

BEFORE THE ADJUDICATING OFFICER
SECURITIES AND EXCHANGE BOARD OF INDIA

SETTLEMENT ORDER
(Application No. 3538/2018)

On the application submitted by

Mr Vikas Gupta (PAN: AGXPG9036H)

Settlement Order No: SO/SBM/EAD-1/02/2019

1. Pursuant to Adjudication Proceedings initiated by Securities and Exchange Board of India (hereinafter referred to as '**SEBI**') against Mr. Vikas Gupta (hereinafter referred to as '**Applicant**'), it was observed that the applicant had filed an application dated March 17, 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 the 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. Vikas Gupta 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. Further, analysis of the trading data during the examination period showed that the applicant had purchased 2,82,000 shares of ALFL during November 2013 and became a shareholder in the company holding 5.64% of the total shares of the company. The same was also observed from the shareholding pattern of the Company that was submitted to the BSE for the period ended March 2014.
- d. It is observed that applicant who was already holding 1, 70,199 shares of ALFL had purchased 87,352 shares of the company on November 20, 2013 and therefore, the shareholding of the applicant in the company changed from 3.40% to 5.15% i.e. exceeded the threshold limit of 5% of the total shareholding of the Company as on November 20, 2013. Therefore, in terms of Regulation 29 (1) read with Regulation 29 (3) of SAST Regulations, applicant was under an obligation to make the necessary disclosure for the above said change in his shareholding to the Company and to the BSE within 2 working days of the change in his shareholding. It is alleged that the applicant had failed to make the necessary disclosures to the stock exchange and to the company. Therefore, it is alleged that

applicant, by failing to make the disclosures to the stock exchange and to the company, has violated the provisions of Regulation 29(1) read with Regulation 29(3) of SAST Regulations.

- e. Similarly, in terms of the requirement prescribed under Regulation 13(1) of PIT Regulations, applicant was under an obligation to make the necessary disclosure for the above said change in his shareholding to the Company within 2 working days of the change in his shareholding i.e. within two working days from November 20, 2013. It is alleged that the applicant has failed to make the requisite disclosure under Regulation 13(1) of PIT Regulations, to the company. Therefore, it is alleged that applicant, by failing to make the disclosures to the company, has violated the provisions of Regulation 13(1) of PIT Regulations.

- 3. Pending Adjudication Proceedings, the applicant submitted a Settlement Application ref. 3538/2018 dated March 17, 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' as provided under the 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 his 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. 5,06,813/- (Rupees Five Lakh Six Thousand Eight Hundred and Thirteen 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 03, 2019, remitted a sum of Rs. 5,06,813/- (Rupees Five Lakh Six Thousand Eight Hundred and Thirteen only) towards the settlement charges through Demand Draft No. 247991 dated January 03, 2019 drawn on Kotak Mahindra Bank. Thereafter, 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. Vikas Gupta (PAN: AGXPG9036H) 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 representations made by the applicant in the settlement proceedings are 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. Vikas Gupta and also to the Securities and Exchange Board of India.

Place: Mumbai
Date: January 31, 2019

SURESH B. MENON
ADJUDICATING OFFICER