

BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA

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SETTLEMENT ORDER  
IN SETTLEMENT APPLICATION NO. 6907 OF 2022  
FILED BY BF UTILITIES LIMITED [PAN: AABCB7711M]  
IN THE MATTER OF BF UTILITIES LIMITED

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1. BF Utilities Limited (“**Applicant**”) filed a *suo motu* settlement application (“**Application**”) in terms of the SEBI (Settlement Proceedings) Regulations, 2018 (“**Settlement Regulations**”) proposing to settle by neither admitting nor denying the findings of fact and conclusions of law, the enforcement proceedings that may be initiated against it, for the violation of Clause 35 of the erstwhile Listing Agreement, Regulation 31(4) read with Regulation 31(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations, 2015**”) and SEBI Circular No. CIR/CFD/CMD/13/2015 dated November 30, 2015.
2. The applicant which is a company listed on the platform of the Bombay Stock Exchange Limited and National Stock Exchange of India Limited had failed to disclose the names of the two promoter group entities viz. Kalyani Exports and Investments Private Limited (“Kalyani Exports”) and Aboli Investments Private Limited (“Aboli”) in the quarterly shareholding patterns filed from the quarter ended September, 2001 to the quarter ended March, 2022.
3. Kalyani Exports holds 1,45,250 shares representing 0.39% of the share capital of the Applicant whereas Aboli holds 1,36,900 shares representing 0.36% of the share capital of the Applicant.
4. These aforesaid promoter group entities viz. Kalyani Exports and Aboli had become part of the Applicant from June 16, 2001 prior to its listing in August 20, 2001. SEBI had issued Circular No. SMDRP/POLICY/CIR-7/01 dated February 01, 2001 advising Stock Exchanges to amend the Clause 35 of the erstwhile Listing Agreement requiring all companies to disclose shareholding pattern on quarterly basis with effect from March, 2001. Accordingly, the quarterly shareholding patterns filed by the Applicant from

September, 2001 should have included the names of the promoter group entities referred to above. However, the applicant has started filing the correct shareholding pattern including the names of the aforementioned promoter group entities only from the quarter ended March, 2022.

5. The Applicant submitted that pursuant to an internal review of the shareholding pattern it had become aware of the fact that the aforesaid promoter entities qualified being part of the promoter group under Regulation 2(1)(pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with Regulation 2(1)(zb) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and accordingly filed this application.
6. Pursuant to the receipt of the application, the authorized representatives of the Applicant had a meeting with the Internal Committee of SEBI on November 16, 2022. The Internal Committee deliberated on the aspect of the incorrect disclosures and their implications thereof and suggested the terms of the settlement. Thereafter, the Applicant vide e-mail dated November 18, 2022, proposed revised settlement terms to settle any enforcement proceedings that may be initiated against it.
7. The High Powered Advisory Committee (“**HPAC**”) in its meeting held on December 06, 2022, considered the revised settlement terms proposed by the Applicant and recommended the case for settlement upon payment of Rs.9,27,010/- (Rupees Nine Lakh Twenty Seven Thousand Ten only). The Applicant informed about the remittance of the aforesaid settlement amount on January 16, 2023 and SEBI has confirmed credit of the same.
8. On the basis of the facts stated above, in exercise of the powers conferred under Section 15JB read with Section 19 of the Securities and Exchange Board of India Act, 1992 and in terms of Regulations 23 read with Regulation 28 of the Settlement Regulations, it is hereby ordered that the proceedings that may be initiated for the violations as mentioned at paragraph 1 above are settled *qua* the Applicant as per the following terms:
  - i. SEBI shall not initiate any enforcement action against the Applicant for the violations, and

- ii.* passing of this Order is without prejudice to the right of SEBI under Regulation 28 of the Settlement Regulations to initiate any enforcement action against the Applicant, if SEBI finds that:
- (a)* any representation made by the Applicant in the present settlement proceedings is subsequently found to be untrue;
  - (b)* the Applicant has breached any of the clauses/ conditions of undertakings/ waivers filed during the present settlement proceedings; and
  - (c)* there was a discrepancy while arriving at the settlement terms.
9. This Settlement Order is passed on this 24th day of January, 2023 and shall come into force with immediate effect.
10. In terms of Regulation 25 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/-**  
**ASHWANI BHATIA**  
**WHOLE TIME MEMBER**

**-Sd/-**  
**ANANTH NARAYAN G.**  
**WHOLE TIME MEMBER**