

SECURITIES AND EXCHANGE BOARD OF INDIA
SETTLEMENT ORDER
IN RESPECT OF

S.A. NO	APPLICANT	PAN
7365/2023	GMO EMERGING MARKETS FUND	AAATG3065D
7367/2023	GMO EMERGING MARKETS EQUITY FUND	AADCG3629B
7368/2023	MDPIM EMERGING MARKETS EQUITY FUND	AAETM1296L

IN THE MATTER OF GAYATRI PROJECTS LIMITED

1. GMO Emerging Markets Fund, GMO Emerging Markets Equity Fund and MDPIM Emerging Markets Equity Fund (hereinafter referred to as “**Applicants**”) filed a *suo motu* settlement application in terms of the SEBI (Settlement Proceedings) Regulations, 2018 (hereinafter referred to as “**Settlement Regulations**”) proposing to settle by admitting the findings of fact and conclusions of law, the enforcement proceedings that may be initiated against them for the delayed compliance of Regulation 29(2) read with Regulation 29(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as “**SAST Regulations**”).
2. Brief facts of the case are as follows:
 - 2.1 The Applicants along with persons acting in concert had sold 2.33% of the shares of Gayatri Projects Limited (hereinafter referred to as “**Target Company**”) between March 09, 2022 and December 05, 2022, resulting in their aggregate shareholding falling from 7.13% to 4.80% and attracting disclosure obligation under Regulation 29(2) of the SAST Regulations.
 - 2.2 The requisite disclosure was to be made within 2 working days, i.e. by December 07, 2022, in accordance with Regulation 29(3) of the SAST Regulations. However, the same was disclosed only on August 01, 2023.

2.3 Details of delay in making of the disclosure are given below:

Alleged violation	Due date	Actual date	No. of days of delay
Regulation 29(2) read with Regulation 29(3) of SAST Regulations.	December 07, 2022	August 01, 2023	238

3. In view of the aforesaid facts, the Applicants *suo motu* filed the present application for the purpose of settling the proceedings that may be initiated against them for the said delayed compliance.
4. Pursuant to the receipt of the application, the authorized representatives of the Applicants had a meeting with the Internal Committee of SEBI on November 22, 2023, wherein the issues detailed above were deliberated along with the terms of the settlement. Thereafter, vide email dated November 29, 2023, the Applicants proposed revised settlement terms to settle any enforcement proceedings that may be initiated against them for the violations as stated above at paragraph 1.
5. The High Powered Advisory Committee (hereinafter referred to as “**HPAC**”) in its meeting held on December 21, 2023, considered the revised settlement terms proposed by the Applicants and recommended the case for settlement upon payment of ₹10,00,000/- (Rupees Ten lakhs only). The recommendation of the HPAC was accepted by the Panel of Whole Time Members of SEBI on January 19, 2024. Subsequently, a Notice of Demand for the said amount was issued to the Applicants on January 31, 2024. The Applicants informed about the remittance of the aforesaid settlement amount on February 08, 2024 and SEBI has confirmed credit of the same.
6. On the basis of the facts stated above, in exercise of the powers conferred under Section 15JB read with Section 19 of the Securities and Exchange Board of India Act, 1992 and in terms of Regulation 23 of the Settlement Regulations, it is hereby ordered that any proceedings that may be initiated for the violations as mentioned at paragraph 1 above, are settled in respect of the Applicants on the following terms:

- i. SEBI shall not initiate any enforcement action against the Applicants for the said violations, and
 - ii. passing of this Order is without prejudice to the right of SEBI under Regulation 28 of the Settlement Regulations to initiate appropriate action against the Applicants, if SEBI finds that:
 - (a) any representation made by the Applicants in the present settlement proceedings is subsequently found to be untrue;
 - (b) the Applicants has breached any of the clauses/ conditions of undertakings/ waivers filed during the present settlement proceedings; and
 - (c) there was a discrepancy while arriving at the settlement terms.
7. This Settlement Order is passed on this 29th day of February, 2024 and shall come into force with immediate effect.
8. In terms of Regulation 25 of the Settlement Regulations, a copy of this Order shall be sent to the Applicants and shall also be published on the website of SEBI.

Sd/-

KAMLESH C. VARSHNEY
WHOLE TIME MEMBER

Sd/-

AMARJEET SINGH
WHOLE TIME MEMBER