

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

On the Application submitted by
M/s Capital Trust Limited
In the matter of M/s Capital Trust Limited.

CO/CFD-DCR/1956/AO/PB/38/2010

1. An open offer was made by M/s I C Construction & Services Limited along with persons acting in concert M/s Indo Crediop Pvt. Ltd. (hereinafter referred as “**Acquirers**”) to the shareholders of M/s Capital Trust Limited (hereinafter referred to as “**Noticee**”), target company listed at Bombay Stock Exchange, through a public announcement dated June 29, 2009 to acquire an aggregate of 18,16,500 fully paid up equity shares of Rs.10/- each representing 24.22% of total paid up capital and voting rights of the Noticee. Upon examination of the offer document pertaining to the open offer, Securities and Exchange Board of India (hereinafter referred to as “**SEBI**”) alleged that the Noticee had delayed in making the required disclosure to the stock exchange as per regulation 8(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as “**SAST Regulations**”) for the financial year ending March 31, 2008.
2. Therefore, adjudication proceedings were initiated against the Noticee to inquire and adjudge under section 15A(b) of the Securities and Exchange Board of India Act, 1992 for the alleged violation of the provisions of regulation 8(3) of SAST Regulations. Consequently, a Show Cause Notice No. EAD/PB/AK/195178/2010 dated February 17, 2010 (hereinafter referred to as ‘**SCN**’) was

issued under rule 4 of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995, by the undersigned.

3. While the adjudication proceedings were pending, the Noticee made an application dated March 25, 2008 and an affidavit of “undertakings and waivers” in terms of SEBI Circular No. EFD/ Cir.- 1/2007 dated 20th April, 2007 for Consent Order in respect of the aforesaid SCN before SEBI.
4. Subsequently, the Noticee proposed consent terms, without admitting or denying the guilt and subject to clauses of the undertakings and waivers, submitting that they were willing to pay a sum of Rs.30,000/- (Rupees thirty thousand only) towards consent terms. The terms as proposed by the Noticee was placed before the High Powered Advisory Committee (hereinafter referred to as ‘**HPAC**’) on May 17, 2010. The HPAC considered the facts and circumstances of the case, consent terms offered by the Noticee and the material brought before it by SEBI and recommended that the case may be settled on payment of Rs.30,000/- (Rupees thirty thousand only) towards settlement charges. The recommendations of HPAC were placed before the panel of Whole Time Members of SEBI.
5. The acceptance of consent proposal was communicated to the Noticee by SEBI vide letter dated June 04, 2010. In pursuance of the aforesaid consent terms, the Noticee has remitted a sum of Rs.30,000/- (Rupees thirty thousand only), vide Demand Draft No. 018360 dated June 08, 2010 drawn on HDFC Bank Ltd, Fort-Mumbai- 400023, towards the terms of consent in the matter.

6. In view of above, it is hereby ordered that,
- i) This consent order disposes of the said proceedings pending against the Noticee under Securities and Exchange Board of India 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 representation made by the Noticee in the consent proceedings is subsequently discovered to be untrue.
 - b. the Noticee has breached any of the clauses / conditions of undertakings / waivers filed during the current consent proceedings.
7. This consent order is passed on June 17, 2010 and shall come into force with immediate effect.
8. In terms of rule 6 of SEBI (Procedure for Holding Inquiry and Imposing Penalty by Adjudicating Officer) Rules, 1995, copies of this order are sent to the Noticee and also to the SEBI.

Parag Basu
Adjudicating Officer