

BEFORE THE ADJUDICATING OFFICER
THE SECURITIES AND EXCHANGE BOARD OF INDIA, MUMBAI
SETTLEMENT ORDER NO. EAD/BJD/NJMR/1-3/2017

SETTLEMENT ORDER

In respect of application nos., 3070/2016, 3071/2016 & 3072/2016

Submitted by Dave Securities Pvt., Ltd., Sunflower Schools Solutions Pvt., Ltd., (Formerly known as Sahajanand Agencies Pvt., Ltd.) and Dave Impex Ltd., in the matter of Swan Energy Ltd., (Formerly known as Swan Mills Ltd.)

1. Securities and Exchange Board of India (hereinafter referred to as '**SEBI**') has initiated Adjudicating proceedings against Dave Securities Pvt., Ltd., Sunflower Schools Solution Pvt., Ltd., (Formerly known as Sahajanand Agencies Pvt., Ltd.) and Dave Impex Ltd., (hereinafter referred to as '**the Applicants / Noticees**') in the matter of Swan Energy Ltd., (Formerly known as Swan Mills Ltd.,) under Sections 15A (b) and 15HA of the SEBI Act, 1992.
2. Earlier, Shri Prasad Jagdale was appointed as the Adjudicating Officer vide order dated April 23, 2015 to inquire into and adjudge the matter for the alleged violations committed by the Noticees. Pursuant to internal restructuring, the undersigned was appointed as Adjudicating Officer vide order dated May 18, 2017 in the matter.
3. A common Show Cause Notice reference no. EAD/PJ/VP/17982/2015 dated June 30, 2015 (hereinafter referred to as '**SCN**') was issued to the Applicants / Noticees. It was alleged that Dave Securities Pvt., Ltd., and Sahajanand Agencies had failed to disclose their sale transactions of 2.46% and 2.08% of the share capital of Swan Energy Ltd., (**Company**) to the Company under SEBI (Substantial Acquisition of Shares & Takeovers [SAST]) Regulations, 2011. It was also alleged that the Noticees had not made the required disclosure under SEBI (Prohibition of Insider Trading [PIT]) Regulations, 1992 either to the Company or to the Stock Exchanges. Thus, it was alleged that the Applicants / Noticees had violated the provisions of Regulation 29 (2) read with 29 (3) of



SEBI (SAST) Regulations, 2011 and Regulations 13 (4A) read with 13 (5) of SEBI (PIT) Regulations), 1992. In respect of Dave Impex Pvt., Ltd., it was alleged that the Noticee had not disclosed the pledge of 13.09% of the total promoter group shareholding of the Company, to Bombay Stock Exchange (BSE) and to the Company. Thus, it was alleged that the Applicant / Noticee had violated the provisions of Regulation 31 (1) read with 31 (3) of SEBI (SAST) Regulations, 2011.

4. While the Adjudication proceedings were in progress, the Applicants / Noticees submitted an application for settlement of the Adjudication proceedings, in terms of SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014 (hereinafter referred to "**Settlement Regulations**").
5. A meeting of the Internal Committee (IC) of SEBI was held on June 13, 2016 and thereafter the Applicants / Noticees had proposed the settlement terms vide their letters dated June 21, 2016 and July 14, 2016.
6. The settlement terms as proposed by the Applicants / Noticees were considered by the IC and placed the same before the High Powered Advisory Committee (HPAC) in its meeting held on August 3, 2016. After considering the facts / circumstances of the case, material brought before it, the Committee recommended that the aforesaid violations, in the facts of the case, may be settled on payment of ₹ 2,70,894/- Rupees Two lakhs seventy thousand eight hundred and ninety four only) by Dave Securities Pvt., Ltd., and Sunflower Schools Solutions Pvt., Ltd., separately and on payment of ₹ 9,45,204 (Rupees Nine lakhs forty five thousand two hundred and four only) by Dave Impex Pvt., Ltd.,
7. The recommendation of HPAC were approved by a Panel of the Whole Time Members of SEBI on September 22 and 27, 2016 and the same was communicated to the Applicants/Noticees vide email dated July 26, 2017. The Applicants viz., letter dated August 4, 2017 had submitted the demand drafts, the details of which are furnished hereunder, towards the settlement of actions in the case.



Name of the applicant	Demand Draft No.,	Demand draft date	Drawn on (Name of the Bank)	Amount remitted in ₹
Dave Securities Pvt., Ltd.,	139448	04/08/2017	State Bank of India	2,70,894/-
Sunflower Schools Solutions Pvt., Ltd.,	139447	04/08/2017	State Bank of India	2,70,894/-
Dave Impex Pvt., Ltd.,	320356	03/08/2017	Bank of India	9,45,204/-

8. In accordance with the approved settlement terms as mentioned above, the Applicants/Noticees have paid aforesaid Demand Draft to SEBI. Therefore, the pending Adjudication Proceedings initiated against the Applicants / Noticees under the aforesaid SCN dated June 30, 2015, is hereby disposed of in terms of Regulation 15(1) of the Settlement Regulations.
9. This Order is without prejudice to the right of SEBI to initiate Enforcement actions including commencing / reopening of the pending proceedings against the Applicants / Noticees, if SEBI finds that:
- any representations made by the Applicants in the present settlement proceedings are subsequently discovered to be untrue.
 - the Applicants have breached any of the clauses / conditions of undertakings / waivers filed during the present settlement proceedings.
10. This settlement order passed on 13th day of September, 2017 shall come into force with immediate effect.
11. In terms of Regulation 17 of Settlement Regulations, a copy of this order is being sent to the Applicants / Noticees and for publication on the website of SEBI.

Date: September 13, 2017

Place: Mumbai


B J DILIP

ADJUDICATING OFFICER

