

SEBI/IW/P/20160309/0000018730

To,  
**The Securities and Exchange Board of India,**  
Corporate Finance Department (CFD),  
SEBI Bhawan, Plot No.-C4-A, 'G' Block,  
Bandra-Kurla Complex,  
Bandra (East),  
Mumbai - 400 051

Dear Sir(s),

**Subject : Request for Interpretative Letter under the SEBI (Informal Guidance) Scheme, 2003 regarding clarification on Trading Plan under SEBI (Prohibition of Insider Trading) Regulations, 2015**

We, Indo Thai Securities Limited (ITSL) are a Public Limited Company and our securities are listed at BSE and NSE.

**Applicable Regulation:**

As per Regulation 4(1) SEBI (Prohibition of Insider Trading) Regulations, 2015 no insider shall trade in securities that are listed on stock exchange when in possession of Unpublished Price sensitive information. And Regulation 4(1)(iii) says that the trades were pursuant to a trading plan set up in accordance with regulation 5.

Further, Regulation 5 enumerated as 'An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.'



*[Signature]*

*[Signature]*  
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### Our Interpretation:

An Insider shall not trade in securities until he has given Trading Plan pursuant to Regulation 4 and on approval of Trading Plan, Compliance Officer shall notify the plan to Stock Exchange where securities are listed.

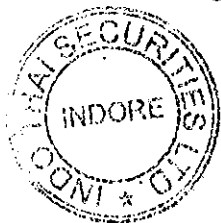
In accordance with the provision of SEBI (Informal Guidance) Scheme 2003, we would like to seek your guidance on following query by way of Interpretative Letter in context of aforesaid provisions.

*Whether formulation of trading plan by Insider and present it to the compliance officer for approval and public disclosure of the same, pursuant to trades to be carried out on his behalf in accordance with such plan is compulsory? Or is there any exemption for the same?*

Further, it has been came to our notice that promoters of the following companies have increased their stake but Trading Plan for the same is nowhere to be found on the website of the Stock Exchange and the Company.

Name of the Company	Quarter ended on	% of Increase
Indiabulls Housing Finance Ltd.	December 2015	23.59% to 24.32%
Dr Reddy's Laboratories Limited	December 2015	25.51% to 25.57%
Rattanindia Infrastructure Limited	December 2015	47.01% to 52.98%
Mep Infrastructure Developers Ltd	December 2015	67.23% to 67.35%
KEC International Limited	September 2015	50.41% to 50.54%
Manappuram Finance Ltd.	December 2015	32.31% to 32.57%
Indian Acrylics Limited	December 2015	54.14 % to 55.43%
Star Ferro and Cement Limited	December 2015	66.36% to 66.43%
Astec Lifescience Limited	December 2015	55.29% to 62.28%
Atul Ltd.	September 2015	50.72% to 50.83%
Alembic Limited	December 2015	64.12% to 64.18%
Raymond Limited	December 2015	40.82% to 41.52%
Bharti Airtel Limited	December 2015	65.45% to 65.62%
MRF Limited	December 2015	27.37% to 27.41%
D B Realty Limited	September 2015	62.15% to 62.20%

In the light of above, we seek your guidance on the following specific queries:



1. If any Insider/Promoter is increasing/ decreasing their stake i.e. change in shareholding of such Insider/Promoter, does they required to prepare Trading Plan and the same to be submitted by the Company to Stock Exchange, Yes or No?  
(Here we assumed that Promoters always has Un-published Price Sensitive Information)
2. If No, kindly brief us the procedure as we are not able to understand the applicability of the said Regulation.
3. If yes, is there any other procedure to be complied? Why the above companies have not given Trading Plan or if given why not shown on the website of the Stock Exchange where its securities are listed?

Further, after interpretation of Regulation 5(2) we have tried to formulate a Illustrative Trading Plan for your kind perusal.

#### Trading Plan

Particulars	Date/Days/Periods	Applicable Regulation
Submission of Trading Plan to Compliance Officer	01.04.2016	5(1)
Period for Trading Plan was formulate	01.04.2016 to 31.03.2017	5(2)(iii)
Public Disclosure of Trading Plan	01.04.2016	5(1)
Trading Commencement date	On or after 01.10.2016	5(2)(i)
Financial period when trading will not be also permitted		
- For Q2 (01.07.2016-30.09.2016)	From 10.09.2016 to 16.10.2017	5(2)(ii)
- For Q3 (01.10.2016-31.12.2016)	From 10.12.2016 to 16.02.2017	5(2)(ii)
- For Q4 (01.01.2017-31.03.2017)	From 10.03.2017 to 16.05.2017	5(2)(ii)
Value of Proposed Trade / Number of Securities to be traded	Rs. 125 Lacs / 5 Lacs Share	



Our queries related to aforesaid Trading Plan are:

***Is the above Trading Plan approvable under Regulation 5 of (prohibition of Insider Trading) Regulations, 2015?***

***Further, if any Promoter or part of Promoter Group wish to transfer its holding to any Entity (preferable Company) where Promoter/Promoter Group are interested being as Director and/or Member; then in this case provisions related to Trading Plan will be applicable or not?***

We requested for interpretative letter from you on the above matter in accordance with Para 5(ii) Securities and Exchange Board of India (Informal Guidance) Scheme 2003 on the applicability of the regulations under SEBI (Prohibition of Insider Trading) Regulations, 2015.

We are enclosing herewith demand draft bearing no. 131572 dated 131572 for Rs. 25000/- (Rupees Twenty Five Thousand only) favoring "Securities And Exchange Board of India" drawn on Axis Bank Ltd., Indore, towards the fees payable for seeking interpretative letter of SEBI under informal Guidance Scheme, 2003.

We will be pleased to provide any additional information on hearing from you and will be available for personal discussion at your convenience, if necessary.

We would highly appreciate your immediate action in the matter.

Thanking you,

**For Indo Thai Securities Limited**

  
**CS Anurag Kumar Saxena**

(Company Secretary cum Compliance Officer)

Ph- (0731) 4253813

