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CDSL/OPS/DP/POLCY/2023/189

March 24, 2023

SEBI MASTER CIR – MASTER CIRCULAR ON SURVEILLANCE OF SECURITIES MARKET

DPs are advised to refer SEBI Circular no. **SEBI/HO/ISD/ISD-PoD-2/P/CIR/2023/039** dated **March 23, 2023** regarding **Master circular on Surveillance of Securities Market [refer Annexure]**.

DPs are advised to take note of the circular and ensure compliance.

Queries regarding this communiqué may be addressed to: **CDSL – Helpdesk** Emails may be sent to: helpdesk@cdslindia.com and telephone number 08069144800.

sd/-

Sheron Sawant
Sr. Manager – Operations



MASTER CIRCULAR

SEBI/HO/ISD/ISD-PoD-2/P/CIR/2023/039

March 23, 2023

To

- 1. All Recognized Stock Exchanges**
- 2. All Depositories**
- 3. All Listed Companies**
- 4. All Market Intermediaries (MIs) registered with SEBI under Section 12 of the SEBI Act, 1992**
- 5. Fiduciaries as per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

Dear Sir/Madam,

Sub: Master Circular on Surveillance of Securities Market

1. Securities and Exchange Board of India (SEBI) has been issuing various circulars from time to time pertaining to effective surveillance of the securities market. Further, a Master Circular in the form of a compilation of all the relevant circulars was issued on this subject on September 13, 2022. In order to ensure availability of consolidated information contained in all the circulars pertaining to surveillance of securities market at one place, the provisions of the relevant circulars have been consolidated in this Master Circular.
2. This Master Circular is categorized subject wise under various headings, viz., trading rules and shareholding in dematerialized mode, monitoring of unauthenticated news circulated by SEBI registered market intermediaries through various modes of communication and disclosure reporting under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

This Master Circular shall come into force from the date of its issue. This Master Circular covers various circulars issued by the Integrated Surveillance Department (ISD) of SEBI and operational as on the date of issuance of this Master Circular. This Master Circular rescinds the circulars listed in **Annexure 7**.

3. Notwithstanding such rescission,
 - a. anything done or any action taken or purported to have been done or taken under the rescinded circulars including but not limited to any inspection, or enquiry or investigation or adjudication commenced, or show-cause notice issued under the rescinded circulars, prior to such rescission, shall be deemed to have been done or taken under the corresponding provisions of this Master Circular;
 - b. the previous operation of the rescinded circulars or anything duly done or suffered thereunder, any right, privilege, obligation or liability acquired, accrued or incurred under the rescinded circulars, any penalty, incurred in respect of any violation committed against the rescinded circulars, or any investigation, legal proceeding or remedy in respect of any such right, privilege, obligation, liability, penalty as aforesaid, shall remain unaffected as if the rescinded circulars have never been rescinded;
4. This Master Circular is issued in exercise of powers conferred under Section 11 (1) of the Securities and Exchange Board of India Act, 1992 to protect the interest of investors in securities and to promote the development of, and to regulate the securities market.
5. This Master Circular is available on the SEBI website at <https://www.sebi.gov.in/> under the category "Legal→Master Circulars".

Yours faithfully,

Nitin Singh
Deputy General Manager
Phone: +91-22-26449254
E-mail: nitins@sebi.gov.in

Table of Contents

Sr. No.	Contents	Page No.
1	Trading Rules and Shareholding in dematerialized mode	4
2	Monitoring of unauthenticated news circulated by SEBI Registered Market Intermediaries through various modes of communication	5
3	Disclosure reporting under the SEBI (Prohibition of Insider Trading) Regulations, 2015	
	3.1. Disclosures under Regulation 6 and Regulation 8 (Code of Fair Disclosure) and Regulation 9 (Code of Conduct)	7
	3.2. Reporting to Stock Exchanges regarding violations relating to the Code of Conduct	8
	3.3. Automation of Continual Disclosures under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 - System driven disclosures	9
	3.4. Trading Window Closure	10
	Annexures	
	Annexure 1	12
	Annexure 2	17
	Annexure 3	19
	Annexure 4	21
	Annexure 5	24
	Annexure 6	25
	Annexure 7	26

