

**BEFORE THE ADJUDICATING OFFICER**  
**SECURITIES AND EXCHANGE BOARD OF INDIA**

**SETTLEMENT ORDER**  
(Application No. 3537/2018)

On the application submitted by  
**Mr. Saket Agarwal (PAN: ABXPA8150D)**

**Settlement Order No: SO/SBM/EAD-1/01/2019**

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1. Pursuant to Adjudication Proceedings initiated by Securities and Exchange Board of India (hereinafter referred to as '**SEBI**') against Mr. Saket Agarwal (hereinafter referred to as '**Applicant**'), it was observed that the applicant had filed an application dated March 20, 2018, in terms of the SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014 (hereinafter referred to as '**Settlement Regulations**') proposing to settle, without admitting or denying the findings of fact and conclusions of law, through a Settlement Order, the violation of the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as '**SAST Regulations**') and SEBI (Prohibition of Insider Trading) Regulations, 1992 (hereinafter referred to as '**PIT Regulations**') alleged to have been committed by the applicant.
2. In this regard, during the course of Adjudication Proceedings, a Show Cause Notice dated December 22, 2017 (hereinafter referred to as '**SCN**') was issued to the applicant. Briefly, the SCN issued to the applicant mentioned the following
  - a. Amulya Leasing & Finance Limited (hereinafter referred to as '**ALFL**' / '**the Company**') is listed on BSE (scrip code: 531761). ALFL is involved in the business of financing and sale and

purchase of shares. The total share capital of the Company as on June 2014 was 50,01,700 shares.

- b. Based on a reference received from BSE regarding alleged non-disclosure by Mr. Saket Agarwal about decrease in his shareholding in the Company during the period July 04, 2014 to August 11, 2014, SEBI conducted an examination into the trading/dealings in the scrip of ALFL during the period January 01, 2013 to October 31, 2014 (hereinafter referred to as '**relevant period**'/ '**examination Period**').
- c. From the details of the shareholding of ALFL w.r.t shareholders belonging to the category of Public holding more than 1% of the total share capital of ALFL, which was submitted to the BSE by the Company, it was observed that the applicant was holding 4,49,800 shares of ALFL (constituting 8.99% of total no. of shares of the ALFL) at the end of the quarter April - June, 2014. Further, the applicant had sold 2,09,800 shares (constituting 4.19% of the total shares) during the period of July 10, 2014 to September 12, 2014.
- d. By virtue of the above said sale transactions, there was a change in the shareholding of the applicant which had exceeded the prescribed threshold limit of 2% of the total shareholding of the Company as on August 1, 2014. Therefore, in terms of Regulation 29 (2) read with Regulation 29 (3) of the SAST Regulations, the applicant was under an obligation to make the necessary disclosure for the above said change in shareholding pursuant to change in his shareholding as on August 01, 2014. The said disclosure was required to be made by the applicant to the Company and to the BSE within 2 working days of the change in his shareholding. It is alleged that the applicant had not made

the requisite disclosures under Regulation 29(2) read with Regulation 29(3) of SAST Regulations, to the stock exchange and the company. Therefore, it is alleged that the applicant, by failing to make the disclosures to the stock exchange and the company, has violated the provisions of Regulation 29(2) read with Regulation 29(3) of SAST Regulations

- e. Similarly, in terms of Regulation 13(3) r/w 13(5) of the PIT Regulations, applicant was under an obligation to make the necessary disclosure for the above said change in shareholding in ALFL. The said disclosure was required to be made by the applicant to the company within two working days from August 1, 2014 i.e. the date when the threshold limit had crossed the prescribed limit of 2%. It is alleged that applicant had failed to make the requisite disclosures under Regulation 13(3) read with Regulation 13(5) of the PIT Regulations to the Company. Therefore, it is alleged that the applicant, by failing to make the necessary disclosures to the Company, has violated the provisions of Regulation 13(3) read with Regulation 13(5) of PIT Regulations.

- 3. Pending Adjudication Proceedings, the applicant submitted a Settlement Application ref. 3537/2018 dated March 20, 2018 along with an undertaking in the format prescribed by SEBI for settlement in the matter, in terms of Regulations 3(1) and 3(2) of the Settlement Regulations.
- 4. Pursuant to the Settlement Application filed by the applicant, the panel of Whole Time Members (WTMs) of SEBI approved that the settlement applications in various matters may be processed as per 'Summary Settlement Procedure', which is provided under the provisions of Settlement Regulations. In such cases, the application is directly placed for passing of Settlement Order without processing the same through

Internal Committee ('IC') or High Powered Advisory Committee (HPAC). Consequently, a summary settlement notice dated December 31, 2018 was sent to the applicant by SEBI stating that in order to expedite disposal of the applicant's settlement application, the same has been considered for summary settlement and if the applicant wish to avail the benefit of summary settlement, the proceedings may be settled and disposed of upon remittance of settlement amount of Rs. 2,80,500/- (Rupees Two Lakh Eighty Thousand and Five Hundred Only) [amount arrived as per the terms of the Settlement Regulations] within 10 calendar days from the date of receipt of the subject notice.

5. In response to the aforementioned summary notice, the applicant vide his letter dated January 04, 2019, remitted a sum of Rs. 2,80,500/- (Rupees Two Lakh Eighty Thousand and Five Hundred Only) towards the settlement charges through Demand Draft No. 267838 dated January 04, 2019 drawn on Punjab National Bank. Subsequently, the details of the summary settlement proceedings w.r.t the applicant were put up to the panel of WTMs of SEBI. The same was approved by the panel of WTMs on January 10, 2019.
6. In view of the above, in terms of Regulation 15(1) of the Settlement Regulations, 2014, it is hereby ordered that this settlement order disposes of the aforesaid adjudication proceedings initiated against the applicant viz. Mr. Saket Agarwal (PAN: ABXPA8150D) vide SCN dated December 22, 2017.
7. This order is without prejudice to the right of SEBI to take enforcement actions including restoring or initiating the proceedings in respect to which the settlement order was passed against the applicant, if :
  - a. any representation made by the applicant in the settlement proceedings is subsequently found to be untrue; or

- b. the applicant breaches any of the clauses /conditions of undertakings/ waivers filed during the current settlement proceedings.
- 8. This settlement order is passed on the **31st day of January, 2019** and shall come into force with immediate effect.
- 9. In terms of Regulation 17 of the Settlement Regulations, 2014, copies of this order are sent to the applicant viz. Mr. Saket Agarwal and also to the Securities and Exchange Board of India.

**Place: Mumbai**  
**Date: January 31, 2019**

**SURESH B. MENON**  
**ADJUDICATING OFFICER**