

CO/CFD/DIL/455/2011

BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA, MUMBAI

CONSENT ORDER

ON THE APPLICATION SUBMITTED BY

M/S. VISU INTERNATIONAL LIMITED

(PAN: AABCV1500A)

(CONSENT APPLICATION NO. 2165/2010)

1. M/s. Visu International Limited (hereinafter referred to as 'applicant') filed an application with Securities and Exchange Board of India (hereinafter referred to as 'SEBI') in terms of Circular No. EFD/ED/Cir.1/2007 dated April 20, 2007 for seeking settlement of the violation of clause 13.3.1 (f) of SEBI (Disclosure and Investor Protection) Guidelines, 2000 (*since rescinded*).
2. The applicant has submitted that it made preferential allotment of 40 lakh warrants to certain persons on October 13, 2006 out of which two persons i.e. Dr. Y. Sonia Reddy and Ms. C. Sophia Reddy (who were allotted five lakh warrants) were not holding a part of the shares held by them, prior to preferential allotment, in dematerialised form. Warrant holders exercised option to convert 30 lakh warrants into equal number of shares and were allotted shares on March 31, 2008. It was also submitted that Dr. Y. Sonia Reddy and Ms. C. Sophia Reddy dematerialised their shares held in physical form on May 03, 2008 and May 14, 2008, respectively.
3. The applicant vide its letter dated May 05, 2011 proposed revised consent terms of Rs. 7,00,000/- (Rupees Seven Lakh Only) towards settlement charges and lock-in of one year from the date of listing of such shares, on 5 lakh shares allotted pursuant to the conversion of warrant allotted on

- preferential basis to the allottees who were not holding part of pre-preferential allotment shares in dematerialised form, for settling the aforesaid violations.
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. 7,00,000/- (Rupees Seven Lakh Only) by the applicant towards settlement charges and lock-in of one year, on the 5 lakh shares allotted pursuant to the conversion of warrant allotted on preferential basis to the allottees who were not holding part of pre-preferential allotment shares in dematerialised form, from the date of listing, as proposed by the applicant. SEBI accepted the said recommendations and communicated the same to the applicant vide letter dated July 01, 2011.
 5. Accordingly, the applicant, without admitting or denying the charges, has remitted, towards settlement terms a sum of Rs. 7, 00,000/- (Rupees Seven Lakh Only) vide demand draft No. 665933 dated July 02, 2011 drawn on Syndicate Bank, CAO, Mumbai Branch.
 6. In view of the aforesaid consent terms, it is hereby ordered that the aforesaid violation of clause 13.3.1(f) of SEBI (Disclosure and Investor Protection) Guidelines, 2000 (*since rescinded*) by the applicant is settled and the 5 lakh shares allotted pursuant to the conversion of warrant allotted on preferential basis to Dr. Y. Sonia Reddy and Ms. C. Sophia Reddy form shall remain in lock-in for a period of one year from the date of listing of such shares.
 7. A copy of the said order shall also be forwarded to all the recognised stock exchanges and the depositories to ensure that the 5 lakh shares allotted pursuant to the conversion of warrant allotted on preferential basis to Dr.

Y. Sonia Reddy (PAN No. AAFPY9061N) and Ms. C. Sophia Reddy (PAN No. ADWPC8672P) are kept in lock in for a period of one year from the date of listing of such shares.

8. This order is without prejudice to the right of SEBI to initiate enforcement actions, including 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.
9. This consent order is passed on this day of 13th July, 2011 and shall come into force with immediate effect.

Dr. K. M. ABRAHAM
WHOLE TIME MEMBER

PRASHANT SARAN
WHOLE TIME MEMBER