1. Trading Rules and shareholding in dematerialized mode

- 1.1. Securities of companies shall be traded in the normal segment of the stock exchange if and only if, the company has achieved 100% of promoter's and promoter group's shareholding in dematerialized form. All non-compliant companies which are in Trade for Trade (TFT) segment or under suspension shall remain under Trade for Trade till the time the promoters of the respective companies fully comply. For the above purpose, the stock exchanges shall take the latest shareholding pattern as required to be submitted by the listed companies with stock exchanges in pursuance to the Listing agreement as of the preceding quarter or of any subsequent date.
- 1.2. In the following cases (except for the original scrips, on which derivatives products are available or included in indices on which derivatives products are available) the trading shall take place in TFT segment for first 10 trading days with applicable price band while keeping the price band open on the first day of trading
 - 1.2.1. Merger, demerger, amalgamation, capital reduction/consolidation, scheme of arrangement, in terms of the Companies Act and/or as sanctioned by the Courts, in cases of rehabilitation packages approved by the National Company Law Tribunal (NCLT) under the provisions of Companies Act, 2013 and Insolvency and Bankruptcy Code, 2016 and in cases of Corporate Debt Restructuring (CDR) packages by the CDR Cell of the RBI.
 - 1.2.2. Securities that are being admitted to trading from another stock exchange by way of direct listing/MOU/securities admitted for trading under permitted category.
 - 1.2.3. Where suspension of trading is being revoked after more than one year.
- 1.3. Further, in all cases, the stock exchange(s) shall ensure that before starting trading in scrips, the companies have complied with the disclosure requirements and the same is publicly disseminated on the website of the stock exchange(s) to enable investors to take informed decision.

2. Monitoring of unauthenticated news circulated by SEBI Registered Market Intermediaries through various modes of communication

2.1. It has been observed by SEBI that unauthenticated news related to various scrips are circulated through social media platforms/ instant messaging services/ VoIP/ blogs/chat forums/e-mail or any such medium by employees of Broking Houses/other intermediaries without adequate caution as mandated in the Code of Conduct for Stock Brokers and respective regulations of various intermediaries registered with SEBI.

2.2. It was also observed that the Intermediaries do not have proper internal controls and do not ensure that proper checks and balances are in place to govern the conduct of their employees. Due to lack of proper internal controls and poor training, employees of such intermediaries are sometimes not aware of the damage which can be caused by circulation of unauthenticated news or rumours. It is a well-established fact that market rumours can do considerable damage to the normal functioning and behaviour of the market and distort the price discovery mechanisms.

2.3. In view of the above facts, SEBI Registered Market Intermediaries are directed that:

2.3.1. Proper internal code of conduct and controls should be put in place.

2.3.2. Employees/temporary staff/voluntary workers etc. employed/working in the offices of market intermediaries do not encourage or circulate rumours or unverified information obtained from client, industry, any trade or any other sources without verification.

2.3.3. Access to social media platforms/ instant messaging services/ VoIP / Blogs/Chat forums/ websites/e-mail or any such medium should either be subject to controlled supervision or access should not be allowed.

2.3.4. Logs for any usage of such social media platforms/ instant messaging services/ VoIP / Blogs/Chat forums/websites/e-mail or any such medium shall be treated

as records and the same should be maintained as specified by the respective regulations which govern the concerned intermediary.

- 2.3.5. Employees should be directed that any market related news received by them either in their official mail/personal mail/blog or in any other manner, should be forwarded only after the same has been seen and approved by the Compliance Officer of the concerned Intermediaries. If an employee fails to do so, he/she shall be deemed to have violated the various provisions contained in SEBI Act and the Rules / Regulations framed thereunder, and shall be liable for action. The Compliance Officer shall also be held liable for breach of duty in this regard.

