

# **Instruction Kit to fill ‘Application for admission as Issuer of Eligible Securities’**

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## Instruction Kit to fill ‘Application for admission as Issuer of Eligible Securities’

### I. About this document

This Instruction Kit has been prepared to help the users to fill the ‘Application for admission as Issuer of Eligible Securities’ at field level. The document also includes important points to be noted for successful submission.

### II. Purpose of the document

Every issuer of securities who wish to join NSDL depository system shall fill up the ‘Application for admission as Issuer of Eligible Securities (Part I - Issuer Details and Part II - Security Details for Equity Shares)’ and submit the requisite documents in order to allocate ISIN (International Securities Identification Number) to its securities for the purpose of dematerialization.

### III. Instructions to fill

<b><u>Part I - Issuer Details</u></b>			
<b>Sr. No.</b>		<b>Field Name</b>	<b>Instructions</b>
1	(a)	Name of the Company	Enter name of the company as available with MCA records.
	(b)	Old name(s) of the company in case company has previously changed its name	<ul style="list-style-type: none"><li>• Mention old name of the company in case company has previously changed its name along with date of change in name.</li><li>• In case company has changed its name multiple times, provide details of such change in descending order i.e. most recent change to be recorded first.</li></ul>
	(c)	Share certificates bearing old name(s) of the company be accepted for dematerialization?	In case share certificates bearing old name(s) of the company needs to be accepted for dematerialization then select ‘Yes’ option otherwise ‘No’.
2		<b><u>Corporate Information</u></b>	
	(a)	Date of Incorporation	Enter date of incorporation of the company as available with MCA records.
	(b)	Corporate Identity Number (CIN)	Enter a valid CIN of the company as available with MCA records.
	(c)	Main business activity along with code (as per MCA)	Provide details of main business activity and code as available with MCA records. For more information please refer the Instruction Kit for eForm SPICe (INC-32) on the <a href="https://mca.gov.in">MCA website</a> .
	(d)	Legal Entity Identifier (LEI), if allotted	Provide details of Legal Entity Identifier (LEI), if allotted to the company. For more information about LEI, please refer our website at <a href="https://nsdl.co.in/joining/issuer.php">https://nsdl.co.in/joining/issuer.php</a>

3		<b><u>General information about the company</u></b>	
	(a)	Class of company	Select the class of company from values given as Public, Private or Other as available with MCA records. If Class of company is selected as Other, please specify class.
	(b)	Category of company	Select the category of company from the values provided like Company limited by shares, Company limited by guarantee or Unlimited company as available with MCA records.
	(c)	Sub-category of company	<p>Select the Sub-