BEFORE THE ADJUDICATING OFFICER

SECURITIES AND EXCHANGE BOARD OF INDIA

[ADJUDICATION ORDER NO. PKK/AO/175/2011]

UNDER SECTION 15-I OF SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 READ WITH RULE 5 OF SEBI (PROCEDURE FOR HOLDING INQUIRY AND IMPOSING PENALTIES BY ADJUDICATING OFFICER) RULES, 1995

Against

Ramaniklal Mohanlal Capital Markets Pvt. Ltd.

[PAN: AAACR5382B]

In the matter of

Jaybharat Textiles & Real Estate Ltd.

Background

1. Securities and Exchange Board of India (hereinafter referred to as 'SEBI') had conducted investigation into the alleged irregularity in trading in the shares of Jaybharat Textiles & Real Estate Ltd. (hereinafter referred to as 'JTREL'), a public company listed at the Bombay Stock Exchange (hereinafter referred to as the 'BSE'), for the period from May 07, 2009 to August 20, 2009.

2. During the investigation period the scrip of JTREL was traded on 75 days at BSE and the price of the scrip fluctuated between Rs.220.00 to Rs.531.65. The scrip had opened at Rs.230.00 on May 07, 2009, touched a period low of Rs.220.00 on May 19, 2009, then touched a period high of Rs.531.65 on July 23, 2009 and closed at Rs.382.35 on August 20, 2009. The price rise was observed in two patches viz. patch I (May 7, 2009 to June 5, 2009) wherein price rose from Rs.230.00 to Rs.495.00 and closed at Rs.460.00 in 21 trading days with an average daily volume of 14,604 shares and patch II (July 13,

2009 to July 23, 2009) wherein price rose from Rs.340.00 to Rs.531.65 and closed at Rs.492.80 in 9 trading days with an average daily volume of 11,850 shares. A price fall was also observed during the period from June 08, 2009 to June 23, 2009 wherein price fell from Rs.458 to Rs.325.95 and closed at Rs.329.70 in 12 trading days with an average daily volume of 8,845 shares. The Investigation revealed that a group of clients connected to each other one way or the other indulged in circular/reversal of trades, synchronized trades and other fictitious trades to create artificial volume and false appearance of trading which resulted in sudden spurt in the price and volume in the scrip during the investigation period. M/s. Ramaniklal Mohanlal Capital Markets Pvt. Ltd. (hereinafter referred to as the 'Noticee') is alleged to have aided and abetted the manipulation in the scrip.

3. SEBI has therefore, initiated adjudication proceedings under the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as the 'SEBI Act') against the Noticee to inquire into and adjudge the alleged violations of the provisions of Regulations 3 (a), 3 (c), 3 (d), 4 (1), 4 (2) (a) and 4 (2) (e) of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Markets) Regulations, 2003 (hereinafter referred to as the 'PFUTP Regulations') and Clauses A (2), (3) & (4) of the Code of Conduct for Stock Brokers as specified in Schedule II under Regulation 7 of the SEBI (Stock Brokers and Sub-brokers) Regulations, 1992 (hereinafter referred to as the 'Stock Brokers Regulations').

Appointment of Adjudicating Officer

4. SEBI vide order dated March 29, 2011 appointed the undersigned as the Adjudicating Officer under section 15-I of the SEBI Act read with Rule 3 of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 (hereinafter referred to as the 'Adjudication Rules') to inquire into and adjudge under Sections 15HA and 15HB of the SEBI Act, the alleged violation of the provisions of Regulations 3 (a), 3 (c), 3 (d), 4 (1), 4(2) (a) and 4 (2) (e) of the PFUTP Regulations and Clauses A (2), (3) & (4) of the Code of Conduct for Stock Brokers as specified in Schedule II under Regulation 7 of the Stock Brokers Regulations by the Noticee.

Show Cause Notice, Reply and Personal Hearing

5. The undersigned issued a notice dated June 02, 2011 (hereinafter referred to as the 'SCN') under Rule 4 of the Adjudication Rules to the Noticee to show cause as to why an inquiry should not be held against it and penalty be not imposed under Sections 15 HA and 15HB of the SEBI Act for its alleged violation of the abovementioned provisions of the PFUTP Regulations and Stock Brokers Regulations.

