

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

CONSENT ORDER

ON THE APPLICATION SUBMITTED BY

FII- JP Morgan Investment Management Inc.

[SEBI Reg. No. IN-US-FA-0773-02]

For its sub-account

JP Morgan Emerging Markets Equity Fund

CO/IMD-FII&C/1183/AO/SD/29/2009

1. Securities and Exchange Board of India (hereinafter referred to as 'SEBI') had initiated adjudication proceedings against FII - JP Morgan Investment Management Inc. [SEBI Reg. No. IN-US-FA-0773-02] (hereinafter referred to as the 'noticee') to adjudge under Section 15HB of the SEBI Act, 1992 the alleged violation of Regulation 13 (1) (e) of the SEBI (Foreign Institutional Investors) Regulations, 1995 by the noticee for its alleged failure to notify SEBI about the change of name of its sub-account – 'JP Morgan Fleming Emerging Markets Equity Fund' to 'JP Morgan Emerging Markets Equity Fund' (Reg. No.- 1998029), immediately after the said change of name. Accordingly, a show cause notice bearing No. EAD-2/SD/AS/135875/2008 dated August 25, 2008 was issued under Rule 4 of the SEBI (Procedure for Holding Enquiry & Imposing Penalties by Adjudicating Officer) Rules, 1995 to the noticee, for the alleged violation of the abovementioned provision of law by the noticee.
2. Pending the adjudication proceedings, the noticee filed a consent application dated January 16, 2009 along with an affidavit of "Undertakings and Waivers" in the prescribed format in the said matter in

terms of SEBI Circular No. EFD/ED/Cir.-1/2007 dated April 20, 2007. Pursuant to the said application, the noticee vide letter dated March 06, 2009 proposed revised consent terms whereby it proposed to offer Rs.3,25,000/- (Rupees Three Lakh Twenty Five Thousand Only) towards consent terms. The revised consent terms proposed by the noticee were placed before the High Powered Advisory Committee (HPAC) meeting held on June 12, 2009 and after considering the facts and circumstances of the case and material brought before the HPAC by SEBI, the HPAC recommended that the case may be settled on payment of Rs.3,00,000/- (Rupees Three Lakh Only) towards settlement charges and Rs.25,000/- (Rupees Twenty Five Thousand Only) towards administrative charges, as offered by the noticee. The acceptance by SEBI of the said recommendations was communicated to the noticee vide letter dated July 13, 2009.

3. In terms of the noticee's proposal for the sole purpose of settling the matter on hand and without admission or denial of guilt on the part of the noticee to the finding of fact or conclusion of law, the noticee has remitted a sum of Rs.3,25,000/- (Rupees Three Lakh Twenty Five Thousand Only), vide Demand Draft no. 356745 dated July 29, 2009 drawn on ABN AMRO Bank N.V., Mumbai, towards the terms of consent in the said matter.
4. In view of the above, it is hereby ordered that:
 - I. this consent order disposes of the abovementioned adjudication proceedings pending against the noticee under the SEBI Act, 1992 in the matter of JP Morgan Emerging Markets Equity Fund, and
 - II. 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 noticee, if SEBI finds that

- a) any representations made by the noticee in the consent proceedings are subsequently discovered to be untrue.
 - b) the noticee 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 August, 2009 and shall come into force with immediate effect.

PLACE: MUMBAI

**SANDEEP DEORE
ADJUDICATING OFFICER**