

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

EAD-2/AO/DSR/BKM/ 578-588 /2017

SETTLEMENT ORDER

(Application No 3103 of 2016)

On the Joint application submitted on behalf of

1. Ocean Agro (India) Limited,
2. Shri Kaushik Babubhai Parikh
3. Shri Manharbhai Dayaljibhai Patel
4. Ms. Shantaben Manharbhai Patel
5. Late Anandiben Bahubhai Parikh
6. Mr Babubhai Jamnadas Parikh
7. Ms. Ushaben K. Parikh
8. Nandesari Agrochemicals Pvt. Limited
9. Associated Manufacturing Rania Pvt. Limited
10. Om Pesticides Nandesari Pvt. Limited
11. Dhanshree Agrochemicals (Nandesari) Pvt. Limited

1. Securities and Exchange Board of India (hereinafter referred to as '**SEBI**'), vide order dated August 08, 2014 initiated adjudication proceedings to inquire into and adjudge under Section 23E and 23H of the Securities Contracts (Regulation) Act, 1956 (hereinafter referred to as '**SCR Act, 1956**') against Ocean Agro (India) Limited (hereinafter referred to as Company), Shri Kaushik Babubhai Parikh, Shri Manharbhai Dayaljibhai Patel, Ms. Shantaben Manharbhai Patel, Late Anandiben Bahubhai Parikh(Deceased), Mr Babubhai Jamnadas Parikh, Ms. Ushaben K. Parikh, Nandesari Agrochemicals Pvt. Limited, Associated Manufacturing Rania Pvt. Limited, Om Pesticides Nandesari Pvt. Limited and Dhanshree Agrochemicals (Nandesari) Pvt. Limited (hereinafter referred to as the '**noticees**'), promoter group of Ocean Agro (India) Limited for the delayed compliance with minimum public shareholding requirement under Rule 19A, proviso to Rule 19A(1) of the Securities Contracts (Regulation) Rules, 1957 (hereafter referred to as "SCR Rules, 1957") read with Clause 40A of the Listing Agreement (hereafter

referred to as “LA”) read with Section 21 of SCR Act, 1956 alleged to have been committed by them.

2. In this regard, a common Show Cause Notice dated the October 16, 2014 (hereinafter referred to as ‘**SCN**’) was served on the noticees. In the common SCN, it was alleged that the company was required to comply with the minimum public shareholding of 25% on or before June 03, 2013. However, the Company belatedly complied with the minimum public shareholding requirement only on December 30, 2013 and thereby the noticees being company and its promoter group had allegedly violated Rule 19A, proviso to Rule 19A(1) of the SCR Rules, 1957 read with Clause 40A of the LA read with Section 21 of SCR Act, 1956.
3. Pending the adjudication proceedings, the noticees submitted a Joint Application for Settlement dated June 2, 2016 and an undertaking in the format prescribed by SEBI in terms of SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014. (hereinafter referred to as ‘Settlement Regulations’).
4. Pursuant to the said settlement application, the Authorized Representatives attended the IC meeting on September 22, 2016 on behalf of the noticees. The settlement terms as proposed by the noticees were placed before the High Powered Advisory Committee (HPAC) in its meeting held on September 29, 2016. After considering the facts and circumstances of the case, the HPAC recommended that the case may be settled on payment of ₹ 2,00,000/- (Rupees Two Lakh only) towards settlement charges which were approved by the panel of the Whole Time Members, SEBI on October 28, 2016.
5. Accordingly, the noticees have remitted a sum of ₹ 2,00,000/- (Rupees Two Lakh only) vide demand draft No. 408782 dated December 22, 2016, drawn on Bank of Baroda towards the terms of settlement in the matter.

6. In view of the above, in terms of Regulation 15(1) of Settlement Regulations, it is hereby ordered that this settlement order disposes of the adjudication proceedings initiated against the Company and the noticees vide the common show cause notice dated October 16, 2014.
7. This order is without prejudice to the right of SEBI to take enforcement actions including commencing/ reopening of the pending proceedings against the applicants, if SEBI finds that:
 - i. any representation made by the noticees in the settlement proceedings are subsequently discovered to be untrue.
 - ii. the noticees have breached any of the clauses/conditions of undertakings/waivers filed during the current settlement proceedings.
8. In terms of Regulation 17 of Settlement Regulations, a copy of this order is being sent to the noticees and is published on the website of SEBI.

Date: January 20, 2017

Place: Mumbai

D. SURA REDDY
GENERAL MANAGER &
ADJUDICATING OFFICER