

**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 Silicon Projects India Limited, viz. Shri Shib Narayan Das (PAN: AGBPD7440C; DIN: 02414547), Smt Antara Mukherjee (PAN: AWZPM5169R; DIN: 02418378) and Smt Sayanti Sen (PAN: DGIPS5090H; DIN: 03442949).

1. Securities and Exchange Board of India (“SEBI”) vide an Order bearing no. WTM/PS/180/IMD–ERO/MAR/2016 dated March 3, 2016 (“**Final Order**”), passed certain directions as mentioned at **paragraph 22** thereof, against Silicon Projects India Limited (“**SPIL**”) and its Directors, viz. Shri Bijay Pratap Mishra, Shri Biswajit Bera, Shri Aresh Mitra, Shri Tapan Sahoo, Shri Jugal Kishor Gupta, Shri Swarup Kumar Dutta, Shri Tushar Jana and Shri Debashis Dey, for violating the provisions of Section 56, Section 60 read with Section 2(36), Section 73, Sections 117B–C of the Companies Act, 1956 read with Companies Act, 2013 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 Non–Convertible Redeemable Debentures* (“**Offer of NCDs**”).
2. As per the findings contained in the Final Order, the offer and allotment of NCDs made by SPIL to around 406 investors during the Financial Years 2009–10, 2010–11 and 2011–12 (wherein funds mobilized was 18.03 Crores), has been held to be a public issue of securities.
- 3.1 It has now come to SEBI's notice that the following persons were earlier Directors of SPIL during the *Offer of NCDs*–

Sr. No	Name	PAN	DIN	DATE OF APPOINTMENT	DATE OF CESSATION
1.	<i>Shib Narayan Das</i>	<i>AGBPD7440C</i>	<i>02414547</i>	<i>05/02/2009</i>	<i>01/11/2011</i>
2.	<i>Antara Mukherjee</i>	<i>AWZPM5169R</i>	<i>02418378</i>	<i>05/02/2009</i>	<i>02/04/2011</i>
3.	<i>Sayanti Sen</i>	<i>DGIPS5090H</i>	<i>03442949</i>	<i>18/03/2011</i>	<i>01/12/2011</i>

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, 1992 (“**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, 14–17, 19 and 26.

3.3 Upon a consideration of the aforementioned paragraphs, I am of the view that Shri Shib Narayan Das, Smt Antara Mukherjee and Smt Sayanti Sen, were also engaged in fund mobilising activity from the public, in their capacity as Directors of SPIL, through the *Offer of NCDs* and as a result of the aforesaid activity, have violated the aforementioned provisions of the Companies Act, 1956, the SEBI Act and the Debt Securities Regulations.

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 SPIL, viz. Shri Shib Narayan Das (PAN: AGBPD7440C; DIN: 02414547), Smt Antara Mukherjee (PAN: AWZPM5169R; DIN: 02418378) and Smt Sayanti Sen (PAN: DGIPS5090H; DIN: 03442949), 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 SPIL 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 SPIL shall provide a full inventory of all their assets and properties.
- 5.1 The abovementioned past Director of SPIL 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 him:
- i. Directing them jointly and severally to refund money collected through the *Offer of NCDs* 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 SPIL, 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 SPIL in accordance with law.
7. This Order shall be read with the Final 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: July 7, 2016

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