BEFORE THE ADJUDICATING OFFICER
SECURITIES AND EXCHANGE BOARD OF INDIA
ADJUDICATION ORDER NO. Order/MS/SM/2026-27/32592-32611

UNDER SECTION 15-I OF SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 READ WITH RULE 5 OF SEBI (PROCEDURE FOR HOLDING INQUIRY AND IMPOSING PENALTIES) RULES, 1995 IN RESPECT TO TWENTY ENTITIES IN THE MATTER OF ULTRACAB (INDIA) LTD.

BACKGROUND OF THE CASE

1. Securities and Exchange Board of India ('**SEBI**') carried out examination in the matter with regard to disclosure violation under SAST Regulations for change in shareholding of promoter and promoter group in quarter ended September 2023 and December 2023 **("Examination period")** in the matter of Ultracab (India) Ltd.

2. SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **('SEBI SAST Regulations'/ 'SAST Regulations'/ 'SAST', in short)** were observed to have been allegedly violated where promoter group offloaded approximately 30% of their shareholding between September 2023 and December 2023. However, the disclosures under Regulation 29 (2) and 29 (3) of the SAST Regulations were not found on the Exchange website.

3. Based on these SEBI initiated Adjudication Proceedings in respect of the following tabulated entities collectively referred to as 'Noticees' / 'PACs' / Promotor and Promotor group: -

Noticee No.	Noticee Name	PAN
1.	Sangeetaben Niteshbhai Vaghasiya	AGLPV1062C
2.	Nitesh Parshottambhai Vaghasiya	AAXPV6620J
3.	Artiben Pankajkumar Shingala	FMHPS5974P
4.	Nitaben Pravinbhai Shingala	BIWPS4631J
5.	Nitesh P Vaghasiya (HUF)	AAFHV2370F
6.	Parshottambhai Laljibhai Vaghasiya	ABCPV0386M
7.	Yogeshbhai Govindbhai Ramani	ABGPR6054E
8.	Govindbhai Karsanbhai Ramani	ABGPR6055F
9.	Arvindbhai Parshotambhai Vaghasiya	ADNPV9691E
10.	Ramnik Parsotambhai Vaghasiya	AEMPV7286B
11.	Jayaben Parshotambhai Vaghasiya	AFEPV6137L
12.	Pravinkumar Hardasbhai Shingala	AHGPS8502E
13.	Muktaben Govindbhai Ramani	ANNPR4257Q
14.	Vasantbhai Hardasbhai Shingala	AZOPS2391F
15.	Pankaj Vasantbhai Shingala	BRZPS4266B
16.	Gopalbhai Hardasbhai Shingala	AGYPS1170M
17.	Kanchanben Vasantbhai Shingala	BIWPS4633L
18.	Vasantbhai H Shingala (HUF)	AAQHS9276J
19.	Pravinkumar Hardasbhai Shingala (P)	AACFP5239Q
20.	Niteen Bhikhubhai Khatra	DQIPK8124G

APPOINTMENT OF ADJUDICATING OFFICER

4. SEBI appointed an Adjudicating Officer (AO) vide order dated March 04, 2025 under Section 15 I of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as '**SEBI Act'**) and Rule 3 of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 (hereinafter also referred as "**SEBI Rules**") to inquire into and adjudge the aforesaid violations under Section 15A(b) of SEBI Act, 1992. Pursuant to his transfer, another AO vide communication dated September 19, 2025 was appointed. Subsequently, the instant matter was transferred to this office vide communication dated May 27, 2026.

SHOW CAUSE NOTICE, REPLY AND HEARING

5. A common Show Cause Notice No. SEBI/EAD5/P/OW/2025/10855/1-25/2025 dated April 15, 2025 ('**SCN**' / **SCN Dated April 15, 2025**) was issued by erstwhile AO to Noticees calling upon them to show cause why an inquiry should not be held and penalty, if any should not be imposed, under section 15A(b) of the SEBI Act, 1992 for the violations alleged to have been committed by them.

6. The **SCN** *inter alia,* alleged the following: -

"…..

(i) *The shareholding pattern submitted by the Company on the website of BSE were perused and following changes in the aggregate shareholding of promoter and promoter group during quarter ended September 2023 and December 2023 were observed:-*

Table: A- Shareholding pattern on BSE website for qtr. ended June, Sept, Dec 2023

Category of shareholder	**% Shareholding as per Shareholding Pattern on BSE website**		
	Quarter ended June-2023	**Quarter ended September-2023**	**Quarter ended December-2023**
Promoter and Promoter Group	62.12% No. of entities: 20	59.69% No. of entities: 20	27.90% No. of entities: 20
Public	37.88% No. of shareholders: 8870	40.31% No. of shareholders: 14539	72.10% No. of shareholders: 42973

Accordingly, it was observed that the percentage change in shareholding of promoter and promoter group in quarter ended September-2023 was 2.44% and in quarter ended December-2023 was 31.80%.