3. Disclosure reporting under the SEBI (Prohibition of Insider Trading) Regulations, 2015

3.1. Disclosures under SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”)

Regulation 6

- 3.1.1. With reference to the requirements of Regulation 6 of PIT Regulations, the disclosures may be maintained by the company in physical/electronic mode as per the prescribed format (**Annexure 1**)

Regulation 8 & 9

- 3.1.2. With reference to the requirements of the Regulation 8 (Code of Fair Disclosure) and Regulation 9 (Code of Conduct) of the Regulations, the companies shall also ensure that:
- 3.1.2.1. Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI), formulated and published (on its official website), is confirmed to the stock exchanges, immediately.
- 3.1.2.2. A company deals with only such market intermediary / every other person, who is required to handle UPSI, who have formulated a code of conduct as per the requirements of PIT Regulations.

3.2. Reporting to Stock Exchanges regarding violations under SEBI (Prohibition of Insider Trading) Regulations, 2015 relating to the Code of Conduct (CoC)

- 3.2.1. In terms of clause 13 of Schedule B (in case of listed companies) and clause 11 of Schedule C (in case of intermediaries and fiduciaries) read with Regulation 9 of PIT Regulations, the listed companies, intermediaries and fiduciaries shall promptly inform the stock exchange(s) where the concerned securities are traded, regarding violations relating to CoC under PIT Regulations in such form and manner as may be specified by the Board from time to time.
- 3.2.2. The standard format as specified by SEBI for reporting of violations related to CoC is placed at **Annexure 2**. The listed companies, intermediaries and fiduciaries shall inform the violations of PIT Regulations relating to CoC as per the format to the stock exchange(s).
- 3.2.3. Further, in terms of clause 12 of Schedule B and clause 10 of Schedule C read with Regulation 9 of the PIT Regulations, any amount collected by the listed companies, intermediaries and fiduciaries under these clauses for violation(s) of CoC shall be remitted to the Board for credit to the Investor Protection and Education Fund (IPEF) administered by the Board under the Securities and Exchange Board of India Act, 1992.
- 3.2.4. As per Regulation 4(2) of SEBI (Investor Protection and Education Fund) Regulations, 2009, such amounts shall be credited to the IPEF through NEFT/RTGS/IMPS or online payment using the SEBI Payment Gateway or any other mode as may be specified by the Board from time to time. The bank account details of SEBI – IPEF for online transfer is given below:

Name of Beneficiary	SEBI – IPEF
Bank Name	Bank of India
Bank Branch	Bandra Kurla Complex (BKC)
Account Number	012210210000008
IFSC Code	BKID0000122

3.3. Automation of Continual Disclosures under Regulation 7(2) of PIT Regulations - System Driven Disclosures

- 3.3.1. SEBI, vide circular no. CIR/CFD/DCR/17/2015 dated December 01, 2015, CFD/DCR/CIR/2016/139 dated December 21, 2016 and SEBI/HO/CFD/DCR1/CIR/ P/2018/85 dated May 28, 2018, implemented the system driven disclosures in phases, under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and PIT Regulations.
- 3.3.2. The system driven disclosures will be implemented for member(s) of promoter group and designated person(s) in addition to the promoter(s) and director(s) of company (hereinafter collectively referred to as “**Entities**”) under Regulation 7(2) of PIT Regulations.
- 3.3.3. The system driven disclosures shall pertain to trading in equity shares, equity derivative instruments i.e. Futures and Options of the listed company (wherever applicable) and listed debt securities of equity listed companies by the Entities.
- 3.3.4. The procedure for implementation of the system driven disclosures is provided at **Annexure 3**.
- 3.3.5. The depositories and stock exchange(s) shall make necessary arrangements such that the disclosures pertaining to PIT Regulations are disseminated on the websites of respective stock exchange(s).
- 3.3.6. As currently done, the disclosures generated through the system shall be displayed separately from the regular disclosures filed with the stock exchange(s).
- 3.3.7. The listed companies who have complied with the aforesaid requirements under various provisions of 3.3, the manual filing of disclosures as required under Regulation 7(2) (a) & (b) of PIT Regulations is no longer mandatory.

3.4. Trading Window closure

3.4.1 Allowing Offer for Sale (OFS) and Rights Entitlements (RE) transactions during trading window closure period

3.4.1.1. Clause 4 (3) (b) of Schedule B read with Regulation 9 of PIT Regulations, inter-alia, states that trading window restrictions shall not apply in respect of transactions mentioned therein or transactions undertaken through such other mechanism as may be specified by the Board from time to time.

