

Circular No.: NSDL/CIR/II/04/2024

Date: April 05, 2024

Subject: Internal Audit of Registrar and Transfer Agents (RTAs)/ Issuers having direct connectivity with NSDL.

RTAs/Issuers having direct connectivity with NSDL are aware that as per Bye Law 8.5.9, every Issuer or its Registrar and Transfer Agent is required to have its operations audited by a qualified Chartered Accountant or a Company Secretary or a Cost and Management Accountant holding a Certificate of Practice. Based on such audit, a copy of the report should be submitted to NSDL on half yearly basis.

Attention of RTAs/Issuers having direct connectivity is invited to Circular No. NSDL/CIR/40/2023 dated October 03, 2023 in which guidelines related to scope of the audit and format of the audit report were provided. The audit report format has been modified and enclosed as **Annexure 1** in track change mode and as **Annexure 2** (without highlighting the changes). The broad objectives / guidelines for the internal audit are enclosed as **Annexure 3**. RTAs/ Issuers having direct connectivity are advised to take note of the following:

1. Audit should cover all facets of the RTA/Issuer having direct connectivity operations. Auditor may expand the scope of audit / add more audit points to achieve the objectives enclosed as Annexure 3. RTAs/Issuers having direct connectivity are advised to extend full co-operation to their auditors to enable them to perform an effective audit. All circulars / guidelines issued by NSDL / SEBI from time to time and other information / records desired by the auditors should be made available to them within a reasonable time.
2. RTAs/Issuers having direct connectivity should forward the audit report as per schedule given below to NSDL –

Audit Period	Due date for submission of report to NSDL
April 1 to September 30	November 15 th
October 1 to March 31	May 15 th

3. The RTAs/Issuers having direct connectivity which remain operational for less than three months in an audit period can submit audit report for that audit period along with the audit report for next audit period. For example, if a RTA/Issuer having direct connectivity is made

operational by NSDL on July 1, 2023, then it can submit first audit report for period July 1, 2023 – March 31, 2024.

4. RTAs/Issuers having direct connectivity are advised to note that the audit report format provided in this circular is applicable for audit period October 1, 2023 to March 31, 2024 and onwards.
5. RTAs/Issuers having direct connectivity are hereby informed that internal audit report which is not as per guidelines will be treated as non-submission of the report. NSDL reserves the right to advise a RTA/Issuer having direct connectivity to change its auditor if quality of the report is found to be not satisfactory or the audit is not carried out as per guidelines.
6. Any one person conducting the internal audit should obtain certification from the National Institute of Securities Markets (NISM) by passing the NISM Series II A: RTAs (corporate) certificate exam and NISM Series IIB: RTAs (Mutual Fund) certificate exam (applicable only for Mutual Fund processing RTAs. Alternatively, such persons, if eligible, may undergo Continuing Professional Education (CPE) program for depository operations (details available on www.nism.ac.in).
7. Internal audit report needs to be submitted in electronic form through e-PASS platform as mentioned in circular NSDL/CIR/II/43/2020 dated November 03, 2020.

For and on behalf of
National Securities Depository Limited

Rakesh Mehta
Vice President

Enclosed: Three