Lokpal of India
Plot No.6, Vasant Kunj Institutional Area – Phase-II
New Delhi – 110070

Complaint No(s).	:	**186, 188 and 222/2024**
Date	:	**28.05.2025**
Coram	:	**Shri Justice A.M. Khanwilkar** **Chairperson** **Shri Justice L. Narayana Swamy** **Member** **Shri Justice Sanjay Yadav** **Member** **Shri Sushil Chandra** **Member** **Shri Justice Ritu Raj Awasthi** **Member** **Shri Ajay Tirkey** **Member**

ORDER

1. This common order will dispose of the threshold issue in all the three Complaints, needed to be answered by us - as to whether in the fact situation of these complaints there exists a *prima facie* case for investigation, in terms of the third proviso in Section 20(1) of the Lokpal and Lokayuktas Act, 2013 (for short, "Act" or "Act of 2013").
2. These three Complaints [Nos.186/2024 dated 13.08.2024 (for short, first complaint); 188/2024 dated 11.09.2024 (for short, second complaint); and 222/2024 dated 08.10.2024 (for short, third

complaint)], have been filed by different Complainant against Ms. Madhabi Puri Buch, the Chairman of the Securities and Exchange Board of India (for short, "named RPS or RPS" and "SEBI", as the case may be) at the relevant time, but who later demitted that office before the hearing on 09.04.2025. The subject matter of these Complaints is identical, though filed by separate Complainant. Further, the main source material for these complaints is also common - being a report authored by Hindenburg Research dated 10.08.2024.

3. The third complaint has obviously been filed after a speaking order was passed by the Bench on 20.09.2024 and placed in public domain, articulating the foundational issues to be answered by the Complainants in the first two complaints. The third Complaint attempts to answer those issues *in seriatim.* The common directions concerning foundational issues articulated in the stated order can be discerned from paragraph 15 of the order[1].

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[1] **"COMMON DIRECTIONS IN BOTH COMPLAINTS**

15. In view of the ***prima facie*** observations noted hitherto (in the two cases), the Complainants in the respective cases are directed to file an affidavit explicating the foundational or jurisdictional facts, *inter alia,* to:

(i) Articulate the allegations against concerned person which may constitute an "**offence of corruption**" within the meaning of the Prevention of Corruption Act, 1988, **'provision wise'**.

(ii) State whether the dictum, including obiter of the Supreme Court in the stated decision about the credibility of the earlier report (dated 24.01.2023) of Hindenburg Research and also directing investigation agencies of the Union Government - to probe whether the loss suffered by Indian investors was due to its (Hindenburg Research) conduct or any other entity in taking short positions involving infraction of the law and if so to take action in that regard, would or would not come in the way of the Lokpal to examine the recent report (dated 10.08.2024) of the same author (Hindenburg Research) on related matters.

(iii) State as to why the finding and opinion recorded by the Supreme Court in its decision dated 03.01.2024 regarding fair and comprehensive investigation by SEBI and refusal to interfere with the outcome thereof; and, in the matter of just and proper amendments effected in FPI

4. Be it noted that when notices were issued to the parties, it was understood that some application had been filed before the Hon'ble Supreme Court, post publication of the subsequent report by Hindenburg Research Report dated 10.08.2024. However, by the

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Regulations, which enures in favour of the entire Administration of SEBI including the Chairperson would not come in the way of the Lokpal to examine the allegations in the recent report of Hindenburg Research.

(iv) The fulcrum of the allegations against the Chairperson of SEBI (about *quid pro quo*) rests on the outcome of the inquiries conducted by SEBI or so to say compatible to as in the earlier report of Hindenburg Research and/or takes the colour therefrom, which has been duly examined and critically commented upon by the Supreme Court. If not, why and how it is different and mutually exclusive cause of action, in the perception of the Complainant.

(v) State whether the case of the Complainant(s) is that, that the recent report of Hindenburg Research is limited to the two pending (out of twenty-four) inquiries before SEBI, mentioned by the Supreme Court in its decision dated 03.01.2024. If so, whether it will be open to the Lokpal to entertain the allegations in that regard considering Section 15 of the Act of 2013.

(vi) The details regarding the efforts made by the respective Complainant to verify the authenticity and credibility of the claims in the recent report of Hindenburg Research published on 10.08.2024.

(vii) State as to how the personal investments made or income earned by the named public servant and more so, prior to entering the office as a Whole Time Member or as the Chairperson of SEBI, constitute an offence of corruption within the meaning of the Prevention of Corruption Act, 1988.

(viii) State as to how non-disclosure or non-declaration of such investments and income would constitute an offence of corruption within the meaning of the Prevention of Corruption Act, 1988, provision wise. For, certain acts of commission or omission, may at best tantamount to an impropriety, but need not necessarily be reckoned as an illegality or for that matter an offence of corruption, ascribable to Prevention of Corruption Act, 1988.

(ix) Also state whether such investments or income comes within the period specified in Section 53 of the Act of 2013, to enable the Lokpal to exercise jurisdiction envisaged in the Act of 2013.

(x) State whether the subject matter of the concerned complaint is in issue before the Supreme Court by way of an application, as per the news published in the national newspapers after publication of the recent report of Hindenburg Research. If yes, will Section 15 of the Act of 2013 come in the way of the Lokpal to inquire into the same subject matter."

time this case was taken up for hearing, the said application came to be disposed of by the Hon'ble Supreme Court.

5. Pursuant to the order dated 20.09.2024, the complainant(s) in the first two complaints attempted to answer the foundational issues on affidavit. The Bench deemed it appropriate to consider all the three complaints together, on 08.11.2024. By that order, it was decided by the Bench without expressing any opinion on the relevancy or admissibility of the allegations or the contents of the complaints and the explanatory affidavit(s), to call upon the RPS to offer explanation concerning the allegations made against her in the respective complaint and elaborated in the concerned explanatory affidavit, in terms of the mandate in the third proviso of subsection (1) of Section 20 of the Lokpal and Lokayuktas Act, 2013 (for short the Act of 2013) before proceeding further.

6. Pursuant to the stated order dated 08.11.2024, the RPS filed her response by way of an affidavit dated 07.12.2024, raising preliminary issues as well as offering explanation allegation-wise. The Bench then gave liberty to the Complainants to respond to the said affidavit cum explanation, if they so desired. The matter was then taken up on 20.01.2025, when the counsel for the Complainant in the second complaint sought time to file rejoinder within one week to which the counsel for the named RPS acceded to, but sought liberty to file further documents and response independent of the factual matters noted in the rejoinder affidavit on the ground that the same may have material bearing on the explanation to be offered by the RPS. That indulgence was given to the RPS. Finally, after the further documents and affidavits cum written submissions were filed, the matter was taken up for oral arguments on 09.04.2025. The Advocate for the complainant in the second Complaint made

exhaustive oral submissions. The proxy counsel appearing for the complainant in the third complaint opted to file written submissions. Although the complainant in the third complaint has been represented by an Advocate, neither the complainant nor the Advocate appeared to make oral submissions. The RPS was represented by senior counsel who made elaborate oral submissions. At the conclusion of the oral arguments parties were given time to file written note/response as requested by them, for consideration of the Bench.

7. As per the liberty given to the parties, vide order dated 09.04.2025, the Advocate for the Complainant in the second complaint filed a detailed written note/response for consideration of the Bench, which is appended hereto as **Annexure-A**. As this note filed by the Complainant in the second complaint, in paragraph 1 thereof, refers to the affidavit filed by the Complainant dated 15.10.2024 as being integral part of the note, the same is appended as **Annexure A1**.

8. The Complainant in the first complaint has filed a written note on 25.04.2025, merely urging the Lokpal to decide the matter on merit after taking into account all the relevant facts and evidences presented at the time of oral arguments. Copy of the written note of the Complainant in the first complaint is appended as **Annexure-B**. The Complainant in the third complainant neither filed any affidavit in response to the affidavit of named RPS, nor appeared personally or through counsel at the time of oral argument including filed any written note, despite the liberty given, vide order dated 09.04.2025. The RPS has filed a written note/ submission through counsel, which is appended hereto as **Annexure C**. These written notes were circulated to us by the Registry on 02.05.2025.

9. We have appended the written notes referred to above to ensure that all aspects urged by the concerned parties ought to form part of this order and to avoid prolixity as well. In that, we need not reproduce the arguments of the parties copiously. Instead, we shall straightaway analyse the rival stand of the parties concerning the core allegations so as to determine whether there exists a case for directing investigation. Further, we have kept in mind that the analysis will not be to verify the veracity or otherwise of the information presented before us, but only to ascertain whether the narrative set-forth reveals commission of any cognizable offence deserving investigation. Needless to underscore that the inquiry will be limited to ascertaining whether the narrative set forth by the parties would come within the ambit of commission of an offence punishable under Chapter-III of the Prevention of Corruption Act, 1988 (for short, the Act of 1988) or otherwise.

10. In the present case, at the time of oral submissions, the complainants have mainly invoked Section 7 and 11 of the Act of 1988 on the allegation of RPS having taken undue advantage. In addition, reference is made to Section 13 of the Act of 1988 in the third complaint of criminal misconduct by the RPS.

11. Be it noted that, in light of the foundational issues articulated by the Bench vide order dated 20.09.2024, we need to steer away from the allegations which may directly or indirectly touch upon the opinion recorded by the Hon'ble Supreme Court in its decision dated 03.01.2024 in Vishal Tiwari vs. Union of India and Ors. being WP (C) No. 162/2023. Resultantly, during the oral submissions it was made amply clear to the parties that only those allegations and source materials "which do not pertain to or other than" investigations before SEBI already dealt with by the Hon'ble

Supreme Court, alone will be looked into - to ascertain whether the matter involved in, or arsing from, or connected therewith come within the ambit of offence punishable under Chapter III of the Act of 1988 or otherwise. If the finding is to be in the affirmative, then the sequitur would be that there exists a prima facie case for investigation and not otherwise.

12. We have cogitated over the allegations in the concerned complaint, affidavits and notes/written submissions and the records presented before us by the parties including their oral submissions.

13. Broadly, following five allegations have been emphasised during the oral arguments and in the written notes/submissions:

i) RPS and her husband invested substantial amount in a Fund linked to investments in Adani Group of companies under scrutiny before SEBI for stock price manipulations. And her failure to disclose about the investments in obscure funds to the Board of SEBI and Supreme Court appointed Expert Committee.

ii) *Quid pro quo* in the garb of consultancy services fees by AAPL in which RPS had 99 percent of ownership; and through her husband Dhaval Buch, from entities such as the Mahindra & Mahindra Group (for short, M & M Group) and Blackstone Inc., having regulatory cases pending before SEBI when RPS was wholetime Member or Chairperson of SEBI.

iii) *Quid pro quo* from Wockhardt Limited in the garb of rental income from Carol Info Services Private Limited, which was under investigation by SEBI for insider trading.

iv) RPS gained undue advantage by selling ESOPs from ICICI Bank over a period of five years between 2017 and

2024, though the same had vested in RPS in 2013 and during which period ICICI Bank had regulatory issues pending before SEBI and any adverse action against it would have influenced the market price of the ESOPs of RPS.

v) RPS made a pretence of recusal from matters of M & M Group and Blackstone Inc., but nothing prevented her from influencing the other wholetime Members and of the Board of SEBI for a favourable outcome of cases pending and under investigation by SEBI against the entities and which she did, owing to her official position.

14. During the oral arguments and in the written submissions/note filed by the Complainant in the second complaint, offences under Sections 7 and 11 0f the Prevention of Corruption Act, 1988 (for short, Act of 1988) have been pressed into service. In these provisions the underlying ingredient is taking or obtaining "undue advantage". Consistent therewith, the argument of *quid pro quo,* conflict of interests and influencing the outcome of investigations by the SEBI including of withholding of material information and non-disclosure to Supreme Court appointed Expert Committee has also been canvassed. The expression *quid pro quo* is expounded in Black's Law Dictionary – 11th Edition, as follows:

> " n. [Latin "something for something"]. An action or thing that is exchanged for another action or thing of more or less equal value; a substitute <the discount was given as a quid pro quo for the extra business>. See Reciprocity (2). Cf. consideration."

First Allegation

15. Reverting to the first allegation, it is *inter alia* alleged that the RPS after leaving her job in ICICI Bank in 2013 incorporated a consultancy services private limited company named Agora Advisories Private Limited (for short, AAPL) and held 99 percent ownership therein. She also incorporated Agora Partners Pvt. Ltd. (for short, APPPL), in Singapore. Further, on 12.06.2015 the RPS and her husband invested approximately Rs. 5 crore in Global Dynamic Opportunities Fund Ltd. (for short, GDOF) through the Founder and Chief Investment Officer of the Fund who was concurrently serving as a Director in the Board of Adani Enterprises Limited. The Adani Group of companies were facing allegation before the SEBI about stock price manipulations in the Indian Stock Market, pursuant to an alert by Directorate of Revenue Intelligence on 31.01.2014. The RPS was later appointed as a Whole Time Member of SEBI on 25.03.2017 and took charge on 05.04.2017, but did not disclose to SEBI or recused herself from any matter pertaining to Adani Group or the said Fund where she had made huge investment and held it until 08.03.2018. The RPS was part of the Investigations Department from 06.09.2017 to 26.06.2018 and as such had to deal with investigations regarding violations in the securities markets as referred by the Enforcement Directorate. The RPS later came to be appointed as the Chairperson of SEBI on 01.03.2022. In that capacity, the RPS had interacted with and assisted the Expert Committee appointed by the Supreme Court to investigate the allegations in the report published by the Hindenburg Group dated 24.01.2023, against Adani Group having manipulated its stock prices in violation of SEBI regulations. However, the RPS did not disclose about her investment in the Fund under investigation and conflict of interests. Rather, provided heavily redacted documents in the garb of observing confidentiality thereby concealing material information from the Expert Committee including about GDOF.

16. The RPS refuted this allegation as being false and baseless. The RPS submitted that the investigation into offshore investors of the Adani Group started in October 2020, when the named RPS was a Whole Time Member of SEBI. At that time the Investigations Department of SEBI was not under her charge. The investigation went on between October 2020 till March 2022 when a different Chairman were in office, as the named RPS took charge as Chairman only on 01.03.2022. Hence, she could not have obstructed or influenced the stated investigations. On the other hand, there is contemporaneous evidence to indicate about the efforts put in by the Investigations Department of SEBI to take forward the investigations despite the overseas jurisdictions. Further, the information about the likely involvement of GDOF or IPE Plus Fund was received by the Investigations Department only in October, 2023. That the IPE Plus Fund was a Segregated Cell of the GDOF, known as GDOF Cell 90. The GDOF being India based investments, had no connection with GDOF Cell 90 dealing with foreign investments. Notably, GDOF Cell 90 or IPE Plus Fund had no investments through EIFF and EMRF in any Adani Group shares, as has been revealed in the investigations. Most importantly, the named RPS and her husband were only passive investors in the Fund and had no control over or knowledge of the decision of the Fund making investments in any specific Indian company or about the other investors of the Fund or in the Segregated Accounts of GDOF, also due to privacy laws of various jurisdictions. To dispel the claim of undue advantage being taken by the RPS by investing in the Fund, it is pointed out that she has earned annualised returns of approximately 3.9 percent only on the amount invested in 2015, comparable to market benchmark Bond Index. About the volume of investment (Rs. 5 Crore) made in 2015 which has already been redeemed in 2018, two years before commencement of investigations by SEBI, it is pointed out that her husband is an acclaimed professional and his annual assessable income earned in Singapore for one year alone was the rupee equivalent of approximately Rs. 15 Crore. As regards the effectiveness of the investigations and action taken by SEBI against the Adani Group of companies has commended to the Supreme Court. That cannot be reopened directly or indirectly, as is the veiled attempt of the Complainants in the guise of their assertion that the named RPS heavily redacted official records presented to the Expert Committee of the Supreme Court concerning the investigations by SEBI. The RPS has stoutly refuted the claim of *quid pro quo,* being baseless and unsubstantiated. Regarding the assertion of conflict of interests and non-disclosure to SEBI and Expert Committee, it is stated that the RPS had no involvement in Adani Group matters investigated by Investigations Department of SEBI. The RPS had made all requisite disclosures to SEBI including about in the companies incorporated because of her initiative after leaving ICICI Bank and related investments while joining as the whole time Member of SEBI. In any case, she had no occasion to deal with Adani matters. Out of the 24 investigations by the relevant Department of SEBI, 7 matters were decided by Whole Time

Members and 17 by the Executive Directors across various Departments of SEBI. She was not concerned with nor took any decision to determine SEBI violations and enforcement action against Adani Group companies. Moreso, the final decision taken by SEBI had commended to the Supreme Court as just and proper. It is urged that the argument of legal presumption under Section 20 of the Act of 1988 would have arisen only after the basic material facts to substantiate allegation of commission of an offence within the meaning of Chapter III of that Act was forthcoming. In the present case, there is no iota of material, whatsoever, to indicate how the named RPS took or obtained any undue advantage for herself or another person.

17. We have carefully examined the records presented by the parties. We find that the stand taken by the RPS is fully vindicated from the contemporaneous official records relied upon by her. That has not been countered by the Complainant(s) by producing any material to contradict the same or to establish to the contrary. Concededly, in our view, neither the incorporation of two consultancy companies because of the initiative of the RPS after her retirement from ICICI Bank; nor the substantial investment made by the RPS and her husband in a Fund in 2015, has any relevance to bring home how it is a case of taking or obtaining undue advantage or one of *quid pro quo*. Also because, it cannot have any bearing on the plea that the named RPS had conflict of interests. In that, the named RPS "had already redeemed the investments from the Fund much before the investigations" into the allegation of manipulations of stocks against Adani Group of companies had begun by SEBI; and it is evident from investigations by SEBI that the GDOF Cell 90 or IPE Plus Fund in which the RPS and her husband had invested, had not made investments through EIFF and EMRF in any Adani Group shares. In any case the RPS and her husband were not in control of the decision of the Fund to make investments. They were only passive investors in the Fund, which they had already redeemed in 2018. Further, the RPS was not concerned with any of the investigations and actions by SEBI against Adani Group in any official capacity, which investigations commenced in 2020. Pertinently, the stated investigations by SEBI have commended to the Hon'ble Supreme Court as being just, fair and bereft of any infirmity whatsoever. That has become final with the rejection of Review Petition and subsequent application as well. As a sequitur, the non-disclosure to SEBI or to the Expert Committee of the Supreme Court, as alleged by the Complainant(s) will be of no avail. Thus, we hold that the allegation that the RPS intentionally provided heavily redacted documents to the Expert Committee of the Hon'ble Supreme Court is devoid of merit, truly a veiled attempt to reopen and question the findings of the Supreme Court. We cannot be party to such an attempt. Moreso, these complaints are chiefly based on a report authored by Hindenburg Research, whose credibility has already been seriously doubted by the Supreme Court in respect of its report dated 24.01.2023. The argument of the Complainants that the alleged acts attributed against the named RPS were not before the Supreme Court and hence the principle of *res judicata* will not apply, seems to be attractive at the first blush, but is devoid of merit. In that, the Complainant(s) thereby are indirectly doubting the correctness of the findings recorded in the investigations by SEBI which had already been unreservedly upheld by the Hon'ble Supreme Court. In conclusion, it is noticed that the RPS had neither directly or indirectly invested in Adani Group or had occasion to deal with or be associated with the investigations against Adani Group by SEBI in any capacity; and had made necessary disclosures to SEBI as well as the Supreme Court appointed Committee. Pertinently, the investigations by SEBI have been put seal of approval by the Hon'ble Supreme Court of India as being just and proper, which has attained finality. Hence, this allegation must fail and we hold accordingly.

Second and Fifth Allegation

18. The Second and Fifth Allegations are interlinked. Hence, we deem it apposite to deal with it together. The first part of the Second Allegation is about the money received from M & M Group in the guise of providing consultancy services by the husband of the RPS. This, according to the Complainant(s), was not legitimate consideration for any consultancy work but by way of *quid pro quo* to facilitate resolution of matters of M & M Group companies investigated by SEBI. The consultancy services were ostensibly provided by AAPL, a company in which the RPS had 99% of shareholding. The RPS had also sent a communication to one Mr. N Hariharan on 01.04.2019, when she was already working as a whole-time Member of SEBI, stating that her husband would be shortly retiring from Unilever Company and starting his own independent consultancy and advisory practice in the area of supply chain management; and she had recused from all matters pertaining to M & M Group as it was her anchor client. It is stated that AAPL received as much as 88% of its revenue between 2019 and 2024 (about Rs.2.59 crore) from one group of company; and her husband was apparently appointed as consultant to the M & M

Group and received approximately Rs.4.78 crore between 2019 and 2021. These facts can also be culled out from the press statement given by the complainant in the third complaint, as the spokesperson of a national political party mentioning that the amount received by the husband of the named RPS was not legitimate consideration for any consultancy work done by him but as *quid pro quo* to facilitate resolution of matters pertaining to M & M Group with SEBI, by the named RPS. The complainant has also given the details of five cases[2] of settlements of M & M Group and the income received[3] by the husband of RPS between 2019 and 2021. Regulatory issues pending with SEBI related to Kotak Mahindra Group; and M & M Group had received recommendation regarding exemption from the Takeover Panel of SEBI on 14.09.2017, after the named RPS had become a whole-time member of SEBI in March 2017. Further, approval was given to M & M Group for the stated proposal on 26.03.2018. This background raises serious doubt about the likelihood of the named RPS having influenced the other members/panel of SEBI, dealing with the pending regulatory issues of M & M Group. In that, by way of *quid*

2 Table 1: Settlements of Mahindra & Mahindra Group (Annexure 4)

Sn	SEBI Cases	Order Date
1.	WTM/AB/EFD-1/DRA-4/ 08/ 2019-20	31st May 2019
2.	Approval of Offer letter of M&M Financial for public issue (available online)	21st July 2020
3.	WTM/GM/CFD/110/2017-2018	26th March 2018
4.	Order/VV/JR/2020-21/7501	21st April 2020
5.	WTM/SM/IMD/IMD-I DOF2/13158/2021-22	27th August 2021

3 Table 2: Income received from Mahindra & Mahindra by Dhaval Buch

Sn	Year	Amount
1.	2019-20	1,73,60,000
2.	2020-21	3,04,57,500
	Total	4,78,17,500

pro quo monies were received by AASPL/Dhaval Buch in the name of consultancy charges. The appointment of husband of RPS was not on merit after a competitive process at competitive price, for giving the assignment of consultancy services to the husband of the RPS, as it had nothing to do with his supply chain management expertise.

