

BEFORE THE ADJUDICATING OFFICER

SECURITIES AND EXCHANGE BOARD OF INDIA

SETTLEMENT ORDER
(Application No. 3043 / 2016)

On the application submitted by

M/s Chartered Finance & Leasing Limited

Settlement Order No. ISD/CFLL/AO/SBM/EAD-3/CO-02/2016

1. Securities and Exchange Board of India (hereinafter referred to as '**SEBI**'), vide Order dated November 18, 2014 initiated adjudication proceedings against M/s Chartered Finance & Leasing Limited (hereinafter referred to as '**Noticee**') to inquire into and adjudge under Section 15A(b) of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as '**SEBI Act**') for the violation of the provisions of Regulation 29(1) read with 29(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as '**Takeover Regulations**') alleged to have been committed by the Noticee.
2. Consequent to the transfer of Shri D Ravikumar, the undersigned has been appointed as the Adjudicating Officer vide Order dated June 22, 2015 in the present matter.
3. Show Cause Notice no. A&EO/EAD-3/SBM/VB/17643/2015 dated June 26, 2015 (hereinafter referred to as '**SCN**') was issued to the Noticee. It was alleged that the Noticee had bought 3,32,000 shares of Dhampure Specialty Sugars Limited (hereinafter referred to as '**DSSL**' or **Company**) along with Dwarkadhish Trading Private Limited (hereinafter referred to as

‘DTPL’) who bought 1,68,000 shares of the Company on various dates starting from October 11, 2012 to December 11, 2012. It was alleged that both the entities i.e the Noticee and DTPL were acting in concert with each other and collectively bought 5,00,000 shares of the Company during the period October 2012 to December 2012 as a result of which their collective shareholding in the Company increased from Nil to 6.98%. Since the collective shareholding of the Noticee along with DTPL had exceeded 5% of the total shareholding or voting rights in the Company, the Noticee along with DTPL were required to make the necessary disclosures to the Stock Exchanges and to the Company (DSSL) in the prescribed format in terms of Regulation 29(1) read with 29(3) of the Takeover Regulations within two working days of the acquisition of the shares of the Company. It was alleged that Noticee had failed to make such disclosure to the Company and to the Stock Exchanges. The alleged failure on the part of the Noticee to comply with the aforementioned provisions of law made the Noticee liable for monetary penalty under Section 15A (b) of the SEBI Act.

4. Pending adjudication proceedings, the Noticee submitted an application vide no. 3043/2016 dated August 25, 2015 and an undertaking in the format prescribed by SEBI for settlement of the matter in terms of SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014 (hereinafter referred to as ‘**Settlement Regulations**’).
5. Pursuant to the said application, the authorized representatives on behalf of the Noticee, Shri Gireesh Dhoot and Shri Sanket Rathi attended a meeting with the Internal Committee on May 05, 2016. The settlement terms as proposed by the Noticee for an amount of Rs 2,00,000/- (Rupees Two Lakhs Only) towards settlement charges was placed before the High Powered Advisory Committee (hereinafter referred to as ‘**HPAC**’) on July 04, 2016. After considering the facts and circumstances of the case, the

HPAC recommended that the case may be settled by the Noticee on payment of Rs 2,00,000/-, which were approved by the panel of Whole Time Members of SEBI on September 02, 2016.

6. Accordingly, the Noticee has remitted a sum of 2,00,000/- (Rupees Two Lakhs Only) vide cheque No.720833 dated October 26, 2016 drawn on HDFC Bank Ltd favoring SEBI towards the terms of settlement in the matter.
7. In view of the above, in terms of Regulation 15 (1) of the Settlement Regulations, it is hereby ordered that this settlement order disposes of the adjudication proceedings initiated against the Noticee vide SCN dated June 26, 2015.
8. This order is without prejudice to the right of SEBI to take enforcement actions including commencing /re-opening of the pending proceedings against the Noticee, if SEBI finds that :
 - a. any representation made by the Noticee in the settlement proceedings are subsequently discovered to be untrue.
 - b. the Noticee has breached any of the clauses / conditions of undertakings / waivers filed during the current settlement proceedings.
9. In terms of Regulation 17 of the Settlement Regulations, copies of this order are being sent to the Noticee viz. M/s Chartered Finance & Leasing Limited and also to the Securities and Exchange Board of India.

Place: MUMBAI
Date: 24.11.2016

SURESH B. MENON
ADJUDICATING OFFICER