



**FINAL NOTICE ISSUED UNDER  
SECTION 50 OF THE  
COMMERCIAL LICENSING REGULATIONS 2015**

**To:** Dhanishta Jhamna-Chutooree

**Email:** [REDACTED]

**Date:** 01 March 2023

**1. DECISION**

1.1 This Final Notice (“Notice”) is issued under section 50 of the *Commercial Licensing Regulations 2015* (“CLR 2015”).

1.2 For the reasons given in this Notice, the Registrar of Abu Dhabi Global Market (“ADGM”) has decided to impose financial penalties on Dhanishta Jhamna-Chutooree (“Chutooree”) of:

- i) **USD 10,000** for a contravention of section 80A(1)(a) of CLR 2015 - *General false statement contravention*;
- ii) **USD 6,000** for a contravention of section 39(3)(a) of CLR 2015 – *concealing, destroying or otherwise disposes of a document which she knows or suspects is or would be relevant to an investigation conducted under Part 3 of CLR 2015*; and
- iii) **USD 5,000** for a contravention of section 39(4)(a) of CLR 2015 – *information which she knows to be false or misleading in a material particular in purported compliance with a requirement imposed on her under Part 3 of CLR 2015*.

**2. DEFINED TERMS AND RELEVANT REGULATIONS**

2.1 Defined terms are identified in the Notice in parentheses, using the capitalisation of the initial letter of a word or of each word in a phrase, and are either defined in the Regulations, or in the body of this Notice at the first instance the term is used. Unless the context otherwise requires, where capitalisation of the initial word is not used, an expression has its natural meaning.

2.2 Extracts of Regulations and Rules referred to in this Notice are attached in **Annexure A**. Complete copies of the Regulations and Rules are accessible on the ADGM website [www.adgm.com/legal-framework/rules-and-regulations](http://www.adgm.com/legal-framework/rules-and-regulations).

**3. SUMMARY OF EVIDENCE SUPPORTING THE DECISION**

3.1 Chutooree is a former account manager at an ADGM licensed company service provider (the “CSP”).

REGISTRATION AUTHORITY  
سلطة التسجيل



### Contravention of section 80A(1)(a) of CLR 2015

- 3.2 In late January of 2022, Chutooree submitted a number of documents to the Registration & Incorporation Division (“R&I”) of the Registration Authority (“RA”) on behalf of a client of the CSP (the “Client”) in support of an incorporation application under the *Companies Regulations 2020* (“CR 2020”) and a licensing application under CLR 2015 (collectively, the “Application”).
- 3.3 As part of any company’s ADGM incorporation or licensing application, R&I requires proof that a proposed director of the company resides in the UAE. This is commonly achieved by the submission of a recent UAE utility bill associated with the proposed director’s residence.
- 3.4 As part of the Application, Chutooree submitted a Dubai Electricity & Water Authority (“DEWA”) bill issued on “29/09/2021” for the month “September 2021” (the “September Bill”). The address of the September Bill is associated with the Dubai residential address for a proposed director (the “Director”) of the Client. The period for the September Bill was “26/08 2021 to 25/09/2021”.
- 3.5 On 2 February 2022, pursuant to section 16(5) of CLR 2015, a staff member of R&I (the “Staff Member”) reviewing the Application requested that the Client provide further information considered necessary to enable her to determine the Application.
- 3.6 Specifically, the Staff Member requested a valid proof of residential address for the Director “that was not more than three months old” (the “Residency Requirement”). The date of issue on the September Bill was approximately four months prior to the date that the Application was submitted.
- 3.7 On 3 February 2022, Chutooree submitted another DEWA bill (the “December Bill”) associated with the residence of the Director.
- 3.8 However, less than 15 minutes before delivering the December Bill to the Registrar, Chutooree used an Adobe Pro software tool on the September Bill to change certain dates on its first page to create the December Bill.<sup>1</sup>
- 3.9 Specifically, Chutooree altered the following:
- the issue date of “29/09/2021” on the September Bill to “09/01/2022” on the December Bill;
  - the period from “26/08/2021 to 25/09/2021” on the September Bill to “01/12/2021 to 31/12/2021” on the December Bill; and

<sup>1</sup> Both the September Bill and the December Bill were provided by Chutooree to the Registrar electronically in PDF format



- c) the month on the September Bill was changed from “September 2021” to “December 2021” on the December Bill.<sup>2</sup>
- 3.10 The Director’s address on the December Bill remained the same as the September Bill as did other information such as the invoice number and due date.
- 3.11 These alterations made by Chutooree (as described in paragraph 3.9) meant that the December Bill contained information that was false, misleading or deceptive in a material particular when it was submitted to the Registrar.
- 3.12 Accordingly, the Registrar is concerned that Chutooree delivered a document to the Registrar containing information which she knew to be false, misleading or deceptive in a material particular in contravention of section 80A(1)(a) of CLR 2015.