(ii) *It is pertinent to note that SEBI had issued a **Circular SEBI/HO/CFD/DCR-3/P/CIR/2022/27 dated March 07, 2022** (SEBI CFD Circular No. 2022 dated March 7, 2022) with regard to automation of disclosure requirements under SAST Regulations- System Driven Disclosures. The Circular inter-alia provides that with regard to Regulation 29 of SEBI (SAST) Regulations, transactions triggering of disclosure requirement due to acquisition or disposal of the shares, as the case may be, by the acquirer together with persons acting in concert (PACs), manual disclosures under the provisions of SAST Regulations are required to be made.*

(*iii*) *As mentioned above disclosures under Regulation 29(2) were not found to be available on Exchange website with regard to changes in shareholding of promoter and promoter group entities, which are deemed PACs in terms of Regulation 2(1)(q) of the SAST Regulations.*

(iv) *Company in its correspondence to BSE has inter-alia submitted that there are no transactions which are undertaken along with PACs.*

(v) The *Exchange, provided information about 20 entities in the promoter and promoter group category and there aggregate shareholding in the Company was 62.12% of the total share capital as on the beginning of quarter ended September 2023 as per SHP submitted to BSE. However, in the subsequent quarter ended December 2023 the same was stood at 27.90%.*

(vi) Thus promoter and promoter group entities during the quarter ended September 2023 and December 2023, in 12 instances there was change in the aggregate shareholding which exceeded 2% and therefore triggered the requirement to submit disclosures to the Stock Exchange in terms of Regulation 29(2) read with Regulation 29(3) of the SAST.

(vii) However, the Exchange has confirmed that it has not received such disclosures. Thus it is alleged that there is failure to submit requisite disclosure with regard to change exceeding 2% in aggregate shareholding of promoter and promoter group (12 instances of non-compliance) by noticees. Therefore, Noticees are alleged to have violated Regulation 29(2) read with Regulation 29(3) of the SAST Regulations.

…..”

7. As per records, the SCN was duly served upon Noticees vide email dated April 15, 2025 and through Speed Post Acknowledgement Due (SPAD).

8. The correspondence with respect to submissions of the Notices No. 1-15, 17-20 & 16 to SCN are given below: -

Table B- Submission/Reply of Noticee No. 1-15, 17-20 & 16

Sr. No.	**Noticee No.**	**Date of Reply**	**Remarks**
1	1-15 and 17-20	May 8, 2025	Common submission of Noticee No. 1-15,17-20
2	1-15 and 17-20	May 30, 2025	Common submission pursuant to Hearing of Noticee no. 1-15, 17-20

3	1-15 and 17-20	April 23, 2026	Common submission of Noticee No. 1-15, 17-20
4	16	May 3, 2025	Separate Reply by Noticee No. 16

9. Noticee no.15 made submissions on behalf of Noticee no. 01-15 and 17-20.

Table C- Hearing to Noticees 1-15,17-20 & 16.

Sr. No.	Date of Hearing	Hearing Scheduled for Noticees No.	Noticees appeared for Hearing
1.	May 22, 2025	1-15,17-20	Noticee No. 15 and AR (Piyush Jethwa) on behalf of No. 1-15, 17-20 appeared physically
2.	June 3, 2025	16	Represented by AR (Mehak Gandhi) via video conferencing

10. Hearing Notice dated May 6, 2025 was granted to the Noticee 1-15,17-20 on May 22, 2025, which was attended by the Noticee No. 15 along with Authorised Representative (AR) on behalf of Noticees 1-15 and 17-20 by appearing in person. The Noticees relied upon and reiterated the submissions made vide letter dated May 08, 2025. Further, the Noticees sought additional time till May 30, 2025 to make further additional submissions as final submissions in the matter which was allowed.

11. Pursuant to transfer of erstwhile AOs, vide email dated April 20, 2026, an opportunity to file additional submissions and advised to indicate if they desire to avail opportunity of personal hearing in the matter. Vide email dated April 23, 2026, Noticee 1-15 and 17- 20 stated that they do not wish to file any further additional submissions or documents and also stated that their earlier replies may be treated as their final submissions in the matter.

