

BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA

SETTLEMENT ORDER

| S.A. No. | NAME | PAN |
|-----------|--------------|------------|
| 6920/2022 | ROHIT KAPUR | ASLPK1411C |
| 6921/2022 | ROHINI KAPUR | ADCPK6728L |
| 6922/2022 | ASHA MAHAJAN | AICPM7617B |

IN THE MATTER OF SELAN EXPLORATION TECHNOLOGY LIMITED

1. Rohit Kapur, Rohini Kapur and Asha Mahajan (“**Applicants**”) filed separate settlement applications (“**Application**”) in terms of the SEBI (Settlement Proceedings) Regulations, 2018 (“**Settlement Regulations**”) proposing to settle by neither admitting nor denying the findings of fact and conclusions of law, through a Settlement Order, the enforcement proceedings that may be initiated against them, for the following violations:
- Regulation 29(2) read with Regulation 29(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SAST Regulations**”) in respect of Rohit Kapur (Applicant no. 1).
 - Regulation 10(7) and Regulation 29(2) read with Regulation 29(3) of the SAST Regulations in respect of Rohini Kapur (Applicant no. 2).
 - Regulation 29(2) read with Regulation 29(3) of the SAST Regulations in respect of Asha Mahajan (Applicant no. 3).

Brief Facts in respect of Applicant no. 1 (Mr. Rohit Kapur)

2. Applicant no. 1 entered into the following *inter se* transaction with the other promoters of Selan Exploration Technology Limited (“Selan”):

| Sl. No. | Date | No. of Shares (Inter se transfer between Applicant no. 1 and Applicant no. 2) | Percentage |
|---------|---------------|---|------------|
| 1 | 25 April 2016 | 2,00,000 | 1.22% |

| | | | |
|---|--------------------|----------|-------|
| 2 | 31 August 2016 | 1,20,000 | 0.73% |
| 3 | 18 January 2017 | 60,000 | 0.37% |
| | | 3,80,000 | 2.32% |

3. It was noted from the above that the transaction mentioned at Sl. No. 3 of the above Table triggered disclosure requirements under Regulation 29(2) read with Regulation 29(3) of the SAST Regulations. Further, it is noted that the necessary disclosures for the above transactions have been made by the Applicant no. 2 under Regulation 29(2) read with Regulation 29(3) of SAST Regulations on January 20, 2017.
4. However, Applicant no. 1 was also required to file the disclosures under Regulation 29(2) read with 29(3) of the SAST Regulations for the above transactions. Due to the failure of the Applicant no. 1 to file said disclosures, the present settlement application was filed for the purpose of settling the proceedings that may be initiated for the aforesaid violation.

Brief Facts in respect of Applicant no. 2 (Ms. Rohini Kapur)

5. It was noted that an *inter se* transfer of shares occurred between promoters of Selan (acquisition of 10,00,000 shares of Selan having 6.1% voting rights), as a result of a gift by Applicant no. 1 to Applicant no. 2 on March 27, 2015. On account of such transfer, the shareholding of Applicant no. 2 increased from 0 to 6.1% which triggered disclosure requirements under Regulation 10(7) and Regulation 29(2) read with Regulation 29(3) of the SAST Regulations. The violations made under SAST Regulations by the Applicant no. 2 are given below:

| Sl. No. | Date of transfer | Regulation violated of SAST Regulations | Due date for compliance |
|---------|------------------|---|-------------------------|
| 1 | March 27, 2015 | 10(7) | April 27, 2015 |
| 2 | March 27, 2015 | 29(2) read with 29(3) | March 31, 2015 |

6. It is noted that in respect of the *inter se* transfer dated March 27, 2015 relevant disclosures were made under Regulation 10(6) of SAST Regulations on March 30, 2015. Further, it is noted that the necessary disclosures for the above transaction have been made by the Applicant no. 1 under Regulation 29(2) read with Regulation 29(3) of SAST Regulations on March 30, 2015.
7. However, Applicant no. 2 was also required to file the disclosures under Regulation 29(2) read with 29(3) of the SAST Regulations for the above transactions, along with the report under Regulation 10(7) of the SAST Regulations. Due to the failure of Applicant no. 2 to file the said disclosures, and due to the delayed filing of report under Regulation 10(7) of the SAST Regulations, the present settlement application was filed for the purpose of settling the proceedings that may be initiated for the aforesaid violations.

