

BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA

CONSENT ORDER

On the Application No. 2937 of 2015

submitted by

OnMobile Systems Inc.

(Permanent Account Number:AAACO9705D)

1. **OnMobile Systems Inc.** (hereinafter referred to as 'the applicant') filed an application, vide letter dated April 8, 2015 in terms of the Securities and Exchange Board of India (Settlement of Administrative and Civil Proceedings) Regulations, 2014 proposing to settle, through a consent order proposed adjudication proceedings against the applicant under section 15A(b) of SEBI Act, 1992 for the alleged violation of Regulation 7(1A) read with 7(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (Takeover Regulations). The applicant was holding 2,45,15,554 shares constituting 41.98% of the target company Onmobile Global Limited as on December 31, 2009. On February 15, 2010, the applicant sold 26,12,943 shares constituting 4.47% of the target company, post which the holding of the applicant in the target company reduced to 2,19,02,611 shares constituting 37.51%. The above sale transaction required disclosures under Regulation 7(1A) read with 7(2) of Takeover Regulations, 1997. However, no such disclosures were made. Therefore, there was a violation of the provisions of Regulations 7(1A) read with 7(2) of Takeover Regulations.
2. Pursuant to the Internal Committee meeting on October 8, 2015, vide letter dated October 8, 2015, the applicant proposed the revised consent terms to settle the aforesaid violation by offering to pay a sum of Rs. 2,00,000/- (Rupees Two lakhs only) towards settlement charges .
3. The High Powered Advisory Committee (HPAC) in its meeting held on October 21,

2015, considered the settlement terms proposed by the applicant and recommended the case for settlement upon payment of Rs. 2,00,000/- (Rupees Two lakhs only) towards settlement charges and the same was approved by the Panel of Whole Time Members. Thereafter, the same was communicated to the applicant, vide email dated December 18, 2015.

4. Accordingly, the applicant has, vide Demand Draft No. 801431 dated December 29, 2015 drawn on Standard Chartered Bank, remitted a sum of Rs. 2,00,000/- (Rupees Two lakhs only) towards the settlement charges.
5. In view of the above, the violation of the provisions of Regulations 7(1A) read with 7(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, are settled according to the aforesaid settlement terms by way of this order and the Securities and Exchange Board of India shall not initiate any enforcement action against the applicant for the said violation.
6. This settlement order passed on this the 22nd day of January, 2016 shall come into force with immediate effect.

RAJEEV KUMAR AGARWAL
WHOLE TIME MEMBER

PRASHANT SARAN
WHOLE TIME MEMBER