

BEFORE THE ADJUDICATING OFFICER

SECURITIES AND EXCHANGE BOARD OF INDIA

Consent Order IVD-ID3/UIL/AO/ DRK/ ASG-AKS/EAD-3/ CO- 31/2009

CONSENT ORDER

(Application No. 1271 of 2009)

In the matter of

Shri Prateek Gupta

1. Securities and Exchange Board of India (hereinafter referred to as “**SEBI**”), vide order dated November 22, 2006 initiated adjudication proceedings against Shri Prateek Gupta, Vice President of Ushdev International Limited (hereinafter referred to as ‘**the Noticee**’) to inquire into and adjudge under Section 15A(b) of the Securities and Exchange Board of India Act, 1992 the violations of the provisions of Regulation 13 (4) read with Regulation 13 (5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 alleged to have been committed by the noticee with regard to the non disclosure to the company on purchase of 6000 shares of Ushdev International Limited on September 20, 2005 and 20,531 shares on September 21, 2005. It was alleged that he had failed to comply with Regulation 13 (4) read with Regulation 13 (5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. Show Cause Notice No. EAD/DSR/127064/2008/EIF-168 dated May 29, 2008 was issued to the noticee.
2. I was appointed as the Adjudicating Officer vide order dated February 24, 2009, under section 15 I of the SEBI Act read with Rule 3 of Securities and Exchange Board of India (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995.

3. Pending adjudication proceedings, the Noticee made an Application for Consent dated March 31, 2009 (Consent application Regn. No. 1271 of 2009) and an undertaking in the format prescribed by SEBI for settlement in the matter in terms of SEBI Circular No. EFD/Cir.-1/2007 dated April 20, 2007. Pursuant to the said application, as requested by the Noticee a meeting was granted to it before the Internal Committee on Consent on June 25, 2009 and the consent terms were settled at an amount of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand Only) towards settlement charges. The consent terms were placed before the High Powered Advisory Committee (hereinafter referred to as “**HPAC**”) on July 24, 2009 and the HPAC considered the facts and circumstances of the case, proposed settlement terms offered by the Noticee and the other material brought before the HPAC. HPAC after deliberations recommended the case for settlement on the consent terms proposed by the Noticee.
4. In terms of the proposal of the Noticee 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 findings of fact or conclusions of law, the Noticee has remitted a sum of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand Only) favoring SEBI vide Demand Draft No. 111035 dated September 03, 2009 drawn on Deutsche Bank, AG towards the terms of consent in the matter.
5. In view of the above, it is hereby ordered that:
 - i. this consent order disposes of the said adjudication proceedings initiated against the Noticee mentioned in para 1, 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.

6. This consent order is passed on the **8th day of October, 2009** and shall come into force with immediate effect.
7. In terms of Rule 6 of Securities and Exchange Board of India (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995, copies of this order are being sent to Shri Prateek Gupta and also to the Securities and Exchange Board of India, Mumbai.

Place: Mumbai
Date: 08.10.2009

D. RAVI KUMAR
CHIEF GENERAL MANAGER &
ADJUDICATING OFFICER