

**BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA, MUMBAI**

**CONSENT ORDER**

**ON THE APPLICATION SUBMITTED BY  
WINMORE LEASING & HOLDINGS LTD**

**IN THE MATTER OF  
NON-DISCLOSURE UNDER TAKEOVER REGULATIONS  
(CONSENT APPLICATION NO. 1294/2009)**

1. Winmore Leasing & Holdings Ltd. having registered office at 706, Madhuban Bldg, 55 Nehru Place, New Delhi-110 019, (hereinafter referred to as the 'applicant'), failed to make requisite disclosures under Regulations 6(2) and 6(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as 'Takeover Regulations') for the year 1997 and under Regulation 8(3) of the said Regulations for the years 1998 & 1999. Thus, the applicant failed to comply with the Takeover Regulations and, therefore, became liable for resultant regulatory actions under section 15A of SEBI Act, 1992.
2. The applicant, vide letter dated March 30, 2009, proposed settlement of the enforcement actions that may be initiated by SEBI for the failure mentioned above, through a consent order in terms of SEBI circular No. EFD/ED/Cir-1/2007 dated April 20, 2007. It proposed revised consent terms vide letter dated May 30, 2009. The High Powered Advisory Committee constituted by SEBI considered the consent terms proposed by the applicant and recommended the case for settlement. Accordingly, the applicant shall pay Rs.1,00,000 (Rupees one lakh only). SEBI accepted the said recommendations and communicated the same to the applicant vide letter dated July 10, 2009.
3. Accordingly, the applicant, without admitting or denying the guilt, has remitted a sum of Rs.1,00,000 (Rupees one lakh only) towards settlement charges vide demand draft No.901652 dated July 07, 2009 drawn on IDBI Bank, payable at Mumbai.

4. In view of the above, it is hereby ordered that SEBI shall not take any enforcement action against the applicant for its non-compliance with the requirements of the Takeover regulations, as mentioned at Para-1 above.
5. This order is without prejudice to the right of SEBI to initiate enforcement actions, including commencing appropriate proceedings against applicant for the aforesaid non-compliance, if:
  - a. any representation made by the applicant in this consent proceeding is subsequently discovered to be untrue; or
  - b. the applicant breaches any of the clauses/ conditions of undertakings/ waivers filed in this consent proceeding.
6. This consent order is passed on this day, the 27<sup>th</sup> of July, 2009 and shall come into force with immediate effect.

**M. S. Sahoo**  
**Whole Time Member**

**K. M. Abraham**  
**Whole Time Member**

Place: Mumbai  
Dated: 27<sup>th</sup> July, 2009