

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.Refer BSE circular No.LIST/COMP/15/2018-19 dated July 05, 2018.

Dear Sir/ Madam,

This letter has been sent with an intention to aware the shareholders of our company who are holding shares of the Company in physical mode about the recent amendment in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 made by SEBI vide it's notification in official gazette on June 08, 2018.

By introducing the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, SEBI has amended the regulation 40(1) of the SEBI Listing Regulations, 2015 whereby 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.

Thus, from April 01, 2019, the shareholders will not be able to transfer their shares in physical mode. They will be required to dematerialize it first before transferring to anybody.

We hereby draw your attention towards this amendment and advise you to dematerialize your physical shares.The holding of securities in dematerialized form will give the following benefits:

- Immediate transfer of shares
- No stamp duty applicable
- Credit of dividend directly to the bank account through ECS
- Direct credit of corporate action like bonus/ split/ right etc.
- No additional holding/ transaction cost to Shareholders pursuant to SEBI directions of January 28, 2005.
- Avoidance of loss through loss in transit, theft, mutilation, forging of share certificates.
- Widely accepted for pledging against borrowings with lower interest rates.
- Details of investors are obtained from the Beneficiary Position (Benpos) and hence cannot be manipulated by companies while giving corporate benefits etc.
- Investor may view the details of total shareholding in the Demat account through EASI/EASIEST online services provided by Depositories (CDSL/NSDL)

Before opting for dematerialization you are also requested to keep your KYC Details updated to avoid any chances of rejection of dematerialization request by the Company/ RTA.

You may contact your Depository Participants to dematerialize your shareholding. You may also keep in touch with the Company or Sharex Dynamic (India) Private Limited, RTA of the Company for any assistance in the matter.

**Thanking you,
Yours faithfully
For N R Agarwal Industries Ltd.**

**Sd/-
Compliance Officer/Company Secretary**

Frequently asked questions on Dematerialisation/Rematerialisation

A. What are the benefits of Dematerialisation of shares?

Shares held in DEMAT form have several advantages and helps eliminate many problems that investors have to face while dealing with securities. They minimise paperwork that is involved with the ownership, trading, and transfer of securities. It facilitates faster transactions and makes trade of securities extremely convenient. There are a wide range of advantages associated with a DEMAT account such as:-

- a. The risks pertaining to physical certificates like loss, theft, forgery and damage are eliminated completely with a DEMAT account.
- b. The lack of paperwork enables quicker transactions and higher efficiency in trading including immediate transfer of shares and faster settlement cycle.
- c. Ease in portfolio monitoring
- d. The shares that are created through mergers and consolidation of companies are credited automatically in the DEMAT account.
- e. There is no need to pay stamp duty on transfer of securities thereby bringing down the cost of transaction significantly.

B. How do I open an account with a Depository and will I be periodically informed about the movement in my electronic account?

You may open an account with a depository participant ('DP') of your choice. As an investor you will interact with National Securities Depository Limited (NSDL) or Central Depository Services Limited (CDSL) through your Depository Participant. Your DP will allot you an account number which will serve as a reference for all your future dealings with them.

Your DP will update your account after each transaction, and would periodically furnish you with a statement of holding. You may verify this with them at the time of opening your electronic account.

C. How do I convert my paper/physical certificates into an electronic holding? [Dematerialisation]

To dematerialize your holding, you should first have an account with a DP of your choice. You may then hand over to your DP, the certificates along with the 'Dematerialisation Request Form' (DRF). Only the securities registered in your name can be submitted for dematerialization. Your DP will then send the DRF and the certificates to the Registrar and Share Transfer Agents of the Company, TSR Darashaw Limited ('TSRD') and an electronic request will also be sent through the NSDL/CDSL network reconfirming the same. TSRDL will verify the documents and if found in order, the dematerialization request will be confirmed to NSDL/CDSL who will in turn inform your DP. In the books of the Company, your folio with TSRDL will be debited and the account of NSDL/CDSL will be credited in respect of such dematerialized securities. NSDL/CDSL in their electronic records will credit the account of your DP who will then credit your account with the number of securities that have been dematerialized and the securities will thereafter be held in electronic form. This process would take approximately 15-20 days.

D. Will I continue to receive corporate benefits?

All the corporate benefits such as dividend, interest, bonus shares, rights shares will be issued by TSRDL to the beneficial owners i.e. the accountholders who hold the securities in electronic form. The dividend/interest amounts as and when declared/issued will be sent to you/your bankers directly. The entitlement of rights and bonus shares/debentures wherever applicable, will be credited to the beneficiaries' accounts as per the investors' option and the terms of the issue.

E. How do I trade (buy/sell) in electronic form?

You may buy and sell securities in electronic form through the depository by co-ordinating with your broker and your DP. Such transactions would be simpler and faster. Payments for such transactions would be made in the same way as is done for physical certificates. Securities purchased in electronic form are credited to your account on the very next day of payout with no formalities of filling transfer deeds or applying to the Company for registration.

Such transactions are not routed through the Company and the debit/credit takes place directly in the Depository System. However, corporate benefits would be paid to the person holding such securities on the Record date/Book closure date as applicable.

F. How can I reconvert my electronic holding into paper/physical form? [Rematerialisation]

As per the existing guidelines, an investor can choose to reconvert his electronic holding into physical form at any time through his DP. On receipt of the rematerialisation request along with the 'Remat Request Form' (RRF) the Company will issue fresh certificates.