6. The SCN alleged that Mr. Jitendra Jain, Ms. Rashmi Gandhi, Mrs. Hemlata Ramesh Hankare, Mr. Ajay Roongta and Ms. Renu Paliwal along with Mr. Sunil Mehta (hereinafter collectively referred to as 'the Mehta Group') had dealt substantially in the scrip of JTREL during the investigation period. The entities belonging to the Mehta Group were related/connected to each other in terms of common address/contact number/introducer and transfer of funds among themselves and the details of the same were provided in the SCN and Annexure 1 to the SCN. The entities of the Mehta Group had executed fraudulent and manipulative trades in the scrip of JTREL. They had contributed to price rise in the scrip the details of which were provided in Annexure 2 and 3 to the SCN. The individual gross purchases, gross sales and net buy/sell of the Mehta Group entities was provided in Annexure-4 to the SCN and the day wise total shares purchased and sold by the Noticee and other clients as a group were given in Annexure-5 to the SCN**.** The said entities of the Mehta Group squared off the transactions at the end of the day without the intent to take delivery of the shares and no beneficial ownership changed. They had executed reversal trades in a circular fashion and a pictorial representation of circular/ reversal trades of the group for few days was provided as Annexure-6 to the SCN. The buy orders and counterparty sell orders for these circular trades were placed within gap of seconds and in most of the instances the sell orders were placed first in the system and the buy orders were placed subsequent to that.

7. Further, Mr. Pravin D Kulkarni had introduced Ms. Renu Paliwal to the broker Ramniklal Mohanlal Capital Markets Pvt. Ltd. (i.e. Noticee). He was working

with sub-broker Janak Shah of the broker Sykes & Ray Equities (I) Ltd. and had also introduced Janak Shah to Sunil Mehta. Then, Mr. Pravin Kulkarni and Mr. Janak Shah introduced Suresh Hanswal and Sunil Mehta to the Noticee. Mr. Pravin, Mr. Shah, Mr. Hanswal and Mr. Mehta approached the Noticee to open a trading terminal at Udaipur. The Noticee opened an IML terminal at Udaipur at the residence address of Suresh Hanswal. Suresh Hanswal was the Noticee's terminal operator at Udaipur. The Noticee had never seen the client Renu Paliwal. The account opening form of Renu Paliwal was filled up and forwarded by Suresh Hanswal from Udaipur to the Noticee at Mumbai. The trading account of only one client Renu Paliwal was operated from Udaipur terminal during the period January 28, 2009 till close of its trading operation on June 18, 2009. No margin was taken by the Noticee for the trading of the client Renu Paliwal. The contract notes of the trades of Renu Paliwal were delivered to Janak Shah as per her request. On perusal of Renu Paliwal's authority letter, it is observed that Mr. Janak Shah was authorized to receive the contract notes. However, neither the address nor the contact no. of Janak Shah was mentioned in the said authority letter. Further, Sunil Mehta introduced client Madhusudan Paliwal (husband of Renu Paliwal) to one broker Triveni Management Consultancy Services Ltd. Sunil Mehta is was friend of Madhusudan Paliwal. Thus, the Noticee is allegedly related/connected with Suresh Hanswal, Sunil Mehta, Janak Shah and Pravin D Kulkarni.

8. Ms. Renu Paliwal traded in the scrip of JTREL through BSE brokers, the Noticee and Arcadia Share & Stock Brokers Pvt. Ltd. during the investigation period. The summary of her trading details was provided as Annexure-8 to the SCN. No beneficiary ownership was changed on her trades as she completely squared off all the transactions on every trading day. She did not take any delivery of shares. She entered into circular/reversal trades which did not result in the transfer of beneficial ownership in the scrip and only created false or misleading appearance of trading in the scrip.

9. It is thus alleged that the Noticee had colluded with Ms. Renu Paliwal and the other Mehta Group entities and manipulated the scrip of JTREL by entering

into transactions that were not genuine and which resulted in the creation of a false and misleading appearance of trading, artificial volumes and price manipulation in the scrip, thereby contravening Regulations 3 (a), 3 (c), 3 (d), 4 (1), 4 (2) (a) and 4 (2) (e) of the PFUTP Regulations and Clauses A (2), (3) & (4) of the Code of Conduct for Stock Brokers as specified in Schedule II under Regulation 7 of the Stock Brokers Regulations.

