

**BEFORE THE ADJUDICATING OFFICER
SECURITIES AND EXCHANGE BOARD OF INDIA
SETTLEMENT ORDER**

In respect of :

Sr. No.	Settlement Application No.	Name of the Applicant	PAN
1	7433/2023	SBICAP Trustee Company Limited	AAJCS8105J

**IN THE MATTER OF SBICAP TRUSTEE COMPANY LIMITED
SETTLEMENT ORDER No. SO/SV/DP/2024-25/7433**

1. Securities and Exchange Board of India (hereinafter referred to as “**SEBI**”), based on inspection findings initiated adjudication proceedings under Section 15-I read with Section 15HB of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as “**SEBI Act**”) against SBICAP Trustee Company Limited, registered with SEBI as a Debenture Trustee (hereinafter referred to as “**Noticee/applicant/by name**”) for the alleged violation of SEBI (Debenture Trustees) Regulations, 1993 (hereinafter referred to as “**DT Regulations**”) and circulars thereunder.
2. Vide communiqué dated July 31, 2023, the undersigned was appointed as the Adjudicating Officer under section 15-I of SEBI Act read with Rule 3 of the Securities and Exchange Board of India (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 (hereinafter referred to as “**Adjudication Rules**”) read with Section 19 of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as “**SEBI Act**”) to inquire into and adjudge under section 15HB of SEBI Act, the aforementioned alleged violation of the provisions of law by the Noticee.
3. A Show Cause Notice Ref. No. EAD-8/SKV/GD/36813/2023 dated September 06, 2023 (hereafter referred to as “**SCN**”) was issued to Noticee in terms of the provisions of Rule 4 of the Adjudication Rules, 1995 calling upon the Noticee to show cause why an inquiry

should not be held and penalty not be imposed, under Section 15HB of the SEBI Act for the following alleged violations:

- i. Improper disclosure on website of the Noticee with respect to maintenance of Recovery Expense Fund in violation of Regulation 16 read with Clauses 4 and 15 of Schedule III of DT Regulations and SEBI Circular dated November 03, 2020;
 - ii. Improper disclosure on website of the Noticee with respect to calendar of interest/redemptions, due and paid in violation of Regulation 16 read with Clause 15 of Schedule III of DT Regulations and SEBI Circular dated May 27, 2019;
 - iii. Improper disclosure of asset cover certificate in violation of Regulations 15(1)(b), 15(1)(s) and Regulation 16 read with Clause 15 of Schedule III of DT Regulations;
 - iv. Improper asset cover certificate in violation of Regulation 16 read with Clause 15 of Schedule III of DT Regulations and SEBI Circular dated November 12, 2020.
4. Pending Adjudication Proceedings, the Noticee proposed to settle the instant proceedings initiated against it, without admitting or denying the findings of facts and conclusions of law, through a settlement order and filed settlement applications with SEBI bearing Settlement Application Nos. 7433/2023 dated October 30, 2023 in terms of the provisions of SEBI (Settlement Proceedings) Regulations, 2018 (hereinafter referred to as “**Settlement Regulations**”).
5. Pursuant to the meeting with the Internal Committee of SEBI on January 16, 2024 in terms of the Settlement Regulations, Noticee vide email dated January 30, 2024, proposed revised settlement terms. The High Powered Advisory Committee (hereinafter referred to as 'HPAC') in its meeting held on March 04, 2024, considered the settlement terms proposed and recommended that the case may be settled upon payment of ₹ 25,08,000 (Rupees Twenty Five Lakh Eight Thousand Only) by the Noticee as settlement amount towards the settlement terms.
6. The Panel of Whole Time Members of SEBI approved the said recommendation of the HPAC on April 19, 2024 and the same was communicated by SEBI to the applicants on May 07, 2024. Subsequently, the applicant vide email dated May 27, 2024 informed about

the remittance of the settlement amount, the receipt of which is confirmed by concerned SEBI Department vide email dated June 07, 2024.

7. Therefore, in view of the acceptance of the settlement terms and the receipt of settlement amount as above by SEBI, the instant adjudication proceedings initiated against the Noticee vide SCN No. EAD-8/SKV/GD/36813/2023 dated September 06, 2023 is disposed of in terms of Section 15JB of the SEBI Act read with Regulation 23(1) of the Settlement Regulations on the basis of the settlement terms.
8. This order is without prejudice to the right of SEBI to take enforcement actions, in terms of Regulation 28 of the Settlement Regulations, including restoring or initiating the proceedings in respect to which the settlement order was passed against the applicant, if:
 - i. it comes to the notice of the Board that the applicant has not made full and true disclosure;
 - ii. applicant has violated the undertakings or waivers filed during the settlement proceedings;
 - iii. there was a discrepancy while arriving at the settlement terms.
9. This settlement order is passed on this day of **June 12, 2024** and shall come into force with immediate effect.
10. In terms of Regulation 25 of the Settlement Regulations, copies of this order are being sent to the applicant viz. SBICAP Trustee Company Limited and also to SEBI.

Date: June 12, 2024
Place: Mumbai

SHASHI KUMAR VALSAKUMAR
ADJUDICATING OFFICER