Hearing Notice for Noticee No. 16

Hearing Notice dated May 06, 2025, was granted by erstwhile AO to the Noticee 16 on May 22, 2025, which was re-scheduled on May 20, 2025 due to administrative exigencies. Noticee 16 failed to avail the said opportunity of hearing. Hearing Notice dated May 23, 2025 was issued, granting another opportunity on June 03, 2025, where Noticee 16 appeared in person through his Authorised Representative (AR) through the mode of video conferencing. The AR of the Noticee 16 relied upon and reiterated the submissions made by Noticee 16 vide letter dated May 03, 2025. The AR inter alia confirmed that there were no additional submissions and that the submissions made vide letter dated May 03, 2025 be taken as final submissions. Another opportunity of submissions and hearing was given by this office vide email dated June 4, 2026 and June 23, 2026. However, no response was received from Noticee no. 16.

12. The submissions made by the entities in written submissions before the earlier AOs and those that are part of records are being dealt with in appropriate places in this Order.

CONSIDERATION OF ISSUES AND FINDINGS

13. Based on the allegations made in the SCN and the submissions made by the entities the following issues are being considered for determination in the instant matter:

Issue No. I:	**Whether the Noticees violated the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as alleged?**
Issue No. II:	**If yes, whether the Noticees are liable for imposition of monetary penalty under Section 15A(b) of SEBI Act, 1992?**
Issue No. III:	**If yes, what should be the monetary penalty that can be imposed upon the Noticees?**

Consideration of Issue no I - Whether the Noticees violated the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as alleged;

14. **With respect to Noticees No. 1-15, 17-20,**

(i) The Noticee No. 15 on behalf of Noticees No. 01 to 15, 17 to 20 have denied all such allegations in the Show Cause Notice and have submitted the following submission.

(ii) They have contended that the following Noticees had not done any transaction of Shares during the period of June 2023 to December 2023. So, the adjudication proceeding should be dropped against them.

Sr. No.	***Name of the Noticees***	***Noticees Number***
1	*Govindbhai Karsanbhai Ramani*	*8*
2	*Jayaben Parshottambhai Vaghasiya*	*11*
3	*Muktaben Govindbhai Ramani*	*13*
4	*Kanchanben Vasantbhai Shingala*	*17*
5	*Vasantbhai H. Shingala (HUF)*	*18*

(iii) The Noticee No. 16 i.e Mr. Gopalbhai Hardasbhai Shingala has submitted separate reply in the matter of above cited SCN.

(iv) Non-submission/non-filing the disclosure u/r 29(2) r.w. Regulation 29(3) of SAST Regulations, 2011 as alleged are unintentional as the said PAC believes that the depository was under obligations to file and update to the Stock exchanges on-time basis under the System Driven Disclosure under SEBI SAST Regulations 2011 and SEBI (Prohibition of Insider Trading) Regulations 2015.

(v) The said alleged transactions were duly disclosed on the website of Bombay Stock Exchange (NSE) under SDD-PIT after the said transfer has taken place. The Noticee has cited the matter of Ashok Shivlal Rupani Vs. SEBI (Appeal No. 417 of 2018), dated 22.08.2019, Reliance Industries Ltd. vs. SEBI (SAT Appeal No. 3 of 2002) and Cabot International Ltd Vs SEBI.

(vi) The information was already available in public domain of the Stock Exchange(s) regarding the change of the shareholding in ULTRACAB (INDIA) LIMITED at the relevant time, the violations of Regulations 29(2) r/w 29(3) of SAST Regulations is merely technical in nature and no penalty should be imposed on any of the Noticee(s).

(vii) The quarterly shareholding pattern were filed by the Company under regulation 31 of the SEBI (LODR) Regulation, 2015 with the changes of the Promoters with PAC to Stock exchange which ultimately reflects the changes in the shareholdings of all the Noticee. It is submitted that the same is available in the public domain of Bombay Stock Exchange for all the stake holders to all the public at large disclosing the changes in the Shareholding of the Promoters and PAC.

(viii) There is no ill motive of the Noticees for non- filing of declaration of the alleged transactions or any wrong intention of any Noticees to cause loss to investors or any investors group or to any stakeholders nor any intention of wrongful gain.

(ix) The Noticee has submitted that on enquiry by the BSE on June 28, 2024, the company replied on 30th June, 2024, stating the facts of change of holding of Equity Shares. The co-operation is provided at every stage of inquiry by concerned officer and there is no malafide intention.

