

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

SETTLEMENT ORDER

On the Application Nos. 2983/2015, 2984/2015, 2985/2015 and 2986/2015

filed by

M/s Strike Right Integrated Services Ltd. (PAN - AAEC56953K)

Ms. Giulia Bosco (PAN - AIOPG4453F)

Ms Vimala Radhakrishnan (PAN - AILPR5960M)

Mr. R Santosh(PAN - AICPS2696A)

Consent Order No: CFD/EAD-6/AO/AK/3-6/2017

1. M/s Lambodhara Textiles Limited (hereinafter referred to as '**the Company**') vide letter dated October 18, 2013 *inter alia* informed SEBI that one of its promoters viz. Ms. Vimala Radhakrishnan acquired 5,000 shares of the company on June 19, 2009 and 500 shares on June 26, 2009 through off market deals. The details of acquisition made through off market mode is as under:

Name of Acquirer	Date of Acquisition	Number of Shares Acquired	% of shareholding Acquired	Total Promoters Shareholding	
				Pre-acquisition	Post-acquisition
Mrs. Vimala Radhakrishnan	June 19, 2009	5000	0.11%	71.51%	71.61%
Mrs. Vimala Radhakrishnan	June 26, 2009	500	0.01%	71.61%	71.63%

2. To ascertain the acquisitions made by the promoter and promoter group within the limit specified in Regulation 11(2), the shareholding pattern of the promoter and promoter group from quarter ended March 2009 to September 2011 was examined by SEBI. Pursuant to the examination of the shareholding Pattern, SEBI observed that the promoters of M/s Lambodhara Textiles Limited, namely, Mrs. Vimala Radhakrishnan along with persons acting in concert, namely, Mr. D Balasundaram, Mrs. B. Kamalam, Mr. R. Santosh and M/s Strike Right Integrated Services Ltd failed to comply with provisions of regulation 11(2) read with regulation 14(1) of the Takeover Regulations, 1997 on two occasions by acquiring 5,000 shares of the company on June 19, 2009 and 500 shares of the company on June 26, 2009 by way of off market mode.

3. Vide the said letter dated October 18, 2013, the company *inter alia* also informed SEBI that one Ms. Giulia Bosco was classified as a promoter of the company on December 31, 2009. As on December 31, 2009 i.e. before being classified as a promoter of the company, she was holding 19,700 shares constituting 0.45% of the share capital of the company. Further pursuant to the examination of the shareholding pattern of the company as above, it was observed that the promoter holding increased by another 1.43% in September 2010. The details of the acquisitions made by Ms. Giulia Bosco, after being classified as a promoter, as provided by the company vide its letter dated March 18, 2015 is as hereunder:

Name of Acquirer	Date of Acquisition	Number of Shares Acquired	% of increase in promoter group shareholding	Total Promoters Shareholding	
				Pre-acquisition	Post-acquisition
Ms. Giulia Bosco	August 02, 2010	3,500	0.08%	72.08%	72.16%
Ms. Giulia Bosco	August 28, 2010	59,077	1.35%	72.16%	73.51%

4. Thus, it was alleged that the promoter of the company viz., Ms. Giulia Bosco along with persons acting in concert with her viz. Ms. Vimala Radhakrishnan, Mr. D Balasundaram, Mrs. B. Kamalam, Mr. R. Santosh and M/s Strike Right Integrated Services Ltd had failed to comply with provisions of Regulation 11(2) read with regulation 14(1) of the Takeover Regulations, 1997 on two occasions by acquiring 3,500 shares of the company on August 02, 2010 and 59,077 shares of the company on August 28, 2010 by way of off market mode.
5. Hence, adjudication proceedings were initiated against Ms. Giulia Bosco, Ms. Vimala Radhakrishnan, Mr. D Balasundaram, Mrs. B. Kamalam, Mr. R. Santosh and M/s Strike Right Integrated Services Ltd (hereinafter collectively referred to as '**the Noticees**') having their registered office at C/o Lambodhara Textiles Ltd., 3-A, 3rd Floor, B Block, Pioneer Apartments, 1075-B Avinashi Road, Coimbatore-641018, to inquire into and adjudge under section 15 H(ii) of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as '**SEBI Act**'), and Ms. Anita Kenkare was appointed as Adjudicating Officer on May 06, 2014.
6. Show Cause Notice bearing nos. EAD-6/AK/VG/16033/2015/1, EAD-6/AK/VG/16033/2015/2, EAD-6/AK/VG/16033/2015/3, EAD-6/AK/VG/16033/2015/4, EAD-6/AK/VG/16033/2015/5 and EAD-6/AK/VG/16033/2015/6 dated June 10, 2015 were issued to the Noticees under Rule 4 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995, as to why an inquiry should not be held in respect of the violations alleged to have been

committed by the Noticees, for the alleged violation/contravention of the provisions of Regulation 11(2) read with regulation 14(1) of the Takeover Regulations, 1997, the details of which are as given below:

Sr. No.	Name of the Noticee	Violated on (Years)	No. of occasions
1	Ms. Vimala Radhakrishnan	2009, 2009, 2010, 2010	4
2	Mr. D Balasundaram	2009, 2009, 2010, 2010	4
3	Mrs. B. Kamalam	2009, 2009, 2010, 2010	4
4	Mr. R. Santosh	2009, 2009, 2010, 2010	4
5	M/s. Strike Right Integrated Services Ltd	2009, 2009, 2010, 2010	4
6	Ms. Giulia Bosco	2010, 2010	2

7. While the adjudication proceeding pursuant to the said SCNs were in progress, Ms. Giulia Bosco, Ms. Vimala Radhakrishnan, Mr. R. Santosh and M/s Strike Right Integrated Services Ltd (hereinafter collectively referred to as '**the Applicants**') vide their applications dated July 21, 2015 in terms of the SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014 proposed to settle, through a consent order, the aforementioned adjudication proceedings for the delayed compliance of the provisions of Regulation 11(2) read with regulation 14(1) of the Takeover Regulations, 1997. It was informed by the applicants vide their email dated July 02, 2015 that the other two Noticees, Mrs. B. Kamalam and Mr. D Balasundaram, had since deceased. A copy of their respective death certificates was also provided. Accordingly, the Adjudication Proceedings in respect of the said two deceased Noticees were abated, and the matter was accordingly disposed of vide Adjudication Orders dated January 20, 2017.

8. With respect to their consent applications, the representatives of the applicants appeared before the Internal Committee of SEBI where the terms of settlement were deliberated upon. Thereafter, the applicants vide their letter dated July 09, 2016 proposed the revised consent terms to settle the aforesaid adjudication proceedings by offering to pay a sum of Rs. 55,25,000/- (Rupees Fifty Five Lakhs and Twenty Thousand only) towards settlement charges.

9. The High Powered Advisory Committee (hereinafter referred to as "**HPAC**") considered the settlement terms proposed by the applicants, viz, **Ms. Giulia Bosco, Ms. Vimala Radhakrishnan, Mr. R. Santosh and M/s Strike Right Integrated Services Ltd.** and recommended the case for settlement upon payment of **Rs. 55,25,000/- (Rupees Fifty Five Lakhs and Twenty Thousand only)** towards settlement charges. The Panel of Whole Time Members of SEBI accepted the said

recommendations of the HPAC and the same was communicated to the applicant vide an e-mail dated October 24, 2016.

10. Accordingly, the applicants have forwarded the following demand drafts towards settlement charges:

Demand Draft No.	Date	Bank	Amount (INR)
013355	31/10/2016	Bank of Baroda, Coimbatore	9,00,000
013356	31/10/2016	Bank of Baroda, Coimbatore	9,00,000
013357	31/10/2016	Bank of Baroda, Coimbatore	9,62,500
020956	31/10/2016	IDBI Bank, Coimbatore	27,62,500
Total			55,25,000


11. In view of the above, in terms of Regulation 15 (1) of SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014 it is hereby ordered that:

- i. this Consent Order disposes of the said Adjudication Proceedings pending in respect of the Applicant as mentioned above 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 Applicant, if SEBI finds that:
 - a. any representations made by the Applicant in the consent proceedings are subsequently discovered to be untrue;
 - b. the Applicant has breached any of the clauses / conditions of undertakings / waivers filed during the current consent proceedings.

12. This consent order is passed on this **Twentieth day of January 2017** and shall come into force with immediate effect.

13. In terms of Regulation 17 of SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014, copies of this order are being sent to the Applicant and also to Securities and Exchange Board of India, Mumbai.

Place: Mumbai


Anita Kenkare
Adjudicating Officer