

**BEFORE THE ADJUDICATING OFFICER
SECURITIES AND EXCHANGE BOARD OF INDIA
SETTLEMENT ORDER
(Application No. 6978/ 2022)**

**On the application submitted by
M/s Baring Private Equity India Investment Manager LLP
Settlement Order No.: SO/BM/JR/2022-23/6978**

1. Securities and Exchange Board of India (hereinafter referred to as **SEBI**) initiated adjudication proceedings under section 15EA of Securities and Exchange Board of India Act, 1992 (hereinafter referred to as "**SEBI Act**") against of **Baring Private Equity India Investment Manager LLP** (hereinafter referred to as "**Noticee/ applicant/ You** ") for alleged violation of regulation 15(1)(d) read with regulation 20(5) of SEBI (Alternate Investment Funds) Regulations, 2012 (hereinafter referred to as "**AIF Regulations**").
2. SEBI appointed the undersigned as the Adjudicating Officer (AO) vide communicate dated April 6, 2022 under section 15-I of SEBI Act read with Rule 3 of the Securities and Exchange Board of India (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 (hereinafter referred to as "**Adjudication Rules, 1995**") to inquire into and adjudge under section 15EA of SEBI Act, for the alleged violation of regulation 15(1)(d) read with regulation 20(5) of AIF Regulations.
3. A Show Cause Notice Ref. No. SEBI/EAD-3/BM/LD/20624/2022 dated May 12, 2022 (hereafter referred to as "**SCN**") was issued to Noticee in terms of the provisions of Rule 4 of the Adjudication Rules, 1995 calling upon the Noticee to show cause why an inquiry should not be held and penalty not be imposed, under section 15EA of SEBI Act for the alleged violation of the

aforesaid provisions. The said SCN was delivered to the Noticee on June 29, 2022.

4. Pending Adjudication Proceedings, the Noticee proposed to settle the instant proceedings initiated against it, without admitting or denying the findings of facts and conclusions of law, through a settlement order and filed a settlement application with SEBI bearing Settlement Application No. 6978/2022 dated August 23, 2022 in terms of the provisions of SEBI (Settlement Proceedings) Regulations, 2018 (hereinafter referred to as "**Settlement Regulations**").
5. After attending meeting with the Internal Committee of SEBI on October 12, 2022 in terms of the Settlement Regulations, applicant vide email dated November 1, 2022, proposed revised settlement terms. The High Powered Advisory Committee (hereinafter referred to as '**HPAC**') in its meeting held on December 6, 2022, considered the settlement terms proposed and recommended that the case may be settled upon payment of INR 16,57,500/- (Rupees Sixteen Lakh and Fifty Seven Thousand and Five Hundred Only) by the applicant as settlement amount towards the settlement terms. HPAC further requested SEBI to reconsider if the settlement amount is borne by the officers-in-default in view of Clause 10 of the Guidelines given under Schedule II of the Settlement Regulations. Vide email dated December 13, 2022, it was clarified that action has been taken only in respect of the applicant.
6. In the meeting held on December 27, 2022, the HPAC was apprised that no action was taken against any officer-in-default. HPAC, thereafter, agreed with the recommendation with a suggestion that the applicant may be directed to recover the settlement amount from the officer-in-default so that the investors are not penalised.
7. The Panel of Whole Time Members of SEBI approved the said recommendation of the HPAC on January 20, 2023 and the same was communicated by SEBI to applicant on January 30, 2023. The applicant was

further apprised that the Competent Authority had directed that the payment of the settlement amount be recovered from the officer-in-default so that the investors are not penalized. The applicant were also requested to confirm compliance with the said requirements.

8. Subsequently, the applicant vide email dated February 3, 2023 informed about the remittance of the settlement amount, the receipt of which is confirmed. The applicant also confirmed that the settlement amount was paid by the Investment Manager and not the AIF Fund, thus same is not charged to the investors.
9. Therefore, in view of the acceptance of the settlement terms and the receipt of settlement amount as above by SEBI, the instant adjudication proceedings initiated against Baring Private Equity India Investment Manager LLP vide SCN dated May 12, 2022 is disposed of in terms of section 15JB of the SEBI Act read with regulation 23(1) of the Settlement Regulations on the basis of the settlement terms.
10. This order is without prejudice to the right of SEBI to take enforcement actions, in terms of regulation 28 of the Settlement Regulations, including restoring or initiating the proceedings in respect to which the settlement order was passed against the applicant, if:
 - i. it comes to the notice of the Board that the applicant has not made full and true disclosure;
 - ii. applicant has violated the undertakings or waivers:
11. This settlement order is passed on this day of **February 20, 2023** and shall come into force with immediate effect.

12. In terms of regulation 25 of the Settlement Regulations, copies of this order are being sent to the applicant viz. Baring Private Equity India Investment Manager LLP and also to SEBI.

Date: February 20, 2023

Place: Mumbai

BARNALI MUKHERJEE

ADJUDICATING OFFICER



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