act, hereby issue the following directions –

- i. The past Directors of MBK, viz. Shri Saikat Brahmachari (PAN: AJVPB3616M; DIN: 02717147), Shri Tanmoy Kundu (PAN: AXAPK0924E; DIN: 02750213) and Shri Sadhan Chandra Brahmachari (PAN: ACXPB0872A; DIN: 02717150), 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;

- ii. The abovementioned past Directors of MBK 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;
 - iii. The abovementioned past Directors of MBK shall provide a full inventory of all their assets and properties.
- 5.1 The abovementioned past Directors of MBK are advised to show cause as to why suitable directions/prohibitions under Sections 11(1), 11(4), 11A and 11B of the SEBI Act, Section 73(2) of the Companies Act read with Section 27(2) of the SEBI Act and the Debt Securities Regulations including the following, should not be taken/imposed against them:
- i. Directing them jointly and severally to refund money collected through the *Offer of SRDs* alongwith interest, if any, promised to investors therein;
 - ii. Directing them not to 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.
- 5.2 The abovementioned past Directors of MBK, may, within 21 days from the date of receipt of this Order, file their reply, if any, to this Order and may also indicate whether they desire to avail themselves an opportunity of personal hearing on a date and time to be fixed on a specific request made in that regard.
6. This Order is without prejudice to the right of SEBI to take any other action that may be initiated against the abovementioned past Directors of MBK in accordance with law.
7. This Order shall be read with the Interim Order, copy of which is enclosed with this Order.
8. A copy of this Order shall be served on all recognized stock exchanges and depositories for necessary action.

Place: Mumbai
Date: November 20, 2015

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