

DUPLICATE SHARE CERTIFICATE POLICY and PROCEDURE OF DEMATERIALIZATION OF SHARES

Details of Registrar and Share Transfer Agent

KFin Technologies Limited

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DUPLICATE SHARE CERTIFICATE POLICY

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PROCEDURE FOR DEMATERIALIZATION OF SHARES

PART – 1
DUPLICATE SHARE CERTIFICATE POLICY

1. PREFACE

- i. Section 46 of the Companies Act, 2013 read with Rule 6 of Companies (Share Capital & Debentures) Rules, 2014 deals with the provisions relating to the issue of Duplicate Share Certificates.
- ii. Shayona Engineering Limited (“the Company”), proposes to establish a procedure for issuing duplicate share certificates and to formulate a policy for the same.

2. CIRCUMSTANCES IN WHICH DUPLICATE SHARE CERTIFICATE MAY BE ISSUED

A duplicate certificate of shares may be issued, if such certificate —

- (a) is proved to have been lost or destroyed; or
- (b) has been defaced, mutilated or torn and is surrendered to the company.

3. SCOPE OF THE POLICY

All the shareholders of the Company shall be covered under this Policy.

4. PROCEDURE FOR OBTAINING DUPLICATE SHARE CERTIFICATE

- i. The shareholder has to send the information about the loss of share Certificates quoting his/her/their folio number and details of the lost share certificates, if available to the Company/Registrar & Share Transfer Agents. This application shall state the full disclosure of the shares for which the duplicate share certificate is desired.
- ii. Simultaneously, a complaint has to be lodged with the police regarding loss of share certificates and the below mentioned documents have to be submitted by the shareholder to the Company:
 - a) Acknowledgment copy of the FIR filed with the police.
 - b) Duly signed Indemnity Bond as per the format given in Annexure-I for issue of duplicate share certificate, executed on a Non-Judicial Stamp Paper of Rs.100/- witnessed by two persons.
 - c) An Affidavit as per the format given in Annexure-II executed on a Non-Judicial Stamp Paper of Rs.100/- duly verified in the presence of First-Class Magistrate or a Notary Public.

PUBLICATION OF GENERAL NOTICE IN NEWSPAPER

- i. In case of loss of share certificates valuing Rs.10,000/- or more, a general notice shall be published in a newspaper circulating in the place of the registered office of the company intimating the public about the loss of the share certificate and the Company shall provide a notice period of at least 15 days for objections from the date of

publication and the company's proposal to consider issue of a duplicate share certificate, in lieu of the one that is lost, in case no objection is received by the company within 15 days.

- ii. The expenses of the publication of the general notice shall be borne by the Shareholder.

5. CONDITIONS FOR ISSUE OF DUPLICATE SHARE CERTIFICATE

The duplicate share certificate shall not be issued in lieu of those that are lost or destroyed, without the prior consent of the Board/Stakeholders Relationship Committee and without payment of such fees as the Board/Stakeholders Relationship Committee thinks fit, not exceeding Rupees fifty per certificate and on such reasonable terms, such as furnishing supporting evidence and indemnity and the payment of out-of-pocket expenses incurred by the company in investigating the evidence produced, as referred in this Policy.

6. TIME LIMIT FOR ISSUE OF DUPLICATE SHARE CERTIFICATE

The Duplicate Share Certificate shall be issued within fifteen days, from the date of submission of complete documents with the company / Registrar and Share Transfer Agent of the Company.

7. ISSUE OF DUPLICATE SHARE CERTIFICATE

- i. On proper compliance of the above mentioned formalities from the shareholder, and after expiry of the period specified in the general notice, if any and if the company does not receive any objection to its proposal, wherever applicable, the proposal for issue of duplicate share certificate shall be placed at a meeting of Board or Stakeholders Relationship Committee, if any.
- ii. The proposal shall be approved by way of a resolution, which will, *inter alia*, include approval for issue of new share certificate and shall authorize two directors and Secretary or any other person specified to sign the share certificate and affix common seal in their presence.
- iii. The following words shall be written on the face of the duplicate share certificate "Duplicate issued in lieu of share certificate No..." and the word "Duplicate" will be stamped or printed prominently in bold letters on the face of the share certificate.

8. REGISTER OF RENEWED & DUPLICATE SHARE CERTIFICATES

- i. Particulars of duplicate share certificates issued shall be entered in the Register of Renewed and Duplicate Share Certificates maintained in Form No. SH.2 as per Companies Act, 2013 and the rules made there under indicating the name of the person to whom it is issued, the number and date of the issue of the share certificate in lieu of which the new certificate is issued, and the necessary changes indicated in the Register of Members by suitable cross-references in the "Remarks" column.
- ii. The register shall be kept at the registered office of the company or at such other place where the Register of Members is kept and it shall be preserved permanently and shall be kept in the custody of the company secretary of the company or any other person authorized by the Board for the purpose.

- iii. All the entries in the Register shall be authenticated by the Company Secretary or some other person duly authorized by the Board or the Committee of directors for the purpose of sealing and signing the share certificate.

9. INTIMATION TO STOCK EXCHANGE

Intimation shall also be given to all stock exchanges where the shares of the company are listed regarding issue of duplicate share certificate and cancellation of old share certificate promptly in accordance with SEBI LODR Regulations.

Annexure-I

INDEMNITY BOND

(To be executed on a Non-Judicial Stamp Paper of Rs.100/-)

To,
Shayona Engineering Limited.
113/1, GIDC,
MAKARPURA, M.I. Estate,
Vadodara Gujarat-390010, India
Folio No.

