भारतीय प्रतिभूति और विनिमय बोर्ड
Securities and Exchange Board of India

**CIRCULAR**

**SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/67** **May 14, 2025**

**To,**

**All registered Registrars to an Issue and Share Transfer Agents (RTAs)**

Madam / Sir,

**Sub: Investor Charter for Registrars to an Issue and Share Transfer Agents (RTAs)**

1. SEBI, vide Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/670 dated November 26, 2021 (hereinafter mentioned as 'Circular') and Clause 29 of Master Circular for RTAs dated May 07, 2024 (hereinafter mentioned as 'Master Circular'), inter alia, issued Investor charter for RTAs.

2. In a move to enhance financial consumer protection alongside enhanced financial inclusion and financial literacy and in view of the recent developments in the securities market including introduction of Online Dispute Resolution (ODR) platform and SCORES 2.0, it has been decided to modify the investor charter for RTAs.

3. In view of the above and based on consultation with RTAs' Industry Standards Forum (ISF), updated investor charter for RTAs is placed at **Annexure A**.

4. In this regard, all the registered RTAs shall take necessary steps to bring the Investor Charter to the notice of existing and new shareholders by way of

   a) disseminating the Investor Charter on their websites/through e-mail;
   b) displaying the Investor charter at prominent places in offices etc.

5. The Registrar Association of India (RAIN) shall also disseminate the Investor Charter on its website.

6. Additionally, in order to ensure transparency in the Investor Grievance Redressal Mechanism, all the registered RTAs shall continue to disclose on their respective websites, the data on complaints received against them or against issues dealt by them and redressal thereof, latest by 7th of succeeding month, as per the format enclosed at **Annexure 'B'** to this circular.

7. These disclosure requirements are in addition to those already mandated by SEBI.

8. The provisions of this circular shall come into force with immediate effect.

9. With the issuance of this circular, SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/670 dated November 26, 2021 stands rescinded and Clause 29 of Master Circular for RTAs dated May 07, 2024 stands amended as per this circular.

10. This circular is issued in exercise of powers conferred under Section 11(1) of Chapter IV of the Securities and Exchange Board of India Act, 1992 read with Regulation 15D of the SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, to protect the interests of investors in securities and to promote the development of, and to regulate the securities markets.

11. This circular is available on SEBI website at www.sebi.gov.in under the category: 'Legal → Circulars

**Yours faithfully,**

**Aradhana Verma**
**General Manager**
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**Annexure-A**

# INVESTOR CHARTER – REGISTRARS TO AN ISSUE AND SHARE TRANSFER AGENTS (RTAs)

## Vision

To be a trusted, transparent and prompt service provider to the investors, conforming to the highest standards of compliance, confidentiality and professionalism in conduct, to meet the obligation towards investors in Indian capital markets.

## Mission

- To maintain high standard of integrity in the conduct of business by fulfilling obligations in a prompt, ethical, transparent and professional manner.
- To comply with all regulatory requirements in a time bound manner.
- To facilitate prompt service to investors by and through streamlining the process and harnessing technology.
- To facilitate easy approach, communication and interface with investors so as to resolve their queries / grievances.
- To ensure confidentiality of information shared by investors unless such information is required to be provided in furtherance of discharging legal obligations or investors have provided specific consent to share such information.

## Services provided by RTA to investors

- Providing details of allotment and clarification on allotment.
- Processing change in /updation of the KYC details of the investors for physical holdings like change of address/bank account details/ e-mail address /telephone/mobile/ nomination and PAN.
- Processing and updating investor holding/title change requests viz., name deletion, transmission, transposition, issue of duplicate shares, dematerialization and rematerialisation of securities.
- Processing of other requests, viz., recording of declaration with regard to exemption / lower tax rates for TDS on dividend/interest, revalidation and reissue of dividend and interest instruments.

- Processing investor service requests in a timely manner and providing details of discrepancies observed in the documents to the investors in one go.
- Execution and intimation of other corporate actions viz., ESOPs, Dividend payment, Stock split, Bonus issue and Merger/Demerger activities.
- Communication of Rights issue entitlements.
- Communication of Buyback, exit offer, takeover made by the company/ acquirer, and the procedure to be followed by investor in respect of these issues
- Mandatory execution of transfer of shares and dividends to IEPF and transfer of undelivered share certificates to Suspense account.
- Process grievance received through e-mails, Letters and SCORES.

