

BEFORE THE ADJUDICATING OFFICER
SECURITIES AND EXCHANGE BOARD OF INDIA

SETTLEMENT ORDER
(Application No. 3270/2017)

On the application submitted by

- 1. Shri Tarun Kumar Sahay (PAN: AKWPS8358M)**
- 2. Tarun Kumar Sahay-HUF (PAN: AACHT1105P)**

Settlement Order No: SO/SBM/EAD-1/04-05/2018

1. Pursuant to Adjudication Proceedings initiated by Securities and Exchange Board of India (hereinafter referred to as '**SEBI**') against Shri Tarun Kumar Sahay (hereinafter referred to as "**Applicant 1**") and Tarun Kumar Sahay-HUF (hereinafter referred to as "**Applicant 2**" and also collectively referred to as "**applicants**"), it was observed that the applicants had filed a common application dated March 24, 2017, in terms of the SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014 (hereinafter referred to as "**Settlement Regulations**") proposing to settle, without admitting or denying the findings of fact and conclusions of law, through a Settlement Order, the violation of the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as "**SAST Regulations**") alleged to have been committed by the applicants.
2. In this regard, a common Show Cause Notice ref. A&E/EAD3/SBM/27232/2016 dated September 27, 2016 (hereinafter referred to as "**SCN**") was issued to the applicants. It was alleged that the applicants, being persons acting in concert, had failed to make timely disclosures as required under Regulation 29(2) read with Regulation

29(3) of SAST Regulations. Therefore, it was alleged in the SCN that the applicants were liable for monetary penalty under the provisions of section 15A(b) of the SEBI Act, 1992 (hereinafter referred to as “**SEBI Act**”).

3. Pending Adjudication Proceedings, the applicants submitted a common Settlement Application ref. 3270/2017 dated March 24, 2017 along with an undertaking in the format prescribed by SEBI for settlement in the matter, in terms of Regulations 3(1) and 3(2) of the Settlement Regulations.
4. Pursuant to the above mentioned Settlement Application filed by the applicants, the Authorized Representatives on behalf of the applicants viz. Ms. Unnati Upadhyay, attended a meeting with the Internal Committee on Settlement (hereinafter referred to as ‘**IC**’) on May 25, 2018. During the said meeting of the IC, the settlement terms of Rs. 2,03,978/- (Rupees Two Lakh Three Thousand Nine Hundred Seventy Eight Only) with respect to the applicants, calculated as per the Settlement Regulations, were communicated to the applicants. The applicants, vide their letter dated May 25, 2018, proposed payment of Rs. 2,03,978/- (Rupees Two Lakh Three Thousand Nine Hundred Seventy Eight Only) towards full and final settlement of all regulatory, civil or criminal proceedings in relation to the facts contained in the SCN without admitting or denying any violation on the part of the applicants.
5. The settlement terms were placed before the High Powered Advisory Committee on Settlement (hereinafter referred to as ‘**HPAC**’) on July 16, 2018, and the HPAC, after considering the facts and circumstances of the case, settlement terms offered by the applicants and also the material made available before it by SEBI, recommended that the aforesaid adjudication proceedings, initiated against the applicants may be settled on payment of Rs. 2,03,978/- (Rupees Two Lakh Three

Thousand Nine Hundred Seventy Eight Only) towards the settlement terms.

The Panel of Whole Time Members of SEBI approved the said recommendation of the HPAC on September 12, 2018 and the same was also communicated to the applicants vide Email dated September 14, 2018.

6. Thereafter, the applicants, vide their letter dated September 20, 2018, remitted a sum of Rs. 2,03,978/- (Rupees Two Lakh Three Thousand Nine Hundred Seventy Eight Only) towards the settlement charges through Demand Draft No. 006374 dated September 20, 2018 drawn on Standard Chartered Bank.
7. In view of the above, in terms of Regulation 15(1) of the Settlement Regulations, 2014, it is hereby ordered that this settlement order disposes of the aforesaid adjudication proceedings initiated against the applicants viz. Shri Tarun Kumar Sahay and Tarun Kumar Sahay HUF vide SCN ref. A&E/EAD3/SBM/27232/2016 dated September 27, 2016.
8. This order is without prejudice to the right of SEBI to take enforcement actions including restoring or initiating the proceedings in respect to which the settlement order was passed against the applicants, if :
 - a. any representations made by the applicants in the settlement proceedings are subsequently found to be untrue; or
 - b. the applicants breaches any of the clauses /conditions of undertakings/ waivers filed during the current settlement proceedings.
9. This settlement order is passed on the **9th Day of October, 2018** and shall come into force with immediate effect.

10. In terms of Regulation 17 of the Settlement Regulations, 2014, copies of this order are sent to the applicants viz. Shri Tarun Kumar Sahay and Tarun Kumar Sahay HUF and also to the Securities and Exchange Board of India.

Place: Mumbai
Date: October 09, 2018

SURESH B. MENON
ADJUDICATING OFFICER