

Registrar and Share Transfer Agent

Address of the the Company's Registrars and Share Transfer Agents

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FAQ's

DEMATERIALISATION OF SHARES

1. What is de-materialisation of shares?

Dematerialisation (or DEMAT) is the process of converting physical share certificates into electronic form. Once dematerialised, the shares are held in a digital account called a *Demat account*, making it easier and safer to trade, transfer, and manage securities.

This process is governed by the Depositories Act, 1996 and regulated by the Securities and Exchange Board of India (SEBI). In India, there are two depositories that facilitate dematerialisation:

- NSDL (National Securities Depository Limited)
- CDSL (Central Depository Services (India) Limited)

Through these depositories, investors can hold their shares in electronic form via depository participants (DPs), which function like agents (often banks, brokers, or financial institutions).

Dematerialisation eliminates the risks associated with physical share certificates, such as theft, loss, forgery, or damage, and significantly streamlines the process of trading in the stock market.

2. How to Dematerialise the Shares ?

A. Open a Demat Account

Open a *Beneficiary Owner (BO) Account* with a Depository Participant (DP) registered with SEBI. This is similar to a bank account, but for holding securities in electronic form.

B. Submit Demat Request Form (DRF)

Fill out the Dematerialisation Request Form (DRF) provided by the DP. Submit the completed form along with the original physical share certificates. Ensure all holders

sign the DRF in the same order and manner as recorded on the share certificates and with the company.

C. Acknowledgement from DP

The DP will verify and provide an acknowledgement upon receipt of the DRF and share certificates.

D. Processing by Depository and Company

The DP sends the request to the depository (NSDL or CDSL), which forwards it to the respective company or its registrar for approval.

E. Confirmation of Demat

Once processed, the shares are credited to your Demat account. You will receive a statement of holdings from your DP confirming the credit. Many DPs also provide real-time updates via email or SMS.

Once dematerialised, the shares can be easily traded, transferred, or pledged.

Note: Only securities of companies admitted into the depository system can be dematerialised. From April 1, 2019, SEBI has mandated that transfer of securities be carried out only in dematerialised form (except in cases of transmission or transposition).

RE-MATERIALIZATION OF SHARES

3. What is Re-materialisation of Shares?

Re-materialisation is the process of converting shares held in electronic (Demat) form back into physical share certificates. This is done when a shareholder wishes to hold their securities in physical form again.

4. How to Re-materialise Shares?

To convert electronic shares into physical certificates, follow these steps:

A. Submit Re-materialisation Request

The shareholder must fill out and submit a Re-materialisation Request Form (RRF) to their Depository Participant (DP).

B. DP Forwards the Request

The DP forwards the request electronically to the relevant depository (NSDL or CDSL) and also sends the physical RRF to the company's Registrar and Transfer Agent (R&TA).

C. Verification by R&TA

The R&TA verifies the request, updates the shareholder's records, and informs the depository.

D. Deletion of Demat Entry

The depository deletes the relevant shares from the shareholder's Demat account.

E. Issuance of Physical Certificate

The company, through its R&TA, prints and dispatches the new physical share certificate(s) to the shareholder at the registered address.

Important Notes:

- Re-materialisation can be requested at any time, but is less common due to the convenience and security of holding shares in Demat form.

- No stamp duty is applicable on re-materialisation.
- While dematerialisation is mandatory for trading, re-materialised shares must be converted back to Demat form if the shareholder wishes to sell them on the stock exchange.

NOMINATION FACILITY

5. What is the Nomination Facility and Who Should Use It?

Nomination is a facility that allows a shareholder to appoint a person (nominee) who will receive the shares in the event of the shareholder's death.

This facility is particularly useful for individuals holding shares in their sole name, as it ensures smooth transmission of shares without the need for legal heirs to undergo lengthy procedures. In the case of joint shareholding, the nominee will receive the shares only if all joint holders pass away.

6. How to Appoint a Nominee?

- **For Physical Shares:**
The shareholder must submit a duly filled Form SH-13 (previously Form 2B under the Companies Act, 1956) to the company's Registrar and Transfer Agent (R&TA).
- **For Demat Shares:**
The nomination must be registered directly with the Depository Participant (DP) by filling the prescribed nomination form provided by the DP.

7. Who Can Appoint a Nominee

Any individual shareholder, whether holding shares or debentures in their sole name or jointly with others, can appoint a nominee. In case of joint holdings, all joint holders must jointly appoint the nominee.

8. Who Can Be Appointed as a Nominee?

- a. Only an individual can be appointed as a nominee.
- b. Entities such as a trust, society, company, partnership firm, HUF Karta, or power of attorney holder cannot be nominated.
- c. A minor can be appointed as a nominee, provided the details of a guardian are also submitted.

