

Circular No.: NSDL/CIR/II/25/2020

Date: July 6, 2020

Sub: Submission of Compliance Certificate by RTAs/Issuers having direct electronic connectivity with NSDL

All RTAs/ Issuers having direct electronic connectivity with NSDL are aware that, as a SEBI registered intermediaries, RTAs/ Issuers having direct electronic connectivity with NSDL are required to comply with the following:

- a) The Depositories Act, 1996, SEBI (Depositories and Participants) Regulations, 2018, SEBI (Registrars to an Issue And Share Transfer Agents) Regulations, 1993, Directives / Circulars / Clarifications / Guidelines issued by SEBI, the Government of India, Regulatory Bodies and NSDL, from time to time.
- b) The Bye Laws and Business Rules of NSDL.

Further, RTAs/Issuers having direct electronic connectivity with NSDL are required to comply with the provisions of Prevention of Money Laundering Act, 2002 and the Rules and Guidelines notified thereunder by SEBI or Statutory / Regulatory Authorities.

Broad objectives of the Compliance Certificate:

- I. To assure the management that the operations of the RTA/Issuer having direct electronic connectivity with NSDL are in compliance with the requirements of The Depositories Act, 1996, SEBI (Depositories & Participants) Regulations, 1996, NSDL Bye Laws and Business Rules, its agreement with NSDL and various circulars issued by SEBI / NSDL from time to time.
- II. To assure management that the DPM (SHR) system is managed and maintained in a manner that there is no threat to business continuity, integrity of data processing system is maintained at all times and methods are put in place to ensure that records are not lost, destroyed or tampered with or in the event of loss or destruction of data, sufficient backup of records is available at all times.
- III. To assure management and NSDL that the business operations of the RTA / Issuer having direct electronic connectivity with NSDL are conducted in a manner that the foreseeable risks are addressed with appropriate internal control mechanism.

In this regard, RTAs/Issuers having direct electronic connectivity with NSDL are advised to submit a 'Compliance Certificate' to NSDL in the format given in Annexure A, duly signed and stamped by the Compliance Officer of the RTA/Issuer having direct electronic connectivity with NSDL, at half yearly intervals as per following schedule:

Period	Due date for submission of certificate to NSDL
January to June	July 31
July to December	January 31

First submission of Compliance Certificate is for the half year period July 01, 2020 to December 31, 2020, due date for submission will be January 31, 2021.

For and on behalf of

National Securities Depository Limited

Prathmesh Mungle
Senior Manager

Encl.:a/a



Annexure A

(To be provided by Registrar and Transfer Agent's (RTA) / Issuers having direct electronic connectivity)

Date: _____

To

National Securities Depository Limited
Trade World, A Wing, 4th floor
Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai - 400 013.

Dear Sir/Madam,

Sub: Compliance Certificate for the period _____ to _____

1. I _____ (Name of the Compliance Officer) hereby certify that the depository operations of _____ (Name and BP ID of RTA /Issuer having direct electronic connectivity with NSDL) are in compliance with all applicable laws and especially with respect to the following:
 - a) The Depositories Act, 1996;
 - b) The SEBI (Depositories and Participants) Regulations, 2018 including reconciliation of dematerialised securities with all the securities issued by the issuer, on a daily basis
 - c) SEBI (Registrars to an Issue And Share Transfer Agents) Regulations, 1993;
 - d) The Bye Laws and Business Rules of NSDL.
 - e) Directives / Circulars / Clarifications / Guidelines issued by SEBI, the Government of India, Regulatory Bodies and NSDL, from time to time.
 - f) Prevention of Money Laundering Act, 2002 and the Rules and Guidelines notified thereunder by SEBI or Statutory / Regulatory Authorities.
2. Activities in which the RTA/Issuer having direct electronic connectivity with NSDL has not been in Compliance, if any, are as under:

Sr. No.	Activities in which the RTA/Issuer having direct electronic connectivity with NSDL has not been in compliance	Steps taken to ensure compliance in future
1		
2		

Name and Designation of Compliance Officer :
Signature of Compliance Officer :