**Timelines pertaining to various services provided by RTA**

| Sr No | Nature of Service | Expected Timelines (number of days) |
|---|---|---|
| **A** | **Investor Service Request**: | |
| 1 | Processing of transmission request | 21 |
| 2 | Processing of issue of duplicate security certificate request | 30 |
| 3 | Processing of dematerialization request | 15 |
| 4 | Processing of remat request | 30 |
| 5 | Processing of Transposition request | 15 |
| 6 | I. Processing of request for change in / updation of<br>a. Name | 30 |
| | b. Signature | 30 |
| | c. Nomination | 30 |
| | d. Contact details (Address, E-mail address and Mobile number) | 15 |
| | e. Bank account details | 15 |
| | II. Processing of request for Updation of PAN | 15 |

| | | |
|---|---|---|
| 7 | Processing of Re-validation of dividend / interest / redemption instruments and sending the remittance request files to the bank / Company | 15 |
| **B** | **Grievance Redressal** | |
| 1 | Providing response to the inquiries of the investors and Redressal of Grievance | 21 |
| **C** | **Other Operational activities** | |
| 1 | Allotment of securities (IPO) | 6 |
| 2 | Intimation regarding distribution of corporate benefits (dividend, bonus, stock Split)<br>a. E-mail communication<br>b. Physical communication | <br><br>15<br>30 |

**Rights of investors**

- Right to receive all the benefits/ material information declared by the Company.
- Right to fair and equitable treatment.
- Right to actively participate in the AGM / EGM of the company & E-voting events so as to be a part of the decision making of the Company's business resolutions.
- Right to approach RTA, Depository, Company, Stock Exchange or SEBI for resolution within prescribed timelines, in case of any grievances.
- Right to ask for and receive information about all the statutory and regulatory disclosures.
- Right to sell/transfer securities with minimal documentation.
- Right to get access to services in a suitable manner even if differently abled.
- Right to get access to educational materials of RTAs.
- Right to get customised services as per requirement at fair price.
- Right to have access to the escalation matrix for communication with the RTA.
- Right to not be bound by any clause prescribed by the Issuer Company/RTA which are contravening to the Regulatory provisions.
- Right to get updates with respect to various service requests filed with the RTA.

**DOs and DON'Ts for Investor**

| Dos | Don'ts |
|---|---|
| 1. Encash dividend/Interest regularly to avoid transfer of unclaimed amount/underlying securities to IEPF.<br>2. Follow up diligently and promptly if you have not received allotment intimation/ certificate / dividend / interest etc.<br>3. Ensure that your PAN is registered with the RTA for all your folios.<br>4. Ensure nomination is registered for all your securities to smoothen the transmission.<br>5. Ensure that all KYC details viz., full postal address with PIN, mobile number, e-mail address etc. are updated to facilitate the RTA for sending communication.<br>6. Ensure that correct and complete Bank details are recorded with RTA to facilitate prompt electronic credit of dividend / interest / redemption amounts and eliminate possibility of unclaimed amounts / underlying securities being transferred to IEPF.<br>7. Promptly inform the RTA in writing and complete required formalities in case of loss of securities.<br>8. Ensure that the documents provided for availing any investor service request are complete in all respects and keep copies of documents sent to the RTA.<br>9. Monitor all corporate announcements pertaining to investments made. | 1. Do not keep your folios without PAN.<br>2. Do not keep your folios without nomination<br>3. Do not deal with unauthorized persons for any investor service requests such as change in / updation of address, e-mail address, mobile number and bank details.<br>4. Do not share security details, viz., folio number, certificate number, distinctive number(s), bank details, specimen signature, KYC documents, etc. with unknown person(s). |

