

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
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Procedure for Dematerialisation

- The client (registered owner) will submit a request to the DP in the [Dematerialisation Request Form](#) for dematerialisation, along with the certificates of securities to be dematerialised. Before submission, the client has to [deface](#) the certificates by writing "SURRENDERED FOR DEMATERIALISATION".
- The DP will verify that the form is duly filled in and the number of certificates, number of securities and the security type (equity, debenture etc.) are as given in the DRF. If the form and security count is in order, the DP will issue an acknowledgement slip duly signed and stamped, to the client.
- The DP will scrutinize the form and the certificates. This scrutiny involves the following
 - Verification of Client's signature on the dematerialisation request with the specimen signature (the signature on the account opening form). If the signature differs, the DP should ensure the identity of the client.
 - Compare the names on DRF and certificates with the client account.
 - Paid up status
 - ISIN (International Securities Identification Number)
 - Lock - in status
 - Distinctive numbers
- In case the securities are not in order they are returned to the client and acknowledgment is obtained. The DP will reject the request and return the DRF and certificates in case:
 - A single DRF is used to dematerialise securities of more than one company.
 - The certificates are mutilated, or they are defaced in such a way that the material information is not readable. It may advise the client to send the certificates to the Issuer/R&T agent and get new securities issued in lieu thereof.
 - Part of the certificates pertaining to a single DRF is partly paid-up; the DP will reject the request and return the DRF along with the certificates. The DP may advise the client to send separate requests for the fully paid-up and partly paid-up securities.
 - Part of the certificates pertaining to a single DRF is locked-in, the DP will reject the request and return the DRF along with the certificates to the client. The DP may advise the client to send a separate request for the locked-in certificates. Also, certificates locked-in for different reasons should not be submitted together with a single DRF
- In case the securities are in order, the details of the request as mentioned in the form are entered by the DP) and a Dematerialisation Request Number (DRN) will be generated by the system.
- The DRN so generated is entered in the space provided for the purpose in the dematerialisation request form.

- A person other than the person who entered the data is expected to verify details recorded for the DRN. The request is then released by the DP which is forwarded electronically to Depository Module by DPM.
- The DM forwards the request to the Issuer/ R&T agent electronically.
- The DP will fill the relevant portion viz., the authorisation portion of the demat request form.
- The DP will [punch the certificates](#) on the company name so that it does not destroy any material information on the certificate.
- The DP will then despatch the certificates along with the request form and a covering letter to the Issuer/ R&T agent.
- The Issuer/ R&T agent confirms acceptance of the request for dematerialisation in his system DPM (SHR) and the same will be forwarded to the DM, if the request is found in order.
- The DM will electronically authorise the creation of appropriate credit balances in the client's account.
- The DPM will credit the client's account automatically.
- The DP must inform the client of the changes in the client's account following the confirmation of the request.
- The issuer/ R&T may [reject dematerialisation](#) request in some cases. The issuer or its R&T Agent will send an objection memo to the DP, with or without DRF and security certificates depending upon the reason for rejection. The DP/Investor has to remove reasons for objection within 15 days of receiving the objection memo. If the DP fails to remove the objections within 15 days, the issuer or its R&T Agent may reject the request and return DRF and accompanying certificates to the DP. The DP, if the client so requires, may generate a new dematerialisation request and send the securities again to the issuer or its R&T Agent.