

DEMATERIALIZATION OF SHARES

For the Notice of Shareholders:

Please note that pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 (Circular No. **SEBI/LAD-NRO/GN/2018/24**) dated 8th June, 2018, we hereby apprise you that SEBI has made amendment in the Regulation 40 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by adding the following proviso which shall come into force on the one hundred and eightieth day from the date of its publication in the official gazette (i.e. from 5th December, 2018). The text of the amendment is as follows:

“Provided, that except in the 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.”

We hereby inform you that pursuant to the aforesaid amendment coming into force from 5th December, 2018, “The Sandesh Limited” (“**Company**”) or its Registrar and Share Transfer Agent (“**RTA**”) will not be able to register any request for the transfer of securities which are held in physical form.

This process note on “ Dematerialisation of Shares” is being placed on the website of the Company further to BSE circular dated July 5, 2018 (ref no LIST/COMP/15/2018-19), which also mandates all the Listed Companies to place information on their website intimating the investors about the proposed change and provide appropriate guidance on how to dematerialize their shares

Process to be followed for dematerialization of shares:

1. Open a demat account with a Depository Participant (“**DP**”) registered with SEBI and with any one of the Depository i.e. National Securities Depository Limited (“**NSDL**”) or Central Depository Services Limited (“**CDSL**”).
2. Shareholder will be required to submit a request to the DP in the Dematerialisation Request Form (DRF) for dematerialization. The said DRF has to be signed by all the shareholders and be submitted along with original share certificate(s) and requisite documents as well as the charges as applicable. Further also ensure that the names and order of names as per certificate(s) matches with the names and order of the names as per the DP account.
3. Separate DRF’s have to be filled for each ISIN (i.e. for every Company) and for locked-in and free holdings.
4. Obtain an acknowledgement from the DP on handing over the share certificate(s).
5. 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. The DP will scrutinize the form and the certificates. This scrutiny involves the following:
 - a. 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.
 - b. Compare the names on DRF and certificates with the client account.

- c. Paid up status
 - d. ISIN (International Securities Identification Number) – for every ISIN a separate DRF has to be filled
 - e. Lock - in status
 - f. Distinctive numbers
6. 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 original physical share certificate(s) in case:
 - a. A single DRF is used to dematerialise securities of more than one company.
 - b. 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/ RTA and get new securities issued in lieu thereof.
 - c. 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.
 - d. 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.
 7. If the form and security count is in order, the DP will generate Dematerialisation Request Number (DRN) and shall send the electronic request to the Company's RTA.
 8. The DP shall also simultaneously send the DRF Form alongwith the Share Certificates to the Company's RTA for their confirmation. The Company's RTA shall physically destroy the share certificates.
 9. The Company's RTA, on receipt of DRF and share certificate(s) as above, will process the said request and if the DRF is found to be in order will electronically confirm the said request to the Depository (i.e. NSDL or CDSL) and which will be further communicated to the relevant DP where you have opened your demat account.
 10. On receipt of the confirmation, the DP will update your demat account number and credit your demat account with dematerialized shares. Further the DP will hold the shares in the dematerialised form on behalf of the shareholder as Trustee and the shareholder will become beneficial owner of these dematerialised shares.