

Transfer of shares only in dematerialized form

Circulars issued by Stock Exchanges to Listed Companies – Amendment to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the Gazette Notifications No SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and No. SEBI/LAD-NRO /GN/ 2018/49 dated December 3, 2018, the Securities and Exchange Board of India ('SEBI') has mandated that effective from **April 1, 2019**, request for transfer of securities shall not be processed by a listed entity, unless such securities are held in dematerialized form with a Depository.

Further to above, the Stock Exchanges have issued following Circulars to Listed Entities in this regard:

- 1) Circular issued by BSE limited vide Reference No. LIST/COMP/15/2018 dated July 5, 2018, and Reference No. LIST/COMP/31/2018-19 dated December 3, 2018;
- 2) Circular issued by National Stock Exchange of India Limited vide Reference No. NSE/CML/2018/26 dated July 9, 2018, and Reference No. NSE/CML/2018/38 dated December 3, 2018;

According to the aforesaid Notifications and Circulars, request for effecting transfer of securities held in physical form shall not be processed with effect from April 1, 2019.

Accordingly, no request for transfer of securities will be accepted by the Company and/or Karvy Fintech Private Limited ('Karvy') for transfer of securities held in physical form with effect from April 1, 2019.

However, the above restriction shall not be applicable in case of transmission or transposition of securities.

Hence, we request those shareholders holding shares in physical form to arrange for dematerialization of the said shares at the earliest to avoid any inconvenience in future.

For guidance on dematerialization procedure, Shareholders are advised to get in touch with a SEBI registered Depository Participant or alternatively contact the nearest Karvy branch office.

You may also visit web site of Depositories viz., NSDL or CDSL for further understanding on dematerialization procedure:

NSDL website: <https://nsdl.co.in/faqs/faq.php>

CDSL website: <https://www.cdslindia.com/investors/open-demat.aspx>

To
All the Listed Companies,
Dear Sir / Madam,

Subject: **Amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to mandatory dematerialization for transfer of securities**

The amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only.

Accordingly, Listed Companies and their Registrars and Transfer Agents (RTAs) are hereby advised that, with effect from December 5, 2018, it should be ensured that shares which are lodged for transfer shall be in dematerialized form only.

In order to implement the aforementioned Amendment in the Regulation and as advised by SEBI, all the Listed Companies are hereby directed to carry out the following actions:

- 1) To take special efforts through their RTAs to send letter under Registered/Speed post to the holders of physical certificates appraising them about the amendment and sensitise them about the impact of the regulation on the transfer of shares held by them in physical form w.e.f December 5, 2018.
- 2) RTAs may also be advised to send two reminders, preferably at a gap of 30 days, to such shareholders who continue to hold their shares in physical form, advising them to get the same dematerialized
- 3) Listed Companies shall prominently place information on their website intimating the investors about the proposed change and provide appropriate guidance on how to dematerialize their shares.
- 4) Listed companies should ensure that the signature cards of all the holders of physical securities are handed over to its RTA at the earliest.

All listed companies are requested to take note of above and comply accordingly. Companies may also report compliance with these requirements by end September 2018 to the Exchange, in a specified format that will be sent out shortly.

Abhijit Pai
Dy. Gen. Manager
Listing Compliance

Shyam Bhagirath
Associate Manager
Listing Compliance

Ref No: NSE/CML/2018/26

July 09, 2018

The Company Secretary
All Listed Companies

Dear Madam/Sir,

Subject: Amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to mandatory dematerialization for transfer of securities

This has reference to Gazette notification issued by SEBI on June 8, 2018 notifying SEBI (LODR) 4th amendment Regulation, 2018, regarding mandatory dematerialization for transfer of securities. A Copy of Notification is attached for your perusal.

Pursuant to the aforesaid amendment to SEBI (LODR) Regulation, 2015 Listed Companies and their Registrars and Transfer Agents (RTAs) are advised to ensure that shares which are lodged for transfer are mandatorily in dematerialized form with effect from December 05, 2018.

As Advised by SEBI, you are required to put in place a mechanism including but not limited to the following in order to spread awareness about the proposed change:

1. To take special efforts through their RTAs to send letter under Registered/Speed post to the holders of physical certificates appraising them about the amendment and sensitise them about the impact of the regulation on the transfer of shares held by them in physical form w.e.f December 5, 2018.
2. RTAs may also be advised to send two reminders, preferably at a gap of 30 days, to such shareholders who continue to hold their shares in physical form, advising them to get the same dematerialized
3. Listed Companies shall prominently place information on their website intimating the investors about the proposed change and provide appropriate guidance on how to dematerialize their shares.
4. Listed companies should ensure that the signature cards of all the holders of physical securities are handed over to its RTA at the earliest.

You are requested to take necessary actions as mentioned above.

Yours faithfully,
For National Stock Exchange of India Limited

Kautuk Upadhyay
Chief Manager
Encl: Gazette Notification

LIST/COMP/31/2018-19

December 03, 2018

Dear Sir / Madam,

Subject: Amendment to SEBI (Listing Obligations and Disclosure Requirements), Regulations

Securities and Exchange Board of India (SEBI) has on June 8, 2018 notified the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 which will come into force on the one hundred and eightieth day from the date of its publication in the Official Gazette.

Further, SEBI on November 30, 2018 notified that Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 shall come into force with effect from April 1, 2019.

The aforesaid amendment is appended for reference.

Listed Companies are requested to take note of the said amendments.

Abhijit Pai
Dy. Gen. Manager
Listing Compliance

Shyam Bhagirath
Associate Manager
Listing Compliance

National Stock Exchange Of India Limited

Ref No: NSE/CML/2018/38

December 03, 2018

The Company Secretary
All Listed Companies

Dear Sir / Madam,

Subject: Transfer of securities only in demat form- Deadline extended till April 1, 2019**Ref: SEBI Press Release No. 49/2018 dated December 03, 2018**

SEBI vide press release dated December 03, 2018, decided that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. This measure was to come into effect from December 5, 2018. Subsequently, SEBI has received representations from shareholders for extension of the date of compliance. In view of the same, the deadline has been extended and the aforesaid requirement of transfer of securities only in demat form shall now come into force from April 1, 2019.

The copy of the press release issued by SEBI is enclosed for your reference and necessary action at your end. This is for your information please.

Yours faithfully,
For National Stock Exchange of India LimitedKautuk Upadhyay
Chief Manager

Encl: SEBI press release