

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

CONSENT ORDER

**ON THE APPLICATION SUBMITTED BY
M/s. DEVINE IMPEX LIMITED**

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

(CONSENT APPLICATION NO. 686/2008)

1. M/s. Devine Impex Limited (hereinafter referred to as 'the applicant') made disclosures of its shareholding pattern under Regulations 7(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 for the years 2002- 2007, Regulation 8(3) for the years 2003- 2007 and Regulation 3(4) in the year 2007 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 May 23, 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.4,00,000/- (Rupees four lakh only) as settlement 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.4,00,000/- (Rupees four lakh only) vide demand draft No. 175357 dated October 27, 2008 drawn on Bank of Baroda, 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 14th day of November, 2008 and shall come into force with immediate effect.

T. C. Nair
Whole Time Member

M. S. Sahoo
Whole Time Member