

BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA

CONSENT ORDER

On the Application No. 2798 of 2014

Brett Plastics Private Ltd., Sonymike's Holdings Ltd., Punag Ltd., STS Holdings Ltd, STP Exim Private Ltd., Shivram Global Private Ltd.(earlier known as Shivram Properties Pvt. Ltd.), Reengus Exim Private Ltd., Sunil Agrawal, Shefali Agrawal, Sheela Agrawal, Rahimullah, Manohar Assandas, Ikmarullah, Rajiv Jain, Thanwar Das Panjabi, Jamna Panjabi, Suresh Panjabi, Sheela Jain, Nirmal Bhardiya, Kusum Bhadiya, Sanjeev Agarwal and VGL Finance Ltd. in the matter of M/s. Vaibhav Gems Ltd.

1. Brett Plastics Private Ltd., Sonymike's Holdings Ltd., Punag Ltd., STS Holdings Ltd, STP Exim Private Ltd., Shivram Global Private Ltd.(earlier known as Shivram Properties Pvt. Ltd.), Reengus Exim Private Ltd., Sunil Agrawal, Shefali Agrawal, Sheela Agrawal, Rahimullah, Manohar Assandas, Ikmarullah, Rajiv Jain, Thanwar Das Panjabi, Jamna Panjabi, Suresh Panjabi, Sheela Jain, Nirmal Bhardiya, Kusum Bhadiya, Sanjeev Agarwal and VGL Finance Ltd. (hereinafter referred to as 'the applicant') had filed an application, vide letter dated January 23, 2014 in terms of the Securities and Exchange Board of India (Settlement of Administrative and Civil Proceedings) Regulations, 2014 proposing to settle, through a consent order, the adjudication proceedings initiated vide show cause notices (SCNs) dated November 22, 2013 and supplementary SCN dated January 30, 2015 for the alleged violation of regulation 8(2), regulation 7(1A) read with regulation 7(2) and regulation 11(2) read with regulation 14 (1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as ' Takeover Regulations, 1997') in the matter of M/s. Vaibhav Gems Ltd. (' Target Company').
2. On perusal of the letter of Offer under regulation 3(1) of Takeover Regulations, 1997 made by Ms. Deepti Agrawal, Mr. Rahimullah, Mr. Nirmal Kumar Bardiya and M/s. Shivram Properties Private Ltd., SEBI observed that M/s. Brett Plastics Pvt.

Ltd., M/s. Sonymike's Holding Ltd., M/s. Punag Ltd., M/s. STP Exim Pvt. Ltd., M/s. STS Holdings Ltd., M/s. Reengus Exim Pvt. Ltd., Mr. Sunil Agrawal, Ms. Shefali Agrawal, Ms. Sheela Agrawal, Mr. Rahimullah and M/s. Shivram Properties Pvt. Ltd. (promoters) in the past had not complied with regulation 8(2) of Takeover Regulations, 1997 within the specified time during the years 2001 and 2002. Further, one of the promoters, M/s. Reengus Exim Pvt. Ltd. had not complied with the provisions of regulation 7(1A) read with regulation 7(2) of the Takeover Regulations, 1997 during the year 2002. It was also observed on perusal of the letter of Offer that there were several instances during the year 2005 wherein Brett Plastics Private Ltd., one of the promoters of the target company, had acquired shares of the target company along with other promoters acting in concert, but, inter alia, failed to comply with the provisions of regulation 11(2) read with regulation 14(1) of the Takeover Regulations, 1997.

3. Further, the applicant had triggered the requirement of disclosures of the said transactions in 2005 under regulation 13(3) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (hereinafter referred to as 'PIT Regulations, 1992'). During these proceedings, the applicant informed SEBI that the aforesaid disclosures were made on September 8, 2014.
4. Pursuant to the Internal Committee meeting on January 12, 2015, vide letter dated January 20, 2015, the applicant proposed the revised consent terms to settle the aforesaid violations by offering to pay a sum of Rs.52,31,150/- (Rupees Fifty Two Lakh Thirty One Thousand One Hundred Fifty only) towards settlement charges .
5. The High Powered Advisory Committee (HPAC) in its meeting held on April 27, 2016, considered the settlement terms proposed by the applicant and recommended the case for settlement upon payment of Rs.52,31,150/- (Rupees Fifty Two Lakh Thirty One Thousand One Hundred Fifty only) towards settlement charges and the same was approved by the Panel of Whole Time Members. Thereafter, the same was communicated to the applicant, vide email dated July 11, 2016.

6. Accordingly, the applicants have, vide Demand Draft No. 968504 dated July 13, 2016 drawn on Punjab National Bank, remitted a sum of Rs.52,31,150/- (Rupees Fifty Two Lakh Thirty One Thousand One Hundred Fifty only) towards the settlement charges.
7. In view of the above, it is hereby ordered that:
- I. this settlement order disposes of the said adjudication proceedings initiated against the applicants vide notices dated November 22, 2013 and January 30, 2015 and delay in disclosures under PIT Regulations, 1992 for aforesaid transactions in 2005;
 - II. passing of this order is without prejudice to the right of SEBI to take enforcement actions including commencing / re-opening of the pending proceedings against the applicant, if SEBI finds that:
 - a) Any representations made by the Noticee in the settlement proceedings are subsequently discovered to be untrue.
 - b) The Noticee has breached any of the clauses / conditions of undertakings / waivers filed during the current settlement proceedings.
8. The settlement order passed on this the 28th day of September, 2016 shall come into force with immediate effect.
9. In terms of Regulation 17 of SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014, copies of this order are being sent to the applicants.

RAJEEV KUMAR AGARWAL
WHOLE TIME MEMBER

S.RAMAN
WHOLE TIME MEMBER