I held, *Inter alia*(Number) Equity Shares of the face value of Rs...../-(Rupees.....) each in **Shayona Engineering Limited**, as per details below:

Share Certificate	No. of Equity Shares	Distinctive Nos. No.(s)	
		From	To

The Share Certificate(s) in respect of the said shares have been lost and they are not in my possession. The said Share Certificate(s) was not accompanied by any blank transfer deed(s) signed by me and that I have not, nor has any person by my order in any manner disposed of, parted with or, pledged the said certificate(s) or assigned my interest therein or any part thereof to any person. I am the sole and absolute owner of the shares covered by the said share certificate(s) and shall cause the same to be surrendered to the company, if and when the same is/are found.

I, therefore request to issue a duplicate of the said Share Certificate(s).

In consideration of the Company so doing, I do hereby indemnify the Company and bind myself, my heirs, executors and administrators to pay all claims, charges, costs, damages, demands, expenses and losses, which the said Company, may sustain, incur or be liable for in consequence of having issued duplicate certificate(s) at my above said request.

The company may realize the said claims, charges, costs, damages, demands, expenses and losses from me personally or my heirs, executors or administrators or my properties as the case may be.

IN WITNESS WHEREOF I have signed thisth day of

Place:

SIGNATURE

Witness No. 1

Name in Block Letters:

Full Address:

Signature:

Witness No.2

Name in Block Letters:

Full Address:

Signature:

Annexure-II

AFFIDAVIT FOR DUPLICATE CERTIFICATE

(To be executed on a Non-Judicial Stamp Paper of Rs.20/- and to be notarized)

Folio No

I,(Name of Shareholder), Son/Daughter of residing at, do solemnly and sincerely swear and state as under:

1. That(Number) Equity shares of Rs. 10/- each having Distinctive Nos.are registered in my name in the books of **Shayona Engineering Limited**.
2. That share certificate(s) No. were issued to me by the company for the said shares.
3. That the said share certificate(s) covering the said share(s) have been lost and they are not in my possession.
4. That I have not transferred the said share(s) or any of them in favour of any other person and I have not executed any instrument of transfer for the said share(s) in favour of any person.
5. I therefore request M/s. Shayona Engineering Limited, to issue duplicate shares in lieu of the original share certificates for the aforesaid shares

VERIFICATION

I solemnly verify that the facts stated above are true and that nothing material has been concealed.

Place:

Date:

DEPONENT

PART – 2

POLICY ON DEMATERIALIZATION OF SHARES

Dematerialization is a process through which physical securities such as share certificates and other documents are converted into electronic format and held in a Demat Account.

A depository is responsible for holding the securities of a shareholder in electronic form.

Currently, there are two depositories registered with SEBI and are licensed to operate in India:

NSDL (National Securities Depository Ltd.)

CDSL (Central Depository Services (India) Ltd.)

Process of dematerialization

1. The Company shall process dematerialization requests in accordance with the Depositories Act, 1996, SEBI regulations and applicable circulars.
2. Dematerialization starts with opening a Demat account. For Demat account opening, you need to shortlist a Depository Participant (DP) that offers Demat services.
3. To convert the physical shares into Electronic/Demat form, A Dematerialization Request Form (DRF), which is available with the Depository Participant (DP), has to be filled in and deposited along with share certificates. On each share certificate, the word '**Surrendered for Dematerialization**' needs to be mentioned.
4. The DP needs to process this request along with the share certificates to the company and simultaneously to registrars and transfer agents through the depository.
5. Once the request is approved, the share certificates in the physical form will be destroyed and a confirmation of dematerialization will be sent to the depository.
6. The depository will then confirm the dematerialization of shares to the DP. Once this is done, a credit in the holding of shares will reflect in the investor's account electronically.
7. This cycle takes about 15 to 30 days from the submission of dematerialization request subject to condition that the information provided in the DRF form or document or

signature of shareholder are in matching with the records maintained by the Company or its Registrar and Share Transfer Agent. Dematerialization is possible only with a Demat account.

Purchasing dematerialized securities:

Step 1: Choose a broker who can facilitate the purchase of the securities.

Step 2: Make a payment to the broker who will then arrange for the payment to the clearing corporation on the pay-in day

Step 3: The securities are credited to the broker's clearing account on the pay-out day

Step 4: The broker will give instructions to its Depository Participant (DP) to debit the clearing account and credit the same to your account

- The depository will then confirm the dematerialization of shares to the DP.
- Once this is done, a credit in the holding of shares will reflect in the investor's account electronically.

Step 5: You will receive shares into your account. In order to receive the credit, you will need to give 'Receipt Instructions' to the DP if you did not give standing instructions during the opening of your account.

Selling dematerialized securities:

Step 1: Choose a broker and sell the securities in a stock exchange linked to the NSDL (National Securities Depository Limited)

Step 2: The Depository Participant (DP) needs to be instructed to debit your account with the number of securities sold and credit the broker's clearing account

Step 3: You need to send the delivery instruction to your Depository Participant (DP) using the delivery instruction slips.

- Once the request is approved, the share certificates in the physical form will be destroyed and a confirmation of dematerialization will be sent to the depository

Step 4: The broker will give instructions to its DP for delivery to the clearing corporation before the pay-in day.

Step 5: You will receive the payment from the broker for the sale of your securities.