

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

**ON THE APPLICATION SUBMITTED BY  
McNALLY SAYAJI ENGINEERING LIMITED**

**IN THE MATTER OF  
NON-FILLING OF RETURNS TO THE STOCK EXCHANGES**

**(CONSENT APPLICATION NO. 1674 OF 2009)**

1. Securities and Exchange Board of India (hereinafter referred to as "SEBI") received a consent application vide letter dated November 27, 2009 filed voluntarily by McNally Sayaji Engineering Limited (hereinafter referred to as the "applicant") apprehending that SEBI would initiate enforcement actions against it for not filing the statutory returns with the stock exchanges as prescribed under Regulation 6(2), 6(4) and 8(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 for the years 1998 to 2002 and 2005-2006.
2. The applicant proposed revised consent terms vide letter dated January 05, 2010 for settling the matter through a consent order in terms of SEBI Circular No. EFD/ED/Cir-1/2007 dated April 20, 2007. The High Powered Advisory Committee, constituted by SEBI after considering that there was no major change in the shareholding pattern of the applicant had recommended the case for settlement on payment of Rs.1,50,000 (Rupees one lakh fifty thousand only) towards settlement charges. SEBI accepted the said recommendations and communicated the same to the applicant vide letter dated March 02, 2010.

3. Accordingly, the applicant has remitted a sum of Rs.1,50,000 (Rupees one lakh fifty thousand only) towards settlement charges vide demand draft No. 855422 dated March 26, 2010 drawn on State Bank of India, payable at Mumbai.
4. In view of the above, it is hereby ordered that SEBI shall not initiate any enforcement proceedings against the applicant for the alleged failure to file the necessary returns with the stock exchanges as aforesaid.
5. This order is without prejudice to the right of SEBI to initiate enforcement actions against the applicant, if:
  - a. any representation made by the applicant in this consent proceeding is subsequently discovered to be untrue; or
  - b. the applicant breaches any of the consent terms or undertaking filed in this consent proceeding.
6. This consent order is passed on this day, the 31<sup>st</sup> of March, 2010 and shall come into force with immediate effect.

**K. M. ABRAHAM**  
**WHOLE TIME MEMBER**

**PRASHANT SARAN**  
**WHOLE TIME MEMBER**