(x) Their contention is that all the Noticees are living separately and having their separate business. And similarly, there is no direct control on the decision of one another for each other transactions. Except promoters all others are investors and being the relative of the Promoter they fall under PAC else they are not connected to any promoters or have any direct control on decision making of the Company. Further all the individual shareholdings of Noticees whose record is not disclosed under automatic System Driven Disclosure does not cross the limit as specified by SEBI (SAST) Regulations, 2011. Reliance is placed upon the judgment passed by the SAT, Mumbai Bench in the matter of Wave Inter Trades Private Limited, 07/2023 dated (Jan 9, 2023)

(xi) None of the Noticees have made any disproportionate gain or unfair advantage by such non -disclosure.

(xii) This is first ever instance of non-compliance since the listing of their Company, which is also technical in nature. The promoters and Promoter group always interested to comply with the law in every possible manner.

(xiii) A request that a lenient view may be considered. Further it is reiterated that all the Noticees have not engaged in any act or omission that would justify the initiation of Penal action. The mistake is technical in nature and not intentional.

15. Pursuant to hearing before the erstwhile Adjudicating Officer, vide letter dated May 30, 2025, Noticee no. 15 on behalf of 1-15, 17-20 has made additional submissions which are summarized below: -

(i) They have contended that previously the name of Pravinkumar Hardasbhai Shingala (P) is not included in the list because he was representing in the dual capacity, as individual and as an authorized person of Partnership Firm. As an individual he sold shares, but the Partnership Firm has not sold the shares. Therefore, they have included the Partnership Firm with 6 other Noticees for dropping proceedings against them;

Sr. No.	***Name of the Noticees***	***Noticees Number***
1.	*Govindbhai Karsanbhai Ramani*	*8*
2.	*Jayaben Parshottambhai Vaghasiya*	*11*

3.	*Muktaben Govindbhai Ramani*	13
4	*Gopalbhai Hardasbhai Shingala*	16
5	*Kanchanben Vasantbhai Shingala*	17
6	*Vasantbhai H. Shingala (HUF)*	18
7	*Pravinkumar Hardasbhai Shingala (P)*	19

(ii) Further, the following five persons as mentioned in below table, has duly submitted all the disclosure required under Reg. 29 (2) of SAST Regulation.

Sr. No.	***Name of the Noticees***	***Noticees Number***
1	*Arvindbhai Prashottambhai Vaghasiya*	9
2	*Nitesh Parshottambhai Vaghasiya*	2
3	*Pankaj Vasantbhai Shingala*	15
4	*Ramnik Parsotambhai Vaghasiya*	10
5	*Vasantbhai Hardasbhai Shingala*	14

(iii) Further as far as disclosure from remaining person is concerned, the quantity of disposal of shares are very small and therefore they strongly believe that the disclosure is not required to give for such small amount of quantity.

(iv) For reaching to the trigger point as per Reg 29 (2) of SAST regulation, their disposal is required to be filed by adding the disposal of shares by person mentioned in above table (whose individual disclosure is already there in the website of Stock Exchange). So, the only fault is that whenever the disclosure is filed under reg. 29(2), there is no mention of aggregate/collective disposal of shares and mentioned of only individual disposal shares. If your good office checks the disposal record provided by Stock exchange, every time when there is a requirement of filing of disclosure, it is filed but with only individual name.

(v) Further they have drawn the attention of this office to Point No. II of the Minutes of the hearing held on 22nd May 2022, received by them through mail, where it is written that: -

"Noticee No. 15 with AR have explained about the offence alleged to has been committed by the Noticee indicating the provision alleged to has been violated, as stated".

(vi) They have again reiterated that this is only technical mistake, oversight and due to provision of automatic disclosure and have not violated any provision as the details of selling of shares are already there at the website of the Stock Exchange. Further stated that a liberal view should be taken and set off the above cited Show Cause Notice in toto.

16. From the above submissions it is clear that fact of disposal of the shareholding has not been denied by any of the Noticees as mentioned in Table A of Shareholding pattern on BSE website for qtr. ended June, Sept and Dec 2023. The shareholding pattern changes in the aggregate shareholding of promoter and promoter group during quarter ended September 2023 from previous quarter was 2.44% and in quarter ended December 2023 was 31.80%.

17. As mentioned above SEBI Circular No. 2022 dated March 07, 2022 triggers manual filing of disclosures due to acquisition or disposal of the shares, as the case may be, by the acquirer together with persons acting in concert (PACs).

18. Manual disclosure under Regulation 29(2) were not found to be available on Exchange website with regard to changes in shareholding of promoter and promoter group entities, which are deemed PACs in terms of Regulation 2(1)(q) of the SAST Regulations.

