

BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA

SETTLEMENT ORDER

On Application no. **3500 of 2018**

Filed by **SQS Software Quality Systems AG, Germany**

(PAN: AATCS9594D)

1. SQS Software Quality Systems AG, Germany (hereinafter referred to as 'applicant'), filed a *suo moto* application in terms of the SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014 ('Settlement Regulations'), proposing to settle, through a settlement order, the delayed compliance of Regulations 30(1) and 30(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
2. The authorised representatives of the applicant had a meeting with the Internal Committee of SEBI on August 01, 2018, wherein the settlement terms were deliberated. Thereafter, the applicant, vide letter dated August 03, 2018 proposed the revised settlement terms to settle the defaults mentioned above.
3. The High Powered Advisory Committee ('HPAC') in its meeting held on September 03, 2018 considered the settlement terms proposed and recommended the case for settlement upon payment of ₹2,00,000/- (Rupees Two Lakhs only) by the applicant towards settlement terms for the aforementioned defaults. The Panel of Whole Time Members of SEBI accepted the said recommendation of the HPAC on October 17, 2018 and the same was communicated to the applicant vide e-mail dated October 23, 2018.
4. The applicant vide Demand Draft no. 583894 dated October 30 2018, drawn on HDFC Bank has remitted a sum of ₹2,00,000/- (Rupees Two Lakhs only) towards the settlement charges.
5. Accordingly, the proceedings that could have been initiated for the defaults as discussed in paragraph 1 above, are settled *qua* the applicant as per the above terms, by way of this order and SEBI shall not initiate any enforcement action against the

applicant for the said defaults.

6. In view of the above, in terms of regulations 15 and 19 of the Settlement Regulations, it is hereby ordered that:
 - i. this order disposes of the proceedings that may be initiated for the defaults as mentioned above, in respect of the applicant and;
 - ii. passing of this order is without prejudice to the right of SEBI to take enforcement actions including commencing proceedings against the applicant, if SEBI finds that:
 - a. any representation made by the applicant in the present settlement proceedings is subsequently discovered to be untrue;
 - b. the applicant has breached any of the clauses/ conditions of undertakings/ waivers filed during the present settlement proceedings.
7. This settlement order is passed on this 9th day of November, 2018 and shall come into force with immediate effect.
8. In terms of regulation 17 of the Settlement Regulations, a copy of this order shall be sent to the applicant and shall also be published on the website of SEBI.

-Sd-

S.K. MOHANTY
WHOLE TIME MEMBER

-Sd-

ANANTA BARUA
WHOLE TIME MEMBER