

BEFORE THE ADJUDICATING OFFICER

SECURITIES AND EXCHANGE BOARD OF INDIA

SETTLEMENT ORDER
(Application No. 3137/ 2016)

On the application submitted by

Mr. Kalpak Vohra

Settlement Order No. CFD/EAD/AO/KS/VB/CO-06/2017

1. Securities and Exchange Board of India (hereinafter referred to as '**SEBI**'), vide Order dated December 08, 2016 initiated adjudication proceedings against Mr Kalpak Vohra (hereinafter referred to as '**Noticee**') by appointing Shri Suresh Gupta as Adjudicating Officer to inquire into and adjudge under Section 15H(ii) of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as '**SEBI Act**') for the violation of the provisions of Regulation 3(1) read with 3(3) and Regulation 4 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as '**SAST, 2011**') alleged to have been committed by the Noticee. The undersigned has been appointed as the Adjudicating Officer vide Order dated May 18, 2017 in the present matter.
2. Show Cause Notice no. SEBI/HO/A&E/EAD/KS/SM/15947/1/2017 dated July 11, 2017 (hereinafter referred to as '**SCN**') was issued to the Noticee. It was alleged that the Noticee acquired 80,000 equity shares of Shubra Leasing Finance and Investment Company Ltd (hereinafter referred to as '**Company**') on May 31, 2013 through an off market transfer and the Noticee was also classified as promoter of company. As a result, the shareholding of the Noticee in the Company increased from 0% to 40%,

- which exceeded the threshold limit for public announcement to be made for open offer in terms of Regulation 3(1) read with Regulation 3(3) of SAST, 2011 for acquiring more than 25% of equity shares in company and Regulation 4 of SAST, 2011 for change in control. It was alleged that Noticee has violated the provision of Regulation 3(1) read with Regulation 3(3) and Regulation 4 of SAST, 2011. The alleged failure on the part of the Noticee to comply with the aforementioned provisions of law made the Noticee liable for monetary penalty under Section 15H(ii) of the SEBI Act.
3. The Noticee had *suo-moto* submitted an application vide no. 3137/2016 dated July 31, 2016 and an undertakings and waivers in the format prescribed by SEBI for settlement of the matter in terms of SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014 (hereinafter referred to as '**Settlement Regulations**'). Pursuant to the said application, the settlement terms as proposed by the Noticee for an amount of Rs.28,12,500/- (Rupees Twenty Eight Lakh Twelve Thousand Five Hundred Only) towards settlement charges was placed before the High Powered Advisory Committee (hereinafter referred to as '**HPAC**') on July 05, 2017. After considering the facts and circumstances of the case, the HPAC recommended that the case may be settled by the Noticee on payment of Rs. 28,12,500/-.
 4. Incidentally, the recommendation of HPAC was made before the issue of aforesaid SCN dated July 11, 2017. Thereafter, the recommendation of HPAC were approved by the panel of Whole Time Members of SEBI on August 16,2017
 5. Accordingly, the Noticee has remitted a sum of Rs 28,12,500/- (Rupees Twenty Eight Lakh Twelve Thousand Five Hundred only) vide cheque no 672168 dated August 29,2017 drawn on Dhanlaxmi Bank Ltd favoring SEBI towards the terms of settlement in the matter.

6. In view of the above, in terms of Regulation 15 (1) of the Settlement Regulations, it is hereby ordered that this settlement order disposes of the adjudication proceedings initiated against the Noticee vide SCN dated July 11, 2017.
7. This order is without prejudice to the right of SEBI to take enforcement actions including commencing /re-opening of the pending proceedings against the Noticee, if SEBI finds that :
 - a. any representation made by the Noticee in the settlement proceedings are subsequently discovered to be untrue.
 - b. the Noticee has breached any of the clauses / conditions of undertakings / waivers filed during the current settlement proceedings.
8. In terms of Regulation 17 of the Settlement Regulations, copies of this order are being sent to the Noticee viz. Mr Kalpak Vohra and also to the Securities and Exchange Board of India.

Place: Mumbai

Date: 29.09.2017

**K SARAVANAN
GENERAL MANAGER &
ADJUDICATING OFFICER**