

BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA, MUMBAI

CONSENT ORDER

ON THE APPLICATION SUBMITTED BY

MRIDU HARI DALMIA (M H DALMIA)

IN THE MATTER OF

DELAY IN FILLING OF RETURNS TO THE STOCK EXCHANGES

(CONSENT APPLICATION NO. 1672 OF 2009)

1. Securities and Exchange Board of India (hereinafter referred to as "SEBI") received a consent application vide letter dated September 31, 2009 filed voluntarily by Mridu Hari Dalmia, residing at 20F, Prithvi Raj Road, New Delhi-110011, on his behalf and on behalf of Mridu Hari Dalmia Parivar Trust, Smt Padma Dalmia and Shri R. H Dalmia, Himalayan Natural Products Ltd. Kabirdas Investments Ltd and Raghu Hari Dalmia Parivar Trust (hereinafter referred to as the "applicants") apprehending that SEBI would initiate enforcement actions for their failure to file the statutory report under Reg. 3(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as Takeover Regulations') with the stock exchanges and also file a report with SEBI under Regulation 3(4) of the Takeover Regulations within the time stipulated under the Regulations. a) for the *interse* transfer of transfer of 8,600 shares of Marathwada Refractories Limited from Utkal Investments Ltd. to Kabirdas Investments Ltd on 16.02.2000. b) *interse* transfer of 2,24,950 shares of Marathwada Refractories Limited from Capital Ideas Ltd., Shri A H Dalmia, Abhishek Dalmia and Chaitanya Dalmia, Usha Dalmia collectively held by them to Mridu Hari Dalmia Parivar Trust, Smt

Padma Dalmia, Himalayan Natural Products Ltd. and R H Dalmia on 28.2.2000 and 1.03.2000.

2. The applicants also have filed delayed report under Regulation 3(4) of the Takeover Regulations for *the inter se* transfer of 2000 shares of Marathwada Refractories Limited from Anuradha Dalmia to Raghu Hari Dalmia Parivar Trust on 31.10.2000.
3. The applicants proposed revised consent terms vide letter dated March 4, 2010 for settling the matter through a consent order in terms of SEBI Circular No. EFD/ED/Cir-1/2007 dated April 20, 2007. The High Powered Advisory Committee, constituted by SEBI after considering facts of the case had recommended the case for settlement on payment of Rs. 3,40,000 (Rupees three lakh forty thousand only) towards settlement charges in the matter. SEBI accepted the said recommendations and communicated the same to the applicants vide letter dated April 7, 2010.
4. Accordingly, the applicants have remitted a sum of Rs. 3,40,000 (Rupees three lakh forty thousand only) towards settlement charges vide demand draft 351072 dated April 13, 2010 drawn on Punjab National Bank payable at Mumbai.
5. In view of the above, it is hereby ordered that SEBI shall not initiate any enforcement proceedings against the applicants for the failure to file the necessary returns with the stock exchanges and with SEBI in terms of Takeover Regulations as aforesaid.
6. This order is without prejudice to the right of SEBI to initiate enforcement actions against the applicants, if:

- a. any representation made by the applicants in this consent proceeding is subsequently discovered to be untrue; or
 - b. the applicants breach any of the consent terms or undertaking filed in this consent proceeding.
6. This consent order is passed on this day, the 26th of April 2010 and shall come into force with immediate effect.

K. M. ABRAHAM
WHOLE TIME MEMBER

PRASHANT SARAN
WHOLE TIME MEMBER