

BEFORE THE ADJUDICATING OFFICER

SECURITIES AND EXCHANGE BOARD OF INDIA, MUMBAI

CO/ISD/2348/2011/AO/PG/EAD-05/51/2012

CONSENT ORDER

In respect of

Park Continental Limited (PAN: AABCP9174A)

In the matter of M/s Peacock Industries Limited

1. Securities and Exchange Board of India (hereinafter referred to as 'SEBI') conducted an examination into the affairs relating to dealing in the shares of M/s Peacock Industries Limited (hereinafter referred to as 'PIL'). During the investigation, it was observed that the shareholding of Park Continental Limited (hereinafter referred to as 'Noticee') in PIL prior to June 30, 2009 was 14,48,200 shares i.e. 9.34% of total paid up capital of PIL, which upon acquisition of further 1,53,570 shares i.e. 0.99% of total paid up capital of PIL, from the market increased to 16,01,950 shares i.e. 10.34% of total paid up capital of PIL. However, no disclosure was made by the Noticee to the stock exchange within 2 days of such acquisition as stipulated under regulation 7(1) read with regulation 7(2) of SEBI (Substantial Acquisition of Shares & Takeover) Regulations 1997 (hereinafter referred to as 'SAST Regulations'). It was further observed that the Noticee's shareholding prior to March 31, 2010 was 16,01,950 shares i.e. 10.34% of total paid up capital of PIL, which upon acquisition of further 6,13,014 shares i.e. 3.95% of total paid up capital of PIL, from the market increased to 22,14,964 shares i.e. 14.29% of total paid up capital of PIL, however, no disclosure was made by the noticee to the stock exchange within 2 days of such acquisition as stipulated under regulation 7(1) read with regulation 7(2) of SAST Regulations.

2. Consequently, SEBI vide order dated March 15, 2011 appointed Shri Parag Basu as Adjudicating Officer for inquiring into and adjudging the alleged violation of regulation 7(1) read with regulation 7(2) of SEBI (Substantial Acquisition of Shares & Takeover) Regulations 1997 (hereinafter referred to as 'SAST Regulations') by the Noticee in the matter of dealing in the shares of PIL and a notice to Show Cause EAD-7/PB/AK/13690/2011 dated April 28, 2011 was issued to the Noticee calling upon to show cause as to why an inquiry should not be held against the Noticee in terms of Rule 4 of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 read with section 15 I of SEBI Act, 1992 and penalty be not imposed under Section 15 A(b) of SEBI Act for the aforesaid alleged contravention of the provisions of the SAST Regulations. Subsequently, upon the transfer of Shri Parag Basu the undersigned has been appointed as Adjudicating Officer, in the present matter, vide order dated August 16, 2012.
3. While the adjudication proceedings were in progress, an application for Consent Order dated July 4, 2011 in respect of the aforesaid proceedings before SEBI was submitted by the Noticees along with the Undertaking / Waivers in terms of SEBI Circular No. EFD/ Cir.-1/2007 dated 20th April, 2007. The Noticees, vide letter dated April 23, 2012 proposed ₹1,50,000/- (Rupees one lakh fifty thousand only) as revised consent terms.
4. The revised terms as proposed by the Noticee were placed before the High Powered Advisory Committee (hereinafter referred to as 'HPAC') on May 30, 2012. The HPAC, after considering the facts and circumstances of the matters under consent, consent terms offered by the Noticees & the materials brought before it by SEBI, recommended that the case may be settled on payment of 1,50,000/- (Rupees one lakh fifty thousand only) towards settlement charges as proposed by the applicant. Thereafter, SEBI vide its letter dated September

- 4, 2012 communicated to the noticee about acceptance of its revised consent terms and advised it to pay the amount accordingly. The Noticee has remitted a sum of 1,50,000/- (Rupees one lakh fifty thousand only), vide Pay Order no. 327673 dated September 20, 2012 drawn on HDFC Bank towards the terms of consent in the matter.
5. In view of above, it is hereby ordered that,
- i) This consent order disposes of the said proceedings pending against the Noticee under Securities and Exchange Board of India Act, 1992 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 Noticee, if SEBI finds that
 - a. any representation made by the Noticee in the consent proceedings is subsequently discovered to be untrue.
 - b. the Noticee has breached any of the clauses / conditions of undertakings / waivers filed during the current consent proceedings.
6. This consent order is passed on September 28, 2012 and shall come into force with immediate effect.
7. In terms of rule 6 of the Adjudication Rules, copies of this order are being sent to the Noticee and to Securities and Exchange Board of India.

Date : September 28, 2012
Place: Mumbai

Piyoosh Gupta
Adjudicating Officer