

Sunil Kadam  
(EnLL-00)for  
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AGM LLC)BEST EMPLOYERS IN INDIA  
Consistently in 2007, 2009 & 2011 - Study by Aon Hewitt

March 1, 2017

Securities and Exchange Board of India  
Integrated Surveillance Department  
SEBI Bhavan, Plot No. C4-A,  
"G" Block, Bandra Kurla Complex,  
Bandra (E),  
Mumbai - 400 051



SEBI/IW/P/20170302/0000024009

Dear Madam/Sir,

**Sub: Request for Interpretive Letter under the SEBI (Informal Guidance) Scheme, 2003 in relation to SEBI (Prohibition of Insider Trading) Regulations, 2015**

We refer to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") issued in January 2015 and seek clarification on the following issue:

**Continual Disclosure of Trading - Filing of Form C under Regulation 7(2) of the Regulations**

Regulation 7(2)(a) of the Regulations requires every promoter, employee and director of the company to disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified.

Further, in terms of Regulation 7(2)(b), the Company has to notify the particulars of such trading to the stock exchanges within 2 trading days of receipt of disclosure or becoming aware of such information.

However, there could be some transactions e.g. Bonus, Shares received pursuant to Scheme of Amalgamation/Demerger, Gift or Off market transaction like transfer of shares to a family trust account, where the traded value is Nil and the same cannot be considered for computing the threshold limit of ten lakh rupees. The Regulations do not provide clarity with regard to the disclosure to be made in respect of such transactions in the prescribed Form C (*Column 7 of Form C requires disclosure of the value of securities acquired/disposed*) by the concerned promoter/employee/director to the Company and in turn by the Company to the stock exchanges.

The relevant extract of the Regulations and the Form C referred above is attached herewith for reference as Annexure A & B respectively.







**BEST EMPLOYERS IN INDIA**  
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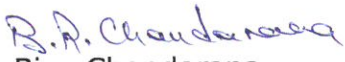
In accordance with the provision of Securities and Exchange Board of India (Informal Guidance) Scheme, 2003, we would like to seek your guidance on the following queries by way of Interpretative Letter in context of the aforesaid provision:

- (a) Whether disclosure in Form C pertaining to the change in the holdings of securities needs to be made in case of some transactions e.g. Bonus, Shares received pursuant to Scheme of Amalgamation/Demerger, Gift or Off market transaction like transfer of shares to a family trust account where there is no consideration amount involved i.e. the traded value of securities is Nil?
- (b) In case the answer to query (a) is affirmative then at what value should the aforesaid transactions be disclosed?

We are enclosing herewith a demand draft no. 939303 dated 27<sup>th</sup> February 2017 for ₹25,000/- in favour of Securities and Exchange Board of India payable at Mumbai, towards fees for informal guidance.

Thanking you,

Yours faithfully,  
For Kotak Mahindra Bank Ltd.

  
Bina Chandarana  
Company Secretary &  
Sr. Executive Vice President





## Annexure A

### Relevant extracts of the Regulations

#### Regulation 7 – Disclosures by certain persons

##### (2) Continual Disclosures.

- (a). Every promoter, employee and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified;
- (b). Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) of sub-regulation (2).





FORM C

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]**

Name of the company: \_\_\_\_\_  
 ISIN of the company: \_\_\_\_\_

**Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/KMP / Director/s/ immediate relative to/other s etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)		
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Transaction Type (Buy/Sale/Pledge/ Revoke/ Invoke)	Value	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To				
1	2	3	4	5	6	7	8	9	10	11	12	13	14

*Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*



**Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

*Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Name & Signature:

Designation:

Date:

Place:



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A/c Payee



Valid for three months from date of issue

939303

दिनांक  
Date

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2	7	0	2	2	0	1	7

1368-MUMBAI - BKC 27

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*Atish*  
*Jain*  
25347

Please sign above this line  
**ATISH PAUL**  
SDO-14499  
Branch Operation Manager  
KMDL 20047

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