

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

**CONSENT ORDER**

**ON THE APPLICATION SUBMITTED BY  
Mr. M. P. CHERIAN**

**IN THE MATTER OF  
THE COTTANAD PLANTATIONS LIMITED  
(CONSENT APPLICATION No.944 of 2008)**

1. The managing director of The Cottanad Plantations Limited (hereinafter referred to as 'target company'), Mr. M. P. Cherian (hereinafter referred to as 'the applicant') held 32119 equity shares representing 53.53% of the total share capital of the target company. Pursuant to the allotment of rights shares on August 24, 2007, the shareholding of the applicant increased to 1,75,640 equity shares amounting to 73.18% of the total shareholding in the target company. Since the above acquisition was made in terms of regulation 3(1)(b), the applicant was required to submit a report to SEBI under regulation 3(4) read with regulation 3(5) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as "Takeover Regulations") within 21 days from the date of aforesaid acquisition. However, the said report was filed with SEBI on May 6, 2008 with considerable delay. Thus, the applicant failed to comply with these regulations and, therefore, became liable for appropriate enforcement actions.
2. The applicant, vide letter dated August 18, 2008, proposed settlement of the enforcement actions that may be initiated by SEBI for the aforesaid failure, through a consent order in terms of SEBI Circular No. EFD/ED/Cir.-1/2007 dated April 20, 2007. He proposed revised consent terms vide letter dated November 17, 2008. High Powered Advisory Committee, constituted by SEBI, considered the consent terms proposed by the applicant and recommended the case for settlement. Accordingly, the applicant shall pay Rs.90,000/- (Rupees ninety thousand only) towards settlement charges and Rs.10,000/- (Rupees ten thousand only) towards

administrative charges. SEBI accepted the said recommendations and communicated the same to the applicant vide letter dated April 15, 2009.

3. Thereafter, the applicant, without admitting or denying the guilt, has remitted a sum of Rs.1,00,000/- comprising of Rs.90,000/- towards settlement charges and Rs.10,000/- towards administrative charges (Rupees one lakh only) vide demand draft no.239991 dated April 18, 2009 drawn on The Federal Bank Limited payable at Mumbai.
4. In view of the above, it is hereby ordered that SEBI shall not take any enforcement action against the applicant for the failure to comply with the aforesaid Regulations in the matter of The Cottanad Plantations Limited.
5. This order is without prejudice to the right of SEBI to initiate enforcement actions, including commencing or 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 clauses/conditions of undertakings/waivers filed during this consent proceeding.
6. This consent order is passed on this day, the 4<sup>th</sup> May, 2009 and shall come into force with immediate effect.

**M. S. Sahoo**  
**Whole Time Member**

**K. M. Abraham**  
**Whole Time Member**