

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

In respect of M/s Passport India Investments (Mauritius) Ltd.
[Registered Sub account (SEBI Regn. No. 2005555) of Passport Capital
LLC bearing FII registration no :- IN-US-FA-1016-05]
In the matter of Financial Technologies Ltd.

CO/ISD/2304 /AO/PG/79/2011

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1. Securities and Exchange Board of India (hereinafter referred to as '**SEBI**'), vide order dated January 24, 2011, initiated adjudication proceedings against M/s Passport India Investments (Mauritius) Ltd. (hereinafter referred to as '**Noticee**') in the matter of dealings in the scrip of **Financial Technologies India Limited** (hereinafter referred to as "**the company/FTIL**") for allegedly violating the provisions of regulation 13(3) read with regulation 13(5) of SEBI (Prohibition of Insider Trading) Regulations, 1992 (hereinafter referred to as "**Insider Trading Regulations/ PIT Regulations**").

 2. The undersigned was appointed as the Adjudicating Officer, vide order dated January 24, 2011 under Section 15 I of Securities and Exchange Board of India Act, 1992 (hereinafter referred to as the "**Act**") and Rule 3 of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 (hereinafter referred to as the "**Rules**") to enquire into and adjudge under Section 15 A(b) of the Act, the alleged violation of the provisions of Insider Trading Regulations, as observed during the investigations.

3. Vide letter dated November 02, 2010, the Noticee mentioned that as on July 16, 2010, it was holding 3,570,999 shares of FTIL [which is listed both on the Bombay Stock Exchange (BSE) & the National Stock Exchange(NSE)] which amounted to an aggregate of 7.75% of the issued and paid up share capital of the company. It was reported that the Noticee was gradually selling FTIL shares since July 16, 2010. On September 24, 2010 the Noticee sold 266,000 shares of the company (95,000 shares on BSE and 171,000 shares on the NSE) thereafter holding 2,551,070 shares of FTIL representing 5.54% of the issued and paid up share capital of FTIL. On account of this transaction on September 24, 2010, the Noticee's shareholding in the Company had reduced by more than 2% since the last reporting which made the Noticee liable to disclose the said transactions and the present shareholding in the company under regulations 13(3) read with regulation 13(5) of Insider Trading Regulations within two working days of such sale.
4. While the adjudication proceedings were in progress, an application for Consent Order dated April 21, 2011 in respect of the aforesaid proceedings before SEBI was submitted by the Noticee. Vide its letter dated June 01, 2011, the Noticee sent its revised consent terms in the said matter for consideration in the HPAC.
5. The revised terms as proposed by the Noticee were placed before the High Powered Advisory Committee (hereinafter referred to as '**HPAC**') on June 14, 2011. The HPAC, after considering the facts and circumstances of the matter under consent, consent terms offered by the Noticee & the materials brought before it by SEBI, recommended that the case may be settled on payment of ₹.8,00,000/- (Rupees eight lakhs only) towards settlement charges.

Thereafter, SEBI, vide its letter dated July 01, 2011, communicated to the Noticee, its acceptance of the revised consent terms and advised it to pay the amount accordingly. The Noticee has remitted a sum of ₹.8,00,000/- (Rupees eight lakhs only), vide Wachovia Bank, Philadelphia, USA Pay Order No. 325709 dated July 07, 2011, drawn on State Bank of India towards the terms of consent in the matter.

6. In view of above, it is hereby ordered that:
 - i) This consent order disposes of the said proceedings pending against the Noticee under Securities and Exchange Board of India Act, 1992 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 representation made by the Noticee in the consent proceedings is subsequently discovered to be untrue.
 - b. the Noticee has breached any of the clauses / conditions of undertakings / waivers filed during the current consent proceedings.
7. This consent order is passed on July 27, 2011 and shall come into force with immediate effect.
8. In terms of rule 6 of the Adjudication Rules, copies of this order are being sent to the Noticee and to Securities and Exchange Board of India.

Date: July 27, 2011
Place: Mumbai

Piyoosh Gupta
Adjudicating Officer