

**BEFORE THE ADJUDICATING OFFICER  
SECURITIES AND EXCHANGE BOARD OF INDIA  
SETTLEMENT ORDER NO. PM/RR/03/2018-19**

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**SETTLEMENT ORDER**

**On the Application No. 3474 of 2018**

**Submitted by Polaris Consulting and Services Ltd. (erstwhile Polaris  
Software Labs Limited)**

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1. Securities and Exchange Board of India (hereinafter referred to as 'SEBI'), has initiated adjudication proceedings against M/s Polaris software Lab Limited (now known as Polaris Consulting and Services Ltd.) vide Order dated December 23, 2016 under Section 15-I of Securities and Exchange Board of India Act, 1992 (hereinafter referred to as "**SEBI Act, 1992**") and Rule 3 of SEBI (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 (hereinafter referred to as "**Adjudication Rules**") for alleged violation of Clause 1.2 of Model Code of Conduct for Prevention of Insider Trading for Listed Companies, Part A of Schedule I read with Regulation 12(1) of SEBI (Prevention of Insider Trading) Regulations (hereinafter referred to as "**PIT Regulations**").
2. Shri D. Sura Reddy was appointed as Adjudicating Officer (AO) vide order dated December 23, 2016. Subsequently, vide order dated March 26, 2018 the undersigned has been appointed as Adjudicating Officer in the present matter.
3. Show Cause Notice no. EAD-2/DSR/JAK/5600/1/2017 dated March 15, 2017 and supplementary Show Cause Notice no. EAD-2/DSR/RG/30929/2017/3 dated December 8, 2017 (hereinafter referred to

as '**SCNs**') were issued to the Noticee. It was alleged that the Noticee had violated abovementioned PIT Regulations.

4. While the adjudication proceedings were in progress, the Noticee submitted an Application for settlement of the proceedings, in terms of SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014 (hereinafter referred to as '**Settlement Regulations**').
5. Thereafter, the Noticee had a meeting with the Internal Committee (IC) of SEBI on April 27, 2018.
6. The settlement terms as proposed by the Noticee were considered by the Internal Committee and placed before the High Powered Advisory Committee (hereinafter referred to as '**HPAC**') on May 14, 2018. After considering the facts and circumstances of the case, the HPAC recommended that the case may be settled by the Noticee on payment of Rs 6,80,000/-, which were subsequently approved by the panel of Whole Time Members of SEBI on June 14, 2018.
7. Accordingly, the Noticee has remitted a sum of Rs 6,80,000/- (Rupees Six Lakh Eighty Thousand Only) vide Demand Draft bearing No. 509199 dated June 18, 2018 drawn on CitiBank favoring SEBI towards the terms of settlement in the matter.
8. Now, therefore, in view of the acceptance of the settlement terms as proposed by the Noticee and receipt of Demand Draft as above by SEBI, the pending adjudication proceedings initiated against the Noticee vide Show Cause Notice dated March 15, 2017 and supplementary Show Cause Notice dated December 8, 2017 is disposed of in terms of Regulation 15(1) of SEBI Settlement Regulations, 2014.

9. This order is without prejudice to the right of SEBI to take enforcement actions including commencing / re-opening of the pending proceedings against the Noticee, if SEBI finds that :
- a. any representation made by the Noticee in the settlement proceedings are subsequently discovered to be untrue.
  - b. the Noticee has breached any of the clauses / conditions of undertakings / waivers filed during the current settlement proceedings.
10. This settlement order passed on this 29<sup>th</sup> day of June, 2018 shall come into force with immediate effect.
11. In terms of Regulation 17 of the Settlement Regulations, 2014 a copy of this order is being sent to the Applicant / Noticee and for publication on the website of Securities and Exchange Board of India.

**Date: June 29, 2018**  
**Place: MUMBAI**

**PRASANTA MAHAPATRA**  
**ADJUDICATING OFFICER**