#### **Contravention of section 39(3)(a) of CLR 2015**

- 3.13 In February of 2022, shortly after review of the December Bill, the Staff Member referred this apparent misconduct to the Monitoring & Enforcement Division of the RA (“M&E”).
- 3.14 Investigators (“Investigators”) were subsequently appointed by the Registrar pursuant to Part 3 of CLR 2015 to conduct an investigation on behalf of the Registrar (the “Investigation”).
- 3.15 On 25 February 2022, pursuant to section 33(2) of CLR 2015, the Investigators sent an email to Chutooree attaching a notice of the appointment of the Investigators (the “Notice of Appointment of Investigators”). This notice stated the reasons for the appointment of the Investigators and provided Chutooree with some particulars about the scope of the Investigation.
- 3.16 Later, on 25 February 2022, Chutooree sent an email to the Investigators acknowledging her receipt of the email attaching the Notice of Appointment of Investigators.
- 3.17 The CSP was provided with a similar notice of appointment of Investigators on 25 February 2022, but their notice did not reference any alleged involvement of Chutooree.
- 3.18 The cover letter to the Notice of Appointment of Investigators sent to Chutooree made specific reference to section 39(3) of CLR 2015 which states that it is a contravention to falsify, conceal or otherwise dispose of a document which a person knows or suspects would be relevant to an investigation.
- 3.19 On 1 March 2022, the Investigators issued a requirement to the CSP under Part 3 of CLR 2015 (the “Document Requirement”) which mandated that the CSP provide certain documents and information to the Investigators by 9 March 2021, including emails and documents related to the Application.

<sup>2</sup> The Investigators employed the Adobe Pro software tool to review the December Bill which indicated that these alterations were associated with “Author: D. Chutooree” and noted the time that each of these alterations were made.



- 3.20 Following the receipt of the Notice of Appointment of Investigators and issuance of the Document Requirement, Chutooree’s manager at the CSP (the “Manager”) asked her to assist with the collection of documents as requested in the Document Requirement. The Manager claims that, at that time, she did not suspect Chutooree of any misconduct.
- 3.21 However, it is evident that, after her receipt of the Notice Appointment of Investigators, Chutooree took steps to conceal, destroy or otherwise dispose of documents which she knew or suspected were or would be relevant to the Investigation.
- 3.22 Specifically, Chutooree deleted a key email from the email account of the CSP that the Staff Member used to communicate with the CSP (the “CSP Email Account”). This email was sent by the Staff Member on 4 February 2022, the day after the December Bill was submitted (the “R&I Email”). In the R&I Email, the Staff Member noted that the December Bill “*appears to have been tampered with*”.
- 3.23 Commencing on 16 March 2022, the CSP conducted an internal investigation (the “Internal Investigation”) and ultimately shared the report of the Internal Investigation with the Investigators on 25 March 2022. The Internal Investigation determined that Chutooree deleted the R&I Email on 1 March 2022 at 7:53:42 a.m.
- 3.24 The R&I Email was sent to the CSP Email Account on 4 February 2022, but Chutooree did not delete the R&I Email until 1 March 2022, after she received the Notice of Appointment of Investigators when Chutooree would have been aware about the existence of the Investigation and its scope.
- 3.25 Further, on 2 March 2022, Chutooree went on the portal used by the CSP to file documents with the Registrar and took steps to remove the December Bill.
- 3.26 On 9 March 2022, the CSP provided many emails and documents in response to the Document Requirement but neither the R&I Email nor the December Bill were provided by the CSP. The Internal Investigation revealed Chutooree’s actions had concealed or otherwise attempted to dispose of these items.
- 3.27 On 21 March 2022, Chutooree attended an interview with the Investigators as result of an issuance of a requirement under Part 3 of CLR 2015 (the “Chutooree Interview”). During the Chutooree Interview, she admitted to attempting, on 2 March 2022, to remove the December Bill from the portal used by the CSP to file documents with the Registrar.
- 3.28 Accordingly, the Registrar is concerned that Chutooree contravened section 39(3)(a) by falsifying, concealing, destroying or otherwise disposing of documents which she knew or suspected was or would be relevant to an investigation conducted under Part 3 of CLR 2015.
- i) *Contravention of section 39(4)(a) of CLR 2015*
- 3.29 During the Chutooree Interview, Chutooree repeatedly denied any involvement in the creation of the December Bill and denied deleting any emails related to the Investigation. The only persons taking part in the Chutooree Interview were the Investigators and Chutooree.



- 3.30 Prior to the Chutooree Interview, on 16 March 2022, the Investigators interviewed the Managing Director of the CSP pursuant to a requirement issued under Part 3 of CLR 2015. As a result of information received during this interview, the CSP initiated an Internal Investigation on its own volition to independently examine the concerns raised by the Investigator.
- 3.31 After the Chutooree Interview and as part of the Internal Investigation, the Manager met with Chutooree and presented her with some of the findings of the Internal Investigation. After initially denying creating the December Bill, Chutooree admitted to the Manager that she had created the December Bill but could not provide any explanation why she had done so.
- 3.32 Also, as part of the Internal Investigation, the Information Technology staff at the CSP were able to recover the R&I Email and other emails from the backup servers of the CSP and were able to determine when these emails were deleted by Chutooree from the CSP Email Account.
- 3.33 Accordingly, the Registrar is concerned that Chutooree contravened section 39(4)(a) of CLR 2015 by providing information which is false or misleading in purported compliance with a requirement with a requirement imposed under Part 3 of CLR 2015.