10. The SCN was sent by 'Registered Post Ack. Due' and the same was duly received by the Noticee. The Noticee vide letter dated June 14, 2011 requested for time till July 04, 2011 to reply to the SCN. The Noticee replied to the SCN vide letter dated June 28, 2011. The undersigned decided to conduct an inquiry in the matter and accordingly granted an opportunity of personal hearing to the Noticee on July 25, 2011 vide letter dated July 13, 2011. The said hearing was attended by the authorized representative of the Noticee who made oral submissions. The Noticee submitted made further written submissions vide letter dated August 01, 2011.

11. In view of the above, I proceed with the inquiry taking into account the material as available on record.

Consideration of Issues, Evidence and Findings

12. I have carefully perused the charges against the Noticee mentioned in the SCN, the written and oral submissions of the Noticee and all the materials and documents available on record. The issues that arise for consideration in the present case are:

a) ***Whether the Noticee has violated the provisions of Regulations 3 (a), 3 (c), 3 (d), 4 (1), 4 (2) (a) and 4 (2) (e) of PFUTP Regulations an Clauses A (2), (3) & (4) of the Code of Conduct for Stock Brokers as specified in Schedule II under Regulation 7 of the Stock Brokers Regulations?***
b) ***Do the violations, if any, on the part of the Noticee attract any monetary penalty under Sections 15HA and 15HB of the SEBI Act?***

c) If yes, what should be the quantum of monetary penalty?

13. Before proceeding to decide the above issue, it is important to have a look at the abovementioned provisions which read as follows.

PFUTP Regulations

"Prohibition of certain dealings in securities

3. *No person shall directly or indirectly—*

(a) buy, sell or otherwise deal in securities in a fraudulent manner;

(c) employ any device, scheme or artifice to defraud in connection with dealing in or issue of securities which are listed or proposed to be listed on a recognized stock exchange;

(d) engage in any act, practice, course of business which operates or would operate as fraud or deceit upon any person in connection with any dealing in or issue of securities which are listed or proposed to be listed on a recognized stock exchange in contravention of the provisions of the Act or the rules and the regulations made thereunder.

4. Prohibition of manipulative, fraudulent and unfair trade practices

(1) Without prejudice to the provisions of regulation 3, no person shall indulge in a fraudulent or an unfair trade practice in securities.

(2) Dealing in securities shall be deemed to be a fraudulent or an unfair trade practice if it involves fraud and may include all or any of the following, namely :—

(a) indulging in an act which creates false or misleading appearance of trading in the securities market;

(e) any act or omission amounting to manipulation of the price of a security;

Stock Brokers Regulations

Stock brokers to abide by Code of Conduct.

7. *The stock broker holding a certificate shall at all times abide by the Code of Conduct as specified in Schedule II.*

Schedule II

Code of Conduct for Stock Brokers

A. General.

(2) Exercise of due skill and care: A stock-broker shall act with due skill, care and diligence in the conduct of all his business.

(3) Manipulation: A stock-broker shall not indulge in manipulative, fraudulent or deceptive transactions or schemes or spread rumours with a view to distorting market equilibrium or making personal gains.

(4) Malpractices: A stock-broker shall not create false market either singly or in concert with others or indulge in any act detrimental to the investors interest or which leads to interference with the fair and smooth functioning of the market. A stock-broker shall not involve himself in excessive speculative business in the market beyond reasonable levels not commensurate with his financial soundness.

