

BEFORE THE ADJUDICATING OFFICER

SECURITIES AND EXCHANGE BOARD OF INDIA

Consent Order- CO/AO/SVMDR/01/ 2011-12

CONSENT ORDER

(Application No. 1736 of 2009)

In the matter of

M/s. RBS Equities (India) Ltd.

(Formerly M/s. ABN AMRO Asia Equities(India)Ltd.)

83/84, Sakhar Bhavan,

Nariman Point,

Mumbai- 400021.

1. Securities and Exchange Board of India (hereinafter referred to as “**SEBI**”), vide orders dated March 31, 2009 and September 15, 2009, initiated adjudication proceedings against M/s. RBS Equities (India) Ltd. (formerly known as M/s. ABN AMRO Asia Equities (India) Ltd.) (hereinafter referred to as ‘**the Noticee**’) to inquire into and adjudge under Section 15HB of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as ‘**SEBI Act**’) for the violation of the Regulation 9A (1) (a) of SEBI (Merchant Bankers) Regulations, 1992.
2. It was alleged that the Noticee had failed to obtain prior approval, on two occasions, for its change in status or constitution, i.e. indirect change in control of the Noticee as provided in SEBI (Merchant Bankers) Regulations, 1992. In this regard, a show cause notice no. A&E/SVMDR/183247/2009 dated November 13, 2009 was served on the Noticee.

3. Pending adjudication proceedings, the Noticee submitted an Application for Consent dated December 23, 2009 and an undertaking in the format prescribed by SEBI for settlement in the matter in terms of SEBI Circular No. EFD/Cir.-1/2007 dated April 20, 2007. Pursuant to the said application, the Noticee attended a meeting with the Internal Committee on Consent on January 10, 2011 and the consent terms were settled at an amount of Rs 1,00,000/- (Rupees One Lakh Only) towards settlement charges. The consent terms were placed before the High Powered Advisory Committee on Consent (hereinafter referred to as “**HPAC**”) on February 01, 2011 and the HPAC considered the facts and circumstances of the case, the proposed settlement terms offered by the Noticee and the other material brought before the HPAC. HPAC, after deliberations, recommended the case for settlement on the consent terms proposed by the Noticee.
4. In terms of the proposal of the Noticee 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 findings of fact or conclusions of law, the Noticee has remitted a sum of Rs 1,00,000/- (Rupees One Lakh Only) favoring ‘Securities and Exchange Board of India’ vide Demand Draft No. 387324 dated April 25, 2011 drawn on Royal Bank of Scotland towards the terms of consent in the matter.
5. In view of the above, it is hereby ordered that:
 - i. this consent order disposes of the said adjudication proceedings initiated against the Noticee mentioned in para 1, 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.

6. This consent order is passed on the **13th day of May, 2011** and shall come into force with immediate effect.
7. In terms of Rule 6 of Securities and Exchange Board of India (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995, copies of this order are being sent to M/s RBS Equities (India) Ltd. (Formerly known as M/s. ABN AMRO Asia Equities (India) Ltd.) and also to the Securities and Exchange Board of India, Mumbai.

Place: Mumbai
Date: 13.05.2011

S V MURALIDHAR RAO
CHIEF GENERAL MANAGER &
ADJUDICATING OFFICER