#### 4. CONTRAVENTIONS

- 4.1 Based on the facts and matters noted above, the Registrar considers that Chutooree committed the follow contraventions -
- (i) section 80A(1)(a) of CLR 2015 – *general false statement contravention*.
  - (ii) section 39(3)(a) of CLR 2015 – *falsifying, concealing, destroying or otherwise disposes of a document which she knows or suspects is or would be relevant to an investigation conducted under Part 3 of CLR 2015; and*
  - (iii) section 39(4)(a) of CLR 2015 – *information which she knows to be false or misleading in a material particular in purported compliance with a requirement imposed on her under Part 3 of CLR 2015.*

#### 5. SANCTIONS

##### Financial penalties

- 5.1 In deciding to impose financial penalties, the Registrar has considered the factors and considerations in the Registrar’s Decision Procedures, Disqualification and Enforcement Manual (the “Manual”).

##### Determination to impose a financial penalty

- 5.2 With reference to paragraph 4.7 of the Manual, the Registrar considers the following factors to be of relevance in deciding to impose financial penalties against Chutooree:

- a. To promote compliance with the Regulations and achieve the Registrar's objectives by:
  - i. penalising persons who have committed contraventions;
  - ii. deterring persons that have committed or may commit similar contraventions; and
  - iii. depriving persons of any benefit that they may have gained as a result of their contraventions.

5.3 The Registrar has decided to impose financial penalties, given the seriousness of the contravention and the circumstances.

#### **Determination of the level of financial penalty**

5.4 With reference to paragraph 4.8 of the Manual, the Registrar has considered the factors and considerations for determining the appropriate level of the financial penalty that it has decided to impose, which are set out as follows.

#### *The seriousness of the contraventions*

5.5 The Registrar expects and relies on CSPs and their employees like Chutooree to be completely honest in their dealings with the RA.

5.6 Further, when M&E commences an investigation pursuant to Part 3 of CLR 2015, the investigators expect persons like Chutooree not to obstruct the investigation through the concealment of key documents.

5.7 Also, persons interviewed and involved in the investigation pursuant to a requirement issued under Part 3 of CLR 2015 must be truthful and, at a minimum, not provide information which they know to be false and/or misleading.

5.8 The seriousness of these contraventions is amplified by the fact that she was an employee of an ADGM CSP and, as part of her job, expected and relied on by the Registrar to provide complete and accurate information when assisting in the incorporation and licensing of prospective ADGM companies.

5.9 By submitting a falsified document, Chutooree profoundly breached that trust placed in her by her employer and, by extension, the Registrar.

5.10 Chutooree's breach of trust was exacerbated by her misconduct after she became aware of the existence of the Investigation on 25 February 2022. She concealed documents relevant to the Investigation and provided false information to the Investigators.

#### *Deliberate or reckless*

5.11 The contraventions by Chutooree were clearly deliberate and contrary to her duties as an employee of the CSP.

5.12 Chutooree intentionally filed a document to the Registrar which she knew contained false information. She then took steps to conceal her initial misconduct by deleting emails, attempting to remove a document and misleading Investigators.

5.13 It is unknown whether Chutooree's decision to submit the December Bill was influenced by a belief that it would be difficult to detect.

*Whether the person is an individual*

5.14 Chutooree is an individual. She bears significant responsibility for the contravention of section 80A(1)(a) of CLR 2015. She bears sole responsibility for the contraventions of section 39(3)(a) and section 39(4)(a) of CLR 2015.

5.15 While it is recognised that this enforcement action will have a greater effect on her than it would on a firm, a strong message of deterrence is paramount.

*Effect on third parties*

5.16 The Client suffered delays in its incorporation and licensing in ADGM because of Chutooree's misconduct.

*Deterrence*

5.17 Deterrence is one of the main purposes of taking enforcement action. That is, deterring persons who have committed contraventions from committing further contraventions, and deterring others from committing similar contraventions, particularly CSPs and those employed by ADGM CSPs.

5.18 The penalty imposed must deter Chutooree and others like Chutooree, including employees of CSPs, from submitting or attempting to submit misleading information and making false statements to the Registrar to the greatest extent possible.

5.19 Again, Chutooree's position with the CSP underscores the need for deterrence.

5.20 Further, the penalty imposed must underscore the importance of being honest when one is aware that an investigation by M&E has been commenced or is likely to be commenced as well as the importance of being honest with Investigators appointed under Part 3 of CLR 2015.

5.21 Given her position of trust as an employee of the CSP and her breach of that trust, Chutooree's contraventions are particularly serious, and any sanction must send a strong and meaningful message of deterrence to CSPs and their employees.