14. The Noticee in reply to the SCN has submitted inter alia the following:

a. The Noticee, with a view to expand its business and in view of a proposal from Mr. Pravin Kulkarni, set up a branch at Udaipur on trial basis. Mr. Kulkarni suggested the name of Shri Suresh Hanswal. The Noticee had for a short period from January 27, 2009 to June 18, 2009 established the said branch in the office premises of Suresh Hanswal and provided IML Terminal (i.e. INTERMEDIATE MASSAGE LAYER) at the said branch which was operated by Mr. Suresh Hanswal exclusively. The Noticee had appointed him as a Dealer for the trades to be executed by him under the Contract Notes to be issued by Noticee from Mumbai. The said branch was opened on trial basis and ultimately was closed on June 18, 2009, as turn over was not sufficient to sustain it. During this period, Suresh Hanswal executed various trades only for a single client viz. Renu Paliwal, who traded in many scrips including JTREL. He got KYC Form filled in at Udaipur and submitted the same to the Noticee. Ms. Renu Paliwal dealt with Suresh Hanswal and she had never come to Mumbai or interacted with any person at the Noticee's Mumbai Office. The time during which the said trading terminal was operated was a fraction of the Investigation period.

b. No proprietary trading was done by the Noticee in JTREL.

c. The Noticee is not concerned with the trades by connected clients as it did not have any personal knowledge of any such trades of the group of so called inter connected or interrelated clients indulging in such activities. The Noticee only carried out the formalities relating to trades viz. preparing Contract Notes in respect of the trades executed. It executed the same since they were operated from the Branch on trial basis. Ms. Renu Paliwal executed trades at IML of Noticee at Udaipur. Beyond that, the Noticee is not aware of the involvement of other parties.

d. The particulars given in Annexure 1 to the SCN with regard to Ms. Renu Paliwal are correct. The Noticee is not aware of Ms. Paliwal's trade with other broker. No financial transactions of Ms. Renu Paliwal are mentioned in Annexure 1 to SCN.

e. The references to First Trades in the SCN are not applicable to the Noticee. The Notice's contribution to so-called price rise by First Order, as per Annexure 2 to SCN, was 2.86% which indeed is negligible and pertains only to 24 transactions.

f. The Noticee is not aware whether Ms. Paliwal is a part of Mehta Group. The trades of Ms. Paliwal were Intra day trade transactions executed on the Exchange and are not illegal. Moreover, the change in LPT is negligible. The traded price was approximate to the LTP. The Noticee had no knowledge of Ms. Paliwal trading in a circular manner.

g. The Noticee's terminal was operative only till June 18, 2009 and had traded only for 20 trading days. Thus, the entire trades mentioned in Annexure 4 do not apply to it.

h. As regards the pictorial representation of circular/reversal trades, the Noticee are only aware of the trades executed on its IML Terminal and not of any other transactions which were executed by so called intervening parties.

i. It is true that Pravin Kulkarni introduced Ms. Renu Paliwal and signed as an introducer as reflected in KYC Form. The Noticee is not aware whether Pravin Kulkarni worked with Janak Shah and that he introduced Sunil Mehta.

j. It s true that Pravin Kulkarni and Janak Shah approached the Noticee and introduced Suresh Hanswal and Sunil Mehta to the Noticee. They

suggested that the terminal would be operated at Udaipur. The Noticee being desirous of expanding therein business agreed to do so on a trial basis. The said terminal was operated by Suresh Hanswal who was operating for a single client viz. Renu Paliwal. It is true that no margin was taken and Ms. Paliwal had authorized Janak Shah to receive Contract Notes. The Noticee is not aware whether Sunil Mehta introduced Madhusudan to Triveni Management Consultancy Services Ld. As alleged.

k. The Noticee is not related or connected with Suresh Hanswal, Sunil Mehta, Janak Shah and Pravin Kulkarni as alleged. As far as Sunil Mehta, Janak Shah or Pravin Kulkarni were concerned, there was no involvement beyond the introductory formality. There was no commercial association resulting in any commercial relationship. As far as Hanswal is concerned, he was operating the Branch as a dealer and therefore the Noticee could not be held to related to the group thereby.

l. The Noticee denies that it had colluded with Ms. Renu Paliwal as alleged. None of its directors have even met Ms. Paliawl and all the transactions were executed at Udaipur by Suresh Hanswal. The Noticee merely acted as a broker and took pro-active step of closing he branch altogether.

m. Ms. Renu Paliwal made a profit of Rs.20541.50 during May 07, 2009 to June 17, 2009 which was paid over to her. The brokerage earned by the Noticee in respect of trades during the period May 07, 2009 to June 18, 2009 was Rs.3456.25 (approx.) only.

