

BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA

MUMBAI

CONSENT ORDER

**ON THE APPLICATION SUBMITTED BY
WINSOME INTERNATIONAL LIMITED**

**IN THE MATTER OF
NON-DISCLOSURE UNDER TAKEOVER REGULATIONS
(CONSENT APPLICATION No.476 of 2008)**

1. Pursuant to a public offer made in April, 2006 for the acquisition of 20% shares of Winsome International Limited (hereinafter referred to as 'applicant/target company'), Punrasar Stock Broking (P) Limited filed a draft letter of offer with SEBI in terms of Regulation 18 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as "Takeover Regulations"). While examining the said offer document, SEBI observed that the applicant/target company made disclosures under Regulation 6(2) and 6(4) for the year 1997, Regulation 7(3) for the year 2004 and Regulation 8(3) of the Takeover Regulations for the years 1998 to 2006, with considerable delay. Thus, the applicant/target company failed to comply with these regulations and, therefore, became liable for appropriate enforcement actions.
2. The applicant has filed the instant consent application dated February 4, 2008 in terms of SEBI Circular No. EFD/ED/Cir.-1/2007 dated April 20, 2007 seeking settlement of the enforcement actions that may be initiated by SEBI, for the aforesaid failures.
3. The High Powered Advisory Committee appointed by SEBI considered the settlements terms proposed by the applicant and recommended the case for settlement on the terms proposed by the applicant. Accordingly, the applicant/target company shall pay Rs.3,00,000/- (Rupees three lakh only) as settlement charges.

4. For the sole purpose of settling the matter on hand and without admission or denial of guilt on its part to the finding of fact or conclusion of law, the applicant/target company has remitted a sum of Rs. 3,00,000 (Rupees three lakh only) towards the settlement charges vide demand draft No. 175275 dated November 24, 2008 drawn on Allahabad Bank, Mumbai.
5. In view of the above, it is hereby ordered that SEBI shall not take any enforcement action against the applicant for the aforesaid failures to comply with the Takeover Regulations. This is without prejudice to the right of SEBI to take appropriate enforcement action against the applicant, if:
 - a. any representation made by the applicant in this consent proceedings is subsequently discovered to be untrue.
 - b. the applicant breaches any of the clauses/conditions of undertakings/waivers filed during this consent proceeding.
6. This consent order is passed on the 10th day of December, 2008 and shall come into force with immediate effect.

T. C. Nair
Whole Time Member

M. S. Sahoo
Whole Time Member