**Grievance Redressal – Modes and Escalation Mechanism**

The process of investor grievance redressal is as follows:

| | | |
|---|---|---|
| 1. | Investor complaint/Grievances | Investor can lodge complaint/grievance against RTA in the following ways:<br><br>Mode of filing the complaint with Listed Company/RTA:<br><br>Investor can approach the Listed Company/RTA at the designated Investor Grievance e-mail ID of the Listed Company/RTA. The Listed Company/RTA will strive to redress the grievance immediately, but not later than 21 days of the receipt of the grievance<br><br>Mode of filing the complaint with stock exchanges<br><br>i. SCORES 2.0 (a web based centralized grievance redressal system of SEBI) (https://scores.sebi.gov.in)<br><br>Two level review for complaint/grievance against RTA:<br>• First review done by Designated body/Exchange<br>• Second review done by SEBI<br><br>ii. Emails to designated email IDs of Exchange |
| 2. | Online Dispute Resolution (ODR) platform for online Conciliation and Arbitration | If the Investor is not satisfied with the resolution provided by the Market Participants, the Investor has the option to file the complaint/ grievance on SMARTODR platform for its resolution through online conciliation or arbitration. |

| | | |
|---|---|---|
| 3. | Steps to be followed in ODR for Review, Conciliation and Arbitration | 1. Investor to approach Market Participant for redressal of complaint<br><br>2. If investor is not satisfied with response of Market Participant, he/she has either of the following 2 options:<br>i. May escalate the complaint on SEBI SCORES portal.<br>ii. May file a complaint on SMARTODR portal for its resolution through online conciliation and arbitration.<br><br>3. Upon receipt of complaint on SMARTODR portal, the relevant MII will review the matter and endeavor to resolve the matter between the Market Participant and investor within 21 days.<br><br>4. If the matter could not be amicably resolved, then the matter shall be referred for conciliation.<br><br>5. During the conciliation process, the conciliator will endeavor for amicable settlement of the dispute within 21 days, which may be extended with 10 days by the conciliator with consent of the parties to dispute.<br><br>6. If the conciliation is unsuccessful, the investor may request to refer the matter for arbitration.<br><br>7. The arbitration process to be concluded by arbitrator(s) within 30 days, which is extendable by 30 days with consent of the parties to dispute. |

**Annexure - B**

**Data of complaints against Registrars to an Issue and Share Transfer Agents (RTAs) to be displayed on their websites-**

Format for disclosing data of complaints on their website:

**Data for the month ending**

| SN | Received from | Carried forward from previous month | Received during the month | Total Pending | Resolved* | Pending at the end of the month** | | Average Resolution time^ (in days) |
|---|---|---|---|---|---|---|---|---|
| | | | | | | Pending for less than 3 months | Pending for more than 3 months | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | | 8 |
| 1 | Directly from Investors | | | | | | | |
| 2 | SEBI (SCORES 2.0) | | | | | | | |
| 3 | Stock Exchanges (if relevant) | | | | | | | |
| 4 | Other Sources (if any) | | | | | | | |
| 5 | **Grand Total** | | | | | | | |

**Trend of monthly disposal of complaints**

| SN | Month | Carried forward from previous month | Received | Resolved* | Pending** |
|---|---|---|---|---|---|
| 1 | 2 | 3 | 4 | 5 | 6 |

| | | | | | |
|---|---|---|---|---|---|
| 1 | April -YYYY | | | | |
| 2 | May-YYYY | | | | |
| 3 | June-YYYY | | | | |
| 4 | July-YYYY | | | | |
| 5 | …. | | | | |
| 6 | …. | | | | |
| | March-YYYY | | | | |
| | **Grand Total** | | | | |

*Should include complaints of previous months resolved in the current month, if any.

**Should include total complaints pending as on the last day of the month, if any.

^Average resolution time is the sum total of time taken to resolve each complaint in the current month divided by total number of complaints resolved in the current month.

**Trend of annual (Financial Year) disposal of complaints#**

| SN | Year | Carried forward from previous year | Received | Resolved | Pending |
|---|---|---|---|---|---|
| 1 | 2021-22 | | | | |
| 2 | 2022-23 | | | | |
| 3 | 2023-24 | | | | |
| 4 | 2024-25 | | | | |
| | **Grand Total** | | | | |

#The data shall be emailed to rta@sebi.gov.in