Additional Information:

- Nomination simplifies the transfer of securities upon the death of the holder(s), avoiding legal complications and delays in transferring shares to rightful beneficiaries.
- In the absence of a valid nomination, legal heirs may need to go through a succession or probate process to claim the securities.

- A shareholder can change or cancel the nomination at any time by submitting Form SH-14.
- Minor nominees can also be appointed. In such cases, a guardian's details must be provided.
- Shareholders are strongly encouraged to make use of the nomination facility to ensure hassle-free transmission of shares to their loved ones.

TRANSFER / TRANSMISSION OF SHARES

9. What is the procedure for Transfer of Shares ?

- A. For unlisted public companies, the transfer of shares is governed by the Companies Act, 2013 and applicable rules. As per Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014, every unlisted public company is required to issue shares only in dematerialised (Demat) form and ensure that any transfer of shares is carried out only through a Demat account.
- B. Since transfer of physical shares is now prohibited, Shareholders must first ensure that their shares are dematerialised before processing the transfer. For Demat shares, the transfer is processed electronically through the Depository Participant (DP) linked to NSDL or CDSL. Once the transfer is confirmed, the shares are credited directly to the buyer's Demat account. Presently, Stamp duty at the rate of 0.015% is applicable and is automatically collected from the buyer during the transaction by the stock exchange or depository system.
- C. In case of transfer of shares by Non-Resident in addition to the normal procedure for transfer of shares, approval of the Reserve Bank of India may be required to be obtained by the Non-Resident Investor(s).

10. What is the Procedure for Transmission of Shares?

- A. Transmission of shares in an unlisted public company occurs upon the death of a shareholder and involves transferring ownership to the rightful legal heir(s). If the deceased had registered a nominee under Section 72 of the Companies Act, 2013, the nominee can directly approach the company or its Registrar and Transfer Agent (RTA) by submitting a copy of the death certificate, identity proof, and the original share certificate (in case of physical shares). No court intervention is required in such instances, and the company is permitted to register the transmission based on these documents.
- B. In the absence of a registered nominee and when the shares are held in a single name, legal heirs must establish their entitlement. For low-value claims—where the market value of shares is up to ₹5 lakh in case of physical holdings or ₹15 lakh per beneficiary account for Demat holdings—companies and RTAs may accept a simplified documentation set. This typically includes a notarised affidavit from legal heirs, No Objection Certificate (NOC) from other heirs, and an indemnity bond, along with the death certificate, PAN, and

relevant shareholding details. Though not explicitly mandated under the Companies Act, this practice is encouraged by SEBI to ensure faster processing and is widely followed across unlisted companies as a matter of good governance and investor convenience.

- C. For higher-value claims (above ₹5 lakh in physical mode or ₹15 lakh in Demat mode) or where there is any dispute among legal heirs, the company may insist on court-issued legal documents such as a Succession Certificate, Probated Will, or Letter of Administration. These instruments provide conclusive legal backing to the claim and are aligned with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, which requires the company to satisfy itself about the entitlement of the claimant(s) before registering the transmission. This ensures legal clarity in contested or significant-value cases.
- D. For shares held in Dematerialised form, transmission is carried out through the concerned Depository Participant (DP), and the legal heir must submit the required forms and supporting documents directly to the DP, as per NSDL/CDSL guidelines. Further, under Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014, unlisted public companies are required to issue and transfer shares only in Demat form, and hence, all such transmissions must be executed electronically wherever applicable. This transition to a dematerialised system, backed by SEBI and MCA directives, ensures transparency, efficiency, and traceability in the ownership of securities.

TRANSPPOSITION OF NAMES

II. What is the procedure for Transposition of Names(Change in Order of Names) ?

- A. Transposition of names refers to the change in the order of joint holders as recorded in the share certificate or register of members. This facility is typically used when joint shareholders wish to re-arrange the sequence of their names without affecting the ownership proportion. In case of physical share certificates, a written request signed by all joint holders should be submitted to the company's Registrar and Transfer Agent (RTA), along with the original share certificates. The RTA will process the transposition for the entire holdings under a folio. Partial transposition (i.e., for part of the holding) is not permitted under prevailing norms.
- B. For shares held in Dematerialised (Demat) form, transposition must be done through the concerned Depository Participant (DP). Investors are required to submit a Transposition Request Form (TRF) along with the Demat request. The DP forwards the request to the depository (NSDL or CDSL), which carries out the transposition electronically. The process does not require prior approval from the company and is governed by SEBI and depository regulations.
- C. In the case of unlisted public companies, where shares are required to be held and transferred in Demat form (as mandated by Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended), shareholders should ensure that transposition requests are routed only through the DP. This process helps maintain accurate records of joint holders while complying with the regulatory requirement for dematerialisation.

