

BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA

SETTLEMENT ORDER

On the Application No. **3105 of 2016**

Submitted by **Wilo Se [PAN: AAACW6513H]**

In the matter of MPF Systems Limited

1. Wilo Se (hereinafter referred to as ‘applicant’) having its office at Nortkirchenstraße 100, 44263 Dortmund, Germany, vide its letter dated June 07, 2016, filed an application in terms of the SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014 (‘Settlement Regulations’) proposing to settle, without admitting or denying the findings of fact and conclusions of law, through a settlement order, the proposed adjudication proceedings intimated vide Notice of Approved Enforcement Action dated March 23, 2016 for their failure to make disclosure under regulations 30(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (‘SAST Regulations’) for the years 2012, 2013 and 2014.
2. The authorised representatives of the applicant had a meeting with the Internal Committee of SEBI on November 24, 2016, wherein the settlement terms were deliberated. Thereafter, the applicant vide letter dated November 25, 2016, proposed the revised settlement terms to settle the defaults mentioned in para 1 above.
3. The High Powered Advisory Committee (‘HPAC’), considered the settlement terms proposed by the applicant in its meeting dated December 14, 2016 and recommended the case for settlement upon payment of ₹2,97,500/- (Rupees Two Lakh Ninety Seven Thousand Five Hundred only) by the applicant towards settlement terms for the aforementioned defaults. The Panel of Whole Time Members of SEBI had accepted the said recommendations of the HPAC and the same was communicated to the applicant vide e-mail dated January 20, 2017.
4. The applicant vide Demand Draft no. 007349 dated January 24, 2017, drawn on Axis Bank, payable at Mumbai has remitted a sum of ₹2,97,500/- (Rupees Two Lakh Ninety Seven

Thousand Five Hundred only) towards the settlement charges.

5. Accordingly, the adjudication proceedings proposed to be initiated against the applicant for the alleged violation as discussed in paragraph 1 above, are settled *qua* the applicant as per the above terms, by way of this order and SEBI shall not initiate any enforcement action against the applicant for the said defaults.
6. In view of the above, in terms of Regulation 15 and 19 of the Settlement Regulations, it is hereby ordered that:
 - i. this order disposes of the said proposed adjudication proceedings in respect of the applicant as mentioned above and;
 - ii. passing of this order is without prejudice to the right of SEBI to take enforcement actions including commencing proceedings against the applicant, if SEBI finds that:
 - a. any representations made by the applicant in the present settlement proceedings are subsequently discovered to be untrue;
 - b. the applicant has breached any of the clauses/ conditions of undertakings/ waivers filed during the present settlement proceedings.
7. This settlement order passed on this 13th day of February, 2017 shall come into force with immediate effect.
8. In terms of Regulation 17 of the Settlement Regulations, a copy of this order shall be sent to the applicant and shall also be published on the website of SEBI.

-Sd-

G. MAHALINGAM
WHOLE TIME MEMBER

-Sd-

S. RAMAN
WHOLE TIME MEMBER