3.4.1.2. In addition to the transactions mentioned in Clause 4 (3) (b) of Schedule B read with Regulation 9 of PIT Regulations, trading window restrictions shall not apply in respect of OFS and RE transactions carried out in accordance with the framework specified by the Board from time to time.

3.4.2. Trading Window closure period under Clause 4 of Schedule B read with Regulation 9 of PIT Regulations - Framework for restricting trading by Designated Persons (“DPs”) by freezing Permanent Account Number (PAN) at security level

3.4.2.1. Clause 4 (1) of Schedule B read with Regulation 9 of PIT Regulations, inter-alia, states that “Designated persons may execute trades subject to compliance with these regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring the trading by the designated persons. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates. Designated persons



and their immediate relatives shall not trade in securities when the trading window is closed”.

3.4.2.2. One of the instances of closure of trading window is provided in Clause 4 (2) of Schedule B read with Regulation 9 of PIT Regulations, which inter-alia states that “trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results.....”

3.4.2.3. In order to rationalize the compliance requirement under Clause 4 of Schedule B read with Regulation 9 of PIT Regulations, improve ease of doing business and prevent inadvertent non-compliances of provisions of PIT Regulations by DPs, stock exchanges and depositories shall develop a system to restrict trading by DPs of listed company during trading window closure period.

3.4.2.4. To begin with, this requirement shall be applicable to declaration of financial results of the listed company that is or was part of benchmark indices i.e. NIFTY 50 and SENSEX from the quarter ending September 30, 2022. Further, the restriction on trading shall be for on-market transactions, off-market transfers and creation of pledge in equity shares and equity derivatives contracts (i.e. Futures and Options) of such listed companies. The procedure for implementation of the system is enclosed at **Annexure 4**. The flow chart of the same is enclosed at **Annexure 5**.

3.4.2.5. The Compliance Officer and DPs of listed companies shall continue to independently comply with the obligations under PIT Regulations, as applicable to them, till further communication.

3.4.2.6. The depositories shall submit the quarterly report to SEBI in the format placed at **Annexure 6**.

Annexures

Annexure 1 - Formats for Disclosures under SEBI (Prohibition of Insider Trading) Regulations, 2015

FORM A¹

**SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b)
read with Regulation 6(2) – Disclosure on becoming a Key Managerial
Personnel/Director/Promoter/Member of the promoter group]**

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, CIN/DIN & Address contact nos.	PAN, with	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director or OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
				Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1		2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Name & Signature: _____

Designation: _____

Date: _____

Place: _____

¹ Erstwhile title of the Form ‘B’ of the Circular SEBI/HO/ISD/CIR/P/2021/19 dated February 09, 2021 has been changed to Form ‘A’.

FORM B ²

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, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/Director s/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/disposal 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.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

² Erstwhile title of the Form 'C' of the Circular SEBI/HO/ISD/CIR/P/2021/19 dated February 09, 2021 has been changed to Form 'B'.

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons 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)	
16	17	18	19	20	21	22

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

Name & Signature:

Designation:

Date:

Place:

FORM C (Indicative format)³

SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal 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.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/Sale/ Pledge/ Revocation / Invocation/ Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charges

³ Erstwhile title of the Form ‘D’ of the Circular SEBI/HO/ISD/CIR/P/2021/19 dated February 09, 2021 has been changed to Form ‘C’.

Details of trading in derivatives on the securities of the company by other connected persons as identified by the company

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)	
16	17	18	19	20	21	22

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

Name:

Signature:

Place:

Annexure 2 - Report by (Name of the listed company/ Intermediary/Fiduciary) for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015

[For listed companies: Schedule B read with Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015

For Intermediaries/ Fiduciaries: Schedule C read with Regulation 9(1) and 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