19. In terms of Regulation 2(1)(q) of the SAST Regulations, promoters and members of the promoter group are deemed PACs, hence disclosures of

transaction by any person (belonging to promoter and promoter group which along with PACs (other promoter and promoter group entities) results in change exceeding 2% in aggregate shareholding of promoter and promoter group, manual disclosures are required to be made in terms of Regulation 29 of the SAST Regulations.

20. The Exchange, provided information about 20 entities in the promoter and promoter group category and there aggregate shareholding in the Company was 62.12% of the total share capital as on the beginning of quarter ended September 2023 as per SHP submitted to BSE. However, in the subsequent quarter ended December 2023 the same was stood at 27.90%.

21. Thus promoter and promoter group entities during the quarter ended September 2023 and December 2023, in 12 instances there was change in the aggregate shareholding which exceeded 2% and therefore triggered the requirement to submit disclosures to the Stock Exchange in terms of Regulation 29(2) read with Regulation 29(3) of the SAST.

22. Therefore, it was alleged in the SCN that Noticees had violated Regulation 29(2) read with Regulation 29(3) of the SAST Regulations.

23. In this regard it is pertinent to refer Regulation 29(2) read with Regulation 29(3) of the SAST Regulations which read as follow:

"….

Disclosure of acquisition and disposal.

29.(1)…

[100][(2) [101][Any person together] with persons acting in concert with him, holds shares or voting rights entitling them to five per cent or more of the shares or voting rights in a target company,

shall disclose the number of shares or voting rights held and change in shareholding or voting rights, even if such change results in shareholding falling below five per cent, if there has been change in such holdings from the last disclosure made under sub-regulation (1) or under this sub-regulation; and such change exceeds two per cent of total shareholding or voting rights in the target company, in such form as may be specified.]

[102]*[Provided that in case of listed entity which has listed its specified securities on Innovators Growth Platform, any reference to "five per cent" shall be read as "ten per cent" and any reference to "two per cent" shall be read as "five per cent".]*

(3) The disclosures required under sub-regulation (1) and sub-regulation (2) shall be made within two working days of the receipt of intimation of allotment of shares, or the acquisition [103]*[or the disposal] of shares or voting rights in the target company to,—*

(a) every stock exchange where the shares of the target company are listed; and

(b) the target company at its registered office.

…"

24. In this regard, firstly, it is noted that Noticees's submission **(*Noticees No. 01 to 15 and 17-20*)** with respect to the instant alleged violation is in the nature of admission in so far as Noticee has inter alia submitted that *"…non-submission/non-filing the disclosure u/r 29(2) r.w. Regulation 29(3) of SAST Regulations, 2011 as alleged are unintentional…".*

25. Further as regard Noticees's contention that "*non-submission/non-filing the disclosure u/r 29(2) r.w. Regulation 29(3) of SAST Regulations, 2011 as alleged are* unintentional *as the said PACs believed that the depository was under obligation to file and update to the Stock Exchange on time basis under the System Driven Disclosure under SEBI SAST Regulations 2011 and SEBI (*Prohibition *of Insider trading Regulations 2015.)"*, I firstly note that in terms of Regulation 2(1)(q) of SAST Regulations, 2011, promoters and members of the promoter group are deemed PACs unless the contrary is established. In this regard it is noted from the submissions filed by the Noticees that they have neither denied nor objected to their classification as PACs, consequently failing any evidence to rebut this presumption, it stands established that the Noticees, in their capacity as promoters and members to the promoter group, constituted PACs.

26. It is also noted that Noticees cannot take defence of ignorance of law by contending that PACs believed that the depository was under obligation to file and update to the Stock Exchange on event basis under the System Driven Disclosure under SEBI SAST Regulations 2011 and SEBI (Prohibition of Insider trading Regulations 2015). The Noticees have also cited the case of SEBI vs. Cabot International where in appeal *was allowed that breach is not deliberate and non-disclosure due to lack of understanding of law.* It is an established legal principle that "*ignorantia juris non excusat*" ignorance of law is no excuse. I find that the aforesaid justification for the alleged violation is untenable. Therefore, Noticee's submission in this regard cannot be accepted.

27. The Noticees have inter alia contended that the following mentioned Noticees have not done any transaction of shares during the period of June 2023 to December 2023, so the adjudication proceedings should be dropped against them.