19. The RPS has countered this allegation of *quid pro quo* as being founded on imaginary assumptions and presumptions. In that, out of the five cases mentioned by the complainant, three did not pertain to M & M Group at all. The same concerned other entities being Kotak Mahindra Mutual Group, Kotak Mahindra Life Insurance Company and Kotak Mahindra Asset Management Company. Whereas, the fourth case related to rights issue of Mahindra & Mahindra Financial Services Ltd., which did not require any approval of SEBI, as has been confirmed by the relevant department of SEBI. Hence, the question of favouring this proposal by SEBI much less because of the influence exerted by the RPS on the concerned department dealing with the proposal does not arise at all. The fact that no approval was required has also been clarified by M & M Group in their public filing dated 10.09.2024, which is in public domain. In other words, no due diligence has been done by the complainants before making such reckless and unfounded allegations against the RPS. The fifth case mentioned by the complainant pertained to an Exemption application for the M & M Group under the SEBI (Substantial Acquisition of Shares Takeover) Regulations 2011. This matter was disposed of a year before the husband of the RPS took up the consultancy assignment of M & M Group (i.e. from April 2019 onwards). Moreover, processing of such exemption application is a routine matter in SEBI as it evidenced from the fact that 104 such matters have been approved between April 2017 and September 2024. This information is also available in public domain, on the official website of SEBI. The proposals for exemption applications are first put up before a Takeover Panel, as required by the regulations, which consists of independent members and is chaired by a retired judge of the High court for its recommendation. Attention is drawn to the official statement of department of SEBI, that consideration of the proposal in question of M & M Group had been dealt with by a department which was under the supervision of a different whole-time member of SEBI at the relevant time; and the proposal was never put up for consideration before the RPS at any stage. It is thus submitted that the allegation is mischievous and unfounded. For, in none of the cases the question of any preferential treatment given to M & M Group much less any verifiable material regarding the likelihood of influence exerted by the RPS or SEBI to give benefit to M & M Group, is forthcoming. As regards the consultancy services given by the husband of the RPS, it is submitted that he possesses expertise in the global supply chain management having 35 years of experience in Unilever globally. During his last assignment with Unilever in 2019, he was responsible for global procurement for Unilever aggregating to sum of around USD 40 billion per annum. The RPS had already submitted recusal intimation pertaining to M & M Group in 01.04.2019 itself; and that she had never dealt with any file/decision relating to the cases pertaining to M & M Group while working in SEBI. Her husband being highly acclaimed professional with wide experience globally, was entitled to offer consultancy services in his own rights to any entity and the Code of Conflict applicable to whole-time members and chairperson - of offering professional services was restricted to Officers and not their spouse. The consultancy service offered by the spouse entails in receipt of salary or professional fees, which in the case of Dhaval Buch (husband of RPS) had received an average of Rs. 1.93 crore p.a. from M & M Group. This is far low than his last drawn received from Unilever to the extent of Rs. 15 crores annually. It is thus urged that the amount towards consultancy services paid to the husband of the named RPS by M & M Group was based on his strong professional credentials as a global supply chain expert. In short, the allegation under consideration is bereft of any verifiable material to indicate that it would be a case of conflict of interest or the named RPS having influenced the other officials including of quid pro quo or taken undue advantage. The allegation is palpably unfounded and devoid of merit.

20. We have pondered over the allegation under consideration, in reference to the documents placed before us wherefrom relevant facts can be deduced to examine the stand of the parties. There are two broad aspects to the allegation under consideration.

(a) The first is about Dhaval Buch (husband of RPS) taking up consultancy services of M & M Group companies, post-retirement from Unilever Company in 2019; and receiving around Rs. 4.78 crore from that group of companies between 2019 and 2024. According to the Complainant(s), this amount was not legitimate consideration but *quid pro quo* to do undue favour to M & M Group companies facing investigation before SEBI, with the active intervention of his wife (RPS) who was a whole-time Member of SEBI and taking advantage of that office had influenced the other Whole-Time Member(s) and of the

Board to pass favourable orders to resolve the stated investigations by SEBI.

Concededly, the RPS joined as a whole-time Member of SEBI on 05.04.2017. Prior thereto as she (RPS) had given consultancy services to M & M Group of Companies as being part of AAPL, had submitted Recusal Intimation to SEBI pertaining to matters involving M & M Group of Companies, as was required in terms of the Code of Conflict Declaration at the time of taking up the assignment as the Whole-Time Member of SEBI. Further, as soon as Dhaval Buch was appointed as consultant by M & M Group companies in 2019, the RPS disclosed the same to SEBI. As such, the RPS had never dealt with any case pertaining to M & M Group of Companies as a Whole-Time Member or even as the Chairperson of SEBI. If so, the question of invoking *quid pro quo,* non-disclosure or conflict of interest principle *qua* the RPS, does not arise. For that reason, presumably, the Complainant(s) have advisedly made further allegation that the RPS must have influenced the other Whole-Time Member(s) and/or the Board as a whole, in deciding the cases in favour of M & M Group of Companies; and in consideration thereof, her husband received consultancy charges of Rs. 4.78 crore during 2019 and 2024. We must immediately refer to the unimpeachable stand of the RPS that her husband was an acclaimed highly qualified professional with wide experience globally of 35 years in supply chain management and was thus drawing sumptuous salary from Unilever Company. During the last assignment with Unilever in 2019, he was responsible for global procurement for Unilever aggregating to USD 40 billion per annum; and his last drawn salary thereat was about Rs. 15 (fifteen) crore annually. This itself speaks volumes about the expertise and competence of Dhaval Buch, in his own rights. It is not unknown that such talented professionals are hand-picked and in demand for consultancy services post-retirement as well. As opposed to his recognised expertise and global demand, the consultancy charges earned by him from M & M Group companies between 2019 to 2021 is around 4.78 crore, average Rs. 1.93 core p.a. The Complainant(s) then made feeble attempt to suggest that such appointment of consultancy services has not been made on merit after a competitive process at competitive price. This is a speculative assertion, devoid of any understanding of the commercial practices followed by private and corporate market. The appointment of Dhaval Buch was not against a civil post or in a public sector undertaking as such, which needed to follow a competitive process for appointment of a consultant. That apart, the entire edifice of the allegation of the Complainant(s) that, RPS may have influenced other wholetime Members and/or of the Board to decide in favour of M & M Group, is in reference to the five settlement cases noted in Table 1, which came to be decided by SEBI after the RPS had become Whole-Time Member of SEBI on 05.04.2017. This allegation is also speculative and borders on frivolity. In that, three cases from the lot of five cases adverted to by the Complainant(s) do not pertain to M & M Group companies but other independent entities, namely, Kotak Mahindra Mutual Group, Kotak Mahindra Life Insurance Company and Kotak Mahindra Management Company. These are independent juristic entities. The Complainant(s), despite this plea of the RPS have not put forth any material before us including during oral hearing, as to how these companies are part of M & M Group of Companies. As to the fourth case, it is regarding the rights issue of M & M Financial Services Ltd., which did not require any approval of SEBI, as is evident from the official documents in public domain. Even this plea of the RPS has remained unchallenged. The fifth case is about the Exemption Application for M & M Group under SEBI (Substantial Acquisition of Shares Takeover) Regulation, 2011. This application was filed in January 2017, before the RPS had joined as the whole-time Member of SEBI. Be that as it may, we find force in the plea of the RPS, that processing of such exemption application is a routine matter in SEBI and was so done in the past. This is reinforced by the fact that 104 such cases came to be approved by SEBI between 2017 and 2024, which information is also kept in public domain on the official website of SEBI. More importantly, these applications are first taken up by Takeover Panel headed by a former High Court Judge and other independent Members. As the RPS was not involved in any of these processes, it is suggested that she being part of the SEBI holding important position, may have influenced the decision of the Panel. This allegation, to say the least, is preposterous. If entertained, we may be doubting the integrity of even a former High Court Judge who had headed the Takeover Panel. That cannot be done lightly just because the Complainant(s) want to assume so - that too on unverified material and bereft of any credible evidence in support thereof, only speculative and self-serving. It is also not shown as to which extent this exemption would benefit M & M Group of Companies so as to pay around 4.78 crore to Dhaval Buch as consultancy fees between 2019 to 2021, for invoking the principle of *quid pro quo*. Thus, we hold that the allegation under consideration is frivolous and fallacious.

(b) It is also alleged that the private limited company established by the RPS after retirement from ICICI Bank, named AAPL had received 88% of its revenue between 2019 to 2024 from one group of company. True it is, that RPS had 99% share holding in AAPL but she had transferred her shares in favour of her husband Dhaval Buch after he had retired from Unilever and decided to start consultancy work himself, while the RPS was Whole-Time Member of SEBI. Suffice it to note that when the RPS accepted the assignment of SEBI as the whole-time member, she had made requisite disclosures including about the shares in AAPL and about the transfer thereof in favour of her husband. There is nothing to even remotely suggest that RPS continued with her consultancy work under the banner of AAPL, even after taking over charge as a whole-time Member of SEBI. Needless to underscore that the private company will always be regarded as an independent juristic person irrespective of overwhelming shareholding of one or group of persons. Reverting to the receipts of AAPL from one group of company, we do not find any iota of credible material to substantiate - as to how the company got undue advantage or that the RPS herself or her husband obtained undue advantage, especially when the terms of appointment or the Code of Conflict applicable to whole-time members and chairperson of SEBI did not disqualify nor prohibit their spouses from pursuing their avocation and profession. There is not even an iota of credible material to demonstrate, how the RPS had persuaded other whole-time members or members of the Board deciding cases or conducting investigations against the entities. Nor anything is pointed out to show that the RPS had made false statement that she did not deal with any cases of the stated entities in any capacity in SEBI. Not even a tittle of credible material to suggest falsity of the stand taken by RPS on affidavit in this regard. In other words, what the Complainant(s) are inviting us to do is to conduct a roving inquiry into the allegations which are unfounded, speculative and bordering on frivolity.

Second part of Second Allegation and Fifth Allegation

21. On the same lines as in the allegations concerning M & M Group, the complainants have attributed *quid pro quo*, conflict of interest and of influencing the other officials of SEBI and the Board against the named RPS, because of the association of her husband with Blackstone and Real Estate Investment Trust (for short, REIT) and earning consultancy services provided by him. For, the matters pertaining to these entities were under consideration before SEBI at the relevant time. Even this allegation has been justly refuted by the RPS on the same analogy as for the allegation regarding consultancy services by her husband to M & M Group. It is seen that the premise on which the complainant(s) have proceeded is that, the husband of RPS has not been engaged as a consultant after competitive process and at competitive prices, when it is common knowledge that private equity firms like Blackstone Inc. appoint advisors, who possess potential expertise in a wide range of areas to improve functional performance of their investing companies on merit. Such private equity firms would never disclose highly confidential deal related documents concerning such appointments. As is noted before, the husband of RPS is an acclaimed professional having expertise in supply chain management, marketing, information technology, human resource, legal compliances, accounting etc.; and advises the investee companies about the way they can improve functional performance. While in employment in Unilever, the husband of RPS was a global expert in supply chain management with 35 years of global experience and was drawing salary thereat equivalent to Rs. 15 crore per annum. This background is indicative of long-standing recognition of expertise and managerial skills of Dhaval Buch, in supply chain management. It is thus seen that Dhaval Buch had strong credentials for which, his consultancy services have been taken by private equity firms, like Blackstone and others. In short, it is not as if an incapable or unqualified person was being offered such high consultancy charges and without doing any work, so as to infer *quid pro quo*. No such material is forthcoming except the bare statement of Complainant(s) in this regard. As noted earlier, in absence of verifiable material to contradict the plea of the RPS on affidavit, which is also backed by contemporaneous records, we cannot lightly infer the likelihood of RPS having taken undue advantage in the form of professional fees of her husband, or of having given undue advantage to Blackstone Inc.

It is also a matter of record that the first set of registration were granted to the projects in question by SEBI, even before the husband of the named RPS had joined Blackstone and when he was already working with Unilever. As such, the question of RPS influencing the other officials of SEBI to favour Blackstone is a figment of imagination of the complainant(s), without any supporting material in that regard. The complainant(s) have also not brought anything on record to even remotely suggest, that Blackstone was ineligible for grant of successive registrations after the first registration. It is submitted that Blackstone is the world's largest manager of the alternate assets having assets under management exceeding $1 trillion. Their assets in REIT alone are estimated at over $ 100 billion. The relevant information about the investment and assets of Blackstone are already in public domain. Having regard to the volume of business of Blackstone and its credentials, it was granted registrations twice by SEBI before the named RPS became Chairperson of SEBI. Notably, the RPS had never dealt with the proposals of Blackstone Inc. or REIT. The allegation that RPS having influenced other officials is a serious allegation, questioning the credibility of the entire Board of SEBI. That cannot be countenanced, in absence of any verifiable material produced by the complainant(s). It is also in public domain that the regulation and policy matters are decided by the Board of SEBI, comprising of Chairperson and whole-time members of SEBI, two Secretaries of the Government of India, one Deputy Governor of RBI and one independent expert. Considering the constitution of the SEBI Board and the high dignitaries involved, the complainant(s) cannot be heard to causally make a remark and get away with that, much less an allegation that all of them could be influenced by the RPS in formulating regulations to favour Blackstone. It is common knowledge that before taking any decision, the Board engages in obtaining feedback from extensive external consultation on each proposal. It is further pointed out that presently there are seven REITs/SM REITs in the Indian market other than Blackstone which are governed by the same regulations approved by the Board. In other words, the policy is not for one entity (Blackstone), as is being projected by the Complainant(s). The circulars flowing from the REIT Regulations were in the normal course of the SEBI's work and form only 4% of total circulars issued by the SEBI during the relevant period. The Complainant(s) have also failed to clearly illustrate as to how undue advantage had been taken by Blackstone or any favour shown by SEBI to Blackstone, because of the involvement of the named RPS or otherwise. The allegations against the named RPS regarding *quid pro quo* and of influencing other officials of SEBI to give undue advantage to private entities such as M & M Group and Blackstone are *ex-facie* figment of imagination of the Complainant(s) and indeed, speculative claim without any credible material in support thereof.

Third Allegation

22. The Complainant(s) have once again made allegation of *quid pro quo* against RPS, owing to receiving rentals from Carol Info Services Ltd. ('Carol'), an associate of Wockhardt Hospitals Ltd. ('Wockhardt') at a time when Wockhardt was having regulatory issues before SEBI including being investigated for insiders trading. The breakup of the amount towards rental income from Carol is set forth in a chart[4]. The Complainant(s) have also relied on the

4

Year	Income (in Rs.)
2018-19	7,00,000
2019-20	36,75,000
2020-21	39,75,000
2020-22	42,60,000

disclosure made by the RPS about her rental income in her statement of immovable property Return, as given by her in the sur-rejoinder dated 24.03.2025.

For justifying the allegation of *quid pro quo*, the Complainant(s) have given table of settlement order[5] concerning Wockhardt passed in the year 2023.

23. To elaborate the allegation of *quid pro quo*, it is stated by the Complainant(s) that the allegation by SEBI against Wockhardt for indulging in insiders trading was between 2012-2013 and the settlement application was filed on 19.10.2019 and order passed thereon 02.03.2023, when the RPS was already a whole-time member of SEBI from 05.04.2017 and yet was receiving monies in the form of rent from Wockhardt from 21.01.2019. In other words, by way of *quid pro quo* the RPS received monies in the name of rent when Wockhardt was facing SEBI regulatory issues.

24. The RPS has stoutly refuted this allegation and in our view rightly, of having received huge rentals in exchange for a favourable settlement order concerning Wockhardt. Indubitably, two whole-

2020-23	44,40,000
2020-24	46,05,000
Total	2,16,55,000

5

S. No.	SEBI Cases	Order Date
a)	Settlement Order No. 7011/2022	2 March 2023
b)	Settlement Order No. SO/VV/AS/2023-24/7028	22 May 2023
c)	WTM/AB/EFD1/EFDI_DRA4/27533/2023-24	19 June 2023
d)	Order/VV/AS/2023-24-28376-28375	31 July 2023

time members of SEBI had passed the order and the High-Powered Committee, consisting of external experts and chaired by a retired High Court Judge upheld that order. In the first place, the RPS was not associated with the process so handled by other two whole-time members of SEBI or the Board as such. The allegation is an attribution even about the integrity and capabilities of a retired High Court Judge, who had chaired the High-Powered Committee on Settlements. Thus, it is preposterous to even suggest that the RPS could have been able to influence the passing of settlement order concerning Wockhardt. Pertinently, the rental agreement with 'Carol' was executed four years before the settlement application was filed by Wockhardt on 19.10.2019, on which order was passed on 02.03.2023 by the High-Powered Committee on Settlements. It is incredible to assume that the RPS had executed the rental agreement in anticipation of the settlement application of Wockhardt. As aforementioned, the RPS was in no way connected or in control with the process of settlement application which culminated with the decision of the High-Powered Committee on Settlements chaired by a retired High Court Judge. Further, at the time of entering into the stated rental agreement, the contract of RPS with SEBI (as whole-time member) was due to expire in 2020. Just over a year after signing of the rental agreement when it was not known whether the RPS would get an extension in SEBI, let alone become a Chairperson of SEBI. The renewal of lease in January 2022 by RPS was at the time when she had already demitted office of whole-time Member in October 2021 and was yet to be appointed as Chairperson in March 2022. That apart, the monies received by the RPS towards rental income was in conformity and consonance with the quantum of rental income from the flat with the market trend or rates of flats in the locality in Mumbai. The RPS in support of this plea has rightly relied on the information available in that regard in public domain, from an independent source. The Complainant(s) have not been able to counter this material by producing any credible material to falsify the same. Viewed thus, there is nothing to indicate that the named RPS obtained undue advantage as being a whole-time member, much less in executing the renewal lease in January 2022 when she was not a public servant. In other words, there is clinching material to indicate that the flat was rented out by the RPS without any anticipation of filing of settlement application by Wockhardt; nor the rental income is unusually high than the market rate of rentals in the locality; and more so because, the RPS was in no way concerned with the process of consideration of claim of Wockhardt for settlement which culminated with the decision of the High-Powered Committee on Settlements chaired by a retired High Court Judge. Hence, it is not a case of obtaining undue advantage by the RPS or of influencing the order being passed on settlement application by the Competent Authority, so as to attribute *quid pro quo* or favouring any private entity. The Complainant(s) by making such unverified and flimsy or fragile allegations, only to sensationalize or so to say politicize the matter, has inevitably trivialised the process before the Lokpal. It is nothing short of vexatious proceedings actionable under Section 46 of the Act of 2013. We say no more.

Fourth Allegation

25. The Complainant(s) have alleged that the named RPS opted for superannuation from ICICI Bank on 31.10.2013 and received huge amounts from sale of Employee Stock Ownership Plan (for short, ESOP), post becoming whole-time member of SEBI in March 2017. In support of this allegation, the Complainant(s) have relied on documentary evidence revealing that SEBI Chairperson had held an office of profit at ICICI Bank and received income of Rs. 16.18 crore through combination of salary, proceeds of ESOP and tax benefits between 2017 and 2024, after she had become whole time member of SEBI. According to the Complainant(s), the income so received through ICICI Bank is astonishingly 5.9 times of the income of the named RPS received from SEBI during the same period and more than the last drawn salary of the individual. The Complainants have relied on the press release of the spokesperson of a national political party showing the amounts received allegedly by the named RPS from 2017-18 onwards after becoming a whole-time member of the SEBI. According to them, no plausible explanation is forthcoming from the named RPS, as to why she waited to exercise her option to encash her ESOPs until 2017 and chose to do so only after becoming the whole-time member of SEBI. The Complainants have relied on the chart[6] to buttress the allegation.

6

Year	Salary from ICICI (% increase after joining SEBI)	Income from ICICI Prudential	Income from ESOP Exercise from ICICI Bank	TDS on ESOP paid by ICICI Bank	Salary from SEBI
2017-2018	Rs. 2,06,18,950 (190%)	Rs, 7,07,195			Rs. 35,26,521
2018-2019	Rs, 4,71,29,116 (422%)	Rs. 2,17,908			Rs. 41,25,172
2019-2020	Rs. 1,21,59,387 (110%)	Rs, 2,17,908			Rs. 43,89,784

26. Relying on this information, it is alleged that favourable orders have been passed by SEBI in four actions initiated against ICICI Bank which could be possible only because of the influence exerted by the named RPS. The Complainants have adverted to the settlements[7] pertaining to ICICI Bank and associated entities. The complainants have thus applied the same analogy as regards the other allegations of quid pro quo and corrupt means adopted by the named RPS.

27. In our considered view, even this allegation is devoid of any substance. At the outset, the RPS is right in appealing to us to proceed against the Complainant in the third Complaint in particular and against the other Complainant(s), for an action under the Income Tax Act for surreptitiously obtaining copies of her Income Tax returns and also aggravating the matter by making it public, invading her privacy. However, in the present proceedings we cannot pronounce upon this prayer, but would give liberty to the RPS to purse her remedy before appropriate forum. We have no manner of doubt that the same will be decided in accordance with the law.

2020-2021	Rs. 4,64,39,786 (416%)	Rs. 2,17,908			Rs. 40,07,595
2021-2022		Rs. 2,17,908	Rs. 2,66,23,080	Rs.I,03,83,001	Rs. 33,85,890
2022-2023		Rs. 4,44,434	Rs, 17,89,838	Rs. 6,37,816	Rs. 78,38,820
2023-2024		Rs. 2,17,908			Rs. 57,54,464
Total	Rs. 12,63,47,239	Rs. 22,41,169	Rs, 2,84,12,918	Rs. I,10,20,817	Rs, 3,30,28,246
GRAND TOTAL	Rs. 16,80,22,143				Rs. 3,30,28,246

[7] a. Settlement order dated 29.11.2019 in the matter of ICICI Venture Funds Management Company Ltd
b. Adjudication order dated 23.12.2019 in the matter of ICICI Prudential Trust and ICICI Prudential AMC
c. Settlement order dated 27.11.2019 in the matter of ICICI Securities
d. Settlement order dated 29.01.2021 in the matter of ICICI Bank

On merits, firstly dealing with the encashment of ESOPs, it is justly urged by RPS that, ESOP is not in the form of salary payment by ICICI Bank but a prerequisite enuring to the employees while in employment, to be cashable as per his/her discretion at a later point of time including after superannuation. This is a common practice followed by many leading companies and a well-known concept in business environment. This is a package of service and recognition of long services rendered by concerned including in senior positions. Concededly, it is not the case of the Complainant(s) that ESOPs enchased by the RPS were given to her after she superannuated from ICICI Bank in 2013 in anticipation or in proximity to the settlement orders passed by SEBI to allegedly favour the ICICI Bank, between 2019 to 2021 as such. Admittedly, there is not even a tittle of evidence to suggest that no other employee of ICICI Bank has been given such service package. Further, we agree with the RPS that this allegation by the Complainant(s) is an afterthought having realized that the other allegations would not stand the ground, being devoid of any merit. It is too much to assume that the stock options granted to an officer by the ICICI Bank upto 2011, can be used to allege *quid pro quo* attributable to him/her (RPS) years after superannuation in 2013 and connecting it to some remote settlement orders passed in 2019-2021. That too, when there is nothing to indicate that the RPS was party to the decision-making process of the High-Powered Committee of SEBI in any manner at all. As a matter of fact, the benefit extended to the named RPS in the form of ESOPs pertain to period which is beyond the period of limitation under Section 53 of the Act of 2013. To get over this, the Complainant(s) would invoke the fact that SEBI has favoured ICICI Bank in the matters of settlement and adjudication in respect of actions taken against it, between 2019 and 2021. This assertion of the Complainant(s), need to be stated to be rejected. For, it is clear from the records that the settlement orders were passed in normal course of business following detail Regulations in that regard, by an institutional process and expert High-Powered Committee on Settlement recommendations. Besides, the Complainant(s) have merely stated that the settlement orders were to favour ICICI Bank; and being a soft approach adopted by SEBI presumably because of the influence exerted by the RPS. However, no credible material is forthcoming or has been placed before us by the Complainant(s) to demonstrate as to what undue advantage has been given to ICICI Bank owing to the settlement orders passed by the High-Powered Committee. It is noticed that SEBI has passed hundreds of adjudication orders during the relevant period and the data evinces that almost 50% of adjudication orders imposing penalty of under 5 lakhs, as was the case of ICICI Bank. Most importantly, the named RPS had not dealt with the files of ICICI Bank at any stage and the decision was taken through independent institutional processes and a High-Powered Committee on Settlement chaired by a Judge of the High Court. It is too much to assume that the independent institutional processes and an expert High-Powered Committee on Settlements could be influenced in any manner. *A priori*, the allegation under consideration is devoid of merit, insupportable and untenable. Further, there is no merit in the allegation of conflict of interest whatsoever, as the RPS had already disclosed her interest in ICICI Bank at the time of joining SEBI in 2017 itself and never dealt with any case pertaining to ICICI Bank in any capacity in SEBI.

It is then alleged that if such settlement orders had not been passed, there would have been material impact on the profits of ICICI Bank adversely affecting the stock price and resultantly, loss on her ESOPs. Whereas it is common knowledge that ICICI Bank is one of the largest private sector banks in the country and its annually profit has been over Rs. 40,000 crore in 2023-2024. The settlement amount was only Rs. 5.5 crore in 2019-20, Rs. 28.4 lakhs in 2020-21, recommended by the High-Powered Committee, which was very miniscule and insignificant and cannot have any impact whatsoever on the annual profits of the Bank. Thus, the assumption of settlement orders was to favour the ICICI Bank and avoid the loss of its financial market and standing, is completely devoid of substance. This plea of the Complainant(s) seems to us as being malicious and frivolous.