Sr. No.	Particulars	Details
1	Name of the listed company/ Intermediary/Fiduciary	
2	Please tick appropriate checkbox Reporting in capacity of : ☐ Listed Company ☐ Intermediary ☐ Fiduciary	
3	A. Details of Designated Person (DP)	
	i. Name of the DP	
	ii. PAN of the DP	
	iii. Designation of DP	
	iv. Functional Role of DP	
	v. Whether DP is Promoter or belongs to Promoter Group	
	B. If Reporting is for immediate relative of DP	
	i. Name of the immediate relative of DP	
	ii. PAN of the immediate relative of DP	
	C. Details of transaction(s)	
	i. Name of the scrip	
	ii. No of shares traded and value (₹) (Date- wise)	
	D. In case value of trade(s) is more than ₹10 lacs in a calendar quarter	
	i. Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under Regulation 7 of SEBI (PIT) Regulations, 2015	
	ii. Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015	
4	Details of violations observed under Code of Conduct	
5	Action taken by Listed company/ Intermediary/ Fiduciary	
6	Reasons recorded in writing for taking action stated above	



7	Details of the previous instances of violations, if any, since last financial year																							
8	If any amount collected for Code of Conduct violation(s) i. Mode of transfer to SEBI - IPEF (Online/Demand Draft) ii. Details of transfer/payment In case of Online: <table border="1"> <thead> <tr> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>Name of the transferor</td> <td></td> </tr> <tr> <td>Bank Name, branch and Account number</td> <td></td> </tr> <tr> <td>UTR/Transaction reference Number</td> <td></td> </tr> <tr> <td>Transaction date</td> <td></td> </tr> <tr> <td>Transaction Amount (in ₹)</td> <td></td> </tr> </tbody> </table> In case of Demand Draft (DD): <table border="1"> <thead> <tr> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>Bank Name and branch</td> <td></td> </tr> <tr> <td>DD Number</td> <td></td> </tr> <tr> <td>DD date</td> <td></td> </tr> <tr> <td>DD amount (in ₹)</td> <td></td> </tr> </tbody> </table>		Particulars	Details	Name of the transferor		Bank Name, branch and Account number		UTR/Transaction reference Number		Transaction date		Transaction Amount (in ₹)		Particulars	Details	Bank Name and branch		DD Number		DD date		DD amount (in ₹)	
Particulars	Details																							
Name of the transferor																								
Bank Name, branch and Account number																								
UTR/Transaction reference Number																								
Transaction date																								
Transaction Amount (in ₹)																								
Particulars	Details																							
Bank Name and branch																								
DD Number																								
DD date																								
DD amount (in ₹)																								
9	Any other relevant information																							

Yours faithfully,

Date and Place

Name and Signature of Compliance Officer

PAN:

Email ID:

Annexure 3 - Steps/process required to be taken for implementation of System Driven Disclosures

1. The various formats and timelines for sharing of data shall be standardized, as agreed upon by the depositories and exchanges.
2. Listed company shall provide the information including PAN number of Promoter(s) including member(s) of the promoter group, designated person(s) and director(s) (hereinafter collectively referred to as **Entities**) as per PIT Regulations to the designated depository (selected in terms of SEBI circular ref. no. SEBI/HO/CFD/DCR1/CIR/P/2018/85 dated May 28, 2018) in the format and manner prescribed by the Depositories. For PAN exempt entities, the Investor's Demat account number(s) shall be specified by the listed company.
3. The designated depository shall share the information received from the listed company with other depository.
4. In case of any subsequent update in the details of the entities, the listed company shall update the information with the designated depository on the same day. The designated depository shall share the incremental changes with the other depository on the day of receipt from the listed company.
5. Based on the PAN of First holder/Demat account number(s), the depositories shall tag such Demat accounts in their depository systems at ISIN level.
6. The designated depository shall also share with the stock exchange(s), company-wise details of entities. In case of PAN exempt entity, respective depository shall share the Demat account number(s) details with the stock exchange(s). Any update (additions or deletions) in this information by listed company shall be updated by the designated depositories with the stock exchange(s) on a daily basis. The information shall be shared via system interface established between the depositories and stock exchange(s).

