

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

*Consent Order No. AO/BNS/CO-1/ISD/2009*

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**CONSENT ORDER**

(Consent Application No. 1502/2009)

ON THE APPLICATION SUBMITTED BY

**Sansar Capital Management LLC**

In the matter of

**Gitanjali Gems Ltd.**

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1. Securities and Exchange Board of India (hereinafter referred to as '**SEBI**'), initiated adjudication proceedings against Sansar Capital Management LLC (hereinafter referred to as 'Noticee') and its sub accounts Sansar Capital (Mauritius) Ltd. and Sansar Special Opportunities (Mauritius) Ltd. for alleged violation of provisions of Regulations 7(1) & 7 (2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, in the scrip of Gitanjali Gems Ltd.
  2. The undersigned was appointed as Adjudicating Officer vide order of the Whole Time Member, Dr. K.M. Abraham dated 22 April 2009 to enquire into and adjudicate under Section 15A(b) of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as the '**SEBI Act**'),
  3. The Show Cause Notice BNS/ADJ/170489/2009 dated July 21, 2009 was issued to the Noticee by the undersigned.
  4. Pending adjudication proceedings, the Noticee made an Application for Consent No. 1502/2009 dated 24 August 2009 and an undertaking in the format prescribed by SEBI for settlement in the matter in terms of SEBI Circular No.EFD/Cir-1/207 dated April 20, 2007. The aforesaid application

was received by SEBI on 25 August 2009. Subsequently, the Noticee vide their letter dated 14 September 2009 proposed revised consent terms of Rs. 4,50,000/- (Rupees Four Lakh Fifty Thousand only) towards settlement charges. Pursuant to the said application, as requested by the Noticee, a meeting was granted to it before the Internal Committee on 10 September 2009. The consent terms were placed before the High Powered Advisory Committee (hereinafter referred to as “**HPAC**”) on 6 October, 2009 and the HPAC considered the facts and circumstances of the case, the proposed settlement terms offered by the Noticee and 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.

5. 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 Rs. 4,50,000/- (Rupees Four Lakh Fifty Thousand only) favoring Securities and Exchange Board of India vide Banker's Cheque No. 0364009 dated 9/12/2009 drawn on ABN AMRO Bank NV, towards the settlement charges.
6. In view of the above, it is hereby ordered that:
  - i. this consent order disposes of the said adjudication proceedings initiated against the Noticee under SEBI Act, 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.

7. This consent order shall come into force with effect from 23<sup>rd</sup> day of December, 2009.

8. 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 Sansar Capital Management LLC and also to the Securities and Exchange Board of India, Mumbai.

**Place: Mumbai**  
**Date: December 23, 2009**

**B.N. SAHOO**  
**ADJUDICATING OFFICER**