

BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA

SETTLEMENT ORDER
IN SETTLEMENT APPLICATION NO. 6786 OF 2022
FILED BY BF INVESTMENT LIMITED [PAN: AADCB7682H]
IN THE MATTER OF BF INVESTMENT LIMITED

1. BF Investment Limited (“**Applicant**”) had filed a *suo motu* Settlement Application (“**Application**”) in terms of the SEBI (Settlement Proceedings) Regulations, 2018 (“**Settlement Regulations**”) proposing to settle, neither admitting nor denying the findings of fact and conclusions of law, through a Settlement Order, the enforcement proceedings that may be initiated against it, for the alleged violation of Clause 35 of the erstwhile listing agreement, regulation 31(4) 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 is a company listed on the platform of Bombay Stock Exchange Limited and National Stock Exchange of India Limited. The applicant had not disclosed two promoter group entities viz. Kalyani Exports and Investments Private Limited and Aboli Investments Private Limited in the quarterly shareholding pattern filed from 2011 to 2021. The applicant has stated that pursuant to an internal review conducted of the shareholding it became aware of the fact that Kalyani Exports and Investments Private Limited and Aboli Investments Private Limited qualified as part of the promoter group under regulation 2(1)(pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Kalyani Exports and Investments Private Limited holds 1,45,250 shares representing 0.38% of the share capital of the applicant and Aboli Investments Private Limited holds 1,36,900 shares representing 0.36% of the share capital of the applicant. The above-mentioned two promoter group entities had acquired shares of the applicant in 2010 and the applicant got listed in January, 2011. Therefore, the quarterly shareholding patterns filed by the applicant from January 2011 to September 2021 were incorrect. The applicant

has started filing the correct shareholding pattern from the quarter ended December 31, 2021.

3. Pursuant to the receipt of the application, the authorized representatives of the applicant had a meeting with the Internal Committee of SEBI on July 06, 2022. The 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 July 08, 2022, proposed revised settlement terms to settle the proceedings that may be initiated against it.
4. The High Powered Advisory Committee (“**HPAC**”) in its meeting held on September 22, 2022, considered the revised settlement terms proposed by the applicant and recommended the case for settlement upon payment of Rs.6,39,200/- (Rupees Six Lakhs Thirty Nine Thousand Two Hundred only). The applicant informed about the remittance of the aforesaid settlement amount on October 15, 2022 and SEBI has confirmed the credit of the same.
5. In view of the 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 have been initiated for the alleged defaults as mentioned at paragraph 1 above are settled *qua* the Applicant as per the following terms:
 - i. this Order disposes of the proceedings that may be initiated for the said default as mentioned above, in respect of the Applicant;
 - ii. SEBI shall not initiate enforcement action against the Applicant for the said default; and
 - iii. passing of this Order is without prejudice to the right of SEBI under Regulation 28 of the Settlement Regulations to take enforcement actions including commencing proceedings 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.
- 6. This Settlement Order is passed on this ____21st__ day of October, 2022 and shall come into force with immediate effect.
- 7. 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/-
ANANTA BARUA
WHOLE TIME MEMBER

Sd/-
ASHWANI BHATIA
WHOLE TIME MEMBER