
(2020) 03 SEBI CK 0015

In the Securities Appellate Tribunal Mumbai

Case No : ??Miscellaneous Application No. 588 Of 2019, Appeal No. 542 Of 2019

Picturehouse Media Ltd

APPELLANT

Vs

Bombay Stock Exchange Ltd And Others

RESPONDENT

Date of Decision : 04-03-2020

Acts Referred:

Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 — Regulation 17(1), 19(1), 19(2), 102

Citation : (2020) 03 SEBI CK 0015

Hon'ble Judges : Tarun Agarwala, Presiding Officer; Dr. C. K. G. Nair, Member; M. T. Joshi, J

Bench : Full Bench

Advocate : Paras Parekh, Robin Shah, Sagar Divekar, Pratik Ingle, Anubhav Ghosh

Final Decision : Dismissed

Judgement

Tarun Agarwala, Presiding Officer

1. The appellant has filed the present appeal questioning the order dated October 31, 2018 passed by Bombay Stock Exchange Ltd. (hereinafter

referred to as "BSE") imposing a penalty of Rs. 7,59,920/- for violation of Regulations 17(1) and 19(1) and 19(2) of Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "LODR Regulations"). The

appellant has also challenged the order of Securities and Exchange Board of India (hereinafter referred to as "SEBI") dated April 26, 2019

whereby the representation seeking exemption of the aforesaid penalty under Regulation 102 of the LODR Regulations was also rejected.

2. There is a delay in filing the appeal and accordingly, an application for condoning the delay has been filed. For the reasons stated in the application

the delay is condoned. The Misc. Application is allowed.

3. The appellant is a public listed company and on March 6, 2017 one non-executive woman director resigned and consequently, the post became vacant which was required to be filled up by another woman under the LODR Regulations. Since there was a delay in appointing a woman as a director of the company, the aforesaid penalty was imposed by BSE under LODR Regulations. Eventually, one woman was appointed as a non-executive director on December 5, 2018.

4. The contention of the learned counsel for the appellant is, that the appointment could not be made on account of financial condition of the appellant. It was further contended that the amount is excessive and unreasonable and does not commensurate with the misconduct.

5. Having heard the learned counsel for the appellant, we find that the provisions of the LODR Regulations require that every listed company should have a woman director. Having failed to appoint a woman director, the penalty was imposed as per the circular dated May 3, 2018. The quantum of penalty was imposed as per the circular which we do not find any discrepancy. The application of the appellant seeking exemption from the aforesaid penalty was rightly rejected by SEBI under Regulation 102 of the LODR Regulations as it does not come under this specified criteria provided under the said regulations.

6. In the light of the aforesaid admitted default committed by the appellant, we do not find any error in the impugned order. Dismissed.