15. The Hon'ble SAT in the matter of ***Ketan Parekh v. Securities and Exchange Board of India (Appeal no. 2 of 2004, Date of Decision-14.07.2006)***, has held that

"…*Any transaction executed with the intention to defeat the market mechanism whether negotiated or not would be illegal. Whether a transaction has been executed with the intention to manipulate the market or defeat its mechanism will depend upon the intention of the parties which could be inferred from the attending circumstances because direct evidence in such cases may not be available. The nature of the transaction executed, the frequency with which such transactions are undertaken, the value of the*

transactions, whether they involve circular trading and whether there is real change of beneficial ownership, the conditions then prevailing in the market are some of the factors which go to show the intention of the parties. This list of factors, in the very nature of things, cannot be exhaustive. Any one factor may or may not be decisive and it is from the cumulative effect of these that an inference will have to be drawn."

16. I find from Annexure 1 to the SCN and other details mentioned above that Ms. Renu Paliwal was part of the Mehta Group the entities of which were connected to each other in one way or the other. I find from the Investigation Report (hereinafter referred to as 'IR') that out of 75 first trades in the scrip of JTREL during the investigation period, the Mehta Group appeared as both buyer as well as counter-party seller in 26 first trades. Out of 26, they increased the price in the first trades to previous day's last traded price on 11 trading days and contributed to price rise of Rs.99.95. Similarly, they decreased the price in first trades to previous day's last traded price on 12 trading days and contributed to price fall of Rs. 92. I further find from the IR that the Mehta Group entities contributed to cumulative price rise of Rs.1717.45 with respect to last traded price on 456 trades which accounted for 33.89% of total price rise (cumulative) of Rs.5,068.40 with respect to last traded price in the scrip during the investigation period. Similarly, the group contributed to cumulative price fall of Rs.1496.65 with respect to last traded price on 443 trades which accounted for 30.44% of total price fall (cumulative) of Rs.4,916.05 with respect to last traded price.

17. I find from Annexure 2 to the SCN that the sum of price rise in Traded Price (TP) with respect to Last Traded Price (LTP) by Ms. Renu Paliwal was Rs.203.10 out of a total cumulative price rise of Rs.5068.40 in the scrip during the investigation period. I find from Annexure 3 to the SCN that Ms. Paliwal had contributed to the price rise as her trades resulted in new price discovery. I also find that Ms. Paliwal and other member of the Mehta Group had traded among themselves.

18. I find from Annexures 4, 5 and 8 to the SCN that Ms. Renu Plaiwal's gross buy and sell in the scrip was 69725 shares and 69725 shares respectively through two brokers for a period of 21 trading days out of total 75 trading days of the Investigation Period. She had traded through the Noticee on 20 trading days and bought and sold 69125 shares each. I find from Annexure 5 to the SCN that she had squared off her daily trades on each of the trading days on which she had traded in such a manner that her net bought or sold quantity at the end of the day was nil. This shows that Ms. Paliwal had executed reversal trades in the scrip.

19. I find from the IR that the Mehta Group entities had entered into 1172 trades among themselves out of total 3899 trades during 59 trading days. These trades among themselves resulted into creation of volume for 3,83,060 shares, which accounted for 38.21 % of the total traded volume of 10,02,394 and 66.3% of the group's total trading volume of 5,77,785 shares in the scrip during the investigation period. I find from Annexure 6 and 7 to the SCN that Ms. Renu Paliwal and the entities of Mehta Group had executed circular and reversal trades in the scrip on various days in the pattern of A>B>C>D>E>A, A>B>A, A>B>C>A, A>B>C>D>B>A, A>B>C>D>E>C>A. As per the IR, the buy orders and counterparty sell orders for these circular trades were placed within gap of seconds and in most of the instances the sell orders were placed first in the system and the buy orders were placed subsequent to that. The same clearly proves that the said trades were fictitious and did not result in change in beneficial ownership. The trades merely created artificial volume and false and misleading appearance of trading in the scrip. As per the IR, Ms. Paliwal bought 60,645 shares and sold 63,106 shares through circular/reversal trades among the Mehta Group entities for a period of 21 trading days and contributed 6.17% of the total market volume of 10,02,394 shares by entering into circular/reversal trades. Thus, it is clear that she executed fraudulent trades in the scrip of JTREL.

