BEFORE THE SECURITIES APPELLATE TRIBUNAL MUMBAI

Appeal No. 26 of 2013

Date of decision: 22.02.2013

M/s. Gillete India Ltd.
P&G Plaza, Cardinal Gracias Road, ……Appellant
Chakala, Andheri (East),
Mumbai – 400 099.

Versus

1. Securities and Exchange Board of India
   SEBI Bhavan, Plot No. C-4A, G Block,
   Bandra Kurla Complex, Bandra (East),
   Mumbai - 400 051.

2. Procter & Gamble India Holdings B.V
   Watermanweg 100,
   3067 GG Rotterdam,
   Netherland.

3. Shri S. K. Poddar
   Hongkong House,
   31, Dalhousie Square(S),
   Kolkata 700 001. …… Respondents

Mr. Janak Dwarkadas, Senior Advocate with Mr. Somasekhar Sundaresan, Mr. Abhishek Venkataraman, Advocates for the Appellant.

Mr. Shiraz Rustomjee, Senior Advocate with Mr. Ajay Khaire, Advocate for Respondents.

CORAM : P. K. Malhotra, Member & Presiding Officer (*Offg.*)
Jog Singh, Member

Per : P. K. Malhotra (Oral)

With the consent of learned senior counsel for the parties, the case is being disposed of at admission stage because we are of the view that the matter needs to be remanded to the Securities and Exchange Board of India (the Board) for passing a reasoned order.

2. The appellant approached the Board by its letter dated October 10, 2012 filing an application under paragraph 3 of the circular dated August 29, 2012 read with the

Securities and Exchange Board of India (Informal Guidance) Scheme, 2003 in connection with the minimum public shareholding requirements. The said request was considered by the Board and, by its letter dated November 7, 2012, the Board conveyed to the appellant that the transactions proposed in their letter are not considered as acceptable means of achieving minimum public shareholding requirements in terms of Rule 19A of the Securities Contracts (Regulation) Rules, 1957. The grievance of the appellant is that the request made by the appellant has been summarily rejected without assigning any reasons.

3. Having heard learned counsel for the parties, we are in agreement with learned senior counsel for the appellant that if the request contained in the letter dated October 10th/11th, 2012 submitted by the appellant did not find favour with the Board, the reasons therefor should have been conveyed to the appellant. We, therefore, direct the Board to consider the present appeal as a representation made before the Board and, after considering the representation, pass a speaking order on the request made by the appellant in accordance with law. It is made clear that we are not expressing any view on the merits of the case.

The appeal stands disposed of accordingly with no order as to costs.

Sd/-
P. K. Malhotra
Member &
Presiding Officer (*Offg.*)

Sd/-
Jog Singh
Member

22.02.2013
Prepared & Compared by
ptm