7. The depositories shall provide the following data pertaining to the tagged Demat account(s) separately to the stock exchanges on daily basis:
 - Details of transactions for pledge/revocation/invocation of shares and other encumbrances such as Non-Disposal Undertakings (NDUs) etc. of the entities.
 - Details of off market transactions of the entities.
 - Details of transmission of shares of the entities.
 - Details of corporate actions such as ESOPs, Bonus, Rights, etc. of the entities
 - Additionally, details of market transfers in case of PAN Exempt entities.
8. Based on the PAN information provided by the depositories, on daily basis, the stock exchanges will identify the transactions carried out on their trading system by the entities in the equities and equity derivative instruments (wherever applicable) of the listed company/permitted to trade on the stock exchange(s), and listed debt securities of equity listed companies.
9. Such identified trades shall be shared by the stock exchange with all other stock exchanges where the company is listed on daily basis.
10. Each stock exchange shall consolidate the information of the transactions identified by them as well as received from other stock exchanges and the depositories. On consolidation of the transactions, if the disclosure is triggered under Regulation 7(2) of PIT Regulations, the stock exchange(s) shall disseminate the same on their websites. The transaction(s) carried out on T day shall be disseminated on T+2 day basis.
11. In case of any discrepancy, the issue shall be resolved by listed company, stock exchanges and depositories in coordination with one another.

Annexure – 4

Trading Window closure period under Clause 4 of Schedule B read with Regulation 9 of PIT Regulations – Framework for restricting trading by Designated Persons (“DPs”) by freezing PAN at security level

Process for implementation of the system:

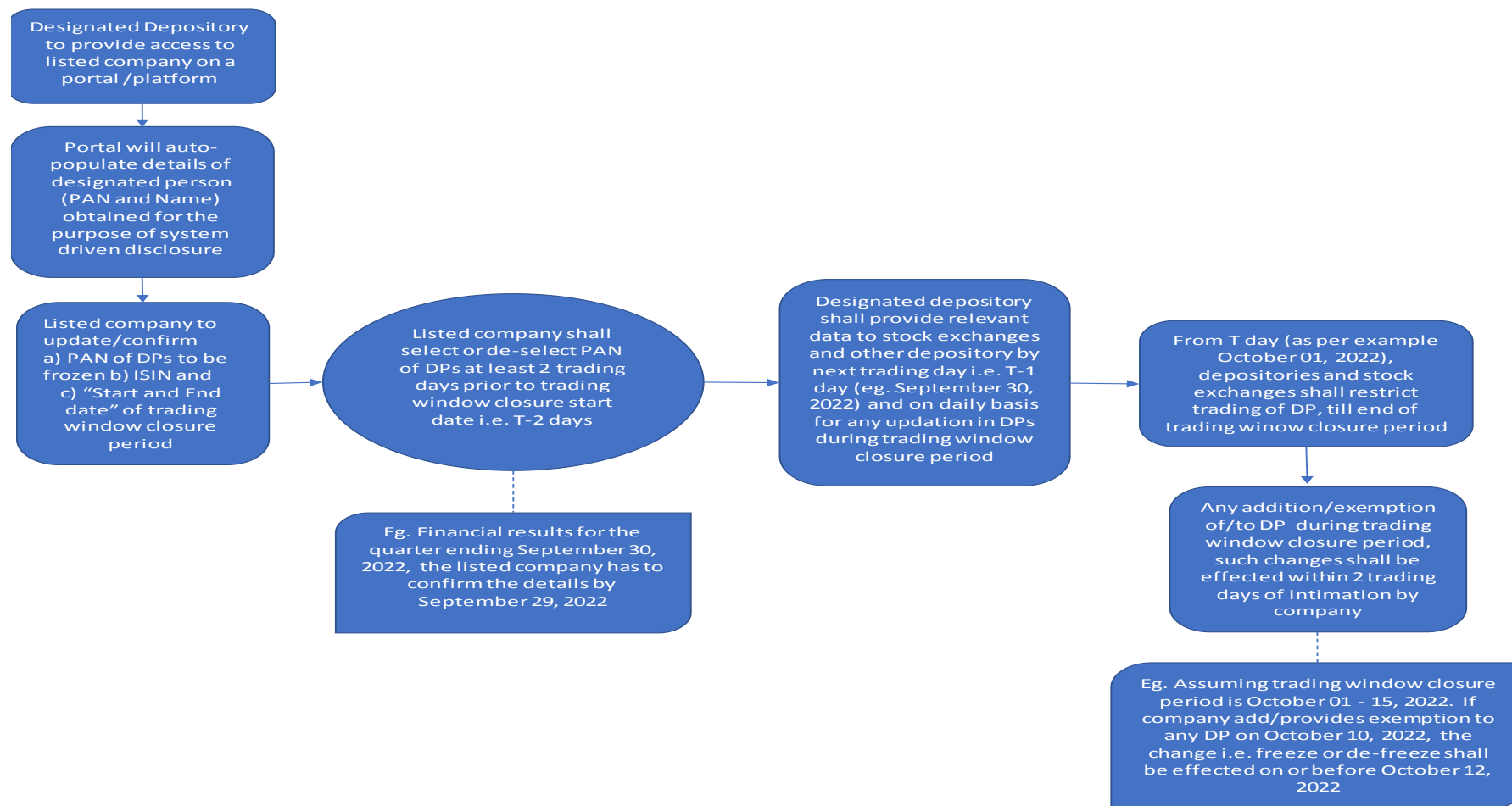
1. The Designated Depository (“DD”) appointed by the listed company pursuant to the SEBI Circular No. SEBI/HO/CFD/DCR1/CIR/P/2018/85 dated May 28, 2018 shall enable access to the respective listed company on the portal/platform.
2. Upon login, DD shall auto-populate PAN and name of the DPs and their demat account number / DP ID and client ID (only in case of PAN exempt cases) as per the last updated or available information under system-driven disclosure uploaded by the listed company with DD in terms of para 3.3.4. mentioned in this Master Circular.
3. The listed company shall confirm to the DD details with respect to listed ISIN of equity share of the company, Name, PAN, and confirm the demat account number viz. DP ID and client ID (in case of PAN exempted cases) of DPs. In the event any updation is required to the aforementioned details, the listed company shall take necessary steps as per para 10 below.
4. DD shall provide a facility to the listed company to specify the ‘Trading Window Closure Period’ i.e. ‘Commencement Date’ and ‘End Date’ on portal/platform.
 - 4.1. With respect to financial results, the listed company shall specify the 1st day (T- day) immediately after the end of every quarter for which results are to be announced as ‘Trading Window Closure commencement date’ and the date on which 48 hours ends post disclosure of financial results as ‘Trading Window Closure End date’ in the portal/platform.

