

BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA

SETTLEMENT ORDER

On the Application No. **2814 of 2014**

filed by

**M/s Mahesh Agricultural Implement and Steel Forgings Ltd
(PAN no. AABCM1379A)**

Consent Order No: CFD/EAD-6/AO/AK/ 203 /2014

1. Securities and Exchange Board of India (hereinafter referred to as "**SEBI**") had initiated adjudication proceedings against M/s. Mahesh Agricultural Implement and Steel Forgings Ltd (hereinafter referred to as "**the applicant**"/ "**the company**") having its office at A-1, Shivam Sundaram Complex, Above ADC Bank, Opp. Haresh Dudhiya, Gurukul Road, Memnagar, Ahmedabad- 380052 to inquire into and adjudge under section 15A(b) of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as SEBI Act), for the alleged violation/contravention of the provisions of Regulation 8(3) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations 1997 (hereinafter referred to as "**Takeover Regulations**") and the undersigned was appointed as Adjudicating Officer (AO) vide order dated November 26, 2013 under section 15 I of the SEBI Act. Consequently, Show Cause Notice dated January 27, 2014 was issued to the company under rule 4 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995, seeking reply of the company as to why an inquiry should not be held in respect of the violations alleged to have been committed by the company.
2. Subsequent to the same, the applicant vide its letter dated March 25, 2014 had filed an application with SEBI in terms of the SEBI Circular No. EFD/ED/Cir-1/2007 dated April 20, 2007, modified by the circular dated May 25, 2012, which is rescinded by the SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014 proposing to settle, through a consent order, the aforementioned adjudication proceedings for the delayed compliance of the provisions of Regulation 8(3) of the Takeover Regulations.
3. It was observed that the applicant, a listed company did not make necessary disclosures within the stipulated time as per the aforementioned provisions, details of which are as given below:

Regulations/ Sub-regulation (Takeover Regulations, 1997)	Due date for compliance	Actual date of compliance	Delay in compliance (in no. of days)
8(3)	30/04/2003	02/01/2012	3,176
8(3)	30/04/2004	02/01/2012	2,811
8(3)	30/04/2005	02/01/2012	2,446
8(3)	30/04/2006	02/01/2012	2,081
8(3)	30/04/2007	02/01/2012	1,716
8(3)	30/04/2008	02/01/2012	1,351
8(3)	30/04/2009	02/01/2012	986
8(3)	30/04/2010	02/01/2012	621
8(3)	30/04/2011	02/01/2012	256

4. The representatives of the applicant had a meeting with the Internal Committee of SEBI where the terms of settlement was deliberated upon. Thereafter, the applicant vide its letter dated June 21, 2014 proposed the revised consent terms to settle the aforesaid adjudication proceedings for the delayed compliance of Regulation 8(3) of the Takeover Regulations by offering to pay a sum of Rs. 4,56,875/- (Rupees Four Lakh, Fifty Six Thousand, Eight Hundred and Seventy Five only) towards settlement charges.
5. The High Powered Advisory Committee (hereinafter referred to as "**HPAC**") considered the settlement terms proposed by the applicant and recommended the case for settlement upon payment of Rs. 4,56,875/- (Rupees Four Lakh, Fifty Six Thousand, Eight Hundred and Seventy Five only) towards settlement charges. The Panel of Whole Time Members of SEBI accepted the said recommendations of the HPAC and the same was communicated to the applicant vide an e-mail dated September 25, 2014.
6. Accordingly, the applicant has, vide demand draft No. '006537' dated September 25, 2014 drawn on 'IDBI Bank' and payable at Mumbai, remitted a sum Rs. 4,56,875/- (Rupees Four Lakh, Fifty Six Thousand, Eight Hundred and Seventy Five only) towards the settlement charges.
7. In view of the above, in terms of Regulation 15 (1) of SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014 it is hereby ordered that:
 - i. this Consent Order disposes of the said Adjudication Proceedings pending in respect of the Applicant as mentioned above and;
 - ii. passing of this Order is without prejudice to the right of SEBI to take enforcement actions including commencing / reopening of the pending proceedings against the Applicant, if SEBI finds that:

- a. any representations made by the Applicant in the consent proceedings are subsequently discovered to be untrue;
 - b. the Applicant has breached any of the clauses / conditions of undertakings / waivers filed during the current consent proceedings.
- 8. This consent order is passed on this Ninth day of October, 2014 and shall come into force with immediate effect.
- 9. In terms of Regulation 17 of SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014, copies of this order are being sent to the Applicant and also to Securities and Exchange Board of India, Mumbai.

Place: Mumbai

Anita Kenkare
Adjudicating Officer