

BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA, MUMBAI

CONSENT ORDER

**ON THE APPLICATION SUBMITTED BY
GOODWILL INVESTMENTS**

**IN THE MATTER OF
MANU FINLEASE LIMITED**

(CONSENT APPLICATION NO. 436 / 2008)

1. SEBI had conducted investigations into the alleged irregularities in the trading of shares of Manu Finlease Limited (hereinafter referred to as “Company”). The investigations, *prima facie*, revealed that Goodwill Investments (hereinafter referred to as “Applicant”) with registered office at 1873, Sector 7D, Faridabad (Haryana) acquired shares/voting rights in excess of 5% but failed to disclose the same to the Company and to the Stock Exchanges and also acquired more than 10% of the shares/voting rights of the Company without making public announcement. It was, therefore, alleged that the Applicant had violated the provisions of Regulations 6 and 10 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1994(hereinafter referred to as “SAST Regulations”).
2. Pursuant to the investigations, SEBI initiated adjudication proceedings under Section 15 I of the SEBI Act, 1992 against the Applicant. The Adjudicating Officer, vide order dated 28/01/1998, *inter-alia*, imposed a penalty of Rs. 5,00,000/- (Rupees five lakh only) against the Applicant under Section 15 H of the SEBI Act, 1992 for the violation of Regulations 6 and 10 of the SAST Regulations. The Applicant failed to pay the penalty within 45 days from the date

of the said order. Thereafter, SEBI issued a demand notice dated 09.05.2007 calling upon the Applicant to pay the penalty within fifteen days from the date of the receipt of the notice failing which prosecution proceedings under Section 24 (2) of SEBI Act, 1992 would be initiated against it. The Applicant failed to pay the penalty within the stipulated period.

3. While further proceedings in the matter were in progress, the Applicant, vide the application dated 04/01/2008, proposed settlement of the prosecution proceedings proposed by SEBI through a consent order in terms of SEBI circular No. EFD/ED/Cir-1/2007 dated 20/04/2007. Vide letter dated 05/09/2008, it proposed revised consent terms by offering an amount of Rs.5,50,000/- and forwarded a Demand Draft No. 045683 dated 05/09/2008 for an amount of Rs.5,50,000/- drawn on Union Bank of India payable at Mumbai. Vide letter dated 16/12/2008, it further revised the consent terms offering to pay an additional amount of Rs.50,000/-. Accordingly, Vide letter dated 24/01/2009, it forwarded a Demand Draft No. 046113 dated 24/01/2009 for an amount of Rs.50,000/- drawn on Union Bank of India payable at Mumbai.
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.6,00,000/- towards settlement charges as offered by the Applicant. SEBI accepted the recommendations of the Committee.
5. Since the Applicant had already forwarded two Demand Drafts for an amount of Rs.6,00,000/- (Rupees Six lakh only) towards settlement charges as mentioned hereinabove, it is hereby ordered that this Consent Order disposes prosecution proceedings proposed by SEBI against the Applicant in the matter of Manu Finlease Limited.

6. This order is without prejudice to the right of SEBI to initiate enforcement actions, including commencing or reopening of the proceedings pending against Applicant, 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.
7. This consent order is passed on this day, the 7TH of May, 2009 and shall come into force with immediate effect.

M. S. SAHOO
WHOLE TIME MEMBER

K. M. ABRAHAM
WHOLE TIME MEMBER