

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

CONSENT ORDER

**ON THE APPLICATION SUBMITTED BY
M/s. LANXESS ABS LIMITED**

**IN THE MATTER OF
M/s. LANXESS ABS LIMITED**

(CONSENT APPLICATION No.283 of 2007)

1. Pursuant to a public offer made on June 29, 2007 for acquisition of 20% of the equity share capital of M/s. Lanxess ABS Limited ("target company"/ "the applicant"), M/s. INEOS ABS (Jersy) Limited, along with the persons acting in concert, filed a draft letter of offer with SEBI in terms of Regulation 18 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as "Takeover Regulations"). While examining the said offer document, SEBI observed that the applicant/target company made disclosures under Regulation 8(3) of the Takeover Regulations for the years 2000, 2001 and 2002 with considerable delay. Thus, the applicant failed to comply with these regulations and therefore, became liable for appropriate enforcement action.
2. The applicant has filed this consent application dated November 7, 2007 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 (HPAC) considered the settlement terms proposed by the applicant and recommended the case for settlement on the terms proposed by the applicant. Accordingly, the

applicant shall pay Rs.2,00,000/- (Rupees two one lakh only) as settlement charges.

4. For the sole purpose of settling the matter on hand and without admission or denial of guilt on the part of the applicant to the finding of facts or conclusion of law, applicant has remitted a sum of Rs.2,00,000/- (Rupees two lakh only) vide demand draft No. 434140 dated September 10, 2008 drawn on ICICI Bank, Mumbai towards settlement charges in the matter.
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 the consent proceedings is subsequently discovered to be untrue.
 - b. the applicant breaches any of the clauses/conditions of undertakings/ waivers filed during the current consent proceedings with SEBI.
6. This consent order is passed on the 17th day of September, 2008 and shall come into force with immediate effect.

T. C. Nair
Whole Time Member

M. S. Sahoo
Whole Time Member