



CIRCULAR

SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236

December 02, 2020

To

All Listed Companies (through Stock Exchanges)

All Registrars to an Issue & Share Transfer Agents (RTA)

All Depositories

All Recognized Stock Exchanges

All Depository Participants (DP)

Dear Sir/ Madam,

Sub: Operational guidelines for Transfer and Dematerialization of re-lodged physical shares

1. SEBI, vide circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 07, 2020, has fixed March 31, 2021 as the cut-off date for re-lodgment of transfer requests and has stipulated that such transferred shares shall be issued only in demat mode.
2. In this regard the operational guidelines for crediting the transferred shares into the respective demat account of the investor, with inputs from stakeholders, are as under;
 - i. Guidelines to credit the transferred physical shares in demat mode:
 - a. Subsequent to processing of the re-lodged transfer request, the RTA shall retain the physical shares and intimate the investor (**transferee**) about the execution of transfer through Letter of Confirmation. This letter shall be sent through Registered / Speed Post or through email with digitally signed letter



and shall, *inter-alia*, contain details of endorsement, shares, folio of investor (required on Demat request form) as available on the physical shares.

- b. The investor shall submit the demat request, within 90 days of issue of Letter of Confirmation, to Depository participant (**DP**) along with the Letter of Confirmation. RTA shall also issue a reminder at the end of 60 days of issue of Letter of Confirmation, informing the investor to submit the demat request as above.
 - c. Depository Participant will process the Demat Request on the basis of Letter of Confirmation, as this letter is a confirmation of holding of physical shares on behalf of the investor by RTA.
 - d. The suggested format of the Letter of Confirmation is given at Annexure - A.
- ii. In case of the shares that are required to be locked-in as per the SEBI Circular SEBI/HO/MIRSD/DOS3/CIR/P/2018/139, dated November 06, 2018, the RTA while approving / confirming the demat request, shall also incorporate / intimate the Depository about the lock-in and its period. Such shares shall be in lock-in demat mode for 6 months from the date of registration of transfer.
 - iii. In case of non-receipt of demat request from the investor within 90 days of the date of Letter of Confirmation, the shares will be credited to Suspense Escrow Demat Account of the Company.
3. Depositories shall;
- a) make necessary amendments to the relevant byelaws, rules and regulations for the implementation of the above directions, as may be applicable; and
 - b) bring the provisions of this circular to the notice of their participants and also disseminate the same on their websites.



4. This circular is being issued in exercise of powers conferred under Section 11 (1) of the Securities and Exchange Board of India Act, 1992, to protect the interests of investors in securities and to promote the development of, and to regulate the securities market.
5. The Stock Exchanges are advised to bring the provisions of this circular to the notice of listed companies and also to disseminate the same on their websites.

Yours faithfully

Deepak Trivedi
Chief General Manager
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Annexure A

(to SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236, Dated December 02, 2020)

RTA / ISSUER COMPANY ADDRESS

Name:

Date:

Address:

Dear Sir/Madam,

CONFIRMATION LETTER

Sub: Transfer of Shares

Name of the Company:

We refer to the request received from you for transfer of the subject shares in your name. We would like to inform you that the transfer of shares has been approved as detailed below:

| | |
|--|---|
| Name of first holder & PAN Joint holder 1 & PAN Joint holder 2 & PAN | |
| Number of shares | |
| Folio Number | |
| Certificate numbers | |
| Distinctive numbers | |
| Lock-In | Yes or No. If yes, lock-in from dd.mm.yyyy till dd.mm.yyyy |

As you may be aware, SEBI vide their Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 September 07, 2020 has mandated that the shares that are re-lodged for transfer shall henceforth be issued only in demat mode and hence the duly endorsed original certificates are retained at our end.

Accordingly, within 90 days of this letter, please request your Depository Participant (**DP**) to demat these shares using the Dematerialization Request Form (**DRF**). Please fill it up with the details mentioned in this letter, sign it and present this letter in original to your DP along with the DRF for enabling your DP to raise a Demat Request Number (**DRN**). In case you do not have a demat account, kindly open one with any DP. Please note that you can open Basic Service Demat Account at minimal / nil charges.

Please note that this letter is valid only for a period of 90 days from the date of its issue within which time you have to raise demat request with the DP as above. Any request for demat processing after this date will not be entertained and as per the operating guidelines issued by SEBI, the subject shares shall be transferred to a Suspense Escrow Demat Account of the company.

Further, please note that in terms of SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 06, 2018 the above transfer of shares is / are approved with a lock-in period of six months from the date of transfer and shall remain in lock-in till dd.mm.yyyy, even after dematerialization. [**STRIKE OFF IF NOT APPLICABLE**].

Thanking you,

Yours faithfully,
For ABCD Limited (RTA)
Authorised Signatory