28. In passing, we now refer to other arguments of the parties. The RPS had argued that relevant events referred to in the Complaint(s) under consideration had unfolded more than seven years before filing of the concerned complaint and when RPS was not a public servant. Resultantly, the same cannot be reckoned for the purpose of consideration of this case, also for being beyond the period of limitation prescribed in Section 53 of the Act of 2013. We have adverted to this aspect at the appropriate place and taken into account only such events which were within the limitation period and have commented about its relevancy.

29. As mentioned earlier, the oral submissions were focussed on the application or otherwise of offences under Section 7 and 11 of the Act of 1988, which we have examined and duly answered at the appropriate place. As regards application of Section 13 of the Act of 1988, it deals with criminal misconduct by a public servant which may be dishonestly or fraudulently misappropriation or otherwise convert for own use any property entrusted to him/her or any property under his/her control being a public servant or allows any other person to do so. It is also attracted when the public servant intentionally enriches himself/herself illicitly during the period of his/her office. From the detailed analysis hitherto, of relevant facts and our findings in that regard, we have no hesitation in concluding that even with a liberal approach to be adopted, in favour of the complainant(s), none of the ingredients of Section 13 would be attracted in the fact situation of the present case.

30. We may also make it amply clear that for the findings reached in this decision on the relevant facts, it is unnecessary to dwell upon the purport of Section 50 and 51 of the Act of 2013 for action taken in good faith. That aspect has already been implicitly answered in favour of the RPS.

31. The parties have relied upon reported decisions. However, we do not deem it necessary to burden this order by analysing the same, as the factual matters have been analysed and dealt with in this order keeping in mind the ingredients of the offences under Act of 1988 invoked by the Complainant(s). We have unreservedly answered the same in favour of the RPS.

32. While parting, we need to record that the complaint(s) under consideration were essentially founded on the Hindenburg Report dated 10.08.2024, by a known short seller trader whose focus was to expose or corner Adani Group of Companies. As noted in our order dated 20.09.2024, that report by itself cannot be made the sole basis to escalate action against the RPS. The Complainant(s) being conscious of this position advisedly attempted to articulate allegations independent of the stated report but the analysis of the allegations by us, ended with a finding that the same are untenable, unsubstantiated and bordering on frivolity.

33. We restate that we have followed the test enunciated by the Constitution Bench of the Hon'ble Supreme Court of India in Lalita Kumari v. Govt. of U.P.[8], that the scope of inquiry at this stage is not to verify the

[8] (2014) 2 SCC 1

veracity or otherwise of the information received but only to ascertain whether the information reveals any cognizable offence. This being a case of corruption alleged against public servant, we had to reckon the plea or the comment offered by the concerned public servant with care and circumspection. Having so done, we have concluded that the allegations in the Complaint(s) are more on presumptions and assumptions and not supported by any verifiable material and do not attract the ingredients of the offences in Part III of the Act of 1988, so as to direct an investigation therefor.

34. Accordingly, these complaints are disposed of.

Sd/-
(Justice A.M. Khanwilkar)
Chairperson

Sd/-
(Justice L. Narayana Swamy)
Member

Sd/-
(Justice Sanjay Yadav)
Member

Sd/-
(Sushil Chandra)
Member

Sd/-
(Justice Ritu Raj Awasthi)
Member

Sd/-
(Ajay Tirkey)
Member

(Court Master)

/SN/

ANNEXURE-A

IN THE HON'BLE LOKPAL OF INDIA

PLOT NO.6, VASANT KUNJ INSTITUTIONAL AREA -PHASE II, NEW DELHI

IN THE MATTER OF:

COMPLAINT NO. 188/2024 (ARISING OUT OF DIARY NO. 2082024)

WRITTEN SUBMISSIONS OF THE COMPLAINANT IN TERMS OF ORDER DATED 09.04.2025

PROCEEDINGS THUS FAR AND PRELIMINARY CONCERNS RAISED BY HON'BLE LOKPAL

1. That the aforementioned complaint No. 188/2024 was filed by the complainant on 11.09.2024. The Hon'ble Lokpal *vide* order dated 20.09.2024 directed the complainant herein and complainants in other connected complaints to file their response on some preliminary issues raised by the Hon'ble Lokpal. In pursuance; the complainant filed affidavit dated 15.10.2024; wherein at **Para 5** the complainant in a tabular format has stated the issue raised by the Hon'ble Lokpal and response of the complainant thereto in detail (running into 20 pages) and the same are not being reproduced herein for brevity and same may be read as part and parcel of the written submissions. Pursuant thereto, *vide* order dated 08.11.2024, the Hon'ble Lokpal called upon the RPS to file her explanation. At **para 9** of order dated 08.11.2024, this Hon'ble Court observed, *"This opportunity is being afforded to the named RPS as per the mandate in the third proviso of sub section (1) of Section 20 of the Act of 2013, before the Bench would proceed to determine whether there exists a prima facie case for investigation into the allegations contained in the concerned complaint and the explanatory affidavit filed therein"*. Thereafter, the RPS filed her Reply Affidavit on 07.12.2024;

complainant filed her rejoinder affidavit dated 03.02.2025 to the reply affidavit of RPS; and lastly the RPS filed her Reply affidavit to Rejoinder Affidavit ('Surrejoinder') dated 24.03.2024.

TEST FOR REGISTRATION OF FIR AND INVESTIGATION

2. That Hon'ble Lokpal at Para 9 of order dated 08.11.2024 has observed that at this stage the test for registration of FIR and investigation thereinto is whether the allegations in the complaint taken at face value disclose a *prima facie case* in terms of Section 20 of the Act of 2013.
3. That as the pre-condition for investigation is registration of FIR and the Lokpal is to consider whether the complaint warrants registration of FIR on the basis of the complaint and investigation into allegations made therein; the test laid down by the Hon'ble Supreme Court in judgement dated 12.11.2023 reported in ***Lalita Kumari v. Govt. of U.P., (2014) 2 SCC 1*** for registration of FIR and consequent investigation would apply. In *Lalita Kumari* it was held:

> ***Conclusion/Directions***
>
> ***120.*** *In view of the aforesaid discussion, we hold:*
>
> ***120.1.*** *The registration of FIR is mandatory under Section 154 of the Code, if the information discloses commission of a cognizable offence and no preliminary inquiry is permissible in such a situation.*
>
> ***120.2.*** *If the information received does not disclose a cognizable offence but indicates the necessity for an inquiry, a preliminary inquiry may be conducted only to ascertain whether cognizable offence is disclosed or not.*
>
> ***120.3.*** *If the inquiry discloses the commission of a cognizable offence, the FIR must be registered. In cases where preliminary inquiry ends in closing the complaint, a copy of the entry of such closure must be supplied to the first informant forthwith and not later than one week. It must disclose reasons in brief for closing the complaint and not proceeding further.*
>
> ***120.5.*** *The scope of preliminary inquiry is not to verify the veracity or otherwise of the information received but only to ascertain whether the information reveals any cognizable offence.*

120.6. As to what type and in which cases preliminary inquiry is to be conducted will depend on the facts and circumstances of each case. The category of cases in which preliminary inquiry may be made are as under:

(a) Matrimonial disputes/family disputes

(b) Commercial offences

(c) Medical negligence cases

(d) Corruption cases

(e) Cases where there is abnormal delay/laches in initiating criminal prosecution, for example, over 3 months' delay in reporting the matter without satisfactorily explaining the reasons for delay.

The aforesaid are only illustrations and not exhaustive of all conditions which may warrant preliminary inquiry.

4. It is submitted that the law declared by the Hon'ble Supreme Court for registration of FIR would apply equally to complaints made under the Act of 2013 and the test for directing registration of FIR and consequent investigation under Section 20(1)(b) of the Act of 2013 would be whether post the explanation offered by the RPS; the Lokpal is satisfied that the complaint *prima facie* discloses a cognizable offence.

PRIME FACIE THE ALLEGATIONS DISCLOSE COGNIZABLE OFFENCES

5. The complaint primarily alleges that:
   a. RPS through Agora Advisories Private Ltd. -a company in which she has 99 percent ownership; and through her husband Mr. Dhaval Buch; has received monies as *quid pro quo* under the garb of providing 'consultancy' services from entities such as the Mahindra Group & Blackstone Inc. which had regulatory issues pending before SEBI when RPS was either a WTM or Chairperson of SE;
   b. RPS has received monies under the garb of rental income from Carol Info Services Pvt. Ltd. as a *quid pro quo* from Wockhardt Ltd. which was under investigation by SEBI for insider trading;
   c. RPS has gained an undue advantage by selling her ESOPs from ICICI Bank in tranches over a period of five years after she became a WTM. ICICI group had many regulatory issues pending before SEBI and any adverse action by SEBI would influence

the market price of the ESOPs of RPS. It is alleged that RPS has used her inside information and abused her official position to exert influence in regulatory matters of ICICI Group pending before SEBI in order to ensure maximum remuneration from sale of her ESOPs at the highest possible price. Notably, the ESOPs vested in RPS from 2013 onwards when she opted for superannuation from ICICI Bank but she began encashing her ESOPs in tranches only after she became a WTM of SEBI in March 2017 at a time when large number of regulatory issues of ICICI were settled;

d. RPS's defence that she had recused from matters pertaining to Mahindra Group & Blackstone Inc is disingenuous because nothing prevents her from influencing those matters through other Board members of SEBI. Between 2017 and 2025; the maximum number of Whole Time Members of SEBI has never gone above four (4) and it is a cozy club for RPS to have asserted her influence;

e. RPS has failed to disclose to the Board of SEBI and Supreme Court appointed Expert Committee that she continued to have investments even after she became a WTM of SEBI in the same obscure funds which were used by Adani Group and related parties to manipulate the stock price of Adani stocks by artificially controlling the outstanding free float of shares available in the market for trading in violation of SEBI regulations.

OFFENCES PRIMA FACIE ATTRACTED

6. It is submitted that the aforesaid allegations prima facie disclose ingredients for cognizable offences under Sections 7 & 11 of the Prevention of Corruption Act, 1988, especially in light of the principle behind the statutory presumption under Section 20 of the act of 1988. The relevant sections are reproduced hereunder:

7. Offence relating to public servant being bribed.—*Any public servant who,—*

(a) obtains or accepts or attempts to obtain from any person, an undue advantage, with the intention to perform or cause performance of public duty improperly or dishonestly or to forbear or cause forbearance to perform such duty either by himself or by another public servant; or

(b) obtains or accepts or attempts to obtain, an undue advantage from any person as a reward for the improper or dishonest performance of a public duty or for forbearing to perform such duty either by himself or another public servant; or

(c) performs or induces another public servant to perform improperly or dishonestly a public duty or to forbear performance of such duty in anticipation of or in consequence of accepting an undue advantage from any person,

shall be punishable with imprisonment for a term which shall not be less than three years but which may extend to seven years and shall also be liable to fine.

Explanation 1.—For the purpose of this section, the obtaining, accepting, or the attempting to obtain an undue advantage shall itself constitute an offence even if the performance of a public duty by public servant, is not or has not been improper.

Explanation 2.—For the purpose of this section,—

(i) the expressions "obtains" or "accepts" or "attempts to obtain" shall cover cases where a person being a public servant, obtains or "accepts" or attempts to obtain, any undue advantage for himself or for another person, by abusing his position as a public servant or by using his personal influence over another public servant; or by any other corrupt or illegal means;

(ii) it shall be immaterial whether such person being a public servant obtains or accepts, or attempts to obtain the undue advantage directly or through a third party.

> ***11. Public servant obtaining 11[undue advantage], without consideration from person concerned in proceeding or business transacted by such public servant.***—Whoever, being a public servant, accepts or obtains[* * *] or attempts to obtain for himself, or for any other person, any [undue advantage] without consideration, or for a consideration which he knows to be inadequate, from any person whom he knows to have been, or to be, or to be likely to be concerned in any proceeding or business transacted or about to be transacted by such public servant, or having any connection with the [official functions or public duty] of himself or of any public servant to whom he is subordinate, or from any person whom he knows to be interested in or related to the person so concerned, shall be punishable with imprisonment for a term which shall be not less than six months but which may extend to five years and shall also be liable to fine.

> ***20. Presumption where public servant accepts any undue advantage.***—Where, in any trial of an offence punishable under Section 7 or under Section 11, it is proved that a public servant accused of an offence has accepted or obtained or attempted to obtain for himself, or for any other person, any undue advantage from any person, it shall be presumed, unless the contrary is proved, that he accepted or obtained or attempted to obtain that undue advantage, as a motive or reward under Section 7 for performing or to cause performance of a public duty improperly or dishonestly either by himself or by another public servant or, as the case may be, any undue advantage without consideration or for a consideration which he knows to be inadequate under Section 11.

ALLEGATIONS IN DETAIL WITH RELEVANT DATES

ADANI

7. RPS left her job at ICICI Bank in 2013 and incorporated Agora Advisories Pvt. Ltd. in India with her known ownership being 99 percent and Agora Partners Pvt. Ltd. in Singapore. Directorate of Revenue intelligence (DRI) alerted SEBI about possible stock manipulation by

Adani group of companies in the Indian Stock Market as early as on 31.01.2014 [@**Para 11** of Rejoinder of Complainant dated 03.02.2025]. On 12.06.2015; RPS & her husband invested approximately Rs. 5 crores in Global Development Opportunities Fund (GDOF) through the Founder and Chief Investment Officer of the fund, Mr. Anil Anuja, who was also, concurrently, serving as a Director in the Board of Adani Enterprises Limited. On 25.03.2017, RPS was appointed as a Whole Time Member of SEBI where she took charge on 05.04.2017. No communication was given by the RPS to SEBI seeking to recuse herself from any matter pertaining to said fund in light of her investment. From 06.09.2017 to 26.06.2018 she was WTM for the Investigations Department (IVD) at SEBI which department is responsible for investigating all violations in the securities markets and referring matters to the Enforcement Directorate [@**Page 32** of Surrejoinder dated 24.03.2025] . RPS continued to remain invested in the fund even after becoming WTM of SEBI at least until 08.03.2018 whereupon she personally wrote to GDOF to redeem the investment from her husband's email account [@**Page 73** of Surrejoinder dated 24.03.2025] . At no point did Ms. Buch seek recusal from matters pertaining to the Adani group or GDOF. On 01.03.2022 RPS was appointed as Chairperson of SEBI. On 24.01.2023; Hindenburg group published its report disclosing that Adani Group was manipulating its stock prices in violation of SEBI regulations by making investments from related parties through obscure foreign funds such as Emerging India Focus Fund and EM Resurgent Fund. The Supreme Court constituted a Expert Committee to investigate into the allegations. The final Judgment dated January 3, 2024, was based on the report of the Expert Committee. The Expert Committee during its deliberations took extensive inputs from SEBI. The report of the Expert Committee notes that it was briefed by RPS on behalf of SEBI. **Para 14** of expert committee report is reproduced below:

> *14. SEBI presented the Committee with a detailed written submission and a presentation deck. The Committee was briefed by Ms. Madhabi Puri Buch, Chairperson, SEBI and SEBI officials on April 2, 2023. The other invitees were invited to present to the Committee at a meeting scheduled for April 6, 2023, on which date, Dr. Nair, Mr. Sanghai and Mr. A. Balasubramaniam, President, Association of Mutual Funds of India made their presentations. Written inputs were also received from Mr. Kampani and Mr. Kamath.* [@**Page 57** of Complainant's rejoinder affidavit dated 03.02.2025]

There is not even any assertion from the RPS that she ever disclosed to the Expert Committee or SEBI; that she herself had investments even as a Whole Time Member of SEBI in the exact same funds that were being investigated by SEBI and the Expert Committee. The ***'Code on Conflict of Interests for Members of Board'*** was adopted by SEBI on 04.12.2008. A few relevant provisions are extracted hereinbelow:

1(ii) *"conflict of interests" means any personal interest or association of a Member, which is likely to influence the decision of the Board in a matter, as viewed by an independent third party.*

4. (1) *A Member shall take all steps necessary to ensure that any conflict of interests to which he may be subject to does not affect any decision of the Board.*
(2) *A Member shall disclose his interests which may conflict with his duties.*

5. (1) *A WTM shall not hold any other office of profit.*
(2) *A WTM shall not engage in any other professional activity, which entails receipt of salary or professional fees.*

6. (1) A Member shall disclose his holding of shares and holdings of shares of his family within 15 days of the assumption of Office.
(2) A Member shall disclose his holding of shares and holdings of shares of his family at the end of each financial year within 15 days of the close of the financial year.
(3) A WTM shall disclose substantial transactions by him and his family within 15 days of such transaction.
(4) A Member shall not deal in securities of a company listed on a recognized stock exchange based on unpublished price sensitive information which he may have got access to

7. (1) A Member, who is directly or indirectly interested in any matter coming up for consideration at a meeting of the Board, shall disclose the nature of his interest at such meeting.

Procedure for managing the conflict
12. (1) A Member shall disclose a conflict of interests at the earliest possible opportunity.
(2) A Member shall seek determination from the Chairman if he has a doubt whether there is a conflict of interests or not.
(3) Chairman shall seek determination from the Board if he has a doubt whether there is a conflict of interests or not.
4) If the Chairman or the Board, as the case may be, determines that there is a conflict of interests, the Member or Chairman shall refrain from dealing with the particular matter.
(5) The Chairman or the Board, as the case may be, shall assign that matter to another Member or a Committee of Members

SECURITIES AND EXCHANGE BOARD OF INDIA (TERMS AND CONDITIONS OF SERVICE OF CHAIRMAN AND MEMBERS) RULES, 1992

3. Terms and conditions of service of Chairman and Members.—*(1) The Chairman or a whole-time Member shall be a person who does not, and will not, have any such* *financial or other interests as are likely to affect prejudicially his functions as such Chairman or Member.*

8. It is thus apparent that there was a clear duty cast on the RPS disclose her investments in GDOF which was under investigation by SEBI. Not only did the RPS fail to disclose her interest; she actively participated in briefing the expert committee set up by the Supreme Court without disclosing to the Board of SEBI her previous investments in GDOF which she held even as a WTM until 2018.
9. That whether the investment made in IPE India Fund (Cell 90) of GDOF by RPS and her husband was a legitimate investment or not and the nature of influence cast on the relevant persons who were responsible for investigating into the alleged manipulation of Adani Securities is a question of fact that would prima facie call for an investigation in light of the conflict of interest of RPS and her remarkable failure to even seek instructions from the Board thereon let alone recuse from dealing with the matter.
10. **Annexures 2, 3, 4, 5, 5A & 6** of the Surrejoinder Affidavit dated 24.03.2025 filed by the RPS (Ex-Chairperson, SEBI) are documents provided by various SEBI departments in response to queries and information sought by the Office of the Chairperson, SEBI, i.e the RPS. The documents are heavily redacted. Protection of the confidentiality of SEBI officials involved in the decision-making process has been cited by the RPS to justify the redactions. However, crucial names and numbers of investors of the GDOF (Global Dynamic Opportunities Fund Ltd.) have also been redacted, which conceal the findings of the SEBI investigation.
11. SEBI's documents on Investigation into the violations of minimum public shareholding (MPS) norms by the Adani group companies **(Annexures 4 & 5** of the

Surrejoinder Affidavit dated 24.03.2025 filed by the RPS) reveal:

a. Investigations into non-compliance of MPS by 6 Adani group companies commenced on October 23, 2020

b. SEBI found that funds were indeed invested through GDOF, EIFF and EMRF to the Adani group companies. However, the name of the investor/investment vehicle through which the funds were invested into Adani Group companies has been redacted and named as "ABC". This is a deliberate obfuscation, which is not required to protect the confidentiality of SEBI.

12. A pictorial representation of the SEBI docs **(Annexure 5A** of the Surrejoinder Affidavit dated 24.03.2025 filed by the RPS) clearly shows that Account or Cell 90 of GDOF (where RPS had invested) was part of "Y" category of investors who had invested into "non-Adani companies" through "ABC". However, there a "Z" category of investors who had invested into Adani group companies through "ABC". SEBI seems to have found that Cell 90 or other GDOF cells of the "Y" category were "segregated" from the "Z" category. Without knowing the identity of "ABC", the theory of "segregation" of GDOF Cells cannot be taken at face value. Suppose "ABC" itself is a company/investment vehicle run by Vinod Adani. In that case, RPS' investments into "ABC" through GDOF Cell 90 is itself a massive conflict of interest, notwithstanding whether "ABC" invested those funds into Adani or non-Adani companies. Revealing the identity of "ABC" is particularly relevant because the RPS has admitted that the investment into GDOF Cell 90 was made through Mr. Anil Ahuja, a Board member in Adani Enterprises Ltd. (See **Para 19 to 21** of Rejoinder Affidavit dated).

13. RPS' submission in **Para 20.2 of of the Surrejoinder Affidavit dated 24.03.2025** filed by the RPS reads: *"There was no requirement on part of the RPS to make disclosure to SEBI on the holding in the fund when she joined in April 2017 or when the said investment was redeemed in February 2018"*. This is confounding to say the least, because her own submission in Para 20.1 clearly suggest that there was a requirement for that disclosure. RPS deliberately suppressed her shareholding in a shell company while she was a WTM in SEBI.

14. RPS' submission in **Para 21.1 of the Surrejoinder Affidavit dated 24.03.2025** reads: *"As per the order of the Hon'ble Supreme Court, there was no requirements to share details of the investment in Fund with the Expert Committee."* This is totally false. The Supreme Court clearly directed that the Expert Committee be provided with *"all requisite information"*. The RPS, as SEBI Chairperson, had personally briefed the Expert Committee on the Adani Hindenburg matter and yet she did not disclose her shareholding in GDOF Cell 90 to the Expert Committee. Would the Expert Committee have accepted her assertion regarding the "segregation" theory vis-a-vis GDOF Cell 90 and "Z" category of investors, both of whom had invested funds through "ABC"?

15. It is necessary that SEBI reveal the names/numbers of investors which have been redacted and renamed as "ABC", "X", "Y" and "Z" in **Annexure 5A** of of the Surrejoinder Affidavit dated 24.03.2025 filed by the RPS

16. That as these allegations pertain specifically to the action/inaction of the RPS; it is humbly submitted that judgement of the Supreme Court dated 03.01.2024 would not act as *res judicata* as the allegations against the RPS were never before the Supreme Court as the discobvery of them is a subsequent fact. Further, issues

of relevance/admissibility/whether res judicata would apply are pre-mature at this stage.

17. Further, the reliance by the Respondent on order dated 27.01.2025 in M.A. No. 2346/2024 in M.A. D.NO. 27394/2024 IN W.P.(C) 162/2023; to contend that even the fresh allegations against RPS have been examined by the Supreme Court and dismissed is erroneous as the summary order dated 27.01.2025 has been passed in an application where the petitioner had sought directions to the Registry to register his M.A.D. No.27394/2024 as the registry had refused to register the petitioners application. The prayer in this M.A. 2346/2024 is at **Page 29** of the Surrejoinder Affidavit dated 24.03.2025 filed by the RPS.

