

**IN THE SECURITIES APPELLATE TRIBUNAL
MUMBAI**

DATED THIS THE 25TH DAY OF SEPTEMBER, 2025

**CORAM : Justice P. S. Dinesh Kumar, Presiding Officer
Ms. Meera Swarup, Technical Member
Dr. Dheeraj Bhatnagar, Technical Member**

Appeal No. 412 of 2025

With

Misc. Application No. 983 of 2025

With

Misc. Application No. 984 of 2025

With

Misc. Application No. 985 of 2025

Between

Arun Khurana

4301, The Imperial South Tower,

BB Nakashe marg, Tardeo,

Mumbai – 400 034.

.... Appellant

By Mr. Pesi Modi, Senior Advocate with Mr. Kyrus Modi, Mr. Vishesh Malviya, Ms. Anuja Bhansali, Mr. Jai Sanyal, Ms. Aanchal Maheshwari, Advocates i/b Rashmikan & Partners for the Appellant.

And

Securities and Exchange Board of India

SEBI Bhavan, Plot No. C-4A, G Block,

Bandra Kurla Complex, Bandra (East),

Mumbai - 400 051.

.... Respondent

By Mr. Chetan Kapadia, Senior Advocate with Mr. Manish Chhangani, Mr. Sumit Yadav, Mr. Abhay Chauhan and Mr. Atul Agrawal, Advocates i/b The Law Point for the Respondent.

THIS APPEAL IS FILED UNDER SECTION 15T OF SEBI ACT, 1992 TO SET ASIDE EX-PARTE INTERIM ORDER DATED MAY 28, 2025 (EX-A) PASSED BY WTM, SEBI.

THIS APPEAL COMING ON FOR HEARING THIS 25TH DAY OF SEPTEMBER 2025, THIS TRIBUNAL PASSED THE FOLLOWING:

O R D E R

Per : Justice P. S. Dinesh Kumar, Presiding Officer (Oral)

This appeal is directed against the ex-parte interim order dated May 28, 2025 passed by the WTM¹, SEBI² issuing certain directions against the appellant and four other noticees.

2. We have heard Mr. P. N. Modi, learned senior advocate for the appellant and Mr. Chetan Kapadia, learned senior with Mr. Manish Chhangani, learned advocate for the respondent.

3. Appellant was working in IndusInd Bank as a Deputy CEO since 2020 and was appointed as a Whole Time Director on November 16, 2023.

4. The brief facts of the case are as under :-

- The RBI³ issued a Master Circular dated September 12, 2023 with regard to Classification, Valuation and Operation of the Investment Portfolio of Commercial Banks Directions, 2023 with derivatives in Chapter XII thereof.

¹ Whole Time Member

² Securities & Exchange Board of India

³ Reserve Bank of India

- It is alleged that pursuant to the said circular, MD & CEO of the bank wrote to the noticee No. 1 and CFO of the bank stating that derivative accounting disclosure would have a serious impact and the disclosure was made on March 10, 2025. In the meanwhile, between December 8, 2023 and June 25, 2024, the appellant had sold his shares.
- Therefore, according to the SEBI, the master circular and the subsequent development was well within the period of UPSI which commenced from December 4, 2023 and, therefore, the sale of shares fell within the UPSI period.

5. Shri P. N Modi, learned senior advocate arguing for the appellant submitted that the ex-parte order has confused totally different issues to hold that the UPSI came into existence on December 4, 2023. According to him, the Treasury Back Office of the bank was following the Indian Generally Accepted Accounting Principles (IGAAP), accounting standards for the derivatives transactions. Bank was required to submit a proforma to the RBI detailing the impact between IGAAP and IndAS accounting standard, which is to be made mandatory to all banks by the RBI at a future date. Therefore, bank engaged services of PWC and held meeting of treasury officers of the bank and an internal review of the bank was held on March 3, 2025. The conclusion of the internal review committee's findings was placed before the board of directors on April 10, 2025 and, thereafter announcement was made. Therefore, according to him and the bank, the UPSI started from March 4, 2025, the date of internal review committee. He argued that the trades have admittedly taken place much prior to the date

of commencement of UPSI period. Therefore, the direction issued by the SEBI vide the impugned interim order calling up the appellant to deposit a sum of Rs. 14.39 crore is harsh.

6. We have carefully considered the rival contentions and perused the records. It is not in dispute that the appellant's trades had occurred during December 8, 2023 and June 25, 2024. The appellant has traded in the shares of IndusInd Bank which he got as ESOP's⁴. The list of dates is made available before us in order to examine the impact of the RBI master circular. The accounting firm PWC was engaged to review the same and, thereafter, the meetings of internal review committee have been conducted. Therefore, the issue as to whether the UPSI had commenced on March 4, 2025 or on December 4, 2023, the date on which the MD & CEO sent an email to the other officers of the Bank, is the matter which is required to be decided. Admittedly, the appellant has been discontinued from the service of the bank and is presently under suspension. The appellant has been called upon to furnish a full inventory of all the assets, both movable and immovable assets, investments, etc. The direction is to impound the amount by way of an ex-parte interim order. The appellant undertakes to file his reply and participate in the proceedings before the SEBI.

In the circumstances, in our opinion, ends of justice would be met by directing the appellant to deposit 50% of Rs. 14,39,36,026.47 with the SEBI. The appellant shall be at liberty to liquidate his shares and to comply with the condition to deposit 50% of the amount, as a condition for the interim order.

⁴ Employee Stock Options

7. All contentions of both sides are kept open. Nothing further survives in this appeal. The appeal is disposed of. All interlocutory application(s), if any, stand disposed of.

No costs.

Justice P. S. Dinesh Kumar
Presiding Officer

Ms. Meera Swarup
Technical Member

Dr. Dheeraj Bhatnagar
Technical Member

25.09.2025
PTM