*Financial gain or loss avoided*

5.22 This factor was not considered.



### *Subsequent conduct*

- 5.23 After receiving the Notice of Appointment of Investigators, whose appointment was prompted by her delivery of the December Bill, Chutooree concealed documents relevant to the Investigation and misled Investigators in an attempt to hide her misconduct.
- 5.24 This misconduct is highly aggravating and justifies an increased financial penalty.
- 5.25 Other than attending for the Chutooree Interview, she did not provide the Investigators with any meaningful cooperation.

### *Disciplinary record and compliance history*

- 5.26 At the time of the contravention and to the knowledge of the Investigators, Chutooree has no disciplinary record nor is the Registrar aware of any other concerns in relation to Chutooree.

### *Maximum penalty*

- 5.27 The maximum penalties for each of the contraventions are as follows -
- (i) section 80A(1)(a) of CLR 2015, level 7 (i.e., USD 25,000);
  - (ii) section 39(3)(a) of CLR 2015, level 6 (i.e., USD 20,000); and
  - (iii) section 39(4)(a) of CLR 2015, level 6 (i.e., USD 20,000).

## **6. PROCEDURAL MATTERS**

### **Representations**

- 6.1 On 21 December 2022, the Registrar issued Chutooree with a Warning Notice in which it proposed to (i) impose a financial penalty of USD 10,000 for a contravention of section 80A(1)(a) of CLR 2015 - *General false statement contravention*; (ii) impose a financial penalty of USD 6,000 for a contravention of section 39(3)(a) of CLR 2015 – *concealing, destroying or otherwise disposes of a document which she knows or suspects is or would be relevant to an investigation conducted under Part 3 of CLR 2015*; and (iii) impose a financial penalty of USD 5,000 for a contravention of section 39(4)(a) of CLR 2015 – *information which she knows to be false or misleading in a material particular in purported compliance with a requirement imposed on her under Part 3 of CLR 2015*.
- 6.2 Chutooree was provided with an opportunity to make written representations regarding the Registrar’s concerns and the actions proposed.
- 6.3 No representations were submitted by Chutooree nor did Chutooree submit any requests for an extension of time for making representations.



### Opportunity to have the matter referred to the ADGM Courts

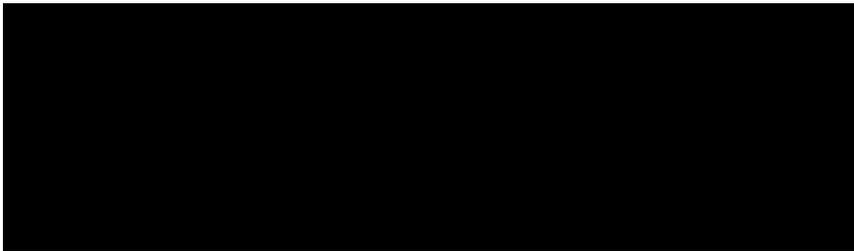
- 6.4 On 19 January 2023, the Registrar issued a Decision Notice to Chutooree pursuant to section 48 of the CLR 2015.
- 6.5 Under section 48 of the CLR 2015, Chutooree had the opportunity to refer the Decision Notice to the ADGM Courts. As of the date of this Notice, no referral has been made by Chutooree to the ADGM Courts.
- 6.6 As a referral was not made to the ADGM Courts for a review of the Decision Notice within 28 days of Chutooree's receipt of the Decision Notice, the Registrar has proceeded to issue this Notice pursuant to section 50 of the CLR 2015.

### Payment of the financial penalty

- 6.7 The financial penalty imposed by this Notice is to be paid by Chutooree on or before the date stated in the invoice attached with this Notice.
- 6.8 In the event that any part of the financial penalty remains outstanding on the date by which it must be paid, the obligation to make the payment is enforceable as a debt by the Registrar.
- 6.9 Payment of the financial penalty can be made by electronic funds transfer. The account details are listed in the invoice attached with this Notice.

### Publicity

- 6.10 As this Notice has now been issued, the Registrar may, at his discretion, publish the details about the matter to which this Notice relate.



Sami Mohammed  
ADGM Commissioner of Data Protection, Registration Authority  
Delegate of the Registrar, Registration Authority



## ANNEXURE A

### EXTRACTS OF THE REGULATIONS AND RULES REFERRED TO IN THIS NOTICE

#### EXTRACT OF THE *COMMERCIAL LICENSING REGULATIONS 2015*

##### PART 1: LICENSING OF CONTROLLED ACTIVITIES

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##### 16. Applications under this Part

(1) An application for a licence must –

- (a) contain a statement of the controlled activity or controlled activities which the applicant proposes to carry on and for which the applicant wishes to have a licence; and
- (b) give the address of a place in the Abu Dhabi Global Market for service on the applicant of any notice or other document which is required or authorised to be served on the applicant under these Regulations.

(2) An application for the variation of a licence must contain a statement –

- (a) of the desired variation; and
- (b) of the controlled activity or controlled activities which the applicant proposes to carry on if the licence is varied.

