IN THE SECURITIES APPELLATE TRIBUNAL
AT MUMBAI

DATED THIS THE 2ND DAY OF MAY, 2025

CORAM: Justice P.S. Dinesh Kumar, Presiding Officer
Ms. Meera Swarup, Technical Member
Dr. Dheeraj Bhatnagar, Technical Member

Appeal No.184 of 2025

1. One Life Capital Advisors Limited
   Plot No.A-356, Road No.26,
   Wagle Industrial Estate, MIDC,
   Thane (West), Maharashtra - 400064.

2. Pandoo Naig
   Plot No.A-356, Road No.26,
   Wagle Industrial Estate, MIDC,
   Thane (West), Maharashtra - 400064. …..Appellants

(BY Mr. Kunal Katariya, Advocate for the Appellants.)

The Securities and Exchange Board of India
SEBI Bhawan, 'G' Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051. …Respondent

(BY Mr. Chetan Kapadia, Senior Advocate with Mr. Ravishekhar Pandey and Mr. Sagar Dhakane, Advocates i/b. Agama Law Associates for the Respondent.)

THIS APPEAL IS FILED UNDER SECTION 15T OF SEBI ACT, 1992 TO SET ASIDE ORDER DATED MARCH 28, 2025 (Ex-A) PASSED BY SEBI.

THIS APPEAL HAVING BEEN HEARD AND RESERVED FOR **INTERIM RELIEF** ON APRIL 22, 2025, COMING ON FOR PRONOUNCEMENT OF ORDER THIS DAY, THE TRIBUNAL MADE THE FOLLOWING:

ORDER

Per: Justice P.S. Dinesh Kumar, Presiding Officer

Appellants have challenged the order passed by the WTM[1], SEBI[2] dated March 28, 2025, containing several directions in paragraph No.90 of the impugned order. This appeal is filed by Noticees No.1 and 2. They have prayed for stay of following directions concerning them.

- Restraining Noticee No.1 to 3 from accessing, buying and selling in securities for a period of one year with effect from 21.10.2024;
- Restraining Noticee Nos.2 and 3 from being a Director or KMP[3] in any listed Company for a

[1] Whole Time Member
[2] Securities and Exchange Board of India
[3] Key Managerial Personnel

period of one year with effect from 21.10.2024; and

- Penalty of Rs.25 Lakhs on appellant No.1 and 2.

2. We have heard Shri Kunal Katariya, learned Advocate for the appellant and Shri Chetan Kapadia, learned Senior Advocate for SEBI on interim prayer.

3. Shri Kunal Katariya for the appellants submitted that Onelife Capital Advisors Ltd. ('OCAL/appellant No.1' for short) is the holding Company. The SEBI has alleged that a sudden spike in the revenues and expenses were observed with the related entities i.e.Deal money Securities Pvt. Ltd.; and Dealmoney Distribution and E-marketing Pvt. Ltd. After adjudication, the WTM has passed directions contained in paragraph No.90 of the impugned order.

4. Shri Kunal Katariya submitted that as per paragraph 2(c) in the Schedule II of Securities and Exchange Board of India (Intermediaries) Regulation, 2003 the 'fit and proper person' criteria shall apply to

the promoters or persons holding controlling interest. As per paragraph 3(b)(iii), for the purpose of determining as to whether any person is ‘fit and proper’, the Board may take into criteria an order of restraint, prohibition, debarment, etc. As a logical corollary, WTM’s direction restraining OCAL from accessing the securities market shall directly affect OCAL’s status as a holding Company. Therefore, OCAL’s current ‘fit and proper’ status may be continued.

5. With regard to the directions restraining the appellants’ from accessing the securities market and second appellant being appointed as Director or a KMP in a listed Company, Shri Kunal submitted that the prohibition is for a period of one year with effect from October 21, 2024. As on date, six months have already elapsed. In the event, after the final hearing, should this Tribunal come to the conclusion that the said restraint orders were untenable, the hardship suffered by the appellant cannot be reversed. On the other hand, if the

impugned directions are stayed, no hardship shall be caused to the respondent and the appellant shall abide by the final order to be passed in this appeal. With these submissions he prayed for stay of all directions qua the appellants.

6. Shri Kapadia submitted that this Tribunal may direct that first appellant's current "fit and proper" status be maintained till the disposal of this appeal. With regard to the stay of directions restraining the appellants' from accessing the securities market and being appointed as a Director/KMP, he adverted to paragraph No.88 of the impugned order and submitted that OCAL has been violating the securities laws consistently. Therefore, appellants are not entitled for any interim relief.

7. We have carefully considered the rival contentions and perused the records.

8. In view of the submission made by Shri Kapadia with regard to maintaining the ‘fit and proper’ status, we may direct accordingly.

9. So far as the directions in paragraph Nos.90.1 and 90.2 are concerned, in our view, Shri Kapadia is right in his submission that OCAL has been repeatedly violating the securities laws. It is recorded in paragraph No.88 that:

- In respect of OCAL’s IPO, SEBI had passed an order dated August 30, 2013 directing second appellant to bring back the diverted IPO proceeds. Both appellants were also debarred from accessing the securities market for a period of three years;
- In respect of OCAL’s IPO, the Merchant Banker was also prohibited from taking up any new assignment;
- By its order dated November 28, 2014, SEBI had imposed a penalty of Rs.45 Lakhs on first appellant and Rs.1.55 Crores on the second appellant.

10. The above orders passed by the SEBI against the appellants are not in dispute. Therefore, we are not persuaded to accept the argument of Shri Kunal Katariya with regard to the prayer for staying the direction restraining the appellants from accessing the market and second appellant to be appointed as a Director or a KMP in any listed Company.

11. So far as the imposition of penalty is concerned, we are of the view that appellants' prayer may be considered subject to deposit of a portion of the penalties.

12. In the result, the following

ORDER

a. that the Exchanges and Depositories shall not alter first appellant's current "fit and proper" status based on the impugned order until further orders.

b. prayer for grant of stay of directions in paragraph Nos.90.1 and 90.2 of the impugned order restraining the appellants from accessing the securities market and second appellant's appointment as a Director/KMP are ***rejected***.

c. The recovery of penalty imposed as per paragraph No.90.3 qua the appellants shall remain stayed subject to deposit of 50% of the penalty i.e Rs.25 Lakhs by OCAL and Rs.25 Lakhs by appellant No.2.

d. No costs.

Justice P.S. Dinesh Kumar
Presiding Officer

Ms. Meera Swarup
Technical Member

Dr. Dheeraj Bhatnagar
Technical Member

02.05.2025
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