

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

**CONSENT ORDER**

**ON THE APPLICATION SUBMITTED BY  
BOC HOLDINGS**

**IN THE MATTER OF  
BOC INDIA LIMITED  
(CONSENT APPLICATION NO.782/2008)**

1. Pursuant to a rights issue by BOC India Ltd. (hereinafter referred to as the 'target company'), BOC Group Ltd. acquired the legal ownership of 12,991,132 equity shares of the target company on September 22, 1997. BOC Holdings located at 'The Priestley Centre, 10 Priestley Road, Surrey Research Park, Guildford, Surrey, GU2 7XY, England' (hereinafter referred to as the 'applicant'), simultaneously acquired the beneficial ownership of the abovementioned shares, as confirmed by the declaration of trust dated September 30, 1997, issued by BOC Group Ltd. in favor of the applicant. The applicant filed the report before SEBI under Regulation 3(4) read with Regulation 3(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 after considerable delay and therefore, became liable for being proceeded against under Regulation 45 (6) (f) of the said Regulations.
2. The applicant, vide letter dated June 3, 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. The applicant proposed revised consent terms vide letter dated July 28, 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.2, 00,000 (Rupees two lakh only) towards settlement charges. SEBI accepted the said recommendations and communicated the same to the applicant vide letter dated September 23, 2008.

3. Accordingly, the applicant, without admitting or denying the guilt, has remitted a sum of Rs.2,00,000 (Rupees two lakh only) vide demand draft no. 62555438 dated July 09, 2009 drawn on Hongkong and Shanghai Banking Corporation Bank, Mumbai.
4. In view of the above, it is hereby ordered that SEBI shall not proceed with any enforcement action against the applicant for its non-compliance, as mentioned at Para-1 above under the Regulations referred to above.
5. This order is without prejudice to the right of SEBI to initiate enforcement actions, including commencing appropriate proceedings against applicant for the aforesaid non-compliance, 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 in this consent proceeding.
6. This consent order is passed on this day, the 23 of July, 2009 and shall come into force with immediate effect.

Sd/-  
**M. S. Sahoo**  
**Whole Time Member**

Sd/-  
**K. M. Abraham**  
**Whole Time Member**