(3) An application for the variation of a requirement imposed under section 14 or for the imposition of a new requirement must contain a statement of the desired variation or requirement.

(3A) An application under this part must, if the applicant is an “ADGM Person” within the meaning prescribed in Section 33 of the Beneficial Ownership and Control Regulations 2018, contain a statement of initial beneficial ownership and control, stating whether there are any persons who are considered a beneficial owner of the applicant.

- (a) The statement must contain the required particulars as prescribed under section 2 of the Beneficial Ownership and Control Regulations 2018.
- (b) For the purposes of this section, “beneficial owner” shall have the meaning prescribed to it in Schedule 1 (Meaning of Beneficial Owner) of the Beneficial Ownership and Control Regulations 2018.3

(4) An application under this Part must –

- (a) be made in such manner as the Registrar may direct; and
- (b) contain, or be accompanied by, such other information as the Registrar may reasonably require.

(5) At any time after the application is received and before it is determined, the Registrar may require the applicant to provide it with such further information as it reasonably considers necessary to enable it to determine the application.

(6) Different directions may be given, and different requirements imposed, in relation to different applications or categories of application.



(7) The Registrar may require an applicant to provide information which the applicant is required to provide to it under this section in such form, or to verify it in such a way, as the Registrar may direct.

(8) The Board may make rules requiring the payment to the Registrar of such fees, in connection with applications made under this Part, as are specified in the rules. Such rules may prescribe different levels of fees for different types of applicant or different types of controlled activity. Any fee which is owed to the Registrar under any provision made by such rules may be recovered as a debt due to the Registrar. The Registrar may reject an application which is not accompanied by the payment to the Registrar of the fees due on such application.

### PART 3: INFORMATION GATHERING AND INVESTIGATIONS

#### 30. Appointment of persons to carry out general investigations

(1) If it appears to the Registrar that there is good reason for doing so, it may appoint one or more competent persons to conduct an investigation on its behalf into –

- (a) the nature, conduct or state of the business of a licensed person;
- (b) a particular aspect of that business; or
- (c) the ownership or control of a licensed person.

(2) If a person appointed under subsection (1) thinks it necessary for the purposes of his investigation, he may also investigate the business of a person who is or has at any relevant time been –

- (a) a member of the group of which the person under investigation ("A") is part; or
- (b) a partnership of which A is a member.

(3) If a person appointed under subsection (1) decides to investigate the business of any person under subsection (2) he must give that person written notice of his decision.

(4) The power conferred by this section may be exercised in relation to a former licensed person but only in relation to –

- (a) business carried on at any time when he was a licensed person; or
- (b) the ownership or control of a former licensed person at any time when he was a licensed person.

(5) "Business" includes any part of a business even if it does not consist of carrying on controlled activities.

#### 31. Appointment of persons to carry out investigations in particular cases

(1) Subsection (2) applies if it appears to the Registrar that there are circumstances suggesting that a person may have committed a contravention of any enactment or subordinate legislation where such contravention is punishable by a fine.

(2) The Registrar may appoint one or more competent persons to conduct an investigation on its behalf.



### 32. Investigations: general

- (1) This section applies if the Registrar appoints one or more competent persons ("investigators") under sections 30 or 31 to conduct an investigation on its behalf.
- (2) The Registrar must give written notice of the appointment of an investigator to the person who is the subject of the investigation ("the person under investigation").
- (3) Subsections (2) and (9) do not apply if the investigator is appointed as a result of section 31 and the Registrar believes that the notice required by subsections (2) or (9) would be likely to result in the investigation being frustrated.
- (4) A notice under subsection (2) must –
- (a) specify the provisions under which, and as a result of which, the investigator was appointed; and
  - (b) state the reason for his appointment.
- (5) Nothing prevents the Registrar from appointing a person who is a member of its staff as an investigator.
- (6) An investigator must make a report of his investigation to the Registrar.
- (7) The Registrar may, by a direction to an investigator, control –
- (a) the scope of the investigation;
  - (b) the period during which the investigation is to be conducted;
  - (c) the conduct of the investigation; and
  - (d) the reporting of the investigation.
- (8) A direction may, in particular –
- (a) confine the investigation to particular matters;
  - (b) extend the investigation to additional matters;
  - (c) require the investigator to discontinue the investigation or to take only such steps as are specified in the direction;
  - (d) require the investigator to make such interim reports as are so specified.
- (9) If there is a change in the scope or conduct of the investigation and, in the opinion of the Registrar, the person subject to investigation is likely to be significantly prejudiced by not being made aware of it, that person must be given written notice of the change.

### 33. Powers of persons appointed under section 30

- (1) An investigator may require the person who is the subject of the investigation ("the person under investigation") or any person connected with the person under investigation –
- (a) to attend before the investigator at a specified time and place and answer questions; or
  - (b) otherwise to provide such information as the investigator may require.
- (2) An investigator may also require any person to produce at a specified time and place any specified documents or documents of a specified description.