Table D: as per reply submitted, Noticees for whom Adjudication proceedings to be dropped

Sr. No.	***Name of the Noticees***	***Noticees Number***
01	*Govindbhai Karsanbhai Ramani*	*8*
02	*Jayaben Parshottambhai Vaghasiya*	*11*
03	*Muktaben Govindbhai Ramani*	*13*
04	*Gopalbhai Hardasbhai Şhingala*	*16*
05	*Kanchanben Vasantbhai Shingala*	*17*
06	*Vasantbhai H. Shingala (HUF)*	*18*
07	*Pravinkumar Hardasbhai Shingala (P)*	*19*

28. Further, Noticees have contended that all the Noticees are living separately and having their separate business and there is no direct control on the decision of one another for each other's transactions. They have cited the case

of SAT in the matter of Wave Inter Trades Private Limited that *Noticee No.8 was a preferential allotee and was introduced as a promoter of company. He was not an immediate relative but on the strength of being a promoter, the AO has categorized Noticee No. 8 as PAC. He should not be deemed to be person acting in concert unless there is meeting of minds, common intentions etc and Appeal was modified.*

29. In this regard, it would be pertinent to draw reference to the text of the provisions alleged to have been violated. In this regard, from plain reading of the text of the provision, it is noted that the requirement of disclosure under Regulation 29(2) of SEBI SAST Regulation2011 is with respect to <u>any person, together with persons acting in concert with him</u>. In their submissions, they have already admitted that are all PACs.

30. It is noted that Noticees have submitted that "*information was already available in public domain of the Stock Exchange(s) regarding the change of the shareholding in ULTRACAB (INDIA) LIMITED at the relevant time, the violations of Regulations 29(2) r/w 29(3) of SAST Regulations is merely technical in nature and no penalty should be imposed on any of the Noticee(s).*"

31. The Noticees have also stated that this is the first instance ever of non-compliance.

32. Noticees have relied upon the judgement passed by the Hon'ble Securities Appellate Tribunal (SAT) in the matter of Ashok Shivlal Rupani Vs SEBI, Reliance Industries Ltd Vs SEBI, Cabot International Ltd Vs SEBI.

33. In the matter of Ashok Shivlal Rupani Vs SEBI, *SAT set aside the case on account of delay in initiations of proceedings* without going into the merits of the case. In the said case, there is no delay.

34. In the matter of Reliance Industries Ltd Vs SEBI, *SAT held that the non-disclosure was merely technical etc*.

35. In the matter of Cabot International Ltd Vs SEBI, *SAT ruled that technical or bonafide procedural lapses do not automatically warrant a civil penalty*.

36. Therefore, Noticees's reliance cannot be accepted merely on the ground of the aforesaid orders since appeal was allowed due to technical nature or due to delay without going into the merits.

In this regard reliance is also placed on Hon'ble Supreme Court of India in the matter of SEBI v/s Shri Ram Mutual Fund [2006] 68 SCL 216(SC) inter alia held that *"... In our considered opinion, penalty is attracted as soon as the contravention of the statutory obligation as contemplated by the Act and the Regulations is established ....".*

In view thereof, Noticee's submission in this regard cannot be accepted.

With respect to Noticee No. 8,11,13

37. In this regard with respect to Noticee No. 8, 11 and 13 Govindbhai Karsanbhai Ramani (**Noticee No. 8**), Jayaben Parshotambhai Vaghasiya (**Noticee no 11**), Muktaben Govindbhai Ramani (**Noticee no. 13**), they have contended that adjudication proceedings be dropped against above Noticees since they have not sold shares. (at Table D)

38. It is noted from the Annual reports relating to Financial year 2024 as available on the website of BSE that the name of the aforesaid Noticees were mentioned in the details of equity shares held by promoters which indicates that the aforesaid Noticees were part of promoters and promoter group as at March 31^{st}, 2024. I also note that in the instant case that the aforesaid Noticees have not denied or disputed as part of reply to the SCN that either of them were not part of promoters and /or persons acting in concert. Therefore, though they

have not sold shares, but as part of persons acting in concert they had to disclose any change in shareholding and have violated Regulation 29(2) read with Regulation 29(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

39. In view the observations mentioned from paragraphs from 15 to 40, I hold that Noticee 1-15 and 20 have violated the Regulation 29(2) read with Regulation 29(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

With respect to Noticees No. 17, 18 and 19

40. With respect to Kanchanben Vasantbhai Shingala (**Noticee no. 17**) and Vasantbhai H Shingala (HUF) (**Noticee no. 18),** Pravinkumar Hardasbhai Shingala (P) (**Noticee No. 19**), they have contended that adjudication proceedings should be dropped against them as they have not done any transaction of shares. In this regard, it is noted from the Annual reports relating to Financial year 2024 as available on the website of BSE that their names were not mentioned in the list of details of Equity Shares held by Promoters as at March 31st 2024. Further, it is also noted from the Annual reports relating to Financial years 2022, 2023 that there was nil shareholding of the Noticee No. 17, 18 and 19 as at March 31st 2022 and March 31st 2023.