18. In ***National Confdn. of Officers Assn. of Central Public Sector Enterprises v. Union of India*, (2022) 4 SCC 764,** *the Hon'ble Supreme Court has held as under:*

at page 787

35. *While determining the applicability of the principle of res judicata under Section 11 of the Code of Civil Procedure, 1908, the Court must be conscious that grave issues of public interest are not lost in the woods merely because a petition was initially filed and dismissed, without a substantial adjudication on merits. There is a trend of poorly pleaded public interest litigations being filed instantly following a disclosure in the media, with a conscious intention to obtain a dismissal from the Court and preclude genuine litigants from approaching the Court in public interest. This Court must be alive to the contemporary reality of "ambush public interest litigations" and interpret the principles of res judicata or constructive res judicata in a manner which does not debar access to justice. The jurisdiction under Article 32 is a fundamental right in and of itself.*

MAHINDRA & MAHINDRA

19. As stated above, RPS was appointed as WTM of SEBI on 27.03.2017. On 01.04.2019; RPS wrote to one Mr. N. Hariharan stating that her husband Mr. Dhaval Buch was retiring from 01.04.2019 and would be running an independent consultancy and advisory practice in the area of supply chain management and as Mahindra & Mahindra would be anchor client of RPS; therefore RPS would recuse from all matters pertaining to Mahindra & Mahindra Group. It has not been denied by RPS in her Reply or Surrejoinder that Agora Advisories Pvt. Ltd. -a company in which Ms. Buch owns 99 percent stake- was providing consultancy services to Mahindra & Mahindra group and received 88% of it's revenue between 2019 and 2024 (about Rs. 2.59 Crores) only from this one group. Further, the husband of RPS was apparently appointed as a consultant to the Mahindra & Mahindra Group and received approximately Rs. 4.78 Crores between 2019-21 (**See page 45 of the Complaint**). The complainant has annexed the Press Statement of the spokesperson for Indian National Congress at Enclosure 5 of her complaint and at page 46 thereof it has been alleged that the monies received from Mahindra group into Agora Advisories Pvt. Ltd. and by Mr. Dhaval Buch directly are not legitimate considerations for any consultancy work done but by way of *quid pro quo* as regards Mahindra Group's issues with SEBI mentioned at **Page 46 of Complaint** as under:

Table 1 : Settlements of Mahindra & Mahindra Group (Annexure 4)

Sn	SEBI Cases	Order Date
1.	WTM/AB/EFD-1/DRA-4/08/2019-20	31st May 2019
2.	Approval of Offer letter of M&M Financial for public issue (available online)	21st July 2020
3.	WTM/GM/CFD/110/2017-2018	26th March 2018
4.	Order/VV/JR/2020-21/7501	21st April 2020
5.	WTM/SM/IMD/IMD-I DOF2/13158/2021-22	27th August 2021

Table 2 : Income received from Mahindra & Mahindra by Dhaval Buch

Sn	Year	Amount
1.	2019-20	1,73,60,000
2.	2020-21	3,04,57,500
	Total	4,78,17,500

20. That as reproduced hereinabove; the following regulatory issues were pending relating to the Kotak Mahindra Group & Mahindra & Mahindra Group:
    a. WTM/AB/EFD-1/DRA-4/08/2019-20 dated 31.05.2019[1]
    b. Approval of offer letter of Mahindra & Mahindra Finance for public issue dated 21.07.2020[2]

[1] Allegations of not putting in place proper systems relating to parking of funds in short-term deposits of schedule commercial banks. Maintaining invalid email IDs of investors. Using previous day's NAV for calculation of cash component in case of redemption in 'cash' for Kotak Gold ETF.

[2] The approval of the offer letter for a public issue, like Mahindra & Mahindra Financial Services' (M&M Finance) proposed rights issue, involves several stages, including internal approvals within the company, filings with the Securities and Exchange Board of India (SEBI), and approvals from stock exchanges. The company needs to file the offer letter with SEBI, which regulates the Indian capital market. SEBI reviews the document to ensure it complies with all relevant regulations, including disclosure requirements.

c. WTM/GM/CFD/110/2017-2018 dated 26.03.2018[3]

d. Adjudication Order/VV/JR/2020-21/7501 dated 21.04.2020[4]

e. WTM/SM/IMD/IMD-I DOF2/13158/2021-22, decided on 27-08-2021[5]

21. That after RPS became WTM of SEBI in March, 2017; the Takeover Panel of SEBI recommended exemption for Mahindra & Mahindra on 14.09.2017 and approval for the same was given on 26.03.2018. [@**Page 67** of Surrejoinder dated 25.03.2025]

22. It is for a credible investigation to assess whether RPS influenced persons in SEBI as regards pending regulatory issues of Mahindra group by way of *quid pro quo* for monies received by Agora Advisory Services Pvt. Ltd. /Dhaval Buch and whether the consultancy was offered to them on their own merit or after a competitive process at competitive prices.

BLACKSTONE INC.

23. Around the same time that Mr. Dhaval Buch secured consultancy from Mahindra & Mahindra; he was offered consultancy work by Balackstone group as well. The appointment is unusual in as much as Blackstone is primarily a group dealing in private equity and Mr. Dhaval Buch has no experience in Private Equity. His

[3] In respect of application dated 25.01.2017 by Anand Mahindra Family Trust and Mahindra Family Trust seeking exemption from the applicability of Regulation 3(1) of SEBI (Substantial Acuistion of Shares & Takeover) Regulations, 2011, which was allowed on 26.03.2018

[4] The main allegation in Adjudication Order No. Order/VV/JR/2020-21/7501 is that Kotak Mahindra Life Insurance Company Limited sold shares of Manappuram Finance Ltd. (MFL) between March 1, 2013, and March 20, 2013, while allegedly in possession of unpublished price-sensitive information (UPSI) about MFL's negative profit outlook for the fourth quarter of FY2012-13, in violation of SEBI's Prohibition of Insider Trading Regulations

[5] SEBI observed that the investors of certain Fixed Maturity Plans (FMP), by the Kotak Mahindra Mutual Fund (KMMF), were not paid their full proceeds based on the declared Net Asset Value of the schemes as on their respective maturity dates. The Tribunal believed it was a deserving case for holding the Noticee liable for issuance of appropriate directions for disgorgement of a part of the management fee that it had unjustifiably charged from the unit holders of the six FMP schemes. Therefore, imposed a penalty of Rs. 5000000/- Section 11B(2) read with Section 15D(b) and 15HB of SEBI Act, 1992, and also restrained the Noticee from launching any new FMP scheme for a period of six months.

experience is in Supply Chain Management.Whether this appointment to family members of WTM of SEBI was through a competitive process and at competitive prices is a question for determination by investigation. *Prime facie;* it appears to be a *quid pro quo* as Blackstone group from 2017 onwards was engaged with SEBI to regulate, register, & launch Real Estate Investment Trusts (REITs) as an alternate investment class. **Page 64** of RPS's Surrejoinder dated 25.03.2025 would show the dates when various approvals were granted to REITs associated with Blackstone reproduced for convenience hereunder:

Sr. No.	REIT	Type of Approval	Date of approval	Designation of Approving Authority	WTM-in-charge of Department at time of approval	Whether registration file/ IPO file was put up to Ms. Madhabi Puri Buch, as WTM/ Chairperson?
1	Embassy Park REIT	Registration	July 28, 2017	CGM	Ananta Barua	N
		Listing of Units	Dec 28, 2018	WTM	Ananta Barua	N
2	Mindspace REIT	Registration	Dec 05, 2019	DGM	Ananta Barua	N
		Listing of Units	June 22, 2020	ED	Ananta Barua	N
3	Nexus Select Trust REIT	Registration	Sep 09, 2022	DGM	Ashwani Bhatia	N
		Listing of Units	April 18, 2023	ED	Ashwani Bhatia	N

24. It is RPS's case that on 02.05.2019; she had recused (at **page 65** of Surrejoinder dated 25.03.2025) from all matters related to the Blackstone Group. However, whether she exerted any influence on any person as regards the regulatory issues of Blackstone is a subject matter for investigation. At **page 29** of the Complaint it has been alleged that Ms. Buch first as WTM and later as Chairperson was deeply involved in regulating and promoting REITs as under:

Since Madhabi Buch became Chairperson in March 2022, SEBI has proposed and implemented a raft of REIT legislation, of significant benefit to Blackstone as one of the largest REIT sponsors in India, whom her husband works for.

This has included, among other more procedural updates:

- 7 consultation papers on REITS, [1 (https://www.sebi.gov.in/reports-and-statistics/reports/feb-2023/consultation-paper-on-regulatory-framework-for-reits-and-invits-to-issue-depository-receipts_67746.html), 2 (https://www.sebi.gov.in/reports-and-statistics/reports/feb-2023/consultation-paper-on-holding-of-sponsor-in-reits-and-invits_68358.html), 3 (https://www.sebi.gov.in/reports-and-statistics/reports/may-2023/consultation-paper-on-special-rights-and-role-of-sponsor-in-reits-and-invits_71231.html), 4 (https://www.sebi.gov.in/reports-and-statistics/reports/dec-2023/consultation-paper-on-framework-for-issuance-of-subordinate-units-and-unit-based-employee-benefits-reits-and-invits_79760.html), 5 (https://www.sebi.gov.in/reports-and-statistics/reports/jan-2024/consultation-paper-on-additional-proposals-regarding-framework-for-issuance-of-subordinate-units-reits-and-invits_80548.html), 6 (https://www.sebi.gov.in/reports-and-statistics/reports/may-2024/consultation-paper-on-measures-towards-ease-of-doing-business-for-reits-and-invits_83287.html), 7 (https://www.sebi.gov.in/reports-and-statistics/reports/jul-2024/consultation-on-draft-circulars-amendment-to-master-circulars-for-invits-and-reits-dated-may-15-2024_84665.html)]
- 3 consolidated updates to the "Master Circular" on REITs & 1 amendment. [1 (https://www.sebi.gov.in/legal/master-circulars/apr-2022/master-circular-for-real-estate-investment-trusts-reits-_58396.html), 2 (https://www.sebi.gov.in/legal/master-circulars/jul-2023/master-circular-for-real-estate-investment-trusts-reits-_73585.html), 3 (https://www.sebi.gov.in/legal/master-circulars/may-2024/master-circular-for-real-estate-investment-trusts-reits-_83375.html)]
- A new regulatory framework for "Micro, small & medium REITs" [1 (https://www.sebi.gov.in/reports-and-statistics/reports/may-2023/regulatory-framework-for-micro-small-and-medium-reits-msm-reits-_71149.html)]
- A new regulatory framework for "offer for sale" of REITs [1 (https://www.sebi.gov.in/legal/circulars/aug-2023/offer-for-sale-framework-for-sale-of-units-of-real-estate-investment-trusts-reits-and-infrastructure-investment-trusts-invits-_74938.html)]
- New board nomination rights, allowing unit holders like Blackstone to nominate directors. [1 (https://www.sebi.gov.in/legal/circulars/sep-2023/board-nomination-rights-to-unitholders-of-real-estate-investment-trusts-reits-_76709.html)]

During this time, Blackstone cashed out its entire stake in Embassy REIT, in December 2023 valued at circa INR 71 billion (U.S. $853 million at the time), in India's largest block trade (https://www.business-standard.com/companies/news/blackstone-to-exit-embassy-office-parks-in-biggest-india-block-sale-in-fy24-123121901414_1.html) of the year, per media reports (https://www.business-standard.com/markets/news/blackstone-exits-embassy-reit-sells-entire-23-5-stake-for-rs-7-100-cr-123122000403_1.html).

On March 20th, 2023, she said REITs are among her "favourite products for the future" (https://www.moneycontrol.com/news/business/markets/sebi-chief-says-reits-are-her-new-favourite-investment-product-12502181.html) at a News18 Rising Bharat Summit.

At a SEBI-NISM research conference a year later, in March 2024, she urged investors to have a "positive" view on REITs, per media reports (https://www.outlookbusiness.com/real-estate/sebi-bets-big-on-reits-should-you-invest-in-reits).

On April 2nd, 2024, at the CII Corporate Governance Summit (https://www.youtube.com/watch?v=0OF-cpCmc_A), the Chairperson predicted enormous growth in REITs, suggesting it would become as large as India's GDP along with InvITs (infrastructure investment trusts) and municipal bonds:

> *"[REITS, InvITs and municipal bonds] can be in value equal to our entire market the way it is valued today, in others words one time GDP" [1:15 (https://www.businesstoday.in/bt-tv/video/sebi-chief-madhabi-puri-bets-big-on-reits-invits-forecasts-big-potential-in-their-values-424021-2024-04-02)]*

25. Thus it is a question for investigation whether appointment of Mr. Dhaval Buch as consultant for Blackstone at a time when RPS was responsible for regulating REITs was legitimate or by way of *quid pro quo.* There must be some documentary evidence to show what consultancy if any in fact has been given by Mr. Buch to Blackstone.

WOCKHARDT/CAROL RENTAL

26. At **para 16** of the Complaint it is alleged that RPS has received monies purportedly by way of rental from Carol Info Services Ltd ('Carol'), an assosciate of Wockhardt Hospitals Limited ('Wockhardt') as a *quid pro*

quo at a time when Wockhardt was having regulatory issues before SEBI including being investigated for Insider Trading. That at **Page 151** of the Complaint; the amount of monies received by the RPS from Carol have been stated as under:

Table 1: Rental Income from 'Carol Info Services Limited' (A company affiliated to Wockhardt Limited)

Year	Income
2018-19	Rs 7,00,000
2019-20	Rs 36,75,000
2020-21	Rs 39,75,000
2021-22	Rs 42,60,000
2022-23	Rs 44,40,000
2023-24	Rs 46,05,000
Total	**Rs 2,16,55,000**

Source: Congress

Table 2 : Settlement Orders with respect to Wockhardt Limited (For Details refer to Annexure 2)

S no.	SEBI Cases	Order Date
a)	Settlement Order No. 7011/2022	2 March 2023
b)	Settlement Order No. SO/VV/AS/2023-24/7028	22 May 2023
c)	WTM/AB/EFD1/EFDI_DRA4/27533/2023-24	19 June 2023
d)	Order/VV/AS/2023-24/28376-28375	31 July 2023

27. It is RPS's claim that she had duly notified SEBI of the receipt of the Rental Income in her Statement of Immovable Property Return for the year 2018-19 at **Page 61** of the Surrejoinder dated 24.03.2025 as under:

D-102, Vivarea, Jacob Circle, Mumbai 400011.	Raheja Vivarea	Total Value: Rs. [redacted] Date of Purchase: 25/11/2014.	Approx Rs [redacted]	Self 63% Rs [redacted] Spouse 37% Rs [redacted]	Purchased using accumulated savings. Purchased directly from builder.	Rental to start from Jan 21, 2019 approx Rs.22.68 lacs p.a. (63% of share)	Possession taken post January 1, 2018.

[redacted]

Signature : Madhabi Puri Buch
Name : Madhabi Puri Buch
Designation : Whole Time Member
Date : 11/01/2019.

28. It is notable that while rental started from 21.01.2019; order dated 02.03.2023 hereinabove is a settlement order passed in a matter where SEBI alleged that Wockhardt had indulged in insider trading between 2012 and 2013. Notably, as recorded in para 7 the application for settlement was filed on 19.10.2019. It is clear that when RPS became a public servant first as WTM and then as Chairperson; she received/accepted monies by way of *quid pro quo* from an associate company of Wockhardt i.e. Carol at a time when various regulatory issues of Wockhardt were pending before SEBI. In what manner and to what extent RPS exerted any influence in these matter is a subject requiring investigation.

INCOME FROM SALE OF ESOPs

29. That RPS opted for superannuation from ICICI Bank on 31.10.2013. It is the allegation in the complaint that RPS received 'income' from sale of ESOPs from ICICI Bank post becoming WTM of SEBI in March, 2017, by selling her ESOPs. It is alleged at **Paras 12 & 13** of the Complaint as under:

12. On 2 September 2024, another set of documentary evidence revealed that SEBI chairperson Ms Buch also held an office of profit at ICICI Bank and thus received an income of INR 16.80 Crore, through a combination of salary, proceeds of ESOPs, and tax benefits, between 2017 and 2024 *ie* after she became a whole-time member of SEBI in 2017.

13. Following which, ICICI Bank, which is not directly but implicitly accused, denied these charges and claimed any earnings to be retirement benefits.[6] The income received through ICICI Bank, as per the documents[7], is an astonishingly 5.09 times the income Ms. Buch received from SEBI during the same period. Even if these were retirement benefits, as ICICI bank claims, they were significant and way more than the last drawn salary of an individual. A disclosure dated 2 September 2024 filed by ICICI Bank in this regard with the Bombay Stock Exchange and available on their website is enclosed with my complaint as Enclosure 6.

30. At **page 62** of the Complaint is an annexure to the press release of the spokesperson of the Indian National Congress showing the amounts received allegedly as "income" by RPS from 2017-18 onwards after she became a WTM of SEBI:

Year	Salary from ICICI (% increase after joining SEBI)	Income from ICICI Prudential	Income from ESOP Exercise from ICICI Bank	TDS on ESOP paid by ICICI Bank	Salary from SEBI
2017-2018	Rs. 2,06,18,950 (190%)	Rs. 7,07,195			Rs. 35,26,521
2018-2019	Rs. 4,71,29,116 (422%)	Rs. 2,17,908			Rs. 41,25,172
2019-2020	Rs. 1,21,59,387 (110%)	Rs. 2,17,908			Rs. 43,89,784
2020-2021	Rs. 4,64,39,786 (416%)	Rs. 2,17,908			Rs. 40,07,595
2021-2022		Rs. 2,17,908	Rs. 2,66,23,080	Rs.1,03,83,001	Rs. 33,85,890
2022-2023		Rs. 4,44,434	Rs. 17,89,838	Rs. 6,37,816	Rs. 78,38,820
2023-2024		Rs. 2,17,908			Rs. 57,54,464
Total	Rs. 12,63,47,239	Rs. 22,41,169	Rs. 2,84,12,918	Rs. 1,10,20,817	Rs. 3,30,28,246
GRAND TOTAL	**Rs. 16,80,22,143**				**Rs. 3,30,28,246**

31. The RPS and ICICI have stated that what is shown as 'income' are in fact proceeds from sale of the ESOPs of RPS that she had acquired prior to her retirement. Even if that may be so; it is clear that though the options vested in her from 2013 onwards, she chose to exercise the same in tranches between 2017-18 and 2023-24

first as WTM and later as Chairperson when she was in a position to influence various regulatory issues of ICICI before SEBI. To summarize the following orders (**@Page 49** of Surrejoinder dated 25.03.2025) were passed during this period by SEBI:

a. Settlement order dated 29.11.2019 in the matter of ICICI Venture Funds Managment Company Ltd[6]
b. Adjudication order dated 23.12.2019 in the matter of ICICI Prudential Trust and ICICI Prudential AMC[7]
c. Settlement order dated 27.11.2019 in the matter of ICICI Securities[8]
d. Settlement order dated 29.01.2021 in the matter of ICICI Bank[9]

32. RPS has gained an undue advantage by selling her ESOPs from ICICI Bank in tranches over a period of five

[6] The main allegations in the SEBI Settlement Order dated November 29, 2019, concerning ICICI Venture Funds Management Company Ltd, centered on violations of venture capital fund norms, misrepresentation to investors, inadequate disclosure, and breaches of unfair trade practices regulations. These issues, stemming from investor complaints about a real estate fund from 2005-06, were resolved through a settlement of approximately Rs 5.2 crore;

[7] The main allegations in the SEBI adjudication order dated December 23, 2019, concerning ICICI Prudential Trust and ICICI Prudential AMC centered on investing in non-FMCG companies in the ICICI Pru FMCG Fund and delegating dividend-related responsibilities to the AMC, both found to be violations. The allegation of failing to rebalance portfolios was not upheld. A total fine of Rs 5 lakh was imposed, reflecting SEBI's regulatory oversight to ensure compliance with mutual fund norms.

[8] ICICI Securities had dealt with entities that had fraudulently acquired physical shares from dormant accounts and dematerialized them in accounts of bogus, non-existing entities. Specifically, SEBI's investigation found that physical share certificates of 14 listed companies were fraudulently acquired in the names of 26 non-existing bogus entities. These shares were then dematerialized (converted from physical to electronic form) in fraudulently opened demat accounts of these entities, which had different addresses but used the same or similar-looking photographs at different points in time. Out of these 26 bogus entities, two dealt through ICICI Securities, leading to the allegation of violation of stock broker norms. The case was settled with SEBI, with ICICI Securities paying over Rs 28 lakh towards settlement charges

[9] SEBI received a complaint from Samir Kumar Das, an ex-employee of ICICI Bank, who alleged that he was victimized by the bank in contravention of the provisions of the whistle-blower mechanism under SEBI's Listing Obligations and Disclosure Requirements (LODR) norms. Das had blown the whistle on certain officials within ICICI Bank, raising concerns about their actions. Following this, ICICI Bank offered Das a position in its Small Medium Enterprise And Agri Group (SMEAG) on November 13, 2018, which he expressed reservations about joining, considering that the officials against whom he had blown the whistle were involved. The complainant contended that ICICI Bank's rights were limited to transferring an employee only to a group company and not to entities like ICICI Foundation, suggesting the transfer was retaliatory and violated whistle-blower protection norms. The case was settled with SEBI, with ICICI Bank paying over Rs 28 lakh towards settlement charges.

years after she became a WTM. ICICI group had many regulatory issues pending before SEBI a representative sample of which has been noted hereinabove and any adverse action by SEBI would influence the market price of the ESOPs of RPS. It is alleged that RPS has used her inside information and abused her official position to exert influence in regulatory matters of ICICI Group pending before SEBI in order to ensure maximum remuneration from sale of her ESOPs at the highest possible price. Notably, the ESOPs vested in RPS from 2013 onwards when she opted for superannuation from ICICI Bank but she began encashing her ESOPs in tranches only after she became a WTM of SEBI in March 2017 at a time when large number of regulatory issues of ICICI were settled;

33. To summarize; at this stage, the only issue before the Lokpal is whether the complaint discloses a cognizable offence and whether prima facie case for investigation is made out to investigate into the following issues:

a. Whether Ms. Buch as WTM or Chairperson exerted any influence on any official of SEBI to decide any issue qua the regulated entity (be it Blackstone/ Wockhardt/Mahindra/ICICI) in a particular manner as she could have very well have exerted her influence without formally having any file put up to her.

b. Whether the gratification received by Agora Private Services Ltd/ Mr. Dhaval Buch/R.P.S. from Mahindra & Mahindra, Blackstone, Carol/Wockhardt, & ICICI is legitimate consideration for any actual services rendered by way of consultancy or merely an undue advantage gained by RPS on account of her official positition is a question of fact requiring investigation.

c. Given that R.P.S. does not dispute any of the facts but merely offers self serving explanations/communications from her subordinates in SEBI; there needs to be a credible investigation as the allegations prima facie disclose cognizable offences under Prevention of Corruption Act, 1988. [*Lalita Kumari v. Govt. of U.P.*, **(2014) 2 SCC 1**]

d. The contents of the complaint and allegations made herein being more particularly about allegations of *quid pro quo* against the RPS (then SEBI Chairperson) were never before the Hon'ble Supreme Court and were never considered in judgement dated 03.01.2024 of the Hon'ble Supreme Court and therefore issue of Res 'Judiciata does not arise. [*National Confdn. of Officers Assn. of Central Public Sector Enterprises v. Union of India*, **(2022) 4 SCC 764**]

34. Lastly, the complaint is not barred u/s 53 of the Lokpal Act, 2013, as the alleged offences have been committed within the previous seven years and are in fact continuing offences and the date for limitation under Section 53 would begin when the allegations first come to the knowledge of the complainant.

35. Lastly, the complainant has done what she can as a private citizen and brought these allegations before the Hon'ble Lokpal only so as to cause a credible investigation to be made into the allegations which are already in public domain and which have caused concerns amongst the citizenry at large as regards the integrity of the highest functionaries of SEBI who are tasked with protecting interests of crores of market participants.

Prashant Bhushan

PRASHANT BHUSHAN
ADVOCATE FOR COMPLAINANT

DATE: 16.04.2025

ANNEXURE- A1

LOKPAL OF INDIA

PLOT NO. 6, VASANT KUNJ INSTITUTIONAL AREA – PHASE II

NEW DELHI

COMPLAINT NO: 188 / 2024 (arising out of Dy. No. 2082024)

AFFIDAVIT OF THE COMPLAINT IN COMPLIANCE WITH ORDER DATED 20 SEPTEMBER 2024

I, Mahua Moitra, aged 49 years old, d/o Dwipendra Lal Moitra, r/o Anandapally, Karimpur, Nadia – 741 152, West Bengal, presently at New Delhi, do solemnly swear and state as follows:

1. I have filed Complaint No. 188/ 2024 (**Complaint**) under the provisions of Lokpal and Lokayuktas Act, 2013 (**Lokpal Act**). The contents of the Complaint are not being repeated to avoid repetition, but the contents of the same ought to be read as part of the present affidavit. The present affidavit (**Affidavit**) is being filed in compliance of the directions issued by the Hon'ble Lokpal *vide* order dated 20 September 2024.