5. The listed company shall provide the aforesaid details atleast 2 trading days prior to the commencement of trading window closure date (T-2 days). For example, for financial results for the quarter ending September 30, 2022, the listed company shall confirm the details by September 29, 2022.
6. DD shall provide the details received from the listed company (i.e. commencement date and end date of the trading window closure period, Name and PAN of DPs, ISIN, etc.) to the stock exchanges and other depository atleast 1 trading day prior to the commencement of trading window closure commencement date (T-1 day). For example, for financial results for the quarter ending September 30, 2022, the DD shall provide the details by September 30, 2022. Further, during the trading window closure period, DD shall also provide the aforesaid details and changes therein, if any, to the stock exchanges and other depository on a daily basis.
7. The demat accounts shall be identified by the depositories based on the PAN of the DP of sole / joint holder.
8. Based on demat accounts identified as per para 7 above and instruction given by listed company as per paras 3 and 4 above, the off-market transactions and creation of pledge shall be restricted by the depositories with reason code as “Trading Window Closure Period”.
9. On the basis of data received from the depositories, the stock exchanges shall restrict the on-market transactions of DPs in equity shares and equity derivatives contracts of the listed company from T day i.e. commencement date of trading window closure period. As per the example mentioned above, commencement date of trading window closure period shall be October 01, 2022, for the quarter ending September 30, 2022.
10. In case of any addition/deletion/updation pertaining to the details of DP, the listed company has to follow the procedure specified in terms para 3.3.4. mentioned in this Master Circular and shall be required to separately provide the details as mentioned at paras 3 and 4 above. Such instances shall be

effected within 2 trading days of receipt of intimation from the listed company. For example, assuming the trading window closure period is October 01 - 15, 2022 and if the listed company adds any DP on October 10, 2022, then the change i.e. freeze shall be effected on or before October 12, 2022.

