

BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA

SETTLEMENT ORDER
IN SETTLEMENT APPLICATION NO. 6494 OF 2021
FILED BY QUALITY INVESTMENT HOLDINGS [PAN: AAACQ3591P]
IN THE MATTER OF PNB HOUSING FINANCE LIMITED.

1. Quality Investment Holdings (“**Applicant**”) had filed a *suo motu* Settlement Application (“**Application**”) in terms of the SEBI (Settlement Proceedings) Regulations, 2018 (“**Settlement Regulations**”) proposing to settle, admitting the findings of fact and conclusions of law, through a Settlement Order, the enforcement proceedings that may be initiated against it, for the alleged violation of Regulation 30(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SAST Regulations, 2011**”).
2. On March 27, 2017, Destimoney Enterprises Ltd. (“**DEL**”) transferred 6,21,92,300 equity shares, representing 37.55% of the total share capital, of PNB Housing Finance Ltd. to the applicant which was the holding company of DEL pursuant to in-specie distribution of DEL’s assets as per the scheme for voluntary winding-up of DEL (“Exempted Transaction”). This transaction triggered the requirement of making the disclosure under Regulation 30(1) of SAST Regulations, 2011 by the applicant. The aforesaid disclosure was required to be made within seven working days from the end of the financial year, however the same was made only on June 08, 2021 with a delay of 1518 days.
3. Pursuant to the receipt of the application, the authorized representative of the applicant had a meeting with the Internal Committee of SEBI on February 23, 2022 and deliberated on the terms of the settlement. Thereafter, the Applicant vide e-mail dated March 08, 2022, proposed revised settlement terms to settle the proceedings that may be initiated against it.
4. The High Powered Advisory Committee (“**HPAC**”) in its meeting held on April 05, 2022, considered the revised settlement terms proposed by the Applicant and recommended the case for settlement upon payment of Rs. 5,20,800/- (Rupees Five Lakhs Twenty Thousand

Eight Hundred only). The aforesaid amount was remitted by the applicant on May 26, 2022. The receipt of the above payment to SEBI is confirmed.

5. In view of the above, 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 have been initiated for the alleged defaults as mentioned at paragraph 1 above are settled *qua* the Applicant as per the following terms:

- i.* this Order disposes of the proceedings that may be initiated for the said default as mentioned above, in respect of the Applicant;
- ii.* SEBI shall not initiate enforcement action against the Applicant for the said default; and
- iii.* passing of this Order is without prejudice to the right of SEBI under Regulation 28 of the Settlement Regulations to take enforcement actions including commencing proceedings against the Applicant, if SEBI finds that:
 - (a)* any representation made by the Applicant in the present settlement proceedings is subsequently found to be untrue;
 - (b)* the Applicant has 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.

6. This Settlement Order is passed on this 28th day of June, 2022 and shall come into force with immediate effect.

7. In terms of Regulation 25 of the Settlement Regulations, a copy of this Order shall be sent to the Applicant and shall also be published on the website of SEBI.

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ANANTA BARUA
WHOLE TIME MEMBER

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ASHWANI BHATIA
WHOLE TIME MEMBER

