

CIRCULAR

SEBI/HO/MIRSD/DOR/CIR/P/2021/46

March 26, 2021

All Stock Brokers through exchanges
All Depository Participants through Depositories
All Merchant Bankers
All Registrar to an Issue and Share Transfer Agent
All Debenture Trustee
All Credit Rating Agencies
All Bankers to an issue

Dear Sir / Madam,

Sub: Transfer of business by SEBI registered intermediaries to other legal entity

SEBI has been receiving registration applications pursuant to transfer of business (SEBI regulated business activity) from one legal entity which is a SEBI registered Intermediary (transferor) to other legal entity (transferee). In this regard, following is clarified:

1. The transferee shall obtain fresh registration from SEBI in the same capacity before the transfer of business if it is not registered with SEBI in the same capacity. SEBI shall issue new registration number to transferee different from transferor's registration number in the following scenario:

“Business is transferred through regulatory process (pursuant to merger / amalgamation / corporate restructuring by way of order of primary regulator /govt / NCLT, etc) or non-regulatory process (as per private agreement /MOU pursuant to commercial dealing / private arrangement) irrespective of transferor continues to exist or ceases to exist after the said transfer.

2. In case of change in control pursuant to both regulatory process and non-regulatory process, prior approval and fresh registration shall be obtained. While granting fresh registration to same legal entity pursuant to change in control, same registration number shall be retained.
3. If the transferor ceases to exist, its certificate of registration shall be surrendered.
4. In case of complete transfer of business by transferor, it shall surrender its certificate of registration.
5. In case of partial transfer of business by transferor, it can continue to hold certificate of registration.

This circular is issued in exercise of powers conferred under Section 11 (1) of the Securities and Exchange Board of India Act, 1992, to protect the interests of investors in securities and to promote the development of, and to regulate the securities market.

Yours faithfully

Anupma Chadha

Dy. General Manager

Phone:022-26449319

Email: anupmac@sebi.gov.in