2. At the outset, I state that I undertook research and prepared a compendium of documents to supplement the Complaint with documents such as news reports, disclosures and statements which were available in the public domain. I state that while the Complaint starts with the report published by Hindenburg Research on 10 August 2024, the Complaint further places on record several newspaper reports published subsequent to the publication of the report by Hindenburg Research on 10 August 2024, I have also placed on record several documents, disclosures, statements and news reports which have come to light subsequent to the publication of the said report by Hindenburg Research on 10 August 2024. Therefore, I would request the Hon'ble Lokpal to kindly peruse the said documents, disclosures, statements

NOTARY Abha Tomar Advocate New Delhi Regn. No. 8515 GOVT. OF INDIA and news reports, since the Complaint has not been solely prepared on the basis the report published by Hindenburg Research on 10 August 2024 as set out in the Order dated 20 September 2024 of the Hon'ble Lokpal.

3. I am summarizing the material particulars of main and relevant supporting documents placed on record along with the Complaint and the purpose behind placing reliance on the said documents for the Hon'ble Lokpal's ready reference hereinbelow:

#	Material Particulars of Supporting Documents	Purpose
1.	**Enclosure 1**: Report published by Hindenburg Research dated 10 August 2024.	• This is the starting point of the allegations against Ms Buch and brought to light, for the first time, the links between Ms Buch and the Adani Group.
2.	**Enclosure 2**: News report dated 12 August 2024 published by The Indian Express.	• Further investigation into the initial allegations revealed that Ms Buch and her husband held a stake in funds, which forms part of an investigation into inflow of monies into the Adani Group. • These allegations raise serious questions on issues of "conflict of interest". Ms Buch cannot be said to be independent and impartial in an investigation which

		involves funds wherein her husband and her hold considerable stake. • Pertinently, this is a development on the initial report published by Hindenburg Research and one of the first investigative reports to follow the initial report. • This news report is a culmination of documents and information received from the report of Hindenburg Research, corporate records and documents made available by the Organized Crime and Corruption Reporting Project.
3.	**Enclosure 3**: Press Release dated 11 August 2024 being PR No. 17/2024 issued by SEBI.	• This is the official statement from SEBI confirming that "*relevant disclosures required in terms of holdings of securities and their transfers have been made by the Chairperson from time to time. Chairperson has also recused herself in matters involving potential conflict of interest.*" • As a private person, I cannot access records and

		information which can confirm the veracity of the said statement by SEBI. These documents / disclosures / details of recusals etc. are not available in the public domain either. As the Hon'ble Lokpal has the powers to appoint an investigative agency to inquire into any matter it would be apposite for an investigating agency with the requisite powers carry out the exercise of verifying the veracity of SEBI's statement. • This is particularly important since the former Finance Secretary of India (Mr Subhash Chandra Garg) has stated in a news report that "*these (disclosures) didn't come to the notice of him as the Secretary of the department or as the member of the Board*". • Therefore, given contradictory statements and news reports, it would be appropriate that the Hon'ble Lokpal direct an investigating agency to inquire

		into the matter and establish the correct factual position by duly verifying whether Ms Buch made the correct disclosures, if at all.
4.	**Enclosure 4**: Statement dated 11 August 2024 issued by Ms Buch and her husband.	• In this statement, Ms Buch claimed that the two consulting firms (Agora Advisory and Agora Partners) had become "*immediately dormant on her appointment with SEBI*". • However, this is factually incorrect. Corporate records available with the Registrar of Companies for the Indian entity show that Agora Advisory was not only active between 2019 to 2024, but also generated INR 3.6 Crore in revenue. • I state that the statement of the Ms Buch and her husband was made after the publication of the report by Hindenburg Research. Post the statement being made, independent research clearly shows that Ms Buch made false statements as part of her press statement.

		Therefore, I reiterate that the Complaint filed by me is not solely based on the report of Hindenburg Research, but a combination of various reports and publicly available record, which highlight gross misconduct and impropriety at the hands of Ms Buch. • The fact that Ms Buch decided to resort to making false statements, which are false from the face of it, highlight that the matter needs further investigation – which is beyond the powers of a private citizen and ought to be entrusted to an investigative agency holding the power to determine the truth in the matter of extreme importance for this Country's financial markets.
5.	**Enclosure 5**: Detailed statement prepared and circulated by Mr Pawan Khera containing additional revelations regarding Ms Buch and her husband.	• Ms Buch's false statements about the active and profitable Agora Advisory raised serious questions. • Additional research revealed that the companies which received consultancy services

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		from Agora Advisory Private Limited between 2016 – 2024 are (i) Mahindra & Mahindra; (ii) Dr. Reddy's; (iii) Pidilite; (iv) ICICI; (v) Sembcorp; and (vi) Visu Leasing & Finance – all of which are regulated by SEBI. • 88% of the total income of Agora Advisory came from Mahindra & Mahindra and Ms Buch's husband received INR 4.78 Crore as income from Mahindra Group. This is at a time when Ms Buch was investigating cases pertaining to the Mahindra Group. • These revelations were not made in the report published by Hindenburg Research but is information that has been unearthed as a consequence of subsequent efforts. Therefore, I again reiterate that the Hindenburg Report is not the sole basis of the Complaint but is based on corroborative documentary evidence which shows the serious breakdown

		of ethical and statutory guidelines by Ms Buch. • However, this is the limited extent to which a private citizens can uncover information and therefore I would request the Hon'ble Lokpal to kindly utilize the extensive powers available to it and appoint an investigative agency to inquire into the matter, given the seriousness of the allegations.
6.	**Enclosure 6**: Disclosure dated 2 September 2024 filed by ICICI Bank with the BSE. **Enclosure 7**: Press release dated 2 September 2024 showing salary accrued from ICICI Bank and the comparison with the income from SEBI.	• Disclosure confirms that Ms Buch received huge amounts of money from ICICI Bank, *ie* 5 times more than the income of Ms Buch during this time. • Again, this is an aspect not brought out by the Hindenburg Research's report, but by investigation and research of publicly available records to uncover the extent to which Ms Buch received financial benefit from ICICI Bank, while also acting as its market regulator.
7.	**Enclosure 10**: News report dated 9 September 2024 highlighting rental	• Ms Buch received INR 2.17 Crore of rental income from

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	income received from Carol Info Services Limited.	Carol Info Services Limited, which is associated with Wockhardt Hospitals Ltd, which has been under SEBI's investigation during 2023 for various cases of insider trading.

4. In view of the aforesaid, I reiterate that my Complaint is not solely based on the report published by Hindenburg Research but only uses the same as a starting point. The Complaint is broad and highlights subsequent developments, revelations regarding the misconduct, impropriety and corrupt activities of Ms Buch. I would request the Hon'ble Lokpal peruse and review the supporting documents relied along with the Complaint (and as summarized hereinabove).

5. Further, in furtherance of the directions contained in the Order dated 20 September 2024 of the Hon'ble Lokpal, please see below my responses to the questions asked of me therein:

#	**Question in Order dated 20 September 2024**	**Response**
1.	Articulate the allegations against the concerned person which may constitute an "offence of corruption" within meaning of the	• <u>Provisions of the PC Act which are attracted in the present case</u>: Sections 7, 7A and 13. • Insofar as Sections 7 and 7A are concerned, Section 7(a) states that "*any public servant who obtains or accepts or attempts to obtain from any person, an undue advantage, with the intention to perform or cause performance of public duty improperly or*

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	Prevention of Corruption Act, 1988 'provision wise'	*dishonestly or to forbear or cause forbearance to perform such duty either by himself or by another public servant*". The ingredients of the same are borne out from the following: - Ms Buch received rental income of about ₹2.17 Crore (FY 2019-24) from Carol Info Services Ltd which is a subsidiary of Khorakiwala Holdings and Investments Pvt. Wockhardt Hospitals Ltd is an associate company, which has been under SEBI's investigation during 2023 for various cases including that of insider trading. An inquiry is required into the legitimacy of the said payments received by Ms Buch and to ascertain if the said payments received by Ms Buch were towards rental income, or a subterfuge to influence decisions in favour of Wockhardt Hospitals directly or by exerting her personal influence over investigations. These questions can only be answered by an investigating agency appointed under the provisions of the Lokpal Act with investigative powers and cannot be probed and established by a private citizen. - Similarly, Agora Advisory (owned by Ms Buch) received consultancy fees from various companies which are regulated by SEBI and which faced

		investigations by SEBI during the relevant period. Ms Buch's husband also received considerable consultancy fee from private companies which were regulated by SEBI and facing ongoing investigations. An inquiry is required to ascertain the genuineness and legitimacy of the said huge sums of money received by Agora Advisory and Ms Buch's husband. Ms Buch had the power to influence investigations and appears to have received direct and indirect financial benefit from private companies being regulated by SEBI. Therefore, an investigative agency with the appropriate powers to summon documents and seize relevant documents is required to ascertain the genuineness and authenticity of the huge sums of money received from such private companies and whether such payments were genuine and not a façade for transmission of undue gratification to obtain favourable results in SEBI investigations by directly influencing investigations or by personal influence exercised over other SEBI officers (as required under Section 7A of the PC Act). A private citizen cannot have the necessary access to documents and information to prove such allegations

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		and an investigating agency must be tasked with unravelling the truth in the matter. - Till date no information is publicly available regarding whether Ms Buch made the correct disclosures or not and whether she recused herself from matters where she had conflicts of interest. Therefore, an investigating agency must ascertain the existence of such alleged disclosures and recusals such that doubts about the comprised ethical standards of the head of India's financial markets regulator can either be dispelled or be confirmed and appropriate action be taken. - As Chairperson of SEBI, Ms Buch has promoted REITs (Real estate investment trust) as a promising asset class without disclosing that her husband Dhaval Buch has been an adviser to Blackstone Inc. During Dhaval Buch's tenure as an advisor at Blackstone, the firm sponsored Mindspace and Nexus Select Trust, which became India's second and fourth REITs to receive SEBI approval and go public. Furthermore, the approval of Blackstone REIT is immediately followed by appointment of Dhaval Buch in the Blackstone Group. The circumstances behind the appointment of

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		Mr Dhaval Buch in the Blackstone Group should be inquired into to ascertain whether the same was in pursuance of a genuine business purpose, or a whether the same was in furtherance of any quid pro quo arrangement for the REITs approvals. The truth of this matter can only be established by an appropriate inquiry by an investigative agency appointed by the Hon'ble Lokpal and the task of the same may not be placed on private citizens. • Insofar as Section 13 is concerned, the same states that "*a public servant is said to commit the offence of criminal misconduct...if he intentionally enriches himself illicitly during the period of his office.*" The ingredients of the same are borne out from the following: - Ms Buch received financial benefit from various private sources, over and above her income from SEBI. Ms Buch's husband also received significant financial benefit through various private entities, which were regulated by SEBI. - An inquiry is required to be conducted to establish whether such funds received by Ms and Mr Buch are lawful or not, which requires an investigative agency to take appropriate steps to verify and ascertain the same.

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		- It is clear that Ms Buch's involvement with the Adani Group and comprised conflict of interest position in relation to various private entities mentioned above (Mahindra Group, Pidilite, Blackstone, ICICI, Wockhardt etc) have raised serious aspersions regarding the legitimacy of the huge amounts of funds and financial benefit being received by her / her husband from entities being regulated / investigated by SEBI. Further, as mentioned above, there is no publicly available information about the alleged disclosures of Ms Buch and the alleged recusals on her part. - Ms Buch held personal financial interests in funds, entities and stocks that she herself was in charge of regulating. The evidence in the Complaint shows that Ms Buch was in a position ensure that SEBI's actions materially benefitted the entities / funds / stocks wherein she held direct / indirect vested interests. It is critical to highlight that acts of corruption by a public servant need to only be made out by involvement of "quid pro quo", but the provisions of the PC Act adequately prevent public officials like Ms Buch from making illicit profits by manipulating the actions on SEBI's part to ensure maximum

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		profits for her / husband's / related parties' portfolios. - A private citizen does not have access to bank accounts of another individual and proving the lawful or unlawful nature of the funds received by Ms and Mr Buch ought to be entrusted to an investigating agency in terms of the provisions of the Lokpal Act. • Reliance is also placed on Section 20 of the PC Act, which states that if a public servant is found to have accepted any unlawful advantage or gratification other than their lawful salary, it is presumed that they did so as a motive or reward for performing their official duties improperly. Further, the provision allows for the burden of proof to fall on the accused public servant to provide evidence to counter the presumption, hence Ms Buch should be summoned for providing clarification on the pressed allegations and based on any additional material that may be collected during an inquiry by an investigating agency.
2.	State whether the dictum, including obiter of the Supreme Court in the stated decision about the credibility of the	• The Supreme Court (**SC**)'s order dated 3 January 2024 had ruled that there is no regulatory failure on SEBI's part and hence there was no need for any external agency like a Special Investigating Team (**SIT**) to further investigate the matter. However,

	earlier report (dated 24.01.2023) of Hindenburg Research and also directing investigating agencies of the Union Government – to probe whether the loss suffered by Indian investors was due to its (Hindenburg Research) conduct or any other entity in taking short positions involving infraction of the law and if so to take action in that regard, would or would not come in the way of the Lokpal to examine the recent report (dated 10.08.2024) of the same author (Hindenburg Research) on related matters.	SC's appointment of an expert committee to investigate SEBI and its verdict are limited to check if regulatory frameworks and procedures of SEBI with regards to the Adani Group were in place and as per law. If at all the Apex Court has given any favorable judgment, it is to SEBI's regulatory functioning and not to any of SEBI's board members or Chairperson or to any of their potential conflict of interest with several entities it is investigating or regulating. • SC's comment on credibility of Hindenburg's Research Group was limited to the report released on 24 January 2023. Given the series of fresh evidence that have come to public light, the issue of SEBI Chairperson Ms Madhabi Buch potentially gaining undue advantage from various companies as mentioned in the complaint has not been part of the SC's verdict. Further, neither has the conflict of interest or the lack of disclosure of it in the case of Adani Group or in various other cases such as that pertaining to Blackstone Inc or Wockhardt Hospitals Ltd have been part of SC's verdict. Therefore, SC's order dated 3 January 2024 must not act as an hindrance for the Hon'ble Lokpal in proceeding currently as the case brings forth fresh

		evidence and relates to a different subject matter.
3.	State as to why the finding and opinion recorded by the Supreme Court in its decision dated 03.01.2024 regarding fair and comprehensive investigation by SEBI and refusal to interfere with the outcome thereof; and, in the matter of just and proper amendments affected in the FPI regulations which ensures in favour of the entire Administration of SEBI including the XXXXXX would not come in the way of the Lokpal to examine the allegations in the recent report of	The contents of the answer to Question 2 are not being repeated herein but should be incorporated by reference. Additionally, I state that the present matter does not concern SEBI's as an organisation as much as the personal allegations against SEBI's Chairperson – Ms Buch. The Hon'ble Supreme Court never had the occasion to examine the personal allegations against Ms Buch, which while initially made by the Hindenburg Research report dated 10 August 2024, has been verified, corroborated and authenticated (to the extent possible from publicly available records) by various investigative news reports, statements and disclosures, and therefore, the proceedings before the Hon'ble Supreme Court which had already culminated 7 months prior to the allegations against Ms Buch surfacing, cannot operate as a hurdle on the Hon'ble Lokpal to inquire into a matter of such serious implications on India's financial markets.

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	Hindenburg research.	
4.	The fulcrum of the allegations against XXXXXX of SEBI (about quid pro quo) rests on outcome of inquiries conducted by SEBI or so to say compatible to as in the earlier report of Hindenburg Research and /or takes the colour therefrom, which has been duly examined and critically commented upon by the Supreme Court. If not, why and how it is different and mutually exclusive cause of action, in the perception of the Complainant.	I have outlined in my answers to questions 2 and 3 above the key differences in the proceedings before the Hon'ble Supreme Court which resulted in the Order dated 3 January 2024 and the personal allegations against Ms Buch which only surfaced 7 months later *ie* in August 2024 and these allegations never considered by the Hon'ble Supreme Court (since they had not even been unearthed at the time). I am not repeating the contents of my answers to questions 2 and 3, but they are incorporated here by reference. It is reiterated that the Hon'ble Supreme Court never dealt with personal allegations against Ms Buch and the allegations insofar as Agora Advisory, ICICI, Wockhardt, Mahindra Group, Blackstone, etc were unearthed much after the conclusion of the proceedings before the Hon'ble Supreme Court and therefore, this Hon'ble Lokpal is not prevented from inquiring further into the present matter.
5.	State whether the case of the	The contents of my answers to questions 2,3 & 4 have dealt with the issue in considerable

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	Complainant(s) is that the recent report of Hindenburg Research is limited to the two pending (out of twenty-four) inquiries before SEBI, mentioned by the Supreme Court in its decision dated 03.01.2024. If so, whether it will be open to the Lokpal to entertain the allegations in that regard considering Section 15 of the Lokpal Act.	detail and the contents of the same are not repeated herein but may be considered to have been incorporated by reference. It is reiterated that the subject matter of the present Complaint is completely different, independent and distinct from the matter considered by the Hon'ble Supreme Court and there is no overlap insofar as the personal allegations against Ms Buch are concerned. Therefore, there is no limitation under Section 15 of the Lokpal Act insofar the present Complaint is concerned.
6.	The details regarding efforts made by the respective Complainant to verify the authenticity and credibility of the claims in the recent report of Hindenburg	As dealt with in considerable detail in paragraph 3 of the present Affidavit, the present Complaint is not solely based on the Hindenburg Report and the detailed efforts taken by the Complainant in verifying the allegations along with all supporting documents have been set out in paragraph 3 herein and ought to be incorporated by reference.

	Research published on 10.08.2024	
7.	State as to how the personal investments made or income earned by the named public servant and more so, prior to entering the office as XXXXXXXXXX or as XXXXXXXXX of SEBI, constitute an offence of corruption within the meaning of the Prevention of Corruption Act, 1988	I have set out the how the ingredients of various offences are attracted in my answer to question 1 and the contents of the same are not being repeated herein but may be incorporated by reference. Further, it is pertinent to mention here that the provisions of Section 13 of the PC Act would be squarely attracted in the facts outlined. An inquiry is required to identify whether Ms Buch manipulated SEBI investigations in a manner to ensure that her personal investments profited in an illicit manner on account of such manipulation of financial markets by Ms Buch.
8.	State as to how non-disclosure or non-declaration of such investments and income would constitute an offence of corruption within the meaning of the	I have set out the how the ingredients of various offences are attracted in my answer to question 1 and the contents of the same are not being repeated herein but may be incorporated by reference. Non-disclosure or non-declaration of investments highlights a deliberate attempt to withhold critical information regarding conflicts of interest with a view to manipulate the financial

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	Prevention of Corruption Act, 1988 provision wise. For, certain acts of commission or omission, may at best tantamount to an impropriety, but need not necessarily be reckoned as an illegality or for that matter an offence or corruption, ascribable to Prevention of Corruption Act, 1988.	markets to enhance the value of her own investments and that too without maintaining any records regarding her vested interests in certain funds / entities / stocks.
9. Y	Also state whether such investments or income comes within the period specified in Section 53 of the Act of 2013 to enable the Lokpal to exercise jurisdiction envisaged in the Act of 2013	The allegations framework pertains to a period starting from 2018 and continues till date. Therefore, a period of 7 years has not lapsed and hence the provision of Section 53 of the Lokpal Act is not attracted in the facts of the present case and hence inapplicable.

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10.	State whether the subject matter of the concerned complaint is in issue before the Supreme Court by way of an application as per the news published in the national newspapers after publication of the recent report of Hindenburg Research. If yes, will Section 15 of the Act of 2013 come in the way of the Lokpal to inquire into the same subject matter.	To the best of my knowledge, no such petition is currently pending and hence, Section 15 is inapplicable. Even otherwise, the question of application of Section 15 would depend on the nature of such a petition and the reliefs sought therein and mere filing of a petition before the Court cannot operate as a bar on the Hon'ble Lokpal from inquiring into the matter (otherwise, filings would be made for the sole purpose of preventing the Hon'ble Lokpal from exercising its rightful jurisdiction) – which cannot possibly be the intent behind Section 15 of the Lokpal Act.

6. Lastly, I respectfully state that any and all citizens have been empowered to file complaints before the Hon'ble Lokpal and look to the Hon'ble Lokpal to look into serious allegations through the strong powers available to it under the Lokpal Act – including power to appoint an investigating agency to inquire into serious allegations. The present matter is of utmost importance since it goes to the root of the integrity and prosperity of our financial markets and its regulator and hence, it is critical that all aspects of the present matter are fairly inquired into by an investigative agency so that the true and correct

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Abha Tomar Advocate New Delhi Regn. No. 8513 GOVT. OF INDIA NOTARY facts in relation to the matter are established. I humbly request the Hon'ble Lokpal not to let a matter of serious importance be discarded and to appoint an investigating agency to fairly investigate the allegations against Ms Buch in terms of the Complaint and the present Affidavit.

DEPONENT

15 OCT 2024

VERIFICATION:

Verified at New Delhi on this____day of October 2024, that the contents of my above affidavit are true and correct to my knowledge and as derived from the records as maintained by the company. No part of it is false and nothing material has been concealed therefrom.

DEPONENT

Date: - October 2024

Place: - New Delhi

NOTARY GOVT. OF INDIA
Abha Tomar
Advocate
New Delhi
Regn. No. 8513

Certified that the foregoing statement was declared on solemn affirmation before me which has been read over to the deponent who has admitted it as correct

Notary DE.

15 OCT 2024

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ANNEXURE- B

To,
The Lokpal of India,
New Delhi

Subject- Certain prayers in light of order dated 19/12/2024 in Complaint No 186/2024 against Ms Madhabi Buch, SEBI Chairman

Respected Sirs,

The applicant most profusely thanks the Lokpal for having given him an opportunity of oral hearing to clarify his position in the complaint on 28/01/2025 and he shall definitely avail this opportunity in larger public interest.

At the same time, he most humbly makes the following prayers in this regard-

1. That the facts presented and narrated by Ms Madhabi Buch (RPS) are highly technical in nature which involve a lot of financial and economic terms, words, Rules, regulations, processes and associated financial jargon.
2. That the applicant has limited knowledge of many of these facts and terminology.
3. That accordingly the applicant is finding himself somewhat handicapped in presenting his facts vis-à-vis the response given by the RPS.
4. That the applicant does appreciate the extremely detailed reply by the RPS, who on her part seems to have taken immense pain to explain each and every point she seems to have envisaged as being relevant to the given matter.
5. That apparently on the face of it, many of these replies seem to have fully explained the allegations made by the applicant and others.
6. That at the same time, the applicant's long experience as a Police officer and as a transparency and accountability activist make him believe with full conviction that there are things between the lines, which the applicant is not being able to currently fathom/gather, because of his lack of technical knowledge in given field.
7. That in view of these facts, the applicant seems to clearly need the help and assistance of knowledgeable people in the field, for which he seems to need to put the RPS's reply in public domain, so that it comes in larger public notice and some public spirited persons get interested in the matter so as to themselves come forward to help and assist in the process of proper enquiry.
8. That in view of these facts, the applicant prays before the Lokpal to kindly reconsider its decision/order issued at Para 5 of the order dated 19/12/2024 and to permit the applicant to make public the reply presented by the RPS, in whatever form and format as it deems fit, so that it comes in larger public notice and one or more public spirited persons come forward to help and assist the applicant in facilitating him to clarify his stand vis-à-vis the RPS reply.
9. That the applicant also personally feels that associating Sri Subhash Chandra, the Chairman of Zee Limited, whose claims and allegations are an important part of

the allegations and have been specifically mentioned by the RPS at S No 16 of the List of allegations in Annexure No A, in the Enquiry and calling him in Person or through some legal representative, on the occasion of Oral hearing so that he could elucidate more elaborately on the issues raised by him, which might prove to be of immense help in bringing forth the truth.

