

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

**CO/ISD/1660/AO/DSR/26/2008**

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Under section 15-I of Securities and Exchange Board of India Act, 1992  
read with Rule 5 of SEBI (Procedure for Holding Inquiry and Imposing  
Penalties by Adjudicating Officer) Rules, 1995

In respect of  
**Periwinkle Fashions Private Limited**

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1. SEBI, vide order dated January 24, 2008, initiated adjudication proceedings against Periwinkle Fashions Private Limited (hereinafter referred to as noticee) for the alleged violation of Section 2(i) of Securities Contracts (Regulation), Act, 1956, Regulation 7(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and Regulation 13(3) of SEBI (Prohibition of Insider Trading), Regulations, 1992 in the matter of acquisition of 4,00,000 (5.13%) shares/voting rights of TPL Plastech Limited on 11.08.2004 through off market transaction. A show cause notice dated February 25, 2008 was issued to the noticee.
2. Pending the adjudication proceedings, the noticee made an application dated April 9, 2008 and an affidavit in the format prescribed by SEBI for settlement in the matter in terms of SEBI Circular No. EFD/Cir.-1/2007 dated 20<sup>th</sup> April, 2007. Pursuant to the said application, the noticee vide letter dated July 11, 2008 proposed revised consent terms submitting that they were willing to pay a consolidated amount of Rs. 1,00,000/- (Rupees One Lakh only) towards consent terms. The revised consent terms were placed before the High Powered Advisory Committee (HPAC) and HPAC after deliberation recommended the case for settlement on the revised consent terms proposed by the noticee. The same was approved by Committee of Whole Time Members of SEBI on August 26, 2008.
3. In terms of the noticee's proposal for the sole purpose of settling the matter on hand and without admission or denial of guilt on the part of the noticee to the finding of fact or conclusion of law, the noticee has remitted

a sum of Rs.1,00,000/- (Rupees One Lakh only) vide Pay Order No. 113181 dated September 16, 2008 drawn on ING Vysya Bank Ltd, Mumbai, towards the terms of consent in the matter.

4. In view of the above, it is hereby ordered that:
- i) this consent order disposes of the said adjudication proceedings pending against the noticee under SEBI Act, 1992 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 noticee, if SEBI finds that:
    - a. any representations made by the noticee in the consent proceedings are subsequently discovered to be untrue.
    - b. the noticee has breached any of the clauses / conditions of undertakings / waivers filed during the current consent proceedings.

This consent order is passed on the 22<sup>nd</sup> day of September, 2008 and shall come into force with immediate effect.

In terms of Rule 6 of the Adjudication Rules, copies of this order are sent to the Noticee and also to the Securities and Exchange Board of India.

**D.S. REDDY**  
**Adjudicating Officer**

**Place: Mumbai**