(3) A requirement under subsections (1) or (2) may be imposed only so far as the investigator concerned reasonably considers the question, provision of information or production of the document to be relevant to the purposes of the investigation.

(4) For the purposes of this section, a person is connected with the person under investigation ("A") if he is or has at any relevant time been –

- (a) a member of A's group;
- (b) a controller of A;
- (c) a partnership of which A is a member; or
- (d) in relation to A, a person mentioned in Part 1 or Part 2 of the Schedule.

(5) "Investigator" means a person conducting an investigation under section 30.

(6) "Specified" means specified in a notice in writing.

### **34. Additional power of persons appointed as a result of section 31**

(1) An investigator has the powers conferred by section 33.

(2) An investigator may also require a person who is neither the subject of the investigation ("the person under investigation") nor a person connected with the person under investigation –

- (a) to attend before the investigator at a specified time and place and answer questions; or
- (b) otherwise to provide such information as the investigator may require for the purposes of the investigation.

(3) A requirement may only be imposed under subsection (2) if the investigator is satisfied that the requirement is necessary or expedient for the purposes of the investigation.

(4) "Investigator" means a person appointed as a result of section 31.

(5) Subsections (6) to (8) apply if an investigator considers that any person ("A") is or may be able to give information which is or may be relevant to the investigation.

(6) The investigator may require A –

- (a) to attend before him at a specified time and place and answer questions; or
- (b) otherwise to provide such information as he may require for the purposes of the investigation.

(7) The investigator may also require A to produce at a specified time and place any specified documents or documents of a specified description which appear to the investigator to relate to any matter relevant to the investigation.

(8) The investigator may also otherwise require A to give him all assistance in connection with the investigation which A is reasonably able to give.

(9) "Specified" means specified in a notice in writing.



### 35. Admissibility of statements made to investigators

(1) A statement made to an investigator by a person in compliance with an information requirement is admissible in evidence in any proceedings, so long as it also complies with any requirements governing the admissibility of evidence in the circumstances in question.

(2) "Investigator" means a person appointed under sections 30 or 31.

(3) "Information requirement" means a requirement imposed by an investigator under sections 33, 34 or 36.

### 36. Information and documents: supplemental provisions

(1) If the Registrar or an investigator has power under this Part to require a person to produce a document but it appears that the document is in the possession of a third person, that power may be exercised in relation to the third person.

(2) If a document is produced in response to a requirement imposed under this Part, the person to whom it is produced may –

- (a) take copies or extracts from the document; or
- (b) require the person producing the document, or any relevant person, to provide an explanation of the document.

(3) A document so produced may be retained for so long as the person to whom it is produced considers that it is necessary to retain it (rather than copies of it) for the purposes for which the document was requested.

(4) If the person to whom a document is so produced has reasonable grounds for believing –  
(a) that the document may have to be produced for the purposes of any legal proceedings; and  
(b) that it might otherwise be unavailable for those purposes, it may be retained until the proceedings are concluded.

(5) If a person who is required under this Part to produce a document fails to do so, the Registrar or an investigator may require him to state, to the best of his knowledge and belief, where the document is.

(6) A lawyer may be required under this Part to furnish the name and address of his client.

(7) No person may be required under this Part to disclose information or produce a document in respect of which he owes an obligation of confidence by virtue of carrying on the business of banking unless –

- (a) he is the person under investigation or a member of that person's group;
- (b) the person to whom the obligation of confidence is owed is the person under investigation or a member of that person's group;
- (c) the person to whom the obligation of confidence is owed consents to the disclosure or production; or

(d) the imposing on him of a requirement with respect to such information or document has been specifically authorised by the Registrar.

(8) If a person claims a lien on a document, its production under this Part does not affect the lien.

(9) "Relevant person", in relation to a person who is required to produce a document, means a person who –

- (a) has been or is or is proposed to be a director or controller of that person;
- (b) has been or is an auditor of that person;
- (c) has been or is an actuary, accountant or lawyer appointed or instructed by that person;
- or
- (d) has been or is an employee of that person.

(10) "Investigator" means a person appointed under sections 30 or 31.

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### 39. Contraventions

(1) If a person other than the investigator ("the defaulter") fails to comply with a requirement imposed on him under this Part the person imposing the requirement may certify that fact in writing to the court.

(2) If the court is satisfied that the defaulter failed without reasonable excuse to comply with the requirement, it may deal with the defaulter (and in the case of a body corporate, any director or other officer) as if he were in contempt.

(3) A person who knows or suspects that an investigation is being or is likely to be conducted under this Part commits a contravention of these Regulations if –

- (a) he falsifies, conceals, destroys or otherwise disposes of a document which he knows or suspects is or would be relevant to such an investigation; or
- (b) he causes or permits the falsification, concealment, destruction or disposal of such a document, unless he shows that he had no intention of concealing facts disclosed by the documents from the investigator.

(4) A person who, in purported compliance with a requirement imposed on him under this Part - (a) provides information which he knows to be false or misleading in a material particular; or (b) recklessly provides information which is false or misleading in a material particular, commits a contravention of these Regulations.