10. That another small request is to kindly direct the Registry to provide the applicant reasonable Travelling and other expenses to be incurred in the process of coming to Delhi from Lucknow for the given Oral hearing, in case it is not found inappropriate and the Lokpal Act and the accompanied Rules permit it in any manner.
11. That finally the applicant would also like to make it clear that he has presented this complaint solely in larger public interest as being prima-facie a matter of serious National concern and he has no personal interest in the matter in any manner, except bringing forth the truth in larger public interest
12. That summing it up, in furtherance of the order dated 19/12/2024 passed by the Lokpal, the applicant most humbly prays as follows

PRAYER

The applicant most humbly prays that-

(i) The applicant may kindly be permitted to present the reply by the Respondent Public Servant in Public Domain, in whatever form/format, as the Lokpal deems fit and appropriate in the interest of Justice, particularly in light of the facts narrated by the applicant in the above Para.

(ii) Sri Subhash Chandra, the Chairman of Zee Limited may kindly be called in Person or through some legal representative, on the occasion of Oral hearing, in case the Lokpal deems it appropriate in larger public interest.

(iii) The applicant may kindly be provided reasonable Travelling and other expenses to be incurred in the process of coming to Delhi from Lucknow for the given Oral hearing in case the Lokpal Act and Rules permit it in any manner.

(iv) Any other appropriate order that the Lokpal deems fit in the interest of justice.

Letter No- AAS/CVC/2024/03
Dated- 01/01/2025

01/01/25

Amitabh Thakur
National President,
Azad Adhikar Sena
5/426, Viram Khand,
Gomtinagar,
Lucknow-226010
9415534526

ANNEXURE-C

BEFORE HON'BLE LOKPAL OF INDIA, NEW DELHI

COMPLAINT NO. 186, 188, 222/2024

The following submissions of the RPS may be taken on record of the Hon'ble Lokpal

1. There is actually no allegation even, in the complaint, that contains the essential ingredients required to make out a case of RPS obtaining any undue advantage. Therefore, the question of whether the complainant has made out a prima facie case that RPS obtained any undue advantage does not arise at all.
2. The RPS, as mentioned in her earlier affidavit, has clarified that the allegations, even after the Tribunal's direction to articulate them, remained vague. However, in the interest of transparency, the RPS has adopted the approach of assuming the worst possible construction of the vague allegations and placing the facts on record to counter even such speculative claims. Accordingly, wherever the term "allegation" is used by the RPS in the affidavit and here, the same may be read in this context.

Case specific rebuttals

1. **False allegations related to Adani matters**

   a. **False allegations** The original complaint filed by the complainants was that on account of her investment in the IPE Plus fund, the RPS "scuttled" the investigation by SEBI into the Adani matter out of fear of the investigation leading to her and therefore, SEBI has not been able to make determinations in the last 2 investigations that were being monitored by the Hon'ble Supreme Court.

   b. **No scuttling of investigation**In her affidavit, the RPS had conclusively evidenced, with documents, that the entire premise of the complainants was false. That SEBI had in fact made determinations in the last 2 cases related to the Adani matters. And that this fact was even in public domain. And that SEBI had in fact, investigated GDOF (of which IPE Plus Fund was one of many segregated cells: referred to as Cell 90) which could not have been the case if RPS had "scuttled" the investigation. It may be noted that the concept of segregated cell companies is permitted by various jurisdictions and are commonplace fund structures.

   c. **No linkage of RPS with Adani Group shares** :It was further evidenced that SEBI had in fact found that GDOF (including the IPE Plus Fund) had not held any shares in Adani Group companies through the two FPIs as alleged by the complainant. Thus the RPS's Fund had absolutely no linkage to any Adani Group shares at all.

d. In light of this incontrovertible evidence, the complainants have now changed their tune all together. Gone are the allegations that RPS scuttled the SEBI investigation to protect herself.

e. **No undue advantage established- change of stance by complainant** Then there were the allegations that RPS gained undue advantage through the Fund investment itself. RPS, in her affidavit, conclusively evidenced, with documents, that the investment was made by her before she even became an RPS, 5 years before the investigation into Adani even started in SEBI, from her husband's own funds, and earned a normal return of 3.9% in line with market benchmark. And that the investment had been redeemed in 2018, 2 years before the investigation even started in SEBI. In the face of this incontrovertible evidence, the complainants have now changed that tune as well. They have now sought to somehow construct that RPS should have disclosed her fund holding to the SEBI Board under the SEBI Code of Conflict and Service Conditions. And should have disclosed the same to the Expert Committee appointed by the Hon'ble Supreme Court, and recused herself from presenting to the Expert Committee on behalf of SEBI, under SEBI Code of Conflict.

f. **Allegation changed to Conflict of Interest, not covered under PCA** It may be noted that there is now, not even an allegation of undue advantage by RPS being claimed by the complainants under PCA. The allegations all pertain to disclosure and recusal under the SEBI Code of Conflict.

g. **No failure qua disclosure**In fact, these allegations related to disclosure and recusal also stand squarely demolished There was no requirement at all for RPS to disclose overseas fund holdings to the SEBI Board under the Code of Conflict.

h. **No Basis for Recusal: Absence of Any Conflict of Interest** Regarding recusals, the expectation that RPS should have recused herself from the meetings of the Expert Committee is baseless and ridiculous since recusal arises only when there is conflict of interest. For the RPS to be conflicted, she should have been holding Adani Group shares and based on the knowledge of this holding, she may possibly have been considered to be conflicted. However, since the Fund never held any shares of Adani Group at all, the question of her being conflicted could never have arisen.In any case, by the time the Expert Committee was set up, it had been 5 years since the investment had already been redeemed. Further, the Adani matters had been decided at various levels of the organisation and none of the files had been put up to RPS. Thus there was no occasion even, to consider the question of recusal in terms of actions taken by SEBI.

i. **Segregated cell structures permitted and commonplace.**The hypothetical question raised by the complainant "would the Expert Committee have accepted her assertion regarding the "segregation" theory vis a vis GDOF Cell 90 and "Z" category of investors, both of whom had invested funds through "ABC" is to project the ignorance and/or the prejudice of the complainant onto the Expert Committee which is highly unfortunate. Segregated cell companies are permitted in various jurisdictions and are commonplace fund structures. The entire market ecosystem is aware of the concept of "segregated portfolios" of FPIs and the fact that these segregated portfolios or Cells as they are often called, have nothing to do with each other at all, irrespective of their common umbrella FPI structure.In fact, the complainant herself, having had experience in the financial sector, would likely be aware of this herself. And yet, the fact that she has chosen to fabricate the allegation in this manner, only shows the desperation of the complainant in the face of comprehensive evidence against all her allegations.

j. **Full legitimacy of Investment in the Fund** :The desperation of the complainant is clear, when they once again raise the question of legitimacy of the investment of RPS and her husband in the Fund in the face of clear documentary evidence that it was made from their own funds, when RPS was not even a public servant, beyond the period of limitation under PCA, and that the Fund Manager of the Fund was an entity regulated by the Monetary Authority of Singapore (the integrated regulator in Singapore), and that the income earned on the fund was in line with market benchmark. To seek investigation into this is not only illogical but completely unfounded. There can be no prima facie case that it was an illegitimate investment 2 years before the RPS even became a public servant and at a time well beyond the limitation period under PCA.

k. **Complainant seeking to misuse Lokpal Proceedings to Access Confidential Regulatory Information** The whole intent of paras 11 to 15 of the complainant's submission and the insistence that SEBI reveal the names of redacted entities appears to be to misuse the proceedings before the Hon'bleLokpal to extract information from SEBI which they would otherwise not be entitled to since it relates to confidential investigations and has been sourced from overseas regulators and thus its disclosure has restrictions.

l. **Desperate allegation of Influence despite absence of Adani Group Shareholding by RPS** The desperation to somehow reopen the Adani matter, even after the Hon'ble Supreme Court has closed the matter, is evidenced further by asking for investigation into the "influence" by RPS on SEBI officials who were conducting investigation into the Adani matters on account of an alleged "conflict of interest" when it has been comprehensively evidenced that the IPE Plus Fund held by her husband had absolutely no shares in any Adani company as alleged and the investigation was only in respect of shareholding in Adani Companies, and thus there was no remote reason why the RPS would want to "influence" the investigations.

m. **Finality of Hon'bleSupreme Court Findings on SEBI's Adani relatedinvestigations:** The Hon'ble Supreme Court in its order dated 03.01.2024 had effectively found that there was no lacuna in the actions/ investigations conducted by SEBI in the Adani matters and to raise the question again is not only to show great disrespect for the highest court in the country, but legally untenable.

More so, since the Miscellaneous Application made in the same case, making many of the same allegations against the RPS, as made here, was also rejected.

n. **Complainants abandon original allegations under PCA and shift to Code of Conflict** : In summary, it is seen that in the face of incontrovertible evidence, the complainant has now changed her tune, no longer alleging that RPS scuttled the SEBI investigation or that SEBI has not made determinations in all 24 investigations in the Adani matter or that RPS gained undue advantage through the IPE Plus Fund. Instead, now the allegations are in respect of the SEBI Code of Conflict. These allegations, despite not coming under the purview of PCA, have also been comprehensively demolished with evidence.

o. **Conclusive evidence leaves no justification for further investigation**: Thus there is absolutely no reason for any investigation in the matter. There is comprehensive evidence that determinations have been made by SEBI in respect of all the investigations in the Adani matter, that the Hon'ble Supreme Court has been satisfied that SEBI has taken all necessary steps in the matter, that there was absolutely no question of conflict of interest of the RPS in the matter since her husband's fund had never held any shares in any Adani Company at all and that there was absolutely no undue advantage gained by the RPS.

2. **False allegations related to ICICI Bank:**

a. **Conclusive evidence of baselessness of allegation of "Salary for Favors" from ICICI Bank causes shifting of allegation to "Stock Price Protection":** From the stolen Income Tax Returns of the RPS, the organisation to which one complainant belongs, claimed, in press meetings and social media videos, that ICICI Bank had paid a salary to the RPS during her tenure in SEBI in exchange for favors. The second complainant relied on the media reports covering these press meetings and both complainants effectively made an allegation of "salary for favors" in their complaints.

b. The RPS conclusively evidenced that these were not salary payments by ICICI Bank at all, but rather, the perquisite value of ESOPs granted to her during her almost two decades of working with the ICICI Group, including in senior positions, and that the only reason they were filed as salary income in the ITR was because the IT rules required the same at the time of exercise of the options. The absurdity of alleging that stock options granted to a senior employee of ICICI Bank upto 2011 were quid pro quo to RPS, 6 years before she even became an RPS is absurd to say the least, apart from being outside the period of limitation under PCA. In the face of this conclusive evidence, the complainants have now changed their tune all together; now alleging that SEBI went soft on ICICI qua various enforcement matters, under the influence of RPS so that the stock price of ICICI does not fall and the value of her ESOPs does not come down ie a speculative theory of "protecting the stock price of ICICI Bank to protect the value of her ESOPs". This allegation is equally ludicrous on account of the following:-

c. **Settlement Orders were in the normal course andbased on detailed regulations, through independent institutional processes and Expert Committee Recommendations** The documents submitted evidence that first of all, SEBI did not "go soft" on ICICI Bank at all. The settlement orders, three out of hundreds of settlement orders passed by SEBI during the relevant period, were based on the recommendations of the High Powered Committee on Settlement consisting of respected external experts and chaired by an ex judge of an Hon'ble High Court. The Committee in turn recommends the settlement amount based on detailed settlement regulations that give formulae for the determination of the settlement amount. To vaguely allege that the settlement orders were soft on ICICI is to allege that the entire High Powered Committee and the entire settlement division was a partner in a "corrupt" action by the RPS and that they recommended settlement amounts in violation of the settlement regulations. And to allege that the settlements in themselves were out of the ordinary would be to completely ignore the fact that SEBI passed hundredsof settlement orders during the period that RPS was with SEBI. This is absolutely in the normal course of SEBI's work, as evidenced by the data.

d. **Price protection allegation failsbased on materiality. Impossibility of the allegation under the settlement regulations.**To argue that the settlement amounts would have had such a material impact on the profits of ICICI bank, that its stock price would have tanked and the RPS would loose money on her ESOPs shows how malicious and motivated the allegations are, since it is common knowledge that ICICI Bank is one of the largest private sector banks in the country. Its annual profit was over Rs 40,000 Cr in 2023-2024 and over the relevant period of the settlement orders, the consolidated Profit After Tax was over Rs. 9000 Cr per annum. Materiality of impact on profit at 5% would require the settlement amount to be greater than Rs. 450 Cr each year. The motivated nature of the complaints is clearly demonstrated by this; for their complaint to have even the slightest merit, they needed to demonstrate that SEBI should have passed settlement orders of over Rs 450 crores instead of the Rs 5.5 croes in 2019-20, Rs. 28.4 lakhs in FY 20-21 as recommended by the High-Powered Committee based on the detailed formula based on the Settlement Regulations. Settlement amounts of this magnitude would simply not have been possible under the settlement Regulations under the facts and circumstances of these cases.

e. And this has not even been alleged by the complainants in the first place that the settlement amounts under the regulations should have been in the many hundreds of crores.Thus it is clear that there is absolutely no merit in the allegation that RPS got any undue benefit whatsoever through "protecting" the stock price of ICICI Bank.

f. **Similarly, Price Protection allegation fails based on materiality. Impossibility of the allegation under the penalty statutory caps prescribed under SEBI Regulations.** in respect of the one adjudication order passed against ICICI Group referred to by the complainants, the same logic as above applies. The complainants would need to demonstrate that the violations adjudicated were such as to warrant many hundreds of crores of penalty, to have material impact on the stock price of ICICI Bank. Further the adjudication order was one out of hundreds of adjudication orders passed by SEBI during the relevant period and the data submitted evidences that almost 50% of of all adjudication orders imposed penalty of under 5 lacs, as was the case here. Thus, clearly, even in this case, no favor of any kind was granted to ICICI Bank, and there is no question of undue advantage to the RPS unless the complainants can show that the adjudication should have been for many hundreds of crores, which is not their allegation in the first place, and which is in any case an impossibility on account of the statutory caps on penalty prescribed under the SEBI Regulations.

g. **Non applicability of PCA and No Conflict of Interest:** IAs detailed in the above cases, it is comprehensively evidenced that ICICI Bank did not pay RPS anything at all, so the provisions of PCA cannot be invoked at all. Since the "salary for favors" argument was comprehensively demolished, the complainants had gone to the new theory of "protecting the stock price of ICICI Bank", which apart from being equally demolished above, could only have been argued as Conflict of Interest and not under PCA at all. And under Conflict of Interest too, the allegations stand demolished on account of the following: RPS disclosed her interest in ICICI Bank as soon as she joined SEBI. She did not have any role to play in any of the 4 matters quoted by the complainants. In fact, all of the matters were dealt with by SEBI when RPS was only a Whole Time Member, did not hold charge of the Settlement or Adjudication Division, was not a part of the panel of WTMs who passed the orders in line with the recommendations of the High Powered Committee, and has always recused herself on any and all ICICI related matters. Thus the allegations made against RPS are now not just against the RPS, but effectively allege that the entire SEBI, and its High Powered Committee and its members are corrupt.

h. Further, it may be noted that RPS sought and received approval for exercise of her ESOPs and the related transactions on the stock exchange and reported the same periodically in her disclosures to SEBI.

i. Thus even the allegations of Conflict of Interest stands comprehensively demolished

3. False allegations related to Wockhardt

a. It has been alleged that RPS gained undue advantage from Wockhardt in the form of "huge rentals" for her apartment in Mumbai, in exchange for a "favourable settlement order".

b. **Settlement Orders passed based on recommendation of an independent external High Powered Committee.** Firstly, all settlement orders are passed by a panel of WTMs of SEBI after considering the recommendations of a High Powered Committee on Settlements which comprises all external experts and is chaired by a retired High Court Judge.

c. **Formula-BasedSettlement Amounts flowing from SEBI Regulations**: The Committee and the panel of WTMs is guided by detailed Settlement Regulations of SEBI which have a detailed formula based approach to computation of settlement amounts.

d. **Allegation baseless and implies absurd conspiracy targeting entire SEBI framework**: The allegation by the complainants that RPS influenced the passing of a favourable settlement order is in effect an allegation that the Settlement Department of SEBI, all the officers who dealt with the file, the panel of two WTMs who passed the order and the High Powered Committee and all its members all aided and abetted the "corrupt action" of passing a "favourable" settlement order in violation of the SEBI Settlement Regulations, in order to gain undue advantage for themselves, from the RPS who allegedly " influenced" all of them. The sheer ridiculousness of this allegation is demonstrated by this itself.

e. **Rental Agreement PrecededSettlement Application by Four Years** Further, the timelines show that Wockhardt and its promoters made the settlement application with SEBI, 4 years after its associate company signed a rental agreement with the RPS (SO/VV/AS/2023-24/7028 dated May 22, 2023). In other words, the allegation is that Wockhardt, in anticipation of a settlement application that it would make 4 years later, entered into a rental agreement with RPS in 2019, for 3 years, to get a favourable settlement. Once again, the ridiculous nature of the allegation is evident.

f. **No predictability of extension of RPS**:It may be noted that at the time of the rental agreement, the extant contract of the RPS (as WTM) was due to expire in 2020 ie just over a year after signing of the rental agreement and there was no way anyone could have known whether or not, RPS would get an extension, let alone be appointed Chairperson.

g. Further, at the time of the agreement, RPS (as WTM) was not even in charge of the settlement division of SEBI.

h. **Renewal of Lease When RPS Was Not a Public Servant;** The rental agreement was renewed in January 2022 when RPS had already demitted office as WTM (in October 2021) and was yet to be appointed as Chairperson (in March 2022). Even going by their own argument, it does not stand to reason why the alleged undue advantage is to be given to the RPS when RPS was no more public servant. Further, the rental agreement continues to be in force even after RPS demitted office in February 2025.

i. **No link between the lease rental and the settlement order;** As evidenced above, the timelines completely demolish the speculation that the lease rental had any link whatsoever with the passing of the settlement order.

j. **Rental Income Was Market-Based:** Further, in her affidavit, RPS has furnished documentary evidence that the quantum of rental income from the flat was fully in line with the market rates of flats in that building in Mumbai at the time of entering into and renewing the rental agreement. The rental yield for the flat that RPS got was in the range of 2.77-3.36 % and as per a public, independent source i.e. Magicbricks.com, the average rental yield for that building was 3.6%. This alone demolishes the false allegation that rental amounts are "undue advantage" In other words, there was absolutely no undue advantage and the amount was a legitimate income on which the RPS and her husband paid full income tax (which is why this information was available from the illegally obtained Income Tax Returns of the RPS and her husband)

k. **No Deviation from Settlement Regulations Alleged or Proven;** Further, it has not even been alleged, let alone a prima facie case made that the settlement order was "out of line" from the settlement regulations and that therefore any "favor" was dispensed to Wockhardt in the first place

l. Lastly, even in terms of disclosure, RPS made full disclosure of her ownership of the property and the rental income from the property, to SEBI.

m. **Legitimate Income, IndependentSettlement:**Thus the income referred to by the complainants was 100% legitimate income from rental of property, disclosed to SEBI, tax paid to the authorities and completely in line with market rates. Thus no undue advantage was gained by the RPS by any stretch of imagination. The timelines also completely and conclusively demolish the allegations since the dates of entering/renewing the rental agreement and the date of filing settlement application and date of settlement order have a mismatch that is a mile long. In any case, RPS never dealt with the file. The settlement was recommended by the High Powered Committee and approved by a panel of 2 WTMs, based on the formula based detailed Settlement Regulations. The allegation by the complainants, of "influencing the settlement amount" in violation of the regulations, amounts to an allegation of corruption on the High Powered Committee, all its members, the panel of 2 WTMs and all the concerned officers in the Settlement Division of SEBI. Such a conspiracy theory is clearly ridiculous and untenable.

Malicious Attribution Based on Unrelated Cases to fabricate a Wockhardt Link; In its submissions dated April 16, 2025, the complainant has, for the first time, referred to three other orders, which allegedly pertain to Wockhardt Ltd. and reached conclusion in 2023. The malicious intent of the complainant is evidenced once more since none of these cases were against Wockhardt Ltd. or any of its Promoters or its Directors or its associate companies. These happened to becases of violation of insider trading regulations in the shares of Wockhardt by some employees and a stock broker who had nothing to do with Wockhardt Ltd. This malicious attribution and desperation to find any link to Wockhardt, howsoever irrelevant, to the RPS is demonstrated by this implied allegation that the undue advantage was given to the RPS by Wockhardt Ltd. not for the company, not for its promoters, not for its directors, not for its associate companies, but for some employees of Wockhardt Ltd. and an unrelated stock broker. In any case, the allegations stand disproved on the same basis as has been outlined for other cases of settlement and adjudication i.e. no allegation has even been made that the orders were out of line from SEBI regulations and the arguments of "influence" are untenable in the absence of any favors granted and in the absence of any undue advantage to the RPS

4. **False allegations related to Mahindra & Mahindra (M&M)**

a. The complainants have alleged that M & M appointed the husband of RPS as consultant as quid pro quo for "favourable actions" in 5 cases.

b. **Three of the Five Cited Cases Are Completely Unrelated to M&M**: Firstly, out of the 5 cases, 3 cases do not pertain to M&M at all. They pertain to Kotak Mahindra which is a totally different corporate house in India. The continuing reference to these cases, even after the RPS has evidenced this in her affidavit with documentary evidence demonstrates not only the desperation of the complainants but also their malicious motivation and complete disrespect for the proceedings before theHon'bleLokpal of India.

c. **No SEBI Approval Required in Fourth Case,Allegation Misconceived**: The 4th case, related to a fasttrack rights issue of an M&M related entity, did not, as per regulations, require any approval from SEBI at all. So the question of "favourable action" by SEBI does not arise at all. Once again, a continuing reference to this matter demonstrates the complete disrespect for the proceedings before the Hon'bleLokpal by the complainants

d. **Timeline of Fifth Case Shows That there was No Link Between SEBI Matter and Consultancy Appointment**: The 5th case was an exemption application under the Takeover Regulations of SEBI (SAST Regulations). The timelines of this matter show that there was absolutely no connection between this matter and the appointment of RPS's husband as a consultant :

i. The exemption application was filed in January 2017, before the RPS even joined SEBI as WTM.

ii. The exemption order was passed in March 2018,(when the RPS was a WTM), by a different WTM. RPS was not in charge of the Department which dealt with these applications at all.

iii. RPS's husband was appointed by M&M as a consultant more than a year after the exemption order was passed.

e. **Exemption Application Evaluated by Independent Takeover Panel;** The exemption applications are processed after considering the recommendation of an independent Takeover Panel consisting of external experts and chaired by a retired Hon'ble Chief Justice of High Court.

f. **RPS Disclosed Husband's Appointment and File not handled by RPS**In any case, as soon as her husband was appointed by M&M, RPS disclosed the same to SEBI and she did not deal with any M&M related files, including the exemption application file.

g. **Allegation of Influence Implies Implausible Conspiracy Against Entire SEBI Decision-Making Framework;** The allegation of "influencing " the outcome of the application, in violation of the SEBI circular amounts to an allegation of corruption against the Takeover Panel, all its members, the officers of the Corporate Finance Dept that dealt with this matter and the WTM who passed the order (when RPS was not the Chairperson even). This conspiracy theory is clearly ridiculous and untenable.

h. **Exemption Orders Routine and Follow SEBI's Normal Course of Action;** Such exemption orders are routine and in the normal course of SEBI's work. From the time that RPS joined SEBI, 104 such orders have been passed by SEBI. No favor was shown to M&M at all.

i. **No allegation of ineligibility for exemption by the Complainant;** In any case, the complainant has not made any allegation at all, let alone a prima facie case that M&M was not eligible for the exemption and that the approval was given in violation of the SEBI regulations as a favor to the company

j. **RPS's Husband Appointed on Merit: Consulting Fee Was Legitimate and based on strong credentials;** RPS has evidenced that her husband was a global expert in supply chain management, had 35 years of global experience with Unilever, and that his last drawn salary with Unilever was the equivalent of Rs 15 Cr per annum. As the Chief Procurement Officer of Unilever at the time of his retirement, he was responsible for purchases of $ 40 billion annually. He had globally strong credentials to be hired as a consultant by M&M and the average annual consulting fee of Rs 1.2 Cr per annum over 4 years was completely in line with his strong credentials. Thus the consulting fee earned was completely legitimate income and in no way can be construed as undue advantage given by M&M to the RPS.

k. **Desperate Allegations Ignore Facts, Timelines, and SEBI's independent Institutional Processes:**The desperation of the complainants to make allegations in respect of 3 cases that don't even pertain to M&M, 1 case that did not even require approval from SEBI, and 1 case which was concluded, in the normal course, based on the recommendation of an independent Takeover Panel chaired by a Retired Judge of the Supreme Court or High Court based on eligibility criteria laid down in the SEBI regulations, one year before the husband of the RPS was even appointed by M&M, tells a compelling story of malicious and motivated complaints that effectively allege that the entire SEBI system and its independent Committees are all corrupt and complicit in wrongdoing.

