

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

CONSENT ORDER

On The Application Submitted By

Shri M. A. M. R. Muthiah .

In the matter of

M/ s Chettinad Cement Corporation Limited

CO/CFD-DCR/1639/AO/SD/12/2008

1. Securities and Exchange Board of India (hereinafter referred to as 'SEBI') had initiated adjudication proceedings against Shri M. A. M. R. Muthiah (MAMRM) and alongwith persons acting in concert(hereinafter collectively referred as 'Acquirers'), for their alleged violation of regulation 3(4) of the SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations,1997 (hereinafter referred to as the Takeover Regulations) in the matter of M/s Chettinad Cement Corporation Limited. The undersigned has been appointed as Adjudication Officer (AO) under SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 (hereinafter referred to as the Adjudication Rules) in place of Ms Babita Rayudu to inquire into and adjudge under Section **15A(a)** of the SEBI Act, 1992 (hereinafter referred to as the '**Act**'), for the aforesaid violations. The persons acting in concert are as follows :

- a. M A M Ramaswamy
- b. Smt Geetha Muthiah
- c. South India Corporation Limited
- d. Chettinad Agenices Private Limited
- e. Madura South India Corporation
- f. Chettinad Corporation Pvt Limited
- g. Lotus Agency Pvt Limited
- h. Chettinad Plantations Pvt Limited
- i. SIC (Travancore) Pvt. Ltd.

2. In this matter the Acquirer had filed the application for consent order without receiving any formal show cause notice from AO. The Acquirers

made this Consent Application on dated April 19, 2008 and an affidavit of "Undertakings and Waivers" in the aforesaid matter in terms of SEBI Circular No. EFD/ED/Cir-1/2007 dated 20th April, 2007 and vide letter dated 6th August, 2008 proposed to pay Rs. 50,000/- (Rupees Fifty Thousand only) towards settlement charges of the above said adjudication proceedings. The terms as proposed by the Acquirer were placed before the High Powered Advisory Committee (HPAC) meeting held on September 25, 2008 and after considering the facts and circumstances of the case, the HPAC recommended that the case may be settled on payment of Rs. 50,000/- (Rupees Thousand only), which has been approved by the panel of Whole Time Members of SEBI on 16th October, 2008.

3. In terms of the Acquirer's proposal for the sole purpose of settling the matter on hand and without admission or denial of guilt on the part of the Acquirer to the finding of fact or conclusion of law, the Acquirer has remitted a sum of Rs. 50,000/- (Rupees Fifty Thousand only), vide Demand Draft No. 092907 dated October 28, 2008 drawn on Central Bank of India, Mumbai towards the settlement charges in the aforesaid matter.
4. In view of the above, it is hereby ordered that:
 - (a) this consent order disposes of the said adjudication proceedings pending against the Acquirer under the Securities and Exchange Board of India Act, 1992 and
 - (b) 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 Acquirer, if SEBI finds that
 - I. any representations made by the Acquirer in the consent proceedings are subsequently discovered to be untrue.
 - II. the Acquirer has breached any of the clauses/conditions of undertakings/waivers filed during the current consent proceedings.
5. This consent order is passed on the 18th day of November, 2008 and shall come into force with immediate effect.

PLACE: MUMBAI

**SANDEEP DEORE
ADJUDICATING OFFICER**