

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

**CONSENT ORDER**

**In respect of**

**Mr. Rajesh Vaishnav**

**PAN : ABQPV7097K**

**in the matter of**

***M/s. Vintage Cards and Creations Limited***

**CO/ISD/1724/AO/PG/39/2010**

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1. Securities and Exchange Board of India (hereinafter referred to as '**SEBI**'), vide order dated June 30, 2009, initiated adjudication proceedings against Mr. Rajesh Vaishnav residing at 'Amethyst', No. B-101 B, Precious Gems, Co-op Housing Society, 6<sup>th</sup> Lane, Koregaon Park, PUNE – 411001 (hereinafter referred to as '**Noticee**') for allegedly violating the provisions of Regulation 13(4) and 13(5) of SEBI (Prohibition of Insider Trading) Regulation, 1992 (hereinafter referred to as '**PIT Regulations**') and the undersigned was appointed as Adjudicating Officer. A show cause notice dated September 30, 2009 was issued under rule 4 of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 (hereinafter referred to as "**Adjudication Rules**").
2. It was observed that the Noticee was part of the promoter group and was also the Managing Director of M/s. Vintage Cards and Creations Limited (hereinafter referred to as "**the company**"). During the period from August 19, 2008 to September 05, 2008 the Noticee sold 78, 524 shares of the company, which constitutes 1.71% of share capital of the company. It was alleged that the

Noticee did not disclose the same to the company as stipulated under Regulation 13(4) and 13(5) of PIT Regulations. Therefore, adjudication proceedings were initiated against the Noticee to inquire into and adjudge under sections 15A(b) and 15HB of Securities and Exchange Board of India Act, 1992 the alleged violation of the provisions of PIT Regulations as stated above.

3. While the adjudication proceedings were in progress, the Noticee submitted an application dated December 12, 2009 and the Undertaking / Waivers in terms of SEBI Circular No. EFD/ Cir.-1/2007 dated 20<sup>th</sup> April, 2007 for Consent Order in respect of the aforesaid proceedings before SEBI. Subsequently, the Noticee, vide letter dated May 06, 2010 proposed to pay a sum of Rs.3,00,000/- (Rupees Three lakh only) towards settlement charges as revised consent terms.
4. The revised terms as proposed by the Noticee were placed before the High Powered Advisory Committee (hereinafter referred to as '**HPAC**') on July 01, 2010. The HPAC, after considering the facts and circumstances of the case, consent terms offered by the Noticee & the material brought before it by SEBI, recommended that the case may be settled on payment of Rs.3,00,000/- (Rupees Three lakh only) towards settlement charges. Thereafter, SEBI, vide letter dated August 04, 2010, communicated to the Noticee its acceptance of the revised consent terms and advised him to pay the amount accordingly. The Noticee has remitted a sum of Rs.3,00,000/- (Rupees Three lakh only), vide Demand Draft No.000214 dated August 06, 2010 drawn on IDBI Bank towards the terms of consent in the matter.

5. 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.
6. This consent order is passed on August 18, 2010 and shall come into force with immediate effect.
7. 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 : August 18, 2010**  
**Place: Mumbai**

**Piyoosh Gupta**  
**Adjudicating Officer**