ISSUE OF DUPLICATE SHARE CERTIFICATE

12. What is the procedure for Issue of Duplicate Share Certificate in case of loss/misplacement of original share certificate ?

If a shareholder of an unlisted public company loses or misplaces their physical share certificate(s), they should immediately notify the company's Registrar and Transfer Agent (RTA) in writing, providing details such as folio number, certificate number(s) (if known), and the number of shares. Upon receiving the intimation, the RTA will mark the folio as "Stop Transfer" to prevent fraudulent transfers of the lost certificate(s).

It is strongly advised that the shareholder lodge a First Information Report (FIR) with the local police regarding the loss or theft of the share certificate(s). This serves as an official record of the loss and is a key requirement in the process of applying for a duplicate certificate.

To obtain a duplicate share certificate, the shareholder must submit a formal application to the RTA or company, accompanied by the following documents:

- Indemnity Bond (executed on non-judicial stamp paper)
- Affidavit or Surety Form
- Copy of the FIR
- a newspaper advertisement may also be insisted based on: (a) The value of the lost shares, (b) The absence of nominee or clarity on ownership (c) Internal policy or board discretion
- In case of a company applicant: Certified True Copy of Board Resolution and Memorandum of Association (MOA) authorising the request.

Once the company verifies the documents and completes internal checks, a duplicate share certificate is issued and dispatched to the registered address of the shareholder. The new certificate is marked as "Duplicate issued in lieu of lost certificate."

If the original certificate is later found after the duplicate has been issued, it must be surrendered to the company for cancellation. The shareholder must not attempt to use or transfer the original certificate. Moreover, if the original certificate ends up with an innocent third party, the original shareholder may be legally liable to indemnify such person, as the issuance of a duplicate renders the original certificate void.

Note: For companies that have dematerialised their shares under Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014, physical share certificates should ideally be dematerialised. Once in Demat form, issues of loss/misplacement are managed more securely via the Depository Participant (DP) and don't require physical duplicate issuance.

CONSOLIDATION AND SPLITTING OF SHARE CERTIFICATES

13. What is the procedure for Splitting of Share Certificate into Smaller Lots ?

If a shareholder wishes to split a share certificate into smaller denominations for convenience or ease of transfer, a written request must be submitted to the Company's Registrar & Transfer Agent (R&TA) along with the original share certificate. The R&TA will cancel the existing certificate and issue multiple new certificates for the desired split denominations, maintaining the total number of shares. The new certificates will be sent to the registered address of the shareholder.

Splitting is particularly useful when shareholders intend to gift, transfer, or sell part of their holdings and want smaller, manageable certificates.

14. What is the procedure for Consolidation of Share Certificates (within the Same Folio) ?

A. Shareholders holding multiple share certificates under the same folio can request consolidation into a single certificate to simplify recordkeeping, reduce paperwork, and save costs during future dematerialisation. For this, the shareholder must send:

- A formal request letter
- The original share certificates to be consolidated to the Company's R&TA.

The R&TA will cancel the old certificates and issue a new consolidated share certificate representing the combined shareholding.

15. What is the procedure for Consolidation of Share Certificates (with Same Joint Holder Order)

If a shareholder holds shares in multiple folios with the same order of names (i.e., same joint holders in identical sequence), they can apply for consolidation of folios. This helps in better management of holdings and tracking of dividends or other entitlements. The shareholder should write to the R&TA requesting:

- The prescribed form for consolidation of folios
 - Submission of all relevant share certificates
- Once processed, a new consolidated certificate will be issued under a single folio number.

Important Notes for Shareholders:

- The **name(s) and order** of joint holders must be **identical** for consolidation or transposition to be accepted.
- Any discrepancy in names may require **supporting KYC documents** or formal requests for **name correction** or **transposition**.
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- It is recommended that shareholders **dematerialise** their consolidated or split share certificates as per Rule 9A of the *Companies (Prospectus and Allotment of Securities) Rules, 2014*, which mandates **unlisted public companies to issue and transfer shares only in demat form**.

CHANGE OF ADDRESS

16. What is the procedure for Change of Address?

A. For Shareholders Holding Shares in Physical Form

Shareholders who hold shares in physical form and wish to update their address in the company's records must submit a written request to the Company's Registrar and Transfer Agent (R&TA). The request letter must be:

- Duly signed by the sole holder or all joint holders (as per the folio),
- Clearly mention the new address with PIN code, and
- Quote the folio number and other relevant details.