Brief facts in respect of Applicant no. 3 (Ms. Asha Mahajan)

8. Applicant no. 3 had sold shares of Selan during the FY 2014-2015 and FY 2015-2016 which required disclosures under Regulation 29(2) read with 29(3) of the SAST Regulations. Details of the transactions and status of compliance with Regulation 29(2) read with Regulation 29(3) are given below:

| Date of triggering event | Promoters group shareholding (in %) | | | Date of reporting of disclosure to BSE | | Delay (in days) |
|--------------------------|-------------------------------------|-------|--------|--|-------------|-----------------|
| | Pre | Post | Change | Due date | Actual date | |
| 08/04/2015 | 43.26 | 41.11 | (2.15) | 19/03/2015 | 25/08/2022 | 2697 |
| 05/10/2016 | 40.92 | 98.65 | (2.27) | 07/10/2016 | 25/08/2022 | 2149 |

9. Pursuant to the receipt of the settlement applications, the authorized representatives of the Applicants had a meeting with the Internal Committee of SEBI on November 29, 2022, in respect of Applicants nos. 1 and 2, and on December 7, 2022 in respect of Applicant no. 3. Thereafter, Applicant no. 1 vide letter dated December 10, 2022, Applicant no. 2 vide letter dated December 10, 2022 and Applicant no. 3 vide letter dated

December 13, 2022, proposed the revised settlement terms for each of the respective applicants to settle the enforcement proceedings that may be initiated against them.

10. The matter was placed before the High Powered Advisory Committee (“**HPAC**”) in its meeting held on December 27, 2022 wherein it considered the revised settlement terms proposed by each of the Applicants and recommended the matters for settlement upon payment of Rs.3,00,000/- (Rupees Three Lakh only) as settlement amount by each of the Applicants. Applicants nos. 1 and 3 informed about the remittance of the aforesaid settlement amount of Rs. 3,00,000/- (Rupees Three Lakh only) on February 3, 2023, and Applicant no. 2 informed about the remittance of the settlement amount of Rs. 3,00,000/- (Rupees Three Lakh only) on February 10, 2023. SEBI has confirmed credit of the same.
11. On the basis of the facts above stated, in exercise of the powers conferred under Section 15JB read with Section 19 of the Securities and Exchange Board of India Act, 1992 and in terms of Regulations 23 read with Regulation 28 of the Settlement Regulations, it is hereby ordered that the proceedings that may be initiated for the alleged violations as mentioned at paragraph 1 above are settled *qua* the Applicants as per the following terms:
 - i. this Order disposes of the proceedings that may be initiated for the said violations as mentioned above, in respect of the Applicants;
 - ii. SEBI shall not initiate enforcement action against the Applicants for the said violations; and
 - iii. passing of this Order is without prejudice to the right of SEBI under Regulation 28 of the Settlement Regulations to initiate enforcement actions including commencing proceedings against the Applicants, if SEBI finds that:
 - (a) any representation made by the Applicants in the present settlement proceedings is subsequently found to be untrue;
 - (b) the Applicants have breached any of the clauses/ conditions of undertakings/ waivers filed during the present settlement proceedings; and
 - (c) there was a discrepancy while arriving at the settlement terms.

12. This Settlement Order is passed on this 24th day of February, 2023 and shall come into force with immediate effect.
13. In terms of Regulation 25 of the Settlement Regulations, a copy of this Order shall be sent to the Applicants and shall also be published on the website of SEBI.

ANANTH NARAYAN G.
WHOLE TIME MEMBER

ASHWANI BHATIA
WHOLE TIME MEMBER