

Circular No.: NSDL//CIR/II/46/2025

Date: December 24, 2025

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

Attention of RTAs/ Issuers having direct electronic connectivity with NSDL is invited to Circular No. NSDL/CIR/II/25/2020 dated July 06, 2020, Circular No. NSDL/CIR/II/51/2020 dated December 24, 2020, Circular No. NSDL/CIR/II/12/2021 dated June 18, 2021 and Circular No. NSDL/ CIR/II/24/2024 dated October 30, 2024 regarding submission of half yearly Compliance Certificate by RTAs/ Issuers having direct electronic connectivity in prescribed format by January 31 and July 31 of every year.

In this context, the Compliance Certificate format has been modified as enclosed as **Annexure 1** in track change mode and **Annexure 2** (without highlighting the changes).

The Compliance Officer will be required to submit the digitally signed Compliance Certificate online through e-PASS platform using login credentials.

RTAs/Issuers connected to NSDL are advised to take note of the above and ensure compliance.

For and on behalf of

National Securities Depository Limited

RAKESH
M MEHTA

Digitally signed by
RAKESH M MEHTA
Date: 2025.12.24
12:36:02 +05'30'

Rakesh Mehta

Vice President

Enclosed: a/a.



Issuer Interface Circular

Annexure A

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

Date: _____

To

National Securities Depository Limited

Dear Sir/Madam,

Sub: Compliance Certificate for the period _____ to _____

1. I _____ hereby certify that the depository operations of _____ - INXXXX (Name and BP ID of RTA/Issuer having direct electronic connectivity with NSDL) are in compliance with all laws and especially with respect to the following, to the extent applicable to RTA/ Issuer:

- 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.

2. I _____ (Name of the Compliance Officer) hereby confirm that (Name of the Issuer/RTA) does not have any direct or indirect association with another person who-

- (i) provides advice or any recommendation, directly or indirectly, in respect of or related to a security or securities, unless the person is registered with or otherwise permitted by the SEBI to provide such advice or recommendation; or
- (ii) makes any claim, of returns or performance expressly or impliedly, in respect of or related to a security or securities, unless the person has been permitted by the SEBI to make such a claim.

2.3. 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

Name and Designation of Compliance Officer:

Signature of Compliance Officer: