

S.No.	Terms	Definition
1	Circular on TPA	means SEBI Circular on Model Tripartite Agreement dated May 25, 2023
2	LODR	means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
3	Master Circular	means SEBI Master Circular for RTAs dated May 17, 2023
4	New STA	means New Share Transfer Agent
5	Old STA	means Old Share Transfer Agent
6	RTA Regulations	means SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

S.No.	Section / Regulation / Circular / Secretarial Standard	Heading	Compliance	Timeline	Remarks
1	Section 173 of CA, 2013	Notice of BM	<p>The company to send a notice to the board of directors to consider and approve</p> <ol style="list-style-type: none"> 1. change in STA 2. appointment of independent auditor for sample checking of records/ data and documents to be handed over by Old STA 3. draft notice to Old STA for discontinuance of services 4. draft notice to new STA for engaging his services 5. to approve cut off data for termination of Old STAs services and commencement of new STA's services 6. to delegate power to transfer securities to the New RTA [Reg. 40(2) of LODR] <p>Intimation as per S no. 5 of this checklist has to be dispatched atleast 30 days prior to the change of New RTA i.e the cut off date (company to ensure that the cut-off date should be after a minimum 30 days of the board meeting)</p> <p>(the aforesaid matters mentioned from point 1 to point 5 requires approval as</p>	Board meeting shall be called by giving not less than seven days' notice in writing to every director either physically or electronically	<p>For point no.6 - Reg. 40(2) reads as: the board of directors of a listed entity may delegate the power of transfer of securities to a committee or to compliance officer or to the registrar to an issue and/or share transfer agent(s).</p> <p>The company will have to pass BR for fresh delegation, in case the earlier delegation mentions the name of the Old RTA.</p> <p>Company may check if the appointment is to be approved by its Stakeholders Relationship Committee ('SRC') as per the terms of reference of its SRC. Further, if the appointment of Old STA was approved by its SRC then the appointment of New STA is to be approved by SRC.</p>

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			per the format of tripartite agreement provided in Annexure A of SEBI circular dated May 25, 2023)		
2	Section 179(3) of CA,2013	Board meeting	Company shall conduct a meeting of board of directors to consider and approve the matters stated in the BM notice	-	As per Annexure I to the Guidance Note on SS-I , Agreement by the company with existing share transfer agent/ the new share transfer agent in the manner as specified by the board from time to time. That is, approval for the biparty (agreement with new STA) and tripartite agreement (agreement with new and old STA) has to be taken at the BM and cannot be approved through circular resolution.
3	Reg. 30 r/w Sch III Part A Para A clause 8 and SEBI circular dated July 13, 2023	Intimation to SEs	The company has to intimate the discontinuation of Old STA and appointment of New STA	Within 30 minutes from the conclusion of the BM	As per SEBI circular dated July 13, 2023 , the intimation should disclose - (i) reason for appointment and discontinuation (ii) date on which the above would become effective

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4	Point 2 to Annexure A of the SEBI Circular on TPA	NOC from the Old RTA	Company shall obtain an NOC from the Old STA for shifting of ISIN and pay all outstanding dues to the Old STA		The company has to give notice to the Old STA to discontinue its services. The company has to obtain NOC from the Old STA
5	Point 4 to Annexure -2 of the SEBI Master Circular	Intimation to shareholders / debentureholders / investors		One month before the change in appointment of New STA i.e. one month before the cut-off date	
6	Reg. 9A(1)(b) of the RTA Regulations r/w para 3.2.4 of the SEBI Master Circular	Bi-party agreement with the New STA	The RTA has to enter into a MOU (valid agreement) with the company		The format has been prescribed in Annexure -2 of the SEBI Master Circular
7	Reg. 7(4) of LODR r/w SEBI Circular on TPA	Tripartite agreement	The company has to enter into a tripartite agreement. The agreement will be between the Old STA, New STA and the company.		As per point 25 to Annexure-A of SEBI Circular on TPA, the tripartite agreement shall be signed by the parties only after Old RTA has issued NOC to shift the ISIN to the New STA

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8	Regulation 7(5) r/w SEBI Circular dated May 25, 2023	Intimation to Stock Exchange	The company has to intimate the appointment of the New STA to the SEs	Within seven days of entering into the agreement	
9	Regulation 7(6) of LODR	Placing the agreement before the Board	Copy of the agreement to be place before the board of directors of the company in the subsequent meeting of board	At the subsequent BM	
10	Point 29 to Annexure A of SEBI Circular on TPA	Special contingency insurance policy	The company shall ensure that it has taken special contingency insurance policy to cover risk out of fraud, forgery, errors of commission/ omission, etc		Refer to SEBI Circular dated May 25, 2022
11	Clause 4.1 of the SEBI Circular on TPA	Website disclosure	Company to ensure that the format of the tripartite agreement is published on its website	This is a continuous requirement	