

BEFORE THE ADJUDICATING OFFICER
SECURITIES AND EXCHANGE BOARD OF INDIA, MUMBAI

CONSENT ORDER

On the Application submitted by

Ramesh Kumar Kanoi

The Buxa Dooars Tea Co. Ltd.

Brownia Business Ltd.

Ratanlal Maganlal Desai

Shiv Kumar Kanoi

Chandrakala Devi Agarwalla

Ananyavrat Kanoi

Ananya Kanoi

Surbhi Kanoi

Kanoi Development Ltd.

Meenal Gupta

Neena Kanoi

Sneh Kanoi

Bina Kanoi

Amrittesh Kanoi

Urvika Kanoi

Jaideo Prasad Kanoi and

Madhushree Kanoi

In the matter of Orion Paper and Industries Ltd. (formerly Kanoi Paper and Industries Ltd.)

CO/CFD-DCR-I/1611/AO/VSS/74/2009

1. On examination of the Draft Letter of Offer for acquisition of 20% of the equity share capital of Orion Paper and Industries Ltd. (formerly Kanoi Paper and Industries Ltd.) by Mr. Murari Lal Jalan and Arrow Syntex Pvt. Ltd. it was observed by Securities and Exchange Board of India (hereinafter referred to as 'SEBI') that the promoters/sellers of Orion Paper and Industries Ltd., namely,

Ramesh Kumar Kanoi, The Buxa Dooars Tea Co. Ltd., Brownia Business Ltd., Ratanlal Maganlal Desai, Shiv Kumar Kanoi, Chandrakala Devi Agarwalla, Ananyavrat Kanoi, Ananya Kanoi, Jaideo Prasad Kanoi (since expired), Madhushree Kanoi (since expired), Surbhi Kanoi, Kanoi Development Ltd., Meenal Gupta, Neena Kanoi, Sneh Kanoi, Bina Kanoi, Amrittesh Kanoi and Urvika Kanoi (hereinafter collectively referred to as '**Noticees**') have not complied with regulations 6(1) and 6(3) of SEBI (Substantial Acquisition of Shares and Takeovers Regulations) Regulations, 1997 (hereinafter referred to as '**SAST Regulations**') for the year 1997 and regulation 8(1) and 8(2) of SAST Regulations for the years 1998, 1999, 2000, 2001, 2002 and 2003. Therefore, adjudication proceedings were initiated against the Noticees to inquire into and adjudge under section 15A(b) of Securities and Exchange Board of India Act, 1992 for the aforesaid alleged violations. Consequently, a Show Cause Notice No. EAD/EAD-5/PG/100742/2007 dated August 2, 2007 was issued under rule 4 of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 by Mr. Piyoosh Gupta, (then) A.O. Consequent upon the transfer of Mr. Piyoosh Gupta, the undersigned has been appointed as A.O. vide order dated November 19, 2007.

2. While the Adjudication Proceedings were in progress, the Noticees made an application dated April 2, 2008 and an affidavit of "undertakings and waivers" in terms of SEBI Circular No. EFD/ Cir.-1/2007 dated 20th April, 2007 for Consent Order in respect of the aforesaid notice before SEBI. Subsequently, the Noticees proposed revised consent terms on November 6, 2008, without admitting or denying the guilt and subject to clauses of the undertakings and waivers, submitting that they were willing to pay a sum of Rs.2,00,000/- (Rupees two lakh only) towards settlement charges and Rs.25,000/- (Rupees twenty five thousand only) towards administrative expenses in the matter. The revised terms as proposed by the Noticees were placed before the High Powered Advisory Committee (hereinafter referred to as 'HPAC') on December 12, 2008. The HPAC considered the facts and circumstances of the case, consent terms offered by the Noticees and the material brought before it by SEBI and recommended that the case may be settled on payment of Rs.2,00,000/- (Rupees two lakh only) towards settlement charges and Rs.25,000/- (Rupees twenty five thousand only) towards administrative expenses in the matter. The recommendations of HPAC were placed before the two Whole Time Members of the Board who have agreed to the terms of consent as recommended by HPAC.

3. The acceptance of consent proposal was communicated to the Noticees vide letter dated January 5, 2009. In pursuance of the aforesaid consent terms, the Noticees have remitted a sum of Rs.2,25,000/- (Rupees two lakh twenty five thousand only), vide two Demand Drafts (i) Draft No.564936 dated March 26, 2009 drawn on State Bank of India, Mumbai for Rs.1,50,000/- and (ii) Draft No. 753776 dated March 26, 2009 drawn on United Bank of India, Mumbai for Rs.75,000/- towards the terms of consent in the matter.
4. In view of above, it is hereby ordered that,
 - i) This consent order disposes of the said proceedings pending against the Noticees under Securities and Exchange Board of India Act, 1992 and
 - ii) Passing of this order is without prejudice to the right of SEBI to take enforcement actions including commencing / reopening of the pending proceedings against the Noticees, if SEBI finds that
 - a. any representation made by the Noticees in the consent proceedings is subsequently discovered to be untrue.
 - b. the Noticees has breached any of the clauses / conditions of undertakings / waivers filed during the current consent proceedings.
5. This consent order is passed on the 11th May 2009 and shall come into force with immediate effect.

V S Sundaresan
Adjudicating Officer