

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

**SETTLEMENT ORDER NO. EAD-5/BS/8/2017-18**

---

**SETTLEMENT ORDER**

**On the Application No. 3188 of 2016**

**Submitted by**  
**Shonika Gupta**  
**(PAN: ABSPG5031E)**

- 
1. Shonika Gupta (hereinafter referred to as “**Applicant**”) belongs to the promoter group of Premier Explosives Ltd. (hereinafter referred to as “**Company/PEL**”) and she transferred 7,89,581 shares, which constituted 8.91% % of the share capital of PEL, on September 26, 2014 in off-market transactions to Shri Amarnath Gupta who is stated to be a relative of the Applicant .Vide the said transaction the shareholding of the Applicant in PEL decreased from 7,89,581 (8.91%) shares to *nil* shares. Prior to the said transaction, the Applicant was holding more than 5% of the shares of PEL and the transaction dated September 26, 2014 resulted into disposal of more than 2% of the shares of PEL by the Applicant. As a consequence, Applicant was required to make requisite disclosure in this regard within two working days of the disposal of shares to PEL and exchanges where the shares of the company is listed as stipulated under Regulation 29(2) read with Regulation 29(3) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as “**SAST Regulations, 2011**”). However, disclosure as stipulated under the said Regulations was not made by the Applicant.
  2. In view of the above, Securities and Exchange Board of India (**SEBI**) initiated adjudication proceedings against the Applicant and vide order dated December 30, 2015, Shri S.V.Krishnamohan was appointed as Adjudicating Officer 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 alleged violations of provisions of Regulation 29(2) read with Regulation 29(3) of SAST Regulations, 2011 by the Applicant.

3. Accordingly, a Show Cause notice no. EAD-5/ADJ/SVKM/AA/OW/22802 /1/2016 dated August 12, 2016 (“**SCN**”) was issued to the Applicant under Rule 4 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 (hereinafter referred to as “**Rules**”) alleging that she has violated the provisions of Regulation 29(2) read with Regulation 29(3) of SAST Regulations, 2011 by failing to make disclosure regarding disposal of more than two per cent of the share capital of PEL to PEL and to the stock exchanges within 2 days of transaction.
4. While the adjudication proceedings pursuant to the said SCN were in progress, Applicant, vide letter dated October 27, 2016 had submitted an application with SEBI in terms of SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014 Limited (hereinafter referred to as the “**Settlement Regulations, 2014**”) proposing to settle, through settlement order, the aforementioned adjudication proceedings for the alleged violations.
5. The settlement terms of ₹ 3,16,200/- (Rupees Three Lakhs Sixteen Thousand and Two Hundred only), as proposed by the Applicant, was placed before the High Powered Advisory Committee (hereinafter referred to as ‘**HPAC**’) on July 05, 2017. The HPAC, after considering the facts and circumstances of the matter, settlement terms proposed by the Applicant and the materials brought before it by SEBI, recommended that the aforesaid adjudication proceedings may be settled on payment of ₹ 3,16,200/- (Rupees Three Lakhs Sixteen Thousand and Two Hundred only) towards settlement charges as proposed by the Applicant. The Panel of Whole

Time Members of SEBI approved the said recommendations of the HPAC and the same was communicated to the Applicant vide email dated August 16, 2017.

6. Accordingly, the Applicant vide letter dated August 24, 2017 has remitted a sum of ₹ 3,16,200/- (Rupees Three Lakhs Sixteen Thousand and Two Hundred only) towards settlement charges through Demand Draft no. 232936 dated August 24, 2017 drawn on State Bank of India.
7. The undersigned has been appointed as Adjudication Officer in the present matter vide order dated September 15, 2017 in the place of Shri S.V.Krishnamohan.
8. In view of above, in terms of Regulation 15(1) of Settlement Regulations, 2014, it is hereby ordered that this settlement order disposes of the aforesaid adjudication proceedings initiated against Applicant herein namely Ms. Shonika Gupta vide Show Cause notice no. EAD-5/ADJ/SVKM/AA/OW/22802 /1/2016 dated August 12, 2016.
9. This order is without prejudice to the right of SEBI to take enforcement actions including restoring or initiating the proceedings in respect to which this settlement order was passed against the Applicant, if :
  - a. any representation made by the Applicant in the settlement proceedings is subsequently found to be untrue; or
  - b. the Applicant breaches any of the clauses / conditions of undertakings / waivers filed during the current settlement proceedings.
10. This Settlement Order is passed on this **20<sup>th</sup> day of September 2017** and shall come into force with immediate effect.

**Place: Mumbai**

**Biju. S**  
**Adjudicating Officer**