

Circular No.: NSDL/POLICY/2025/0071

June 03, 2025

Subject: Processing of off-market transfer instructions in shares of Private Limited Companies.

Attention of Participants is hereby invited to Section 2 (68) of the Companies Act, 2013 which defines a Private Limited company as:

“Private company” means a company having a minimum paid up share capital as may be prescribed, and which by its article-

(i) Restricts the right to transfer its shares;

(ii) except in case of One Person Company, limits the number of its members to two hundred:

Provided that where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of this clause, be treated as a single member:

Provided further that –

(A) persons who are in the employment of the company; and

(B) persons who, having been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after the employment ceased, shall not be included in the number of members; and

(iii) prohibits any invitation to the public to subscribe for any securities of the company.

In this regard, Participants are hereby advised as under:

- The demat account holder(s) intending to transfer shares of a Private Limited Company shall submit a duly filled and signed Delivery Instruction Slip (DIS) to the Participant as per the extant process.
- In addition to the DIS, the Participant is requested to obtain a consent/confirmation letter from the demat account holder(s) issued by the respective Private Limited Companies (format enclosed as Annexure).

Participants are requested to inform their clients suitably and adhere to the above procedure.

**For and on behalf of
National Securities Depository Limited**

**Arockiaraj
Manager**

Enclosure: One

FORTHCOMING COMPLIANCE			
Particulars	Deadline	Manner of sending	Reference
Investor Grievance Report (Monthly)	By 10 th of the following month	Through e-PASS	Para 22 of 'Grievance Redressal' chapter and Para 27 of 'Internal Controls/Reporting to NSDL/SEBI' chapter of NSDL Master Circular for Participants
Compliance report w.r.t Same Mobile number and/ or email address captured for multiple accounts. (monthly)	Before 27th of following month	Through Email.	Para 23 of 'Miscellaneous' chapter of NSDL Master Circular for Participants.
Artificial Intelligence /Machine Learning Reporting Form (if offering or using such technologies as defined) (Annually)	Within three months of the end of the financial year	Through e-PASS	Para 11.6 of 'Internal Controls/Reporting to NSDL/SEBI' chapter of NSDL Master Circular for Participants
Annual System Audit Report (Annually)	June 30th	Through e-PASS	Para 20.5 of 'Internal Controls/Reporting to NSDL/SEBI' chapter of NSDL Master Circular for Participants
Annual Cyber Audit Report (Annually)	June 30th	Through e-Pass	Para 2.78 of 'Internal Controls/Reporting to NSDL/SEBI' chapter of NSDL Master Circular for Participants

<<on the letterhead of the private limited company>>

To,
<<Name of DP>>
<<Address>>

Sub: Confirmation for transaction in shares

Dear Sir / Madam,

This is with reference to the request from shareholder(s) for transfer of the shares of the company as per details given below, we hereby wish to inform you that the said transfer(s) is/are in accordance with the provisions stipulated under Companies Act, 2013 and necessary approvals have been obtained by the company for the same.

Sr. No.	Source DP ID	Source Client ID	Name of holder(s)	PAN of holder(s)	Target DP ID	Target Client ID	Name of holder(s)	PAN of holder(s)	ISIN	Quantity to be transferred	Reason for Transfer

We hereby request you to execute the said transfer(s) as per above mentioned details.

Yours faithfully,

For and on behalf of <Name of Company>

Company Secretary / Managing Director / Authorised Signatory