

BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA

SETTLEMENT ORDER
IN SETTLEMENT APPLICATION NO. 6902 OF 2022
FILED BY BABASAHEB NEELKANTH KALYANI [PAN: ABIPK5782A]
IN THE MATTER OF BHARAT FORGE LIMITED

1. Mr. Babasaheb Neelkanth Kalyani (“**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, through a Settlement Order, the enforcement proceedings that may be initiated against him, for the alleged violation of Regulations 30(2), 30(3) and 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SAST Regulations, 2011**”).
2. The Applicant is a promoter of Bharat Forge Limited (“the Company”). The Applicant has submitted that Kalyani Export and Investment Private Limited, Aboli Investment Private Limited and Wathar Investment and Trading Company Private Limited had qualified as part of the promoter group of Bharat Forge Limited in terms of Regulation 2(1)(pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with Regulation 2(1)(zb) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, however they were not included in the annual disclosures filed by the applicant under Regulations 30(2) and 30(3) of the SAST Regulations, 2011. Subsequently, on May 10, 2022 the applicant has filed revised disclosures under Regulations 30(2) and 30(3) of SAST Regulations, 2011, for the FYs 2010-11 to 2020-21, including names of the afore referred to promoter entities in the list of promoters. Furthermore, as noted from the facts stated, in respect of non-compliance with Regulation 31(4) of SAST Regulations, 2011 the applicant has already filed updated annual disclosure for the financial year ended March 31, 2022 on May 22, 2022. Also, the information related to pledge of shares is already available in public domain on the website of Stock Exchanges.

3. Pursuant to the receipt of the Application, the authorized representatives of the Applicant had a meeting with the Internal Committee of SEBI on August 30, 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 September 12, 2022, proposed revised settlement terms to settle the proceedings that may be initiated against him.
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.3,00,000/- (Rupees Three Lakhs only). The Applicant informed about the remittance of the aforesaid settlement amount on November 10, 2022 and SEBI has confirmed 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 violations 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 violations as mentioned above, in respect of the Applicant;
 - ii. SEBI shall not initiate enforcement action against the Applicant for the said violations; 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 __30th__ day of November, 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.

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ANANTH NARAYAN G.
WHOLE TIME MEMBER

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ASHWANI BHATIA
WHOLE TIME MEMBER