भारतीय प्रतिभूति और विनिमय बोर्ड
Securities and Exchange Board of India

CIRCULAR

HO/49/14/13(11)2026-CFD-POD1/I/16864/2026 **Date: July 21, 2026**

To,

All Listed Companies

All Recognised Stock Exchanges

All Depositories

All Registered Merchant Bankers

Madam / Sir,

Subject: Operationalisation of freezing of holdings of promoter and promoter group including their associates (promoter holdings) at the ISIN level under Regulation 24(i)(ea) of the SEBI (Buy-back of Securities) Regulations, 2018

1. SEBI, vide notification dated July 01, 2026, has amended the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (herein after referred as **"Buy-back Regulations"**), inter alia, inserting Regulation 24(i)(ea) to Buy-back Regulations, which provides that shares or other specified securities held by promoter and promoter group including their associates (herein after referred as **“promoter holdings”**) shall remain frozen at the ISIN level from the date of passing of the resolution by the board of directors or the special resolution, as the case may be, till the closing of the offer, while permitting:
   a. Tendering of shares or other specified securities in a buy-back undertaken through the tender offer route and
   b. Invocation of encumbrances created prior to the commencement of buy-back period on shares or other specified securities.
2. To operationalise the aforesaid amendment, the Depositories shall put in place an operational framework, including the necessary system enhancements, and issue the necessary operational guidelines/communiqués to facilitate implementation of Regulation 24(i)(ea) of Buy-back Regulations.
3. The operational framework shall, inter alia, provide for:
   a. Format of issuance of instructions by Listed companies for freezing of promoter holdings.
   b. Operational modalities for implementation of the ISIN-level freeze on the promoter holdings.

c. Operational modalities for permitting tendering of shares or other specified securities in a buy-back undertaken through the tender offer route.

d. Operational modalities for permitting invocation or release of encumbrances created prior to the commencement of buy-back period and freeze to continue to apply on invoked/released shares or other specified securities.

e. Any other operational procedures or system requirements necessary for effective implementation of Regulation 24(i)(ea) of Buy-back Regulations.

4. The Depositories shall ensure that the operational framework and the necessary system enhancements are put in place before **August 01, 2026**.

5. Listed Companies, Recognised Stock Exchanges, Depositories, Merchant Bankers, Registrars to an Issue and Share Transfer Agents (RTAs), shall ensure compliance with this Circular and the operational framework issued by the Depositories.

6. This Circular shall come into force with immediate effect from date of issuance of this circular.

7. This Circular is issued in exercise of the powers conferred under Section 11(1) of the Securities and Exchange Board of India Act, 1992 read with Section 26(3) of the Depositories Act, 1996 to protect the interests of investors in securities and to promote the development of, and to regulate, the securities market.

8. This Circular is available at www.sebi.gov.in under the link **"Legal → Circulars".**

Yours faithfully,

Vimal Bhatter
Deputy General Manager
Corporation Finance Department
Policy and Development -1