

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