(5) A person who commits either of the contraventions set out in subsections (3) and (4) shall be liable to a fine not exceeding level 6 on the standard fines scale.

(6) Any person who intentionally obstructs the exercise of any rights conferred by a warrant under section 37 commits a contravention of these Regulations and shall be liable to a fine not exceeding level 5 on the standard fines scale.



## PART 4: ENFORCEMENT

### 40. Meaning of "relevant requirement"

In this Part, "relevant requirement" means a requirement imposed by rules made under these Regulations.

### 41. Fines

(1) If the Registrar considers that a licensed person has contravened a relevant requirement imposed on the person, it may impose on him a fine, in respect of the contravention, of such amount as it considers appropriate, provided such fine shall not exceed level 5 on the standard fines scale.

(2) If the Registrar considers that a person has committed a contravention of an enactment or subordinate legislation, it may impose on him a fine of an amount not exceeding the maximum specified for such contravention in the relevant enactment or subordinate legislation.

(3) A fine under this section is payable to the Registrar.

### 43. Proposal to take disciplinary measures

(1) If the Registrar proposes –

- (a) to impose a fine on a person (under section 41); or
- (b) to suspend the licence of a licensed person or impose a restriction in relation to the carrying on of a controlled activity by a licensed person (under section 42), it must give that person a warning notice.

(2) A warning notice about a proposal to impose a fine must state the amount of the fine.

(3) A warning notice about a proposal to suspend a licence or impose a restriction must state the period for which the suspension or restriction is to have effect.

### 44. Decision to take disciplinary measures

(1) If the Registrar decides –

- (a) to impose a fine under section 41 (whether or not of the amount proposed); or
- (b) to suspend a licence or impose a restriction under section 42 (whether or not in the manner proposed), it must without delay give the person concerned a decision notice.

(2) In the case of a fine, the decision notice must state the amount of the fine.

(3) In the case of a suspension or restriction, the decision notice must state the period for which the suspension or restriction is to have effect.

(4) If a Registrar decides to –

- (a) impose a fine on a person under section 41; or
- (b) suspend the licence of a licensed person, or impose a restriction in relation to the carrying on of a controlled activity by a licensed person, under section 42,



that person may refer the matter to the court.

#### 47. Warning notices

(1) A warning notice must

- (a) state the action which the Registrar proposes to take;
- (b) be in writing;
- (c) give reasons for the proposed action;
- (d) state whether section 53 applies; and
- (e) if that section applies, describe its effect and state whether any secondary material exists to which the person concerned must be allowed access under it.

(2) A warning notice must specify a reasonable period (which may not be less than 14 days) within which the person to whom it is given may make representations to the Registrar.

(3) The Registrar may extend the period specified in the notice.

(4) The Registrar must then decide, within a reasonable period, whether to give the person concerned a decision notice.

(5) In this Part, "warning notice" means a notice under sections 18(1), 18(2), 20(1) or 43(1).

#### 48. Decision notices

(1) A decision notice must –

- (a) be in writing;
- (b) give the reasons of the Registrar for the decision to take the action to which the notice relates;
- (c) state whether section 53 applies;
- (d) if that section applies, describe its effect and state whether any secondary material exists to which the person concerned must be allowed access under it; and
- (e) give an indication of –
  - (i) any right to have the matter referred to the court which is given by these Regulations; and
  - (ii) the procedure on such a reference.

(2) If the decision notice was preceded by a warning notice, the action to which the decision notice relates must be action under the same provision as the action proposed in the warning notice.

(3) The Registrar may, before it takes the action to which a decision notice ("the original notice") relates, give the person concerned a further decision notice which relates to different action in respect of the same matter.

(4) The Registrar may give a further decision notice as a result of subsection (3) only if the person to whom the original notice was given consents.



(5) If the person to whom a decision notice is given under subsection (3) had the right to refer the matter to which the original decision notice related to the court, he has that right as respects the decision notice under subsection (3).

(6) In this Part, "decision notice" means a notice under sections 18(3), 20(2) or 44(1).

#### 49. Notices of Discontinuance

(1) If the Registrar decides not to take -

- (a) the action proposed in a warning notice given by it; or
  - (b) the action to which a decision notice given by it relates,
- it must give a notice of discontinuance to the person to whom the warning notice or decision notice was given.

(2) But subsection (1) does not apply if the discontinuance of the proceedings concerned results in the granting of an application made by the person to whom the warning or decision notice was given.

(3) A notice of discontinuance must identify the proceedings which are being discontinued.

#### 50. Final notices

(1) If the Registrar has given a person a decision notice and the matter was not referred to the court within 28 days of that person receiving the notice or such other period as the court may allow, the Registrar must, on taking the action to which the decision notice relates, give the person concerned and any person to whom the decision notice was copied a final notice.

