

BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA, MUMBAI

CONSENT ORDER

ON THE APPLICATION SUBMITTED BY

SRI SUSHIL PANDURANG MANTRI

IN THE MATTER OF MARATHWADA REFRACTORIES LIMITED

(CONSENT APPLICATION NO. 2213 OF 2011)

1. Vide letter dated January 20th, 2011, Sri Sushil Pandurang Mantri (hereinafter referred to as 'the applicant') voluntarily filed consent application in terms of the SEBI Circular No. EFD/ED/Cir-1/2007 dated April 20, 2007 in respect of his shareholding in Marathwada Refractories Limited. (hereinafter 'the company') proposing to settle, through a consent order, for the alleged delay in compliance of the provisions of regulation 22(17) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (the Takeover Regulations).
2. Vide the aforesaid consent application, the applicant submitted that he had entered into a Share Purchase Agreement (SPA) on November 26, 2010 to acquire 3,50760 fully paid equity shares of the company representing 50.11% of the existing paid-up equity share capital and voting rights of the company. Pursuant to the said SPA, the applicant, in accordance with regulations 10 and 12 of the Takeover Regulations, made an open offer to the shareholders of the company by public announcement dated November 30, 2010 for the acquisition of 20% of the voting capital of the company. The applicant acquired shares in the off market after the public announcement for open offer to the shareholders of the company and disclosed the information under regulation 22(17) of the Takeover Regulations with the following delays:
 - a. delay in filing disclosure for the acquisition of 10 shares of the target company through off market on November 30, 2010 – disclosure filed on December 03, 2010;
 - b. delay in filing disclosure for the acquisition of 29,700 shares of the target company through off market on December 04, 2010 – disclosure filed on December 06, 2010.

3. Vide letter dated June 29, 2011, the applicant has proposed the revised consent terms to settle the said delay in compliance on payment of Rs. 50,000/- (Rupees Fifty Thousand Only) towards settlement charges.
4. The High Powered Advisory Committee, constituted by SEBI, considered the consent terms proposed by the applicant and recommended the case for settlement on payment of Rs.50,000/- (Rupees Fifty Thousand Only) towards settlement charges. SEBI accepted the said recommendations of the Committee and communicated the same to the applicant vide letter dated August 25, 2011.
5. Accordingly, the applicant has, vide pay order no. “365656” dated August 30, 2011 drawn on Punjab National Bank, Bangalore and payable at Mumbai, remitted a sum of Rs. 50,000/- (Rupees Fifty Thousand Only) towards the settlement charges.
6. In view of the above, the delay in compliances of the provisions of regulation 22(17) of the Takeover Regulations, as enumerated in the aforementioned consent application, is settled as per above consent terms and SEBI shall not initiate any enforcement action against the applicant for the said delay in compliances.
7. This order is without prejudice to the right of SEBI to initiate enforcement actions against the applicant for the abovementioned delay in 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 consent terms or undertakings filed in this consent proceeding.
8. This consent order is passed on this the 22nd day of September, 2011 and shall come into force with immediate effect.

U. K. SINHA
CHAIRMAN

PRASHANT SARAN
WHOLE TIME MEMBER