5. False allegations related to Blackstone and REITs

a. **Allegation regarding Appointment by Blackstone Based on Ignorance/ Ignoring of Private Equity Practices and Advisor Roles**: The complainant has argued that the appointment of the husband of RPS as a consultant by Blackstone is "unusual" since he did not have any experience in Private Equity. This statement either demonstrates the complete ignorance of the complainant on how private equity businesses are run, or theirdesire to ignore the facts since the facts cannot sustain their false allegation. The reality is that private equity firms like Blackstone appoint advisors who are functional experts in a wide range of areas like Supply Chain Management, Marketing, Information Technology, Human Resources, Legal and Compliance, Accounting etc in order to a) deeply assess and evaluate target companies that they propose to acquire/ fund and b) to improve functional performance of their investee companies once they actually invest in them. This is standard operating procedure for private equity funds and even a cursory conversation with anyone from the industry would have enlightened the complainant on the same. (It is relevant to note that the Complainant herself has a strong background in the financial sector and was probably aware of these facts and yet, choose to make this baseless allegation). Thus there was absolutely nothing unusual about the appointment of the husband as a Supply Chain Management advisor since he had 35 years of core experience in the same and was a global expert in his field. In his last job with Unilever as Global Procurement Head, he was responsible for purchases of goods and services worth $40 bn annually. Further, if the complainant believes that such senior advisors are appointed by such global organisations through a government style tendering process, going by an L1 process, it only goes to further demonstrate their ignorance or desire to ignore what they know of how the private equity sector works. Further, to expect RPS to furnish highly confidential deal related documents of Blackstone to evidence the contribution of her spouse is to violate the basic tenets of privacy and confidentiality. The credentials of Mr Buch speak for themselves and have not been contested by the complainants. The matter does not require any further investigation since the complainants have not been able to make even a basic prima facie case that Mr Buch was incapable of rendering consulting services to Blackstone, since their whole premise is based on either complete ignorance of the functioning of the private equity domain or their deliberate concealment as detailed above.

b. **SEBI Registrations Granted by Different Officials to Blackstone Were Procedural, unlinked to the RPS and Legitimate:** Regarding the 3 sets of registrations granted to Blackstone by SEBI, the complainants appears to have alleged that RPS had obtained quid pro quo for the said registrations. RPS had conclusively evidenced in her affidavits that the first set of registrations was granted by SEBI before Mr Buch had even retired from Unilever, much less, joined Blackstone. The second set was granted by the ED in charge (not the RPS, who was then herself a WTM and not looking after that department and was not the Chairperson). And the third set by the ED in charge (when RPS was chairperson) with no file at any time being dealt with by the RPS. In the face of such strong evidence, the complainants have now sought to shift the entire argument to that of "influence". This argument might have had some modicum of credibility if the complainants had alleged and then shown, prima facie, that Blackstone was actually ineligible (under the SEBI regulations) to be granted the registrations and that it required "influence" to be given the registrations in violation of the eligibility norms laid down in the regulations. Blackstone is the world's largest manager of alternate assets in the world, with assets under management exceeding $1 trillion. Their REIT assets alone are estimated at over $ 100 bn. This information is in public domain. Blackstone had already obtained registrations twice before from SEBI, before RPS became chairperson. To allege that they now required "influence" from the Chairperson to get the third registration is ridiculous to say the least and requires no investigation whatsoever, because even a basic prima facie case that a "favour" was granted to Blackstone has neither been alleged not been made out at all.

c. **Allegation of "Influence" in untenable, maliciously implicates Entire SEBI Institutional Framework**; It is unfortunate that through its allegation of "influence", the complainant has sought to paint the entire SEBI, all its WTMs and all the relevant officers of the department looking after REITs as corrupt since the allegation of influence intrinsically implies that the influencees gained undue advantage by conceding to the influence, and doing something inappropriate, in the expectation of gaining something positive or avoiding something negative from the influencer. Now that the RPS has demitted office from SEBI, the complainants appear to wish to discredit the entire SEBI ecosystem by emphasizing "influence".Investigation into influence by the RPS would necessarily also be an investigation against all the alleged influencees officers and senior functionaries, who were part of the process.

d. **Allegation of Regulatory Favouritism by the entire SEBI Board untenable: REIT Policies Followed Due Process and were Applied Market-Wide:**The complainant has alleged that numerous REIT regulations were brought in by SEBI to favour Blackstone. It may be noted that all new regulations of SEBI require the approval of the Board of SEBI, comprising, apart from the Chairperson and WTMs of SEBI, two Secretaries of the Government of India, one deputy governor of RBI and one independent expert. All proposals are presented to the Board, including feedback from extensive external consultation on each proposal, and only then the policy is approved. And once approved, it is applicable to all existing and future REITs and not only to any specific REITs. Currently, there are 7 non-Blackstone REITs/SM REITs in the Indian market. Thus to allege inappropriate influence of RPS on policy matters is to allege either that the entire Board of SEBI has absolutely no ability to judge the merits of various proposals or that the entire Board was complicit in the alleged "corruption" of the RPS. Furthermore, as submitted earlier, the circulars flowing from the REIT regulations were in the normal course of SEBI's work, and constituted only 4% of the total circulars issued by SEBI during the relevant period. Thus, this matter too requires no investigation since the complainants have not been able to make even a basic prima facie case that the REIT regulations were out of the ordinary or failed to follow the well laid down process of external consultation and Board approval.

e. **Public statements on REITs InvITs and Municipal Bonds Consistent with SEBI's Mandate on Market Development:** The desperation of the complainants is further evidenced by their reference to public statements about REITs made by the RPS. They have conveniently failed to note that RPS also made numerous statements about InvITs and Municipal Bonds, because these were all new asset classes in the Indian market and part of the mandate of SEBI, flowing from the SEBI Act, is development of the market (particularly new asset classes) and investor education in respect of all asset classes in the market.

f. **No Prima Facie Case of Favour or Undue Advantage in Blackstone Matter**In summary, the complainants have failed to show even a basic prima facie case that Blackstone got any "favors" from SEBI, or that Mr Buch was unqualified to be hired by Blackstone as an expert advisor. Having effectively acknowledged that RPS had no role whatsoever to play in the granting of the registrations to Blackstone, the allegations of influence have been made, which also fall flat when it is clear that no favor was given in the first place and no undue advantage was taken by the RPS at all. Further, allegations on policy matters are in effect, allegations against the entire Board of SEBI

6. **No prima facie case made out that RPS obtained any undue advantage in any of the cases;**
    a) Regarding the investments in the IPE Plus Fund and the Adani matters it was incumbent on the complainants to demonstrate that the Adanis had "paid" the RPS in some form, to even start to allege "undue advantage".
    b) **Allegation of Undue Advantage Through Fund Investment disproved by Facts and Timeline:** In the rejoinder affidavit filed by the complainant on 01.02.2025, for the first time, it was speculated that the investment in the IPE Plus Fund could amount to an undue advantage. In order to make a prima facie case of undue advantage, the complainant would be required to show either that the investment was made by the Adanis in the name of the RPS, or that the Adanis somehow managed to "pay" the RPS an exorbitant return on the investment in exchange for favors. It was also incumbent on them to show that favors were actually given to the Adani Group in the course of the investigation. The complainants have completely failed to do either. On the other hand, the RPS, with documentary evidence, showed that the investment was made in 2015 (before she even became a public servant and almost 5 years before the referenced SEBI investigation into Adani Group even started in 2020.) She also evidenced that the investment was made from her family's account and that the investment had earned only a normal return as compared to benchmark. And that the investment was redeemed in 2018, 2 years before the said investigation into Adani matters even began. Thus the wild speculation that the investment in the Fund amounted to undue advantage was demolished. Further, the Hon'ble Supreme Court in its order dated vide its order dated January 3, 2024, found that there had been absolutely no regulatory failure on the part of SEBI in terms of its examination of Adani matters. To then allege that favors were given to the Adani Group is to question the findings of the Hon'ble Supreme Court. Thus there is absolutely no prima facie case made out that the RPS gained any undue advantage.

    c) **Speculative Claim That RPS Scuttled SEBI's Investigation to Escape Discovery disproved by facts:** Separately, the complaint also speculated that RPS scuttled the SEBI investigation into Adani matters to protect herself from the "discovery" of her investment in the Fund thereby implying that the undue advantage to her was to "escape discovery". Conflict of interest in the Adani matter was also alleged. In order to make a prima facie case on this, it was incumbent on the complainants to show that the RPS actually scuttled the SEBI investigation as a result of which SEBI could not make a determination in the investigation. Also, it was incumbent on them to show that the investigation would first of all lead to the RPS and secondly that it would demonstrate that RPS held shares in Adani Group resulting in the so called "conflict of interest ". The complainants were not able to demonstrate any of this**Documentary Evidence proved No Scuttling of Investigation, No Conflict of Interest, and No need to EscapeDiscovery** :. Rather, the RPS, with documents, evidenced that in fact the question of scuttling the investigation could not arise because SEBI had made a determination in all the 24 cases before it. It was also proved that SEBI had in fact examined the Fund that the RPS had invested in, and determined that it had not held any shares in any Adani Group entities as alleged in the Hindenberg Report (and consequently by the complainants). And thus neither was there any "discovery" to be "escaped" and nor was there any conflict of interest qua the Adani matters at all.Thus, this angle of undue advantage was also demolished.

d) **Shift from Undue Advantage to Vague Disclosure Allegations Reflects Collapse of complainant's Case** The complainant, having seen that both the possible angles of undue advantage having been demolished, has now not even made any allegation as to from whom or in what form this imaginary quid pro quo was obtained. Therefore, the complainant has chosen, in the latest submission, only to make vague allegations regarding disclosures and recusals qua SEBI's Code of Conflict and Service Conditions and not to the LokPal Act. In fact, those allegations have also been demolished by the RPS as detailed earlier.

e) **Complaint Fails to Establish Basic Allegations or Any Prima Facie Case of Advantage to RPS:** It is noted that the complaint is deficient in making a valid allegations and in view of this factual deficiency, has also failed to specify any circumstance that could support an allegation which, on the face of it, has not even been made. In any case, the RPS has, with documentary evidence demolished their allegations, and there is absolutely no prima facie case that the RPS gained any undue advantage from any person.

f) **Wockhardt Rental Allegation Falls Flat Due to Market-Aligned Rent, Regulatory Compliance, and Timeline Discrepancy**: Regarding the rental income for a flat in Mumbai from an associate of Wockhardt, and the allegation that this was a quid pro quo for a favourable settlement, it was incumbent on the complainants to demonstrate that the rental paid for the flat was exhorbitantlyout of line with the market rentals for similar flats in that building. Also, it was incumbent on them to demonstrate that the settlement order was out of line from the detailed requirements under the Settlement Regulations which give specific formula for settlement computation. And that RPS had somehow influenced the entire SEBI department, the panel of 2 WTMs, and the High Powered Committee on Settlements chaired by a Retired Judge of the High Court, for SEBI to pass an order in contradiction to the Settlement Regulations. Not only have the complainants failed to do so, the timelines show that the rental agreement was entered into almost four years before Wockhardt even filed for a settlement, thereby making the allegations plain ridiculous. Thus there is absolutely no prima facie case of RPS having gained any undue advantage from any person.

g) **No Prima Facie Case of Quid Pro Quo in Mahindra & Mahindra Consultancy engagement**: In order to establish a prima facie case of quid pro quo, it was incumbent on the complainant to show that Mahindra & Mahindra was NOT eligible for the exemption granted under the Takeover Regulations of SEBI (SAST Regulations). Also, it was incumbent on them to show why the RPS(who was only a WTM at the time and that too not in charge of the relevant department) was somehow "selected" by Mahindra and Mahindra, to "influence" the entire SEBI department, the responsible WTM and the external Takeover Panel chaired by a Retired High Court Judge, to give an exemption in violation of the SAST regulation. That too a full year before her spouse even retired from his job with Unilever. They would also need to make the case that her spouse had neither the experience nor the credentials to be appointed as an advisor by the company. And that the advisory fee paid to him was "disproportionate". Firstly, the complainants have failed to make even a fraction of the case as required above. Secondly, as detailed earlier, RPS has conclusively evidenced the contrary. There is absolutely no prima facie case of RPS having received any undue advantage from any person.

h) **No prima facie case of Favour or Ineligibility in Blackstone REIT Registrations or Spouse's Appointment**In the case of REITs as well, there is no actual allegation that the appointment of the spouse was in return for REIT registrations. In order to establish a prima facie case, the complainants would have to prima facie prove that Blackstone did not have the necessary credentials or was ineligible, as per the REIT regulations, to obtain the REIT registration, and that the RPS, including when she was only a WTM (that too not in charge of the relevant department), somehow had the power to influence the entire SEBI ecosystem to act in violation of the REIT regulations. It was also incumbent on the complainants to prove that the RPS's spouse did not have the necessary experience and credentials to be hired by Blackstone as an advisor in their private equity business, and thus the consideration paid to him was "disproportionate". Only then, could the complainants argue that undue advantage was obtained by the RPS. Firstly, the complainants have not even provided a shred of evidence to make either of these claims. Secondly, RPS has provided comprehensive evidence to demolish their arguments. Thus there is no prima facie case of RPS having obtained undue advantage from any person.

i) **ICICI Bank Allegations shifting from one allegation to another, all having been disproved with evidence.**In the case of ICICI Bank, the "salary for favors" argument of the complainants was comprehensively demolished, by evidencing that the so called salary was nothing but the perquisite value of the ESOPs granted to the RPS during the decades that she served in ICICI and that no payment whatsoever was made by ICICI Bank to the RPS. Not surprisingly, the complainant has now not even alleged that the amounts reflected in her ITRs as "salary" or her ESOPs were given as quid pro quo by ICICI Bank for the settlement or adjudication orders referred to in the complaint. The only argument of the complainant now is that the RPS was attempting to protect the value of her ESOPs and therefore influenced the entire SEBI ecosystem to pass soft orders. If a prima facie case had to be established for this allegation, then it was incumbent on the complainant to show that the appropriate settlement amount/penalty that should have been imposed on ICICI, as per the Settlement Regulations and Penalty provisions of SEBI, was in many hundreds of crores, which would have been material enough to impact the stock price of ICICI Bank ,in order to demonstrate that the RPS had a reason to influence the orders, to protect the value of her ESOPs. Firstly, the complainants have failed to do so. Secondly, RPS has demonstrated that this was an impossibility in the context of the SEBI Settlement Regulations and provisions relating to imposition of penalties. The complainants have not been able to demonstrate even a fraction of these requirements. Therefore, it is clear, that no prima facie case of undue advantage from any person has been established.

j) **No Prima Facie Case of undue advantage in any Instance;** Therefore, in each of the cases, the complainant has completely failed to establish a prima facie case of RPS having obtained undue advantage from any person. In fact, in many cases as outlined above, no specific allegation has even been made in the first place; there is mere speculation and desperate mudslinging.

Complainant has not even remotely,been able to establish a prima facie case on the allegation of RPS influencing other public servants of SEBI and its independent expert Committees to act in violation of the SEBI regulations to grant favors to the various companies in 20 different cases (the question of influence in the 21st matter related to Adani group has been separately dealt with in detail above)

a) In order to establish such a prima facie case, it was incumbent on the complainants to demonstrate the following:

   I. All 20 cases were actually relevant to allegations being made.

   II. The RPS was in a position to influence various people to act in violation of SEBI Regulations i.e. she somehow held power over them

   III. That such a large number of people were complicit in this process, and guilty of "giving in to the influence" that in effect, all the processes and governance structures of SEBI were rendered compromised. That this form of influence extended to even the highly respected independent experts who were members of the High Powered Committee on Settlements and the Takeover Panel, both of which were chaired by Retired High Court Judges and to the full Board of SEBI which counts two secretaries to the Govt of India and a Deputy Governor of RBI amongst its highly respected external members.

IV. That all the settlement cases and all the registration/approval cases and all the adjudication cases which were all in public domain were in violation of the relevant regulations(which are also fully in public domain) and that actually SEBI should have, under the regulations, passed completely different orders/decisions. i.e. there was a large scale conspiracy in SEBI for giving favors to various companies with the sole purpose of giving undue advantage to the RPS.

V. That the RPS indeed received undue advantage in each of these 20 cases.

VI. First of all, the complainants have failed to demonstrate any of the above and have simply resorted to allegations devoid of substance or merit.

b) Secondly, the RPS, has clearly evidenced the following:

I. **Majority of Cases Cited Are Irrelevant to the Allegations**: The summary of cases and timelines **(Annex)** shows that out of the 20 cases, 11 cases were not even relevant to the allegations being made in the complaint.

II. **Most of the Remaining Cases related to the period when RPS was WTM and did not hold charge of any of the relevant departments.** In respect of the balance 9, 7 related to a period when the RPS was only a WTM, that too NOT in charge of the relevant departments dealing with those matters. To believe that the RPS came to have such abilities so as to have influence over the entire ecosystem to act in violation of the regulations in order to give HER undue advantage is incomprehensible and certainly not explained by the complainants, even by brazenly alleging a "cozy club" of senior officers of SEBI.

III. **Balance 2 cases completely routine and RPS had no role to play in them at all.** Of the balance 2 cases which transpired during her tenure as Chairperson, 1 was again a settlement case recommended by the High Powered Committee and 1 was a registration (the 3rd for the same entity), which were highly routine cases as described earlier and the RPS had absolutely no role to play in either of them.

n) **Allegation of Influence Targets SEBI's Entire independent Institutional Structure Without Basis:** A large number of SEBI officers dealt with these cases, the concerned WTMs dealt with these cases and the fact that most of the matters pertained to settlements/ exemption means that the decisions were recommended by the independent High Powered Committee on Settlements and

Takeover Panel. Policy matters related to REITs were in fact decided on in the fully SEBI Board.The allegation of influence by the RPS made by the complainants therefore amounts to allegations against the entire institutional structure of SEBI in general and each of these persons in particular. The complainants are therefore not just asking for investigation into the conduct of the RPS but into the conduct of each of these public servants and highly respected individuals. This is because by construct, an influencer cannot have any influence on an influencee unless the influencee comes under the influence in order to gain something for himself or to avoid harm to himself

o) **No case of Regulatory Breach in SEBI's Orders or Decision-Making:** The Settlement Regulations of SEBI have detailed provisions for computation of settlement amounts. The SEBI circulars related to the SAST regulations clearly articulate eligibility criteria for granting exemptions for takeovers. REIT regulations clearly lay down eligibility criteria for registration and so on. All these are in the public domain. As are the orders passed by SEBI. Yet, the complainants have made no case whatsoever to demonstrate that the SEBI actions were in violation of its regulations and that actually SEBI should not have granted the registrations/approvals or that SEBI should have passed completely different settlement/ exemption/ adjudication orders.

p) RPS has furnished detailed documentary evidence to prove that in fact, she did not get any undue advantage in any of these cases.

7. **Complainant Fails to Present Factual Basis, Relies on Speculative Allegations**: Thus it is clear that the Complainant has sought to avoid and completely failedin presentinga prima facie case and, has instead, sought to mislead the Hon'ble Lokpal, by raising a flurry of speculative and motivated questions without providing any factual foundation at all.

8. **Shift from Specific Cases to Broad Theory of Influence After Evidence Disproves Original Claims**: In fact, the original complaint sought to imply that these 20 cases were somehow "special cases" that the RPS dealt with. When, as part of her affidavit, incontrovertible evidence was presented that RPS had no role whatsoever to play in any of these matters, and that they were routine matters with hundreds and thousands of such orders having been passed during the relevant period, the complainants shifted their strategy to focus on the theory of "influence"

9. **No Prima Facie Case of Influence or Undue Advantage Established in Any of the 20 Cases**: The Complainant has not even remotely established a prima facie case of "influence" on other public servants of SEBI or its Committees or its Board in order to give favours to the companies in any of the 20 cases or to accrue undue advantage to herself.

Summary:

a. **Adani Allegations Under PCA and Code of Conflict Are Legally Untenable and Politically Motivated**: In the Adani matter, the conclusive evidence based demolition of their arguments of undue advantage to the RPS has forced the complainants to change their tune to allegations under SEBI Code of Conflict and SEBI Conditions of Service. There is now no basis for even making allegations under PCA. This apart from the fact that the investment in the Fund was made by the RPS before she even became a public servant, and well before the time limitation clause under the PCA. And in any case, the Hon'ble Supreme Court has already given its findings on the Adani matter and placed full faith in the processes followed by SEBI. Yet, the fact that the complainants continue to make their allegations in this matter, is not only deeply disrespectful of the Hon'ble Supreme Court but also legally untenable.

b. **Even Disclosure and Conflict Allegations Are Rebutted Through Documentary Evidence**: Incidentally, even the allegations under SEBI Code of Conflict and Service Conditions stand completely demolished by the documentary evidence provided by the RPS.

c. **Timelines Across 20 Cases Disprove Allegations; Claims of Influence Are Baseless:** In respect of all the other 20 matters where the complainants had made allegations of quid pro quo for favors granted to various companies, the timelines of each case, as desired by the Hon'ble Lokpal clearly demonstrate the baseless nature of the complaints. A summary of the same is enclosed as Annex 1. What it clearly evidences is that out of the 20 matters, 11 were not even relevant to the complaint being made (e.g. Some matters related to Kotak Mahindra Bank, a completely different corporate group from Mahindra& Mahindra). There were 0 cases where the matter was handled by a department that was looked after by the RPS when she was a WTM. 7 cases were such that the matter was handled by departments that were looked after by completely different WTMs at a time when RPS herself was only a WTM and it would be ridiculous to even raise the question of "influencing" the decisions of the other WTMs and no argument has even been made about why the WTMs would come under her influence other than to claim that it is a "cozy club". These false allegations against the other WTMs, their full departments in SEBI, the independent High Powered Committee on Settlements and the Takeover Panel are highly irresponsible. This when they have not even been able to articulate what exactly was the "wrongdoing" that SEBI is supposed to have done. And without being able to even articulate why the highly qualified and globally experienced husband of the RPS could not have rendered consulting services commensurate with his consulting fee.

d. **Blackstone's Third REIT Registration Was Routine and Justified; No Favor or Influence Alleged**: Of the 2 cases out of 20 that were executed during the RPS term as chairperson, one related to the routine registration of a third REIT of Blackstone which is the world's largest manager of alternate assets and which globally managed over $ 100 billion of REITs alone. The complainants have not even been able to articulate how any favor was done to Blackstone by giving it its 3rd registration in the country.

e. **Wockhardt Settlement Order Based on Independent Process; Influence Theory Fails on Facts and Logic**: The second and last case related to a settlement order of Wockhardt. The order was passed by two WTMs, again based on recommendations made by the High Powered Committee following the detailed and formula based settlement regulations. The settlement application itself was filed almost 4 years after the rental agreement for the flat (which the complainants allege was a quid pro quo. This stretch of imagination along with other timeline discrepancies outlined in detail earlier, make this allegation ridiculous). Documentary evidence also shows that the rental was completely consistent with the market rental yield. Documentary evidence also shows that the RPS never dealt with the Wockhardt file. Thus, the allegation is effectively against the High Powered Committee and the WTMs that passed the order, if the argument of "influence" is even remotely entertained since "influence" can only work if the influencee is complicit and has something to gain from the influencer.

