

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

On Application No. 2578 of 2012 submitted by

SITAL LEASING & FINANCE LTD.

(PAN:AAACS2434F)

1. Sital Leasing & Finance Ltd. (hereinafter referred to as 'the applicant') having its registered office at 555, Double Storey, New Rajinder Nagar, New Delhi – 110 060 had filed an application, vide its letter dated June 11, 2012 in terms of the SEBI Circular No. EFD/ED/Cir-1/2007 dated April 20, 2007, proposing to settle, through a consent order, any proceedings that may be initiated for the delayed compliance of the provisions of Regulations 6(2), 6(4) and 8(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 ('the Takeover Regulations').
2. The applicant admitted that there were delays in compliance with the provisions of Regulation 6(2) & 6(4) of the Takeover Regulations in the year 1997 and Regulation 8(3) of the Takeover Regulations for the years 1998- 2010. Details of said delayed compliance with the aforesaid provisions are given as under:

Regulations/Sub-Regulation of the Takeover Regulations	Due date for compliance as per the Takeover Regulations	Actual date of compliance by the applicant
6(2) & 6(4) in 1997	May 20, 1997	April 23, 2012
8(3) in 1998	April 30, 1998	April 23, 2012
8(3) in 1999	April 30, 1999	April 23, 2012
8(3) in 2000	April 30, 2000	April 23, 2012
8(3) in 2001	April 30, 2001	April 23, 2012
8(3) in 2002	April 30, 2002	April 23, 2012
8(3) in 2003	April 30, 2003	April 23, 2012
8(3) in 2004	April 30, 2004	April 23, 2012
8(3) in 2005	April 30, 2005	April 23, 2012
8(3) in 2006	April 30, 2006	April 23, 2012
8(3) in 2007	April 30, 2007	April 23, 2012
8(3) in 2008	April 30, 2008	April 23, 2012
8(3) in 2009	April 30, 2009	April 29, 2012
8(3) in 2010	April 30, 2010	April 29, 2012

3. As per the documents on record, it is observed that there was no change in the overall promoter shareholding of the company since 1997. The applicant has submitted that the aforesaid delays in compliance did not result in any loss or

damage to the investors since trading of the shares of the company has already been suspended in Delhi Stock Exchange and that it has not declared or paid any dividend to its shareholders since its incorporation.

4. During the Internal Committee meeting held on November 15, 2012 the terms of settlement was deliberated upon, wherein, in respect of non-compliances of the Regulations 6(2) and 6(4) of the Takeover Regulations, it was noted that the requisite disclosures under these Regulations were to be made within a period of three months from the date of notification of the said Regulations i.e. February 20, 1997. As those requirements are dated now the non-compliances of the same were not considered for the purpose of the settlement. Therefore, the applicant vide its letter dated November 17, 2012 proposed the revised consent terms to settle any anticipated proceedings for the non-compliances of Regulation 8(3) of the Takeover Regulations by offering to pay a sum of ₹5,92,500/- (Rupees Five Lakh Ninety Two Thousand Five Hundred Only) towards settlement charges.
5. The High Powered Advisory Committee (HPAC) considered the consent terms proposed by the applicant and after taking into account the facts and circumstances of the case, recommended the case for settlement upon payment of ₹5,92,500/- (Rupees Five Lakh Ninety Two Thousand Five Hundred Only) towards settlement charges. The Panel of Whole Time Members of SEBI approved the said recommendations of the HPAC and the same was communicated to the applicant vide letter dated January 4, 2013.
6. Accordingly, the applicant has, vide Demand Draft no. '249206' dated January 14, 2013 drawn on Dena Bank and payable at Mumbai, remitted a sum of ₹5,92,500/- (Rupees Five Lakh Ninety Two Thousand Five Hundred Only) towards the settlement charges.
7. In view of the above, the delayed compliances of the provisions of Regulation 8(3) of the Takeover Regulations, as enumerated earlier, is settled as per the consent terms and SEBI shall not initiate any enforcement action against the applicant for the said default.
8. This order is without prejudice to the right of SEBI to initiate enforcement actions against the applicant for the abovementioned delayed compliance, if:
 - a. any representation made by the applicant in this consent proceeding is subsequently discovered to be untrue or incomplete; or
 - b. the applicant breaches any of the consent terms or undertakings filed in this consent proceeding.
9. This consent order is passed on this day, the 7th day of FEBRUARY, 2013 and shall come into force with immediate effect.


RAJEEV KUMAR AGARWAL
WHOLE TIME MEMBER


PRASHANT SARAN
WHOLE TIME MEMBER