(2) If the Registrar has given a person a decision notice and the matter was referred to the court, the Registrar must, on taking action in accordance with any directions given by –

- (a) the court, or
  - (b) the Court of Appeal on an appeal against the decision of the court,
- give that person and any person to whom the decision notice was copied the notice required by subsection (3).

(3) The notice required by this subsection is –

- (a) in a case where the Registrar is acting in accordance with a direction given by the court, or by the Court of Appeal on an appeal from a decision of the court, a further decision notice; and
- (b) in any other case, a final notice.

(4) A final notice must –

- (a) give details of the action being taken;
- (b) state the date on which the action is to be taken; and
- (c) if it imposes a fine, state the amount of the fine and the manner in which, and the period within which, the fine is to be paid.

(5) The period stated under subsection (4)(c) may not be less than 30 days beginning with the date on which the final notice is given.



(6) If all or any of the amount of a fine payable under a final notice is outstanding at the end of the period stated under subsection (4)(c), the Registrar may recover the outstanding amount as a debt due to it.

## 51. Publication

(1) In the case of a warning notice, neither the Registrar nor a person to whom it is given or copied may publish the notice or any details concerning it.

(2) A person to whom a decision notice is given or copied may not publish the notice or any details concerning it unless the Registrar has published the notice or those details.

(3) A notice of discontinuance must state that, if the person to whom the notice is given consents, the Registrar may publish such information as it considers appropriate about the matter to which the discontinued proceedings related.

(4) A copy of a notice of discontinuance must be accompanied by a statement that, if the person to whom the notice is copied consents, the Registrar may publish such information as it considers appropriate about the matter to which the discontinued proceedings related, so far as relevant to that person.

(5) The Registrar must publish such information about the matter to which a decision notice or final notice relates as it considers appropriate.

(6) When a supervisory notice takes effect, the Registrar must publish such information about the matter to which the notice relates as it considers appropriate.

(7) The Registrar may not publish information under this section if, in its opinion, publication of the information would be –

- (a) unfair to the person with respect to whom the action was taken (or was proposed to be taken);
- (b) detrimental to the interests of participants of the Abu Dhabi Global Market; or
- (c) detrimental to the interests of the Abu Dhabi Global Market.

(8) Information is to be published under this section in such manner as the Registrar considers appropriate.

(9) For the purposes of determining when a supervisory notice takes effect, a matter to which the notice relates is open to review if –

- (a) the period during which any person may refer the matter to the court is still running;
- (b) the matter has been referred to the court but has not been dealt with;
- (c) the matter has been referred to the court and dealt with but the period during which an appeal may be brought against the court's decision is still running; or
- (d) such an appeal has been brought but has not been determined.

(10) "Notice of discontinuance" means a notice given under section 49.



(11) "Supervisory notice" has the same meaning as in section 54.

(12) A person, other than the Registrar, who contravenes subsections (1) or (2) shall be liable to a fine not exceeding level 3 on the standard fines scale.

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### 53. Access to material

(1) If the Registrar gives a person ("A") a warning notice or a decision notice, it must –

- (a) allow him access to the material on which it relied in taking the decision which gave rise to the obligation to give the notice;
- (b) allow him access to any secondary material which, in the Registrar's opinion, might undermine that decision.

(2) But the Registrar does not have to allow A access to material under subsection (1) if the material is excluded material or it –

- (a) relates to a case involving a person other than A; and
- (b) was taken into account by the Registrar in A's case only for purposes of comparison with other cases.

(3) The Registrar may refuse A access to particular material which it would otherwise have to allow him access to if, in its opinion, allowing him access to the material –

- (a) would not be in the public interest; or (b) would not be fair, having regard to –
  - (i) the likely significance of the material to A in relation to the matter in respect of which he has been given a notice; and
  - (ii) the potential prejudice to the commercial interests of a person other than A which would be caused by the material's disclosure.

(4) If the Registrar does not allow A access to material because it is excluded material consisting of a protected item, it must give A written notice of –

- (a) the existence of the protected item; and
- (b) the Registrar's decision not to allow him access to it.

(5) If the Registrar refuses under subsection (3) to allow A access to material, it must give him written notice of - (a) the refusal; and (b) the reasons for it.

(6) "Secondary material" means material, other than material falling within paragraph (a) of subsection (1) which –

- (a) was considered by the Registrar in reaching the decision mentioned in that paragraph; or
- (b) was obtained by the Registrar in connection with the matter to which that notice relates but which was not considered by it in reaching that decision.

(7) "Excluded material" means material which is a protected item (as defined in section 56).

(8) This section does not apply to a warning notice under section 18(1) or 18(2) or a decision notice under section 18(3).

## PART 7: GENERAL

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### 80A. General false statement contravention

(1) A person who, in purported compliance with a requirement imposed on him under these Regulations or any Rules made under these Regulations –

(a) provides information which he knows to be false, misleading or deceptive in a material particular; or

(b) recklessly provides information which is false, misleading or deceptive in a material particular, commits a contravention of these Regulations.

(2) A person who commits the contravention referred to in subsection (1) is liable to a fine of up to level 7.