

BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA

SETTLEMENT ORDER

On Application Nos. 3182 of 2016 and 3250 of 2017

Submitted by **Abhay Transformers Pvt. Limited [PAN: AABCK0695H]**, **Bhutoria Brothers Limited [PAN: AABCB2576Q]**, **Bhutoria Investments Pvt. Limited [PAN: AACCB1617K]**, **Howrah Warehouse Pvt. Limited (merged with Rajasthan Transformers and Switchgears Pvt. Limited) [PAN: AABCR2933B]**, **Rajasthan Transformers and Switchgears Pvt. Limited [PAN: AABCR2933B]**, **Abhay Bhutoria HUF [PAN: AACHA5472L]**, **Rajendra Bhutoria HUF [PAN: AADHR8487F]**, **Ms. Hemlata Bhutoria [PAN: ADOPB0854C]**, **Mr. Rajendra Bhutoria [PAN: ADPPB9324C]**, **Mr. Sharad Bhutoria [PAN: ACYPB1335M]**, **Mr. Abhay Bhutoria [PAN: ADQPB1485K]**, **Ms. Rachna Bhutoria [PAN: ADOPB0852E]**, **Ms. Sadhna Bhutoria [PAN: AEAPB1048P]**, **Bhutoria Transformers and Rectifiers Pvt. Limited [PAN: AAACB6692A]** and **Ladnum Agricultural Farms Pvt. Limited [PAN: AAACL2985L]**

In the matter of **RTS Power Corporation Limited**

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1. Abhay Transformers Pvt. Limited, Bhutoria Brothers Limited, Bhutoria Investments Pvt. Limited, Howrah Warehouse Pvt. Limited (merged with Rajasthan Transformers and Switchgears Pvt. Limited), Rajasthan Transformers and Switchgears Pvt. Limited, Abhay Bhutoria HUF, Rajendra Bhutoria HUF, Hemlata Bhutoria, Rajendra Bhutoria, Sharad Bhutoria, Abhay Bhutoria, Rachna Bhutoria, Sadhna Bhutoria, Bhutoria Transformers and Rectifiers Pvt. Limited and Ladnum Agricultural Farms Pvt. Limited, filed applications in terms of the SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014 ('Settlement Regulations'), proposing to settle, through a settlement order, the proposed adjudication proceedings intimated vide three Notices of Approved Enforcement Action all dated August 01, 2016, for the delay in making disclosure regarding increase in shareholding of one of the promoters/ applicants namely Bhutoria Investment Pvt. Limited in the scrip of RTS Power Corporation Limited as required under regulation 29(2), 10(6) and 10(7) of the SEBI (Substantial Acquisition of shares and Takeovers) Regulations, 2011.
 2. The authorised representative of the applicants had a meeting with the Internal Committee of SEBI on April 27, 2017, wherein the settlement terms were deliberated. Thereafter, the applicants, vide letter dated May 02, 2017, proposed the revised settlement terms to settle the alleged defaults mentioned in para 1 above.
 3. The High Powered Advisory Committee ('HPAC') in its meeting dated May 29, 2017

considered the settlement terms proposed by the applicants and recommended the case for settlement upon payment of ₹5,17,500/- (Rupees Five Lakh Seventeen Thousand Five Hundred only) by the applicants towards settlement terms for the aforementioned alleged defaults. The Panel of Whole Time Members of SEBI accepted the said recommendation of the HPAC and the same was communicated to the applicants vide e-mail dated July 12, 2017.

4. The applicants vide Demand Draft no. 334449 dated July 13, 2017, drawn on State Bank of India have remitted ₹5,17,500/- (Rupees Five Lakh Seventeen Thousand Five Hundred only) towards the settlement charges.
5. Accordingly, the proposed adjudication proceedings for the alleged defaults as discussed in paragraph 1 above, are settled *qua* the applicants as per the above terms, by way of this order and SEBI shall not initiate any enforcement action against the applicants for the said alleged defaults.
6. In view of the above, in terms of regulations 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 applicants 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 applicants, if SEBI finds that:
 - a. any representation made by the applicants in the present settlement proceedings is subsequently discovered to be untrue;
 - b. the applicants have breached any of the clauses/ conditions of undertakings/ waivers filed during the present settlement proceedings.
7. This settlement order passed on this 04th day of August, 2017 and 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 applicants and shall also be published on the website of SEBI.

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G. MAHALINGAM
WHOLE TIME MEMBER

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S. RAMAN
WHOLE TIME MEMBER