41. As the name of the Noticee 17, 18 and 19 were not mentioned in the list of promoters in Annual Reports for the FY 2024 indicates that Noticee No. 17, 18 and 19 were not part of promoters and promoter group during the examination period in the instant matter and therefore, contention of Noticees as regard Kanchanben Vasantbhai Shingala (**Noticee no. 17**) and Vasantbhai H Shingala (HUF) (**Noticee no. 18**), Pravinkumar Hardasbhai Shingala (P) (**Noticee no. 19**) in this regard are accepted.

42. Therefore, Noticee No. 17, 18 and 19 have not violated Regulation 29(2) read with Regulation 29(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

With respect to Noticee No. 16

43. Noticee No. 16 filed his separate reply to the SCN vide letter dated May 03, 2025 which is summarized below:-

(i) He does not hold any Equity Shares of Ultracab (India) Limited during the quarters ended June 2023, September 2023, and December 2023.

(ii) On 25th January 2021, he transferred his entire holding of 72,000 Equity Shares of the said company from his Demat Account to Mr. Vasantbhai Hardasbhai Shingala (Noticee No. 14 of SCN) via an off-market transfer which is recorded in his Demat Account Statement and he ceased to be a shareholder of the company.

(iii) For the quarters ending June 2023, September 2023, and December 2023, he had zero holding in the said company and had ceased to be a shareholder well before the relevant timeframe. Hence, any reference to his name under promoter shareholding during these periods appears to be factually incorrect or outdated.

(iv) As he was not holding any shares during the aforementioned periods, the obligation to make disclosures under SEBI (SAST) Regulations, 2011 or the SEBI (PIT) Regulations, 2015 did not arise. The classification as a "promoter" without any shareholding is non-material from the standpoint of disclosure obligations.

(v) He has cited the case of SEBI v/s M/s Future Capital Holdings Ltd (Appeal no. 169 of 2012) and Pennywise Tech (India) Pvt. Ltd vs SEBI (Appeal no. 39 of 2012).

(vi) He had no shareholding in the company during the quarters and there was no change in his holding occurred during the relevant period. The alleged violation pertains to technical issues of shareholding records which are not attributable to him. No penalty be imposed on him, as there was no violation of the SAST Regulations on his part. The failure to disclose the purported changes, if any, was likely a result of misinterpretation of data or clerical error, which is not attributable to his conduct or failure.

(vii) No instance of violation or non-compliance may be attributed to him under the present circumstances with a request that his submission be kindly taken on record and the proceedings initiated pursuant to the Show Cause Notice (SCN) be graciously withdrawn, along with any proposed imposition of penalties.

44. In this regard it is noted from the Annual reports relating to Financial year 2022, 2023 and 2024 as available on the website of BSE that name of the Noticee 16 was not mentioned in the list of details of Equity Shares held by Promoters as at March 31st 2024 that there was nil shareholding of the Noticee 16 as on March 31st, 2022 and March 31st, 2023.

45. As the name of the Noticee 16 was not even mentioned in the list of promoters in Annual Reports for the FY 2024 clearly indicates that Noticee was not part of promoters and promoter group during the examination period in the instant matter and therefore, Noticee’s contention in this regard are accepted.

Therefore, I am of the view that the instant alleged violation does not stand established with respect to Noticee 16.

Issue No. II If yes, whether the Noticee is liable for imposition of monetary penalty under Section 15A(b) of SEBI Act, 1992?

46. It has been established in the foregoing paragraphs that Noticee No.1-15 and 20 had violated Regulation 29(2) read with Regulation 29(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

47. In this regard, it is also noted that the Hon'ble Supreme Court of India in the matter of SEBI v/s Shri Ram Mutual Fund [2006] 68 SCL 216(SC) inter alia held that:

" ... In our considered opinion, penalty is attracted as soon as the contravention of the statutory obligation as contemplated by the Act and the Regulations is established ...."

48. Therefore, for the established violation, as brought out in the foregoing paragraphs, I find that the Noticees No.1-15 and 20 are liable for monetary penalty under Section 15A(b) of SEBI Act, 1992, which reads as under:

Securities and Exchange Board of India Act, 1992

Penalty for failure to furnish information, return, etc.

15A. If any person, who is required under this Act or any rules or regulations made thereunder, —

(a) ….

