

**BEFORE THE ADJUDICATING OFFICER**

**SECURITIES AND EXCHANGE BOARD OF INDIA**

**Consent Order IVD-ID5/ESL/AO/ DRK/MD /EAD-3/ CO-59/ 06-11**

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**CONSENT ORDER**

(Application No. 2043 of 2010)

In the matter of

**Shri Shantanu Prakash**

Promoter & Director of Educomp Solutions Ltd.

C-11/1, DLF City, Phase – 1,

Gurgaon, Haryana – 122 002

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1. Securities and Exchange Board of India (hereinafter referred to as “**SEBI**”), vide order dated March 31, 2010 initiated adjudication proceedings against Shri Shantanu Prakash (hereinafter referred to as ‘**the Noticee**’) in the scrip of Educomp Solutions Ltd. (hereinafter referred to as ‘ESL’) to inquire into and adjudge under Section 15A(b) of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as ‘**SEBI Act**’) the violation of Regulations 13 (4) read with 13(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (hereinafter referred to as ‘SEBI (PIT) Regulations’) alleged to have been committed by the noticee.
2. It was alleged that in the case of ESL the noticee transferred 50,000 shares to his wife, but failed to make disclosures to the company as required under regulation 13(4) of the SEBI (PIT) Regulations. In this regard show cause notice no. A&E/DRK/MD/5227/2010 dated May 14, 2010 was served on the noticee.
3. Pending adjudication proceedings, the Noticee submitted an Application for Consent dated June 22, 2010 and an undertaking in the format

prescribed by SEBI for settlement in the matter in terms of SEBI Circular No. EFD/Cir.-1/2007 dated April 20, 2007. Pursuant to the said application, the Noticee attended a meeting with the Internal Committee on Consent on January 28, 2011 and the revised consent terms were settled at an amount of ₹ 3,00,000/- (Rupees Three Lakhs Only) towards settlement charges. The consent terms were placed before the High Powered Advisory Committee on Consent (hereinafter referred to as “**HPAC**”) on February 24, 2011 and the HPAC considered the facts and circumstances of the case, the proposed settlement terms offered by the Noticee and the other material brought before the HPAC. HPAC after deliberations recommended the case for settlement on the consent terms proposed by the Noticee which was approved by the panel of Whole Time Members.

4. In terms of the proposal of the Noticee 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 findings of fact or conclusions of law, the Noticee has remitted a sum of ₹ 3,00,000/- (Rupees Three Lakhs Only) favoring SEBI vide Demand Draft No. 931432 dated May 05, 2011 drawn on State Bank of Patiala towards the terms of consent in the matter.
5. In view of the above, it is hereby ordered that:
  - i. this consent order disposes of the said adjudication proceedings initiated against the Noticee mentioned in para 1, and
  - ii. 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:
    - a. Any representations made by the Noticee in the consent proceedings are subsequently discovered to be untrue.
    - b. The Noticee has breached any of the clauses / conditions of undertakings / waivers filed during the current consent proceedings.

6. This consent order is passed on the **7<sup>th</sup> day of June, 2011** and shall come into force with immediate effect.
7. In terms of Rule 6 of Securities and Exchange Board of India (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995, copies of this order are being sent to Shri Shantanu Prakash and also to the Securities and Exchange Board of India, Mumbai.

**Place: Mumbai**  
**Date: 07.06.2011**

**D. RAVI KUMAR**  
**CHIEF GENERAL MANAGER &**  
**ADJUDICATING OFFICER**