

**BEFORE THE ADJUDICATING OFFICER
SECURITIES AND EXCHANGE BOARD OF INDIA
SETTLEMENT ORDER NO. EAD-2/DSR/RG/ 593 /2017**

In respect of Application No. 3106 of 2016 submitted by

INDIAN CONTINENTAL INVESTMENT LIMITED

In the matter of

BHARTI AIRTEL LIMITED

1. Securities and Exchange Board of India (hereinafter referred to as the SEBI), vide order dated March 28, 2016, had initiated adjudication proceedings to inquire into and adjudge the alleged violation of the provisions of Regulation 13(1) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 (hereinafter referred to as the PIT Regulations) read with Regulation 12(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the PIT Regulations, 2015) by Indian Continent Investment Limited (hereinafter referred to as the Noticee) in the scrip of Bharti Airtel Limited (hereinafter referred to as BAL or Company).
2. Accordingly, a Show Cause Notice bearing No. EAD-2/DSR/RG/3857/1/2016 dated May 12, 2016 (hereinafter referred to as the SCN) was issued to the Noticee in the matter. It was observed that the Noticee was a promoter company of BAL and holding 6.65% of the paid up share capital of BAL. It was further observed that the Noticee had made the following acquisitions in BAL during the period from July 18, 2007 to December 15, 2010:-

Date	Nature of Transaction	Number of shares acquired	% of total shares	Total Number of shares of BAL
18/07/2007	Acquisition	94703500	4.99	1897748464
29/04/2008	Acquisition	11766768	0.62	1897907446
02/09/2008	Acquisition	10173455	0.54	1898101604
30/12/2008	Acquisition	2441000	0.13	1898216194
18/06/2009	Acquisition	4800000	0.25	1898373280
18/06/2009	Acquisition	109000	0.01	1898373280

Total Shareholding as on 23/07/2009 (before share split)		123993723	6.53	1898373280
24/07/2009	Share Split	247987446	6.53	3796746560
11/09/2009	Acquisition	5145000	0.14	3796842330
24/09/2009	Acquisition	5828540	0.15	3796842330
15/12/2010	Acquisition	6900000	0.18	3797530096
Total Shares / Shareholding		26,58,60,986	7.00	3,79,75,30,096

3. From the above, it was observed that the Noticee had acquired 26,58,60,986 shares constituting 7.00% of BAL during the relevant period. As a result, its shareholding in BAL crossed 5% on April 29, 2008. The said acquisition, therefore, required the Noticee to make necessary disclosures as prescribed under Regulation 13(1) of the PIT Regulations read with Regulation 12(2) of the PIT Regulations, 2015. It is alleged in the SCN that the Noticee had failed to do so.
4. Pending the adjudication proceedings, the Noticee submitted an application for Settlement dated June 30, 2016 and an undertaking in the format prescribed under the SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014 (hereinafter referred to as the Settlement Regulations) without admission of facts and conclusions of law.
5. Pursuant to the said Settlement Application, the Authorized Representative attended the Internal Committee (IC) meeting on January 12, 2017 on behalf of the Noticee wherein the settlement terms were deliberated. Thereafter, vide letter dated January 13, 2017, the Noticee proposed the revised settlement terms to settle the defaults mentioned above. The settlement terms as proposed by the Noticee were placed before the High Powered Advisory Committee (HPAC) in its meeting held on January 30, 2017. After considering the facts and circumstances of the case, the HPAC recommended that the case may be settled on payment of ₹ 2,17,388/- (Rupees Two lakh Seventeen Thousand Three Hundred and Eighty Eight Only) towards settlement charges

which were approved by the panel of the Whole Time Members, SEBI on March 09, 2017.

6. Accordingly, vide letter dated March 20, 2017, the Noticee has remitted a sum of ₹2,17,388/- (Rupees Two lakh Seventeen Thousand Three Hundred and Eighty Eight Only) vide demand draft No. 004193 dated March 16, 2017, drawn on HDFC Bank towards the terms of settlement in the matter.
7. In view of the above, in terms of Regulation 15(1) of the Settlement Regulations, it is hereby ordered that this Settlement Order disposes of the adjudication proceedings initiated against the Noticee vide the SCN dated May 12, 2016.
8. This order is without prejudice to the right of the SEBI to take enforcement actions including commencing / reopening of the pending proceedings against the applicant, if SEBI finds that:
 - i. Any representation made by the Noticee in the settlement proceeding is subsequently discovered to be untrue;
 - ii. The Noticee has breached any of the clauses / conditions of the undertakings / waivers filed during the current settlement proceeding.
9. In terms of Regulation 17 of the Settlement Regulations, a copy of this order is being sent to the Noticee and is published on the website of SEBI.

Date: April 05, 2017

Place: Mumbai

**D SURA REDDY
GENERAL MANAGER &
ADJUDICATING OFFICER**