20. All the above findings and observations establish that Ms. Renu Paliwal along with other entities of Mehta Group had executed fraudulent trades in the scrip of JTREL. The Noticee has denied being involved in the said manipulation

and fraudulent trades in the scrip of JTREL. However, I am not convinced with the abovementioned submissions of the Noticee for the Noticee is based in Mumbai and was operating a branch with a trading terminal in Udaipur exclusively for a single client i.e. Ms. Renu Paliwal. It has claimed that the said branch was opened on trial basis. However, the said branch was operational from January 27, 2009 to June 18, 2009 which is a period of almost 5 months. The fact that the Noticee operated one entire branch for a single client for such a long time makes the Noticee's conduct look suspicious and bereft of business prudence. It appears to me that the said branch was made operational only to aid and facilitate Ms. Renu Paliwal and the Mehta Group in creating fraudulent trades and manipulation in the scrip of JTREL. This is also supported by the fact that the Noticee has admitted that no margin was taken from Ms. Renu Paliwal for her trades. All the above observations and findings in totality establish collusion between the Noticee and Ms. Renu Paliwal and other entities of Mehta Group. In my view, the conduct of the Noticee as above is un-businesslike and imprudent as a SEBI registered intermediary operating in securities market and dealing with gullible investors. These are in contravention of the Code of Conduct for stock brokers as provided in Stock Brokers Regulations.

21. From the foregoing, I conclude that the Noticee has violated the provisions of Regulations 3 (a), 3 (c), 3 (d), 4 (1), 4 (2) (a) and 4 (2) (e) of PFUTP Regulations and Clauses A (2), (3) & (4) of the Code of Conduct for Stock Brokers as specified in Schedule II under Regulation 7 of the Stock Brokers Regulations, warranting imposition of penalty under Sections 15HA and 15HB of the SEBI Act.

22. The provisions of Sections 15HA and 15HB of the SEBI Act read as follows:

> ***Penalty for fraudulent and unfair trade practices.***
>
> ***15HA.*** *If any person indulges in fraudulent and unfair trade practices relating to securities, he shall be liable to a penalty of twenty-five crore rupees or three times the amount of profits made out of such practices, whichever is higher.*

Penalty for contravention where no separate penalty has been provided.

15HB. *Whoever fails to comply with any provision of this Act, the rules or the regulations made or directions issued by the Board thereunder for which no separate penalty has been provided, shall be liable to a penalty which may extend to one crore rupees.*

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

"15J - Factors to be taken into account by the adjudicating officer

While adjudging quantum of penalty under section 15-I, the adjudicating officer shall have due regard to the following factors, namely:-

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

(b) the amount of loss caused to an investor or group of investors as a result of the default;

(c) the repetitive nature of the default."

24. I observe that from the material available on record it is difficult to quantify any gain or unfair advantage accrued to the Noticee or the extent of loss suffered by the investors as a result of the defaults and whether the default is repetitive in nature.

Order

25. In view of the above, after considering all the facts and circumstances of the case and exercising the powers conferred upon me under Section 15-I (2) of the SEBI Act read with Rule 5 of the Adjudication Rules, I hereby impose a monetary penalty of ₹ 1,00,000/- (Rupees One Lakh Only) under Section 15HA of the SEBI Act and ₹ 1,00,000/- (Rupees One Lakh Only) under Section 15HB of the SEBI Act [i.e. a total penalty of ₹ 2,00,000/- (Rupees Two Lakh Only)] on the Noticee. In my view, the penalty is commensurate with the defaults committed by the Noticee.

26. The above penalty amount shall be paid by the Noticee through a duly crossed demand draft drawn in favour of 'SEBI – Penalties Remittable to Government of India' and payable at Mumbai, within 45 days of receipt of this order. The said demand draft shall be forwarded to the Division Chief, IVD-ID3, Securities and Exchange Board of India, Plot No. C4-A, 'G' Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051.

27. In terms of the provisions of Rule 6 of the Adjudication Rules the copies of this order are sent to the Noticee and also to Securities and Exchange Board of India.

Date: October 12, 2011 **P K KURIACHEN**

Place: Mumbai **ADJUDICATING OFFICER**