11. There shall be provision in the system to specify the details of DP to be exempted by listed company from Trading Window restriction in terms of Clause 4 (3) of Schedule B read with regulation 9 of PIT Regulations. In such cases, the restriction shall be removed within 2 trading days from the date of receipt of request from the listed company. As per the example given at para 10 above, if the listed company provides exemption to any DP on October 11, 2022, then the change i.e. de-freeze shall be effected on or before October 13, 2022. The restrictions shall be re-introduced automatically post lapse of the exemption period or completion of the transaction by the DP.
12. The freezing/de-freezing of PAN at the security level on account of changes due to addition or deletion shall be effected post market hours.
13. Pay-in and pay-out obligations in respect of transactions, if any, taken place prior to freezing the PAN of DP at the security level, may be permitted to be settled, squared off or closed out, as the case may be.
14. The formats and timelines for sharing of data shall be standardized, as agreed upon by the depositories and the stock exchanges. Further, operational guidelines for listed companies shall be issued by the depositories.
15. In case of any discrepancy, the issue shall be resolved by the depositories, in coordination with the stock exchanges and listed company.

Process Flow Chart



Report by Depositories for implementation of framework for restricting trading by Designated Persons by Freezing PAN at security level.

Sr.No	Particulars	Count
1	Total number of listed companies which have appointed Depository (NSDL/CDSL) as designated depository (DD)	
2	Total number of listed companies on which implementation of framework for restricting trading by Designated Persons (“DPs”) by Freezing PAN at security level applicable	
3	Total Number of unique and valid PAN's of KMP/DPs provided by issuers/ listed companies for trading window closure restriction to the DD, at end of quarter.	
4	Total number of accounts in which PAN-ISIN level freeze in the demat accounts of the concerned DPs was levied towards trading window closure for the quarter.	
5	Total no of exemptions given to DPs from Trading Window restriction in terms of Clause 4(3) of Schedule B read with regulation 9 of PIT Regulations	

Depositories shall be required to separately provide the details as mentioned above in the Quarterly report submitted to SEBI.

Annexure 7

List of rescinded Circulars

S. No.	Date	Number	Subject
1	02-Sep-10	SEBI/Cir/ISD/1/2010	Trading Rules and Shareholding in dematerialized mode
2	23-Mar-11	Cir/ISD/1/2011	Unauthenticated news circulated by SEBI Registered Market Intermediaries through various modes of communication
3	24-Mar-11	Cir/ISD/2/2011	Addendum to Circular no. Cir/ISD/1/2011 dated March 23, 2011
4	11-May-15	Cir/ISD/1/2015	Disclosures under SEBI (PIT) Regulations, 2015
5	16-Sep-15	Cir/ISD/2/2015	Revised Disclosures formats under SEBI (PIT) Regulations, 2015
6	23-Jul-20	SEBI/HO/ISD/CIR/P/P/2020/133	Allowing Offer for Sale (OFS) and Rights Entitlements (RE) transactions during trading window closure period
7	23-Jul-20	SEBI/HO/ISD/CIR/P/P/2020/135	Reporting to Stock Exchanges regarding violations of SEBI (PIT) Regulations, 2015 relating to Code of Conduct
8	09-Sep-20	SEBI/HO/ISD/CIR/P/P/2020/168	Automation of Continual Disclosures under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 - System driven disclosures
9	09-Feb-21	SEBI/HO/ISD/CIR/P/P/2021/19	Revised disclosure formats under Regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015
10	16-Jun-21	SEBI/HO/ISD/ISD/CIR/P/2021/578	Automation of Continual disclosures under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 - System driven disclosures for inclusion of listed Debt Securities.
11	13-Aug-21	SEBI/HO/ISD/ISD/CIR/P/2021/617	Automation of Continual Disclosures under Regulation 7(2) of SEBI Prohibition of Insider Trading) Regulations, 2015 - System driven disclosures - Ease of doing business.



S. No.	Date	Number	Subject
12	05-Aug-22	SEBI/HO/ISD/ISD-SEC-4/P/CIR/2022/107	Trading Window closure period under Clause 4 of Schedule B read with Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") – Framework for restricting trading by Designated Persons ("DPs") by freezing PAN at security level.
13	13-Sep-22	SEBI/HO/ISD/ISD-PoD-2/P/CIR/2022/118	Master Circular on Surveillance of Securities Market
