

**SECURITIES AND EXCHANGE BOARD OF INDIA****SETTLEMENT ORDER****In respect of Summary Settlement Applications**

<b>Summary Settlement Application Number</b>	<b>Name of the Applicant</b>	<b>PAN</b>
SS-5/2026	Kae Capital Fund II	AACTK5644C
SS-6/2026	Kae Capital Management Private Limited	AAGCM3183K
SS-7/2026	Sasha Gulu Mirchandani	AACPM1608G

**In the matter of Kae Capital Fund II**

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1. The Securities and Exchange Board of India (hereinafter referred to as “**SEBI**”) examined the Quarterly Activity Reports of Kae Capital Fund II – Scheme IIA (hereinafter referred to as the “**Scheme**”), a Scheme of Kae Capital Fund II (hereinafter referred to as the “**Fund**”) managed by Kae Capital Management Private Limited (hereinafter referred to as the “**Manager**”) for the quarters ended on March 31, 2024 and June 30, 2024, and observed that the Manager or Sponsor had failed to maintain the minimum continuing interest in the Fund during the said period. The continuing interest of the Manager or Sponsor stood at 2.44% of the corpus of the Fund, which was below the minimum requirement of 2.5% or five crore rupees, whichever is lesser, as specified under Regulation 10(d) of the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (hereinafter referred to as the “**AIF Regulations**”). The said non-compliance was subsequently rectified on February 09, 2026.
  2. The aforesaid non-compliance resulted in violation of the relevant provisions of the AIF Regulations, as detailed below:

Name of the Applicant	Provisions violated
Kae Capital Fund II	Regulation 10(d) r/w Regulation 20(1) and Clause 1(e) of the Code of Conduct as mentioned in the Fourth Schedule of the AIF Regulations.
Kae Capital Management Private Limited	Regulation 20(1) r/w Clause 2(a) and 2(c) of the Code of Conduct as mentioned in the Fourth Schedule of the AIF Regulations.
Sasha Gulu Mirchandani (hereinafter referred to as the “ <b>Key Managerial Personnel</b> ”)	Regulation 20(1) r/w Clause 2(a) and 2(c) of the Code of Conduct as mentioned in the Fourth Schedule of the AIF Regulations.

3. In terms of Regulation 16 of the Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 (hereinafter referred to as “**Settlement Regulations**”), ‘Notices of Summary Settlement’ dated March 16, 2026 (hereinafter referred to as the “**Notices**”) were issued to the Fund, the Manager and the Key Managerial Personnel (hereinafter collectively referred to as the “**Applicants**”) intimating them of the violations referred to in paragraph 2 above and stating that, if they so desired, the enforcement proceedings to be initiated for the same may be settled and disposed of upon filing of an application under the Settlement Regulations along with remittance of the settlement amount of ₹12,75,000/- (Rupees Twelve Lakhs Seventy Five Thousand only), payable jointly and severally within 30 calendar days from the date of receipt of the Notices, in terms of Chapter VII of the Settlement Regulations.
4. In response to the same, the Applicants filed application proposing to settle the enforcement proceedings that may be initiated against them for the violations as mentioned in paragraph 2 above and remitted the settlement amount of

₹12,75,000/- (Rupees Twelve Lakhs Seventy-Five Thousand only) jointly. SEBI has confirmed credit of the said settlement amount.

5. 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, the specified proceedings, in respect of which the Notices were issued, are hereby 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 Settlement Order is without prejudice to the right of SEBI under Regulations 28 and 31 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 have breached any of the clauses/ conditions of undertakings/ waivers filed during the present settlement proceedings; and
    - (c) there is a discrepancy while arriving at the settlement terms.
6. This Settlement Order shall come into force with immediate effect.
7. 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.

**KAMLESH C. VARSHNEY**  
**WHOLE TIME MEMBER**

**K.V.R. MURTY**  
**WHOLE TIME MEMBER**