Submission on Agora companies

1. RPS moved to Singapore in 2011after almost 2 decades of working with the ICICI Group to join her husband who was posted there by Unilever. After a 2 year sabbatical given by ICICI (during which time ICICI permitted her to work with a private equity company which she subsequently left), she retired from ICICI in 2013 to continue to stay in Singapore.
2. In 2013, she set up two consultancy companies: Agora Advisory in India and Agora Partners in Singapore.
3. In 2017, when RPS joined SEBI as Whole Time Member (WTM), she stopped all her consulting work and the companies operationally went dormant. However, they continued to be registered entities filing their statutory returns, since it was expected that after her husband retired from Unilever, he would start consulting work and also, since the SEBI contract was only for a period of 3 years (an extension as WTM and appointment as Chairperson could not be anticipated or expected and the RPS was only 51 years old at the time), it was expected that she too would return to consulting work after SEBI in line with regulations regarding the same.
4. In 2019, when her husband retired from Unilever, both the companies were activated (as clearly articulated in their press release after the Hindenberg Report targeting her).
5. Based on his client preferences, his consulting work was done through Agora Advisory, Agora Partners or in his personal capacity.

6. As per the Income Tax Return of Agora Advisory (details of which were illegally obtained by the organisation to which one of the complainants belongs), 88% of the income of Agora Advisory was from Mahindra and Mahindra group (M&M)
7. The allegations against the RPS qua M&M have been comprehensively demolished with documentary evidence in the affidavits submitted by the RPS.
8. In any case, RPS never dealt with any matter pertaining to M&M.
9. Qua the balance 12% income from Pidilite and Dr Reddy's, no allegation has at all been made by the complainants, apparently because they failed to find even a single matter related to these companies that was dealt with by SEBI during the period that RPS was in SEBI. Still the names of these companies have been bandied about to make speculative and inflammatory statements.
10. Since the complainant's organization appears to have been unable to illegally obtain the Income Tax Returns of Agora Partners in Singapore, no allegation has been made qua the same. In any case, RPS has never dealt with any matter pertaining to the Agora Partners client.
11. Thus, based on the facts, and on merit, there has been absolutely no wrong doing by the RPS or her husband qua Agora Advisory or Agora Partners.
12. The fact of her shareholding in both Agora Advisory and Agora Partners was disclosed to SEBI when she joined as WTM in 2017. There was absolutely no prohibition in respect of her holding the said shares.
13. When her husband retired from Unilever, given his strong global experience, he was more likely to have global consulting clients as compared with the RPS (whenever she demitted office from SEBI) because she had limited global experience. Given her strong India experience, she was more likely to get Indian consulting clients (whenever she demitted office from SEBI). At that stage, even extension of WTM term was not assured, let alone a term as Chairperson (after a 6 month gap after demitting office as WTM). The shareholding in the Singapore company (Agora Partners) was transferred to her husband and shareholding in the Indian company (Agora Advisory) was retained in her name. As mentioned earlier :
    a. There was no regulation or requirement prohibiting her from holding these shares
    b. The fact of her shareholding in both companies was disclosed by RPS to SEBI when she joined as WTM in 2017 itself.
    c. It is not the complainants' case that RPS's conduct could be different based on whether the shares in the companies were held by her or her husband.
    d. In any case, she did not deal with the files of any of her husband's clients (whether in Agora Advisory or Agora Partners or in his individual capacity)
    e. In any case, as detailed in the affidavits with documentary evidence, no favours were given by SEBI to any of these clients; and the RPS got no undue

advantage from any of these clients because her husband was appointed by them based solely on his strong global expertise and credentials.

14. Based on the above, it is evident that there was absolutely no wrongdoing by the RPS or her husband in respect of the two consulting companies.

Legal infirmities:

1. **Two out of the five sets of allegations are beyond the period of limitation**: The Hon'bleLokpal, in its Order No. 236/2024, on limitation, held "Section 53 of the Act of 2013 mandates that, the Lokpal shall not inquire or investigate into any complaint, if the complaint is made after the expiry of a period of seven years from the date on which the offence mentioned in such complaint is alleged to have been committed."
2. The complainant has made an argument that the alleged offences are continuing violations.
3. **Hon'ble Supreme Court Clarifies Limitation in Continuing Offences:**:In respect of continuing violations, Hon'ble Supreme court in Gokak Patel Volkart Ltd vs DundayyaGurushiddaiahHiremath 991 SCC (2) held " As to period of statute of limitation in a continuing offence, the last act of the offence controls for commencement of the period. " So also a 'Continuous Crime' means "one consisting of a continuous series of acts, which endures after the period of consummation, as, the offence of carrying concealed weapons. In the case of instantaneous crimes, the statute of limitation begins to run with the consummation, while in the case of continuous crimes it only begins with the cessation of the criminal conduct or act."
4. **Instant Allegations Are Not Continuous Offences: Completed When the alleged 'Undue Advantage' Occurred**: The instant allegations are not in the nature of continuous violations as the essential ingredient of violations namely the alleged act of obtaining "undue advantage" completes the allegation of violation. The complainant has already argued in the affidavit that the alleged improper actions of SEBI are not part of the ingredients of the violation.
5. **Investment in IPE Plus Fund Was Made in 2015: Outside Limitation Period:** The alleged "undue advantage" in the form of the investment in the IPE plus fund was completed in the year 2015 and the same is not continuing. Thus, even though it has been clearly evidenced that the investment in the Fund never constituted undue advantage in the first place, the additional factor of the investment having been made in 2015 makes it ineligible as a complaint before the Hon'bleLokpal.
6. **ESOPs from ICICI Were Granted Pre-2011: Complaint Time-Barred:**Similarly, the allegation that the quid pro quo for the ICICI related actions of SEBI was the grant of ESOPs by ICICI is ineligible as a complaint before the Hon'ble Lokpal

since the grant of ESOPs had been completed before 2011, when the RPS moved to Singapore. Thus the action by ICICI was completed before 2011 itself. The subsequent vesting and exercise of the ESOPs over the years in line with the ESOP scheme that was applicable to all ex-employees, and the sale of the shares in the market is not at all relevant for calculation of the period of limitation.

7. **Both Allegations Fall Outside Lokpal's 7-Year Limitation:** Therefore, in both the cases the alleged offence was completed before 7 years from the date of complaint and thus cannot form the basis of a complaint before the Hon'ble Lokpal

8. **Two out of the five sets of cases fall outside the tenure of public service of the RPS**: The Hon'ble Lokpal may also like to note that these two cases of alleged undue advantage also fall outside the tenure of service period of the RPS as a public servant. The PC Acts gets attracted only when the "undue advantage" is obtained during the tenure as public servant. In the Adani matter, the alleged undue advantage related to a period 2 years before the RPS became a public servant. In the ICICI Bank matters, more than 6 years before the RPS became a public servant.

9. **Reopening Hon'ble Supreme Court findings:** The complainant has also submitted that the two Supreme Court judgements dated 03.01.2024 and 27.01.2025 in the Vishal Tiwari matter cannot be applicable to the proceedings before the Hon'ble Lokpal, on the ground that the present allegations against the RPS were not before the Hon'ble Supreme Court.

10. **Absence of Regulatory Failure held by Hon'ble Supreme court Negates Quid Pro Quo Allegation:**: It is submitted that, firstly, the allegation of corruption would have had to result in improper action i.e. regulatory failure for the "quid pro quo" to exist as alleged. Since the Hon'ble Supreme court has, after considering, the detailed Expert Committee Report, held that there was no regulatory failure in respect of the actions relating to the Adani investigations nor in respect to the FPI and LODR Regulations, the question of quid pro quo cannot arise. It is submitted that the findings of the Hon'ble Supreme court cannot be re-opened in the present proceedings to question the finding of the Hon'ble Supreme Court that there was no regulatory failure on the part of SEBI.

11. **Supreme Court dealing with False Allegations Regarding SEBI's Alleged "Lack of Interest"and allegations against the RPS**: Secondly, the false allegation of "surprising lack of interest of SEBI" in investigating the Adani matters because of the allegations against the RPS in the Hindenburg report dated August 10, 2024,(which are also part of the present complaint) was placed before the Hon'ble Supreme Court by the petitioner therein. These false allegations were alleged to be the reason for the alleged failure of SEBI in making determinations in its investigation. However, Hon'ble Supreme court vide its order dated January 27, 2025 dismissed the petition. The documentary evidence regarding this has been submitted by RPS. Incidentally, documents have also been submitted by the RPS to evidence the fact that even the base premise of the complainants that SEBI failed to make a determination in its investigations is false.

12. **Finality of Supreme Court Judgments** The two judgement of the Hon'ble Supreme court are final and the same cannot be re-opened in the current proceedings of Hon'ble Lokpal contrary to the claim of the Complainant.

13. **No Specific Allegations made of the essential ingredients of a complaint before the HonorableLokpal :** In the affidavit dated 15.10.2024, filed by Complainant 188 of 3024 pursuant to the direction of the Hon'ble Lokpal to articulate the allegation, the complainant failed to articulate any valid allegations containing the necessary ingredients for any complaint to the Hon'ble Lokpal Though no specific allegations have been made, the implied allegations are empty and speculative which are not permissible under the law.

14. There is no valid allegation that the rental income or the consultancy payments were irregular and thus constituted a quid pro quo.

15. There is novalidallegation relating to the investment in the IPE Plus Fund by RPS, nor any actual allegation that the source of the investment, or the return on the investment was irregular and thus constituted a quid pro quo.

16. There is no valid allegation that RPS has influenced investigations. Instead, there is a mere assertion that RPS has the power to influence the investigation, ironically, even when she was merely a WTM, that too not in charge of the relevant department,

17. There is no valid allegation that the SEBI proceedings, whether settlements, orders, registrations or approvals, produced favorable results for the entities in violation of the various SEBI regulations and circulars. Instead, through mischievous drafting—possibly out of fear of being found guilty of making false allegations—the complainant merely asks the questions whether the consultancy payments, rent payments, or the appointment of the spouse in Blackstone constituted an undue advantage or quid pro quo, or were lawful income, and states that this needs to be investigated.

18. Again, there is no actual allegation that RPS manipulated SEBI actions to benefit her investments. Through similarly mischievous drafting, it is merely asserted that the Prevention of Corruption Act contains provisions to prevent such acts.

19. Even in the affidavit dated 01.02.2025, there is no actual allegation that RPS's fund investments were a quid pro quo for the Adani investigation. For the first time, in Para 14 of the said affidavit, the complainant states that the investment has the probability of being part of an undue advantage. Even at this stage, no valid allegation is made.

20. In the same affidavit, there is no actual allegation that RPS had any role in bringing out amendments to the FPI Regulations and LODR Regulations. Rather, the complainant introduces a fabricated new angle regarding settlement proceedings in respect of Adani matters. Ingeniously, here too, there is no actual allegation that RPS facilitated any settlement.

21. Thus, the complainant has not even discharged the basic requirement of making valid allegations comprising the necessary ingredients under the law

22. The complaint deserves to be rejected on this ground alone.

23. **Framing question to try and escape the burden of making a prima facie case**: The complainant has adopted an ingenious strategy unsupported in law. By virtue of this strategy, the complainant has sought to avoid making specific allegations on the ingredients of the alleged violations and the burden of placing prima facie materials on the allegations. As an illustration, the complainant seeks to create an impression of quid pro quo by placing two unrelated facts together.For instance, the fact of rental income to RPS from an entity and the fact of SEBI orders against that entity. But the complainant neither make an allegation that these rental incomes are irregular and therefore quid pro quo nor any allegations that the SEBI order is improper and constitutes the second leg of the quid pro quo.

24. The compliant has consistently adopted a strategy of raising questions like "whether the rental income is an "undue advantage and then claiming the need for an investigation, without any prima facie case of quid pro quo at all. Thereafter, the complainant further raises several additional questions before Hon'bleLokpal, attempting to create an impression that the complainant has already discharged the prima facie burden, when in fact that is not so. This approach completely disregards, the complainant's own failure to discharge the requirements under the Lokpal Act and also the submissions made with supporting documents made by the RPS. By virtue of this approach, the Complainant is seeking to abuse the proceedings before the Hon'ble Lokpal

25. **News Paper Reports not admissible:** Evidence presented by the complainant must be legally admissible. Hearsay or speculative evidence is not acceptable for establishing a prima facie case under the Lokpal framework.

26. Newspaper reports, being hearsay, do not constitute legal evidence. This principle is essential in ensuring that only verified and credible evidence supports complaints under the Prevention of Corruption Act.

27. In Quamarul Islam v. S.K. Kanta and Others (1994 Supp. (3) SCC 5), the Court explicitly declined to entertain complaints based solely on hearsay evidence. It held that for lack of verifiable information and the complaint being founded on hearsay information, no indulgence is needed in this complaint.

28. The Supreme Court in Samant N. Balakrishna v. George Fernandez &Ors ([1969] 3 SCR 603) emphasized that a newspaper report without any further proof of what had actually happened through witnesses is of no value. It is at best a second-hand secondary evidence. The Court noted the potential for distortion during reporting and editing, which undermines the reliability of such reports.

29. **Illegally obtained Income tax details not admissible**: Illegally obtained (apparently by his own organisation) Income Tax Returns cannot form evidence on the basis of

which the complainant asks for roving investigations to be launched against anybody, including public servants as this beyond the Lokpal Act.

30. **Non applicability of Lalithakumari Judgement:** The Complainant is inappropriately reading into the Hon'ble Lokpal's order. The Complainant, with impunity, is misrepresenting before the Hon'ble Lokpal the order of the Lokpal itself. The Hon'ble Lokpal has not made any observations in Para 9 of the order dated 08.11.2024 stating that the test for registration of FIR and investigation thereinto is whether the allegations in the complaint, taken at face value, disclose a prima facie case in terms of Section 20 of the Lokpal Act.

31. Consistent with the false and fabricated allegations, the Complainant is fabricating the observations of the Hon'ble Lokpal to support its fabricated case. There is no observation from the Hon'ble Lokpal in the said order that the test for registration of Report under Section 154 of CrPC is that allegations should be taken at face value for determination of the prima facie case.

32. The test applied for filing Report under Section 154 of CrPC in the LalitaKumari judgment is not applicable for a direction to file a Report under Section 154 of CrPC by the Lokpal. The judgment was rendered by the Hon'ble Supreme Court in interpreting Section 154 of CrPC when an informant files the information before the Police authority. The Hon'ble Supreme Court interpreted this general provision of law.

33. The law relating to the direction for filing Report under Section 154 of CrPC against public servants by the Lokpal is a special law which is embedded in the Lokpal Act. Therefore, the requirements under the Lokpal Act are applicable. The said special law is clearly applicable because the requirements for filing Report under Section 154 of CrPC under the Lokpal are different from the requirements of general law.

34. The filing of Report under Section 154 of CrPC under the Lokpal Act is possible only by a direction from the Hon'ble Lokpal. Such direction is envisaged in the Lokpal Act only after hearing the explanation from the public servant. Further, such a direction is envisaged only when the Lokpal, after weighing the evidence given by the public servant in his statutory explanation, finds a prima facie case. Such requirement of statutorily seeking and considering the explanation of the public servant is not required under the general law of CrPC.

35. The Hon'ble Supreme Court interpreted the above-mentioned general law in the LalitaKumari judgment. Therefore, the said judgment is not applicable to Lokpal proceedings. The Complainant's misapplication of the said judgment will render the statutory protection given to the public servant—namely, the opportunity to provide an explanation, the requirement of applying a stringent test for establishing a prima facie case, and the application of mind by the Hon'ble Tribunal, entirely redundant.

36. If such a test is applied, the test for filing Report under Section 154 of CrPC becomes whether the complaint on its face value discloses an offence under the

Prevention of Corruption Act. However, the Lokpal Act and the corresponding rules require several additional conditions to be fulfilled

37. The general law does not require an affirmation from the informant. He has to only state the facts. General law does not require a verification of facts from the informant. Under the Lokpal proceedings, however, the Complainant has to affirm that the allegations are true to the best of his knowledge.

38. The general law only requires that, on face value, if the allegations are assumed to be true, the Report under Section 154 of CrPC may be filed. The Lokpal Act, on the other hand, at the first stage requires the Complainant to affirm that the allegations made are true and also places a higher threshold of satisfaction of a prima facie case upon him.

39. The general law does not require a prerequisite of a prima facie case before filing Report under Section 154 of CrPC. The Lokpal Act does. The Complainant must not merely make an allegation but is required to place material to support his allegation to the level of the prima facie requirement. While Report under Section 154 of CrPC under general law can be filed if the allegations, when assumed to be true, bring out a cognizable case, the Lokpal Act demands more.

40. The general law under Section 154 CrPC does not require any submission from the persons against whom the FIR is sought to be filed. The Lokpal Act, however, requires such submissions. This is to determine whether the allegations which initially satisfy the prima facie test at the complaint stage can still withstand the test when viewed against the contrary materials and explanations provided by the public servant.

41. Even if the public servant does not file any submissions, the Lokpal Act requires the prima facie requirement to be satisfied for initiating an investigation pursuant to the Report under Section 154 of CrPC. This further clarifies that the initial burden of establishing a prima facie case is on the Complainant.

42. Even the scope of preliminary enquiry envisaged under general law before filing the FIR in certain special cases does not require the submissions of the concerned public servant to be considered. Under the Lokpal Act, however, the extent of such enquiry is wider. The enquiry under the Lokpal Act is to arrive at a considered finding by the Hon'ble Lokpal whether the initial satisfaction of a prima facie case at the stage of the complaint continues despite the explanation of the public servant or is rebutted by it.

43. The plain text of the provision itself shows that an explanation of the public servant is necessary for determining whether there exists any prima facie case warranting an investigation into the matter. The series of events as envisaged by Section (1)(b) can be summarised as follows:

   a. The Lokpal receives a complaint against a public servant.

   b. The Lokpal shall ask for an explanation from the public servant in reference to the said complaint to determine if there exists a prima facie case.

c. The Lokpal shall peruse the material before her/him, i.e. the complaint and the material presented by the public servant to determine if there exists a prima facie case.

d. The Lokpal, on the perusal of the material before her/him, determine if there exists a prima facie case, and accordingly may/may not order an investigation into the same.

44. When the provision specifically provides that a representation/explanation of the public servant is to be asked before initiating an investigation, it means that the same has to be looked at to determine the existence of a prima facie case. It would be incorrect to say that the explanation provided by the public servant would not be required to be looked at in concluding on the existence of a prima facie case or not

45. **Non applicability of presumption at complaint stage under section 20 of PC Act:** The provisions of Section 20 of the Prevention of Corruption Act, 1988 clearly stipulate that the presumption arises only at the stage of trial. Therefore, it is clear that it is not applicable at the stage of complaint, preliminary inquiry, or investigation. The statutory language "Where, in any trial..."makes it unambiguous that this presumption applies only after the prosecution has proved that the accused has received or attempted to receive an undue advantage. It is a rebuttable presumption that can be invoked only once foundational facts are established during trial, and not before.

46. Accordingly, the presumption under Section 20 cannot be argued to be applicable while determining the existence of a prima facie case under the LokpalandLokayuktas Act, 2013. The Hon'ble Lokpal at the preliminary stage is assessing whether there exists a prima facie case for further inquiry or investigation. Statutory presumptions which are meant solely for the trial process cannot be applied at this stage.

47. If the argument of the complainant that no factual material for a prima facie case is required at this stage due to the operation of Section 20 is accepted, it would be in direct conflict with the express language and purpose of the statute. Such a reading would result in avoiding the burden of prima facie proof from the complainant which is a statutory requirement.

48. The Hon'bleLokpal may also note that this case is a clear example where no allegation of receipt or attempted receipt of undue advantage was made in the original affidavits submitted by the complainant. Only after the reply of the Responding Public Servant (RPS), which pointed out the absence of this important ingredient, did the complainant, without undergoing the signing of verified clause by filing affidavit, in the written submissions, make a belated express allegation.

49. Now the complainant is attempting to circumvent the burden of making a prima facie case by mischievously invoking Section 20, suggesting that no factual proof is necessary. This is not only legally untenable, but also amounts to a clear misinterpretation of Section 20, which by design applies only after the prosecution has discharged its initial burden during trial.

50. The plethora of legal infirmities in the complaint are in themselves sufficient to dismiss the complaint even without considering the explanation of the RPS

51. Context of malicious motivation of complainants:

a. It is submitted that the complainants have failed to even frame specific and valid allegations under the Prevention of Corruption Act (PCA) with the requisite legal ingredients of *undue advantage* or *quid pro quo*. As such, there is no foundation whatsoever for establishing even a **prima facie** case of corruption against RPS. This raises an important question of real motivation behind filing such baseless complaints

b. The answer lies in the conduct of the complainants themselves. One complainant is affiliated with an organisation that appears to have **illegally procured Income Tax Returns** (ITRs) of RPS, her husband, and Agora Advisory. These documents were used to fabricate allegations of corruption which were then publicised through press conferences and press releases, with the sole intention of discrediting SEBI's by waging a **trial by media**. (Indeed, the second complainant has relied on press reports of that very press conference in her affidavit.) By the complainants' own admission, the media lost interest in the matter shortly thereafter. It appears that the complaint before the Hon'ble Lokpal was filed merely to **keep the issue alive** after the media campaign failed.

c. The second complainant, too, has acted with similar mala fides. She went public on social media regarding the filing of her complaint—**a clear and deliberate violation** of the confidentiality requirements under the Lokpal Act. It appears that the complaint was filed solely with the intention of generating media attention and not with the bona fide objective of pursuing legitimate grievance redressal.

d. These facts clearly indicate that the complainants have approached the Hon'ble Lokpal with **unclean hands**, and the complaints are liable to be dismissed on this ground alone.

e. In their most recent submission, one complainant appears to be attempting to **gain access to confidential SEBI investigation records** concerning the Adani matter despite the fact that the Hon'ble Supreme Court has already concluded and closed the matter. This is a blatant attempt to **abuse of the Hon'ble Lokpal's process**, undertaken with the sole objective of reviving an issue that has been conclusively adjudicated, purely for political reasons.

f. Against this backdrop, the remaining allegations made by the complainants clearly emerge as**fabrications** based on **illegally obtained ITRs** of RPS, her husband, and Agora Advisory. The complainants used the ITR information, illegally accessed details of TDS on payments to RPS, to reverse engineer a **false narrative**. They cherry-picked publicly available data about the companies that had made any TDS deductions in the ITRs , including in matters of SEBIwhere

RPS had no involvement whatsoever, and sought to fabricate a link between these companies and regulatory decisions, even where no such link existed.

g. This **reverse engineering of allegations** explains why the complainants have been unable to demonstrate even a basic **prima facie** case that any favour was granted to any company. Routine SEBI decisions have been recast as part of an alleged grand conspiracy involving not only RPS but also the **entire SEBI Board**, its Whole Time Members, the High Powered Committee on Settlements (chaired by a retired High Court judge), the Takeover Panel (also chaired by a retired High Court judge), and dozens of SEBI officers. To ask for a corruption probe into all of these individuals based on speculative claims of "influence", with not a shred of evidence of any wrongdoing is plainly **unjustified and solely politically motivated.**

52. It is further submitted that if any opportunity of hearing is sought by the complainant and granted by the Hon'ble Lokpal or submissions are received from the Complainants, the RPS may also be granted an opportunity for submission of response

In view of the aforesaid submission it is most respectfully prayed that the complaints be dismissed and furthermore the Hon' ble Lokpal may kindly issue directions to the complainants that all the submissions oral and documentary, may be kept confidential,.