Along with the request, shareholders must submit self-attested copies of any one of the following documents as proof of new address:

- Aadhaar Card
- Passport
- Latest utility bill (Electricity/Water/Telephone – not older than 3 months)
- Rent/Lease Agreement
- Bank statement or passbook showing the new address

Upon verification, the R&TA will update the address in the company's records and confirm the change to the shareholder.

B. For Shareholders Holding Shares in Dematerialised (Demat) Form

In case shares are held in Demat form, the change of address must be processed through the Depository Participant (DP) with whom the shareholder has opened the Demat account. Shareholders should:

- Submit a request to their DP, and
- Provide address proof documents as required by the DP.

The DP will update the address in the Depository system (NSDL or CDSL), and this change will automatically reflect in the records of the company.

Important Points to Note:

- Address changes cannot be done by the company directly if shares are held in Demat form.
- If a shareholder holds shares in both physical and Demat forms, separate requests must be made to the R&TA and DP respectively.
- It is advisable to update KYC details (such as PAN, mobile number, email ID) along with the address for smoother communication.

CHANGE OF NAME

17. What is the procedure for Change of Name ?

A. For Shareholders Holding Shares in Physical Form

Shareholders who wish to update their name in the company's records (due to reasons such as marriage, divorce, spelling correction, or legal name change) must submit a written request to the Company's Registrar and Transfer Agent (R&TA) along with the following:

- a. Original share certificate(s) in which the change of name is to be effected.
- b. Duly signed request letter mentioning the existing name, new name, and folio number.
- c. Self-attested copy of any of the following supporting documents as applicable:
 - (i) Marriage Certificate (in case of name change after marriage)
 - (ii) Gazette Notification or Affidavit (in case of general name change)
 - (iii) Divorce Decree (if reverting to maiden name)
 - (iv) Court Order (if name change is court-directed)
 - (v) PAN card copy reflecting the updated name

The R&TA, after verification of documents, will update the name in the company's records and issue fresh share certificate(s) in the new name. The old certificates will be cancelled and retained for record.

2. For Shareholders Holding Shares in Dematerialised (Demat) Form

For shareholders holding shares in Demat form, the name change must be carried out through the concerned Depository Participant (DP). The shareholder should:

- a. Submit a request in the prescribed format of the DP,
- b. Attach relevant name change documents (same as listed above), and
- c. Ensure that the name in the PAN database is also updated before submission.

Once the DP processes the change, it will reflect in the depository system and automatically in the records of the company.

Important Notes:

- The name on the shareholding must always match the name as per the PAN card.
- It is advisable to also update the bank and KYC records with the new name for consistency.
- In the case of joint holders, the name change request must be limited to the concerned holder, and all holders must sign the application.

AUTHORISING ANOTHER PERSON TO DEAL WITH SHARES

18. What is the procedure to Authorise another person to deal with shares ?

A shareholder of an unlisted public company in India may authorise another person to manage or deal with their shares by executing a Power of Attorney (PoA). The PoA must clearly specify the scope of authority granted, such as signing transfer forms, handling dividend matters, or making transmission requests. This document should be executed on appropriate stamp paper as per local stamp laws and must be notarised to be legally valid.

The shareholder should submit a notarised copy of the PoA to the Company's Registrar and Transfer Agent (R&TA) along with a formal request to register the PoA. Alongside, they must also provide specimen signatures and identity proof of the PoA holder, such as a self-attested copy of their PAN card. After verification, the R&TA will register the PoA and assign a registration number, which must be quoted in all future share-related correspondence or transactions made by the PoA holder.

It is important to note that registration of a PoA does not transfer share ownership, and the shareholder retains full ownership rights. The PoA remains valid until the shareholder formally revokes it in writing. For shares held in Dematerialised (Demat) form, a similar process must be followed with the concerned Depository Participant (DP), as per the applicable NSDL or CDSL procedures.

19. What is Green Initiative ?

As part of the Ministry of Corporate Affairs (MCA)'s Green Initiative, companies are encouraged to reduce the use of paper and contribute to environmental sustainability by sending all shareholder communications—such as Annual Reports, Notices of Meetings, and other statutory documents—in electronic mode. This initiative helps in faster dissemination of information, lowers costs, and supports eco-friendly practices.

Shareholders holding shares in Demat form are requested to register or update their email addresses with their respective Depository Participants (DPs). Those holding shares in physical form may register their email IDs directly with the Company's Registrar and Transfer Agent (R&TA) by sending a duly signed request quoting their folio number.

By opting for electronic communication, shareholders not only contribute to the environment but also receive timely and efficient updates from the company. This practice aligns with Section 20 of the Companies Act, 2013 and Rule 18 of the Companies (Management and Administration) Rules, 2014, which permit service of documents in electronic mode with the consent of shareholders.