(b) to file any return or furnish any information, books or other documents within the time specified therefor in the regulations, fails to file return or furnish the same within the time specified therefor in the regulations [66][or who furnishes or files false, incorrect or incomplete information, return, report, books or other documents], he shall be liable to [67][a [21] penalty [68][which shall not be less than one lakh rupees but which may extend to one lakh rupees for each day during which such failure continues subject to a maximum of one crore rupees]];

…"

(Note: for detailed/ complete text of the provisions, relevant Acts etc., may please be referred.)

Issue No. III: If yes, what should be the monetary penalty that can be imposed upon the Noticee?

49. While determining the quantum of penalty, it is important to consider the factors as stipulated in Section 15J of the SEBI Act, which reads as under:

SEBI Act, 1992

"…..

Factors to be taken into account while adjudging quantum of penalty.

15J. While adjudging quantum of penalty under 15-I or section 11 or section 11B, the Board or the adjudicating officer shall have due regard to the following factors, namely: —

1. the amount of disproportionate gain or unfair advantage, wherever quantifiable, made as a result of the default;

2. the amount of loss caused to an investor or group of investors as a result of the default;

3. the repetitive nature of the default.

Explanation. —For the removal of doubts, it is clarified that the power to adjudge the quantum of penalty under sections 15A to 15E, clauses (b) and (c) of section 15F, 15G, 15H and 15HA shall be and shall always be deemed to have been exercised under the provisions of this section.

.…."

50. In the instant case, it is noted that the material available on record does not quantify any disproportionate gain or unfair advantage or loss caused to an investor or group of investors as a result of the violation committed by the Noticees. Further, there is nothing on record to show that the violation committed by the Noticees are repetitive in nature. In this regard I also note that Noticees have submitted as part of reply to the SCN that *"no material harm has been caused to the investors for failure to make disclosure under SAST Regulations…no loss has been caused to any investor or a group of investors by such failure to disclose the change of alleged notices in shareholdings to the stock exchange…. noticees has not made any disproportionate gain or unfair advantage by such non-disclosure…. this is first ever instance of non-compliance since the listing of our Company.".* However, I cannot ignore that the Noticees had failed to make required disclosures under Regulation 29(2) read with Regulation 29(3) of SEBI SAST Regulations, 2011, as brought out and dealt with in the foregoing, and such non-compliances accordingly need to be dealt with suitable penalty.

51. After taking into consideration the facts and circumstances of the case, material available on record, submissions made by the Noticees and also the factors mentioned in the preceding paragraphs, in exercise of the powers conferred upon me under section 15-I of the SEBI Act, 1992 read with Rule 5 of the SEBI Adjudication Rules, I hereby impose penalty as per the table given below. In my view, the said penalty will be commensurate with the violation committed by the Noticees in this case:

Noticee No	Name of Noticee	Penalty Under Provisions	Penalty Amount (Rs.)
1	Sangeetaben Niteshbhai Vaghasiya	Section 15A(b) of SEBI Act,1992	500000 (Jointly and severally)
2	Nitesh Parshottambhai Vaghasiya		
3	Artiben Pankajkumar Shingala		
4	Nitaben Pravinbhai Shingala		
5	Nitesh P Vaghasiya (HUF)		
6	Parshottambhai Laljibhai Vaghasiya		
7	Yogeshbhai Govindbhai Ramani		
8	Govindbhai Karsanbhai Ramani		
9	Arvindbhai Parshotambhai Vaghasiya		
10	Ramnik Parsotambhai Vaghasiya		
11	Jayaben Parshotambhai Vaghasiya		
12	Pravinkumar Hardasbhai Shingala		
13	Muktaben Govindbhai Ramani		
14	Vasantbhai Hardasbhai Shingala		
15	Pankaj Vasantbhai Shingala		
20	Niteen Bhikhubhai Khatra		

52. The Noticees shall remit /pay the said amount of penalty within 45 days of receipt of this order through online payment facility available on the website of

SEBI, i.e. www.sebi.gov.in on the following path, by clicking on the payment link:

ENFORCEMENT -> Orders -> Orders of AO -> PAY NOW

53. In the event of failure to pay the said amount of penalty within 45 days of the receipt of this Order, SEBI may initiate consequential actions including but not limited to recovery proceedings under Section 28A of the SEBI Act for realization of the said amount of penalty along with interest thereon, *inter alia,* by attachment and sale of movable and immovable properties.

54. In terms of the provisions of Rule 6 of the SEBI Adjudication Rules, a copy of this order is being sent to the Noticees and also to the Securities and Exchange Board of India.

Medha Jeevan Sonparote

Digitally signed by Medha Jeevan Sonparote
Date: 2026.08.07 17:16:49 +05'30'

PLACE: MUMBAI
DATE: August 07, 2026

MEDHA SONPAROTE
ADJUDICATING OFFICER