

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

CONSENT ORDER

**ON THE APPLICATION SUBMITTED BY
MR. K C BOKADIA**

**IN THE MATTER OF
K C BOKADIA FILMS LIMITED**

CO/IVD ID-1/1959/AO/SD/32/2009

1. Securities and Exchange Board of India (hereinafter referred to as 'SEBI') had initiated adjudication proceedings against K C Bokadia (hereinafter referred to as 'noticee') to inquire into and adjudge under Section 15I read with Section 15A (b) of the SEBI Act, 1992 (hereinafter referred to as 'the said Act'), their alleged violation of Regulations 7 (1A), 7 (2) and 8 (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as the 'said Takeover Regulations'), and Regulations 13 (4) and 13 (5) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 (hereinafter referred to as the 'said PIT Regulations'), in the matter of having failed to disclose change in shareholding or voting rights in K C Bokadia Films Ltd, as per the said regulations.
2. In the course of adjudication proceedings, a Show Cause Notice bearing no. EAD-2/SD/PM/129856/2008 dated June 25, 2008 was issued under Rule 4 of the SEBI (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 to the noticee, for the alleged violation of the abovementioned provisions of law by the noticee.
3. Further, pending the adjudication proceedings, the noticee has filed an application for consent dated August 30, 2008 and letter dated March 6, 2009 and an affidavit of "Undertakings and Waivers" in the matter in terms of SEBI Circular No. EFD/ED/Cir-1/2007 dated 20th April, 2007 by proposing to pay Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) towards settlement fees, as per consent terms in the present matter. The terms as proposed by the noticee were placed before the High Powered Advisory Committee (HPAC) meeting held on May 22, 2009 and after considering the facts and circumstances of the case, consent terms offered by the noticee and material put forth before the

HPAC by SEBI, the HPAC recommended that the case may be settled on payment of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) towards settlement charges. Thereafter, SEBI vide letter dated June 29, 2009 conveyed to the Noticee that SEBI has in principle agreed to accept the terms of consent, subject to the clauses of undertaking/waivers made in the consent application and advised the noticee to pay in accordance with the revised consent terms.

4. In terms of the noticee's proposal for the sole purpose of settling the matter on hand and without admission or denial of guilt on the part of the noticee to the finding of fact or conclusion of law, the noticee has remitted a sum of Rs. 25,000/- (Rupees Twenty Five Thousand only), vide pay order bearing no. 534789 dated August 10, 2009 and another sum of Rs. 75,000/- (Rupees Seventy Five Thousand only), vide pay order bearing no. 535029 dated August 20, 2009, and another sum of Rs. 25,000/- (Rupees Twenty Five Thousand only), vide pay order bearing no. 535638 dated September 10, 2009, all of which are drawn on IndusInd Bank, Lokhandwala branch, Oshiwara, Andheri (W), Mumbai 400053, towards the terms of consent in the matter.

5. In view of the above, it is hereby ordered that:

(a) this consent order disposes of the said adjudication proceedings pending against the noticee under the SEBI Act, 1992 in the matter of K C Bokadia Films Ltd, and

(b) passing of this order is without prejudice to the right of SEBI to take enforcement actions including commencing/reopening of the pending proceedings against the noticee, if SEBI finds that

- I. any representations made by the noticee in the consent proceedings are subsequently discovered to be untrue.
- II. the noticee has breached any of the clauses/conditions of undertakings/waivers filed during the current consent proceedings.

This consent order is passed on the 22nd day of September, 2009 and shall come into force with immediate effect.

Place: Mumbai
Dt. September 22, 2009

SANDEEP DEORE
ADJUDICATING OFFICER