

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

CONSENT ORDER

**ON THE APPLICATION SUBMITTED BY
MR. J. NRUPENDER RAO**

**IN THE MATTER OF
NON-DISCLOSURES UNDER TAKEOVER REGULATIONS**

(CONSENT APPLICATION NO. 856/2008)

1. Mr. J. Nrupender Rao (hereinafter referred to as 'the applicant') made disclosures of his shareholding in M/s. Pennar Industries Limited under Regulation 6(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 for the year 1997 and under Regulation 8(2) for the years 1998- 2004 with considerably delay. Thus, the applicant failed to comply with the Regulations and, therefore, became liable for appropriate enforcement actions.
2. The applicant has filed the instant consent application dated July 22, 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 settlement terms proposed by the applicant and recommended the case for settlement. Accordingly, the applicant shall pay Rs.2,25,000/- (Rupees two lakh twenty five thousand only) as settlement charges and Rs.1,00,000/- (Rupees one lakh only) as administrative 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 has remitted a sum of Rs.3,25,000/- (Rupees three lakh twenty five thousand only) vide demand draft No. 052012 dated October 23, 2008 drawn on HDFC Bank, Mumbai towards settlement charges.
5. In view of the above, it is hereby ordered that SEBI shall not take any enforcement action against the applicant for its failure to comply with the aforesaid 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 proceeding 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 5th day of November, 2008 and shall come into force with immediate effect.

T. C. Nair
Whole Time Member

M. S. Sahoo
Whole Time Member