

**BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA
MUMBAI**

CONSENT ORDER

ON THE APPLICATION SUBMITTED BY SHRI RAKESH KUMAR JAIN

**IN THE MATTER OF M/S FLEX INDUSTRIES LTD., FCL TECHNOLOGIES AND
PRODUCTS LTD., FLEX ENGINEERING LTD.**

CO/ID-4/1114/11/2008

1. SEBI conducted an investigation into the alleged irregularities in the dealings in the scrips of Flex Industries Ltd., FCL Technologies and Products Ltd. and Flex Engineering Ltd. Pursuant to the investigation; proceedings were initiated under Section 11 of the SEBI Act 1992 read with Regulation 11 of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations (hereinafter "PFUTP Regulations") against the applicant, Shri Rakesh Kumar Jain, Director, M/s. Frontline Capital Services Ltd. In the investigation report it was alleged that the applicant had contravened Regulation 4 of the PFUTP Regulations. On the basis of the investigation report a Show Cause Notice dated March 16, 2004 was issued to the applicant, requiring him to show cause as to why appropriate directions under Section 11 of the SEBI Act should not be issued against him. The said proceedings are pending against the applicant.
2. The applicant made an application dated August 24, 2007 along with an affidavit of 'undertakings/ waivers' for settlement of the matter in terms of SEBI Circular No. EFD/Cir.-1/2007 dated April 20, 2007. Thereafter, vide letter dated October 11, 2007 the applicant proposed consent terms thereby agreeing to pay an amount of Rs. 1, 00,000/- (Rupees One Lac only) for settlement of the matter. The consent terms proposed by the Applicant were placed before the High Powered Advisory Committee (HPAC) and the HPAC, after deliberation, recommended the case for settlement on the consent terms proposed by the applicant.

3. In terms of the applicant's proposal for the sole purpose of settling the matter on hand and without admission or denial of guilt on part of the applicant to the finding of fact or conclusion of law, the applicant has remitted a sum of Rs. 1, 00,000/- (Rupees One Lac only) to SEBI vide Demand Draft No. 028900 dated December 3, 2007 drawn on HDFC Bank, New Delhi, towards the consent terms in the matter.
4. In view of the above, it is hereby ordered that:
 - a. This consent order disposes off the said proceedings pending under Section 11 of the SEBI Act 1992 read with Regulation 11 of PFUTP Regulations before SEBI against the applicant in the matter of Flex Industries Ltd., FCL Technologies and Products Ltd. and Flex Engineering Ltd.
 - b. Passing of this order by SEBI is without prejudice to the right of SEBI to take enforcement actions including commencing/ re-opening of the pending proceedings against the applicant if
 - i. Any representation made by the applicant in the consent proceedings is subsequently discovered to be untrue.
 - ii. The applicant has breached any of the clauses/ conditions of undertaking/ waiver filed during the current consent proceedings with SEBI.

This consent order is passed on this day, January 04, 2008 and shall come into force with immediate effect.

G. Anantharaman
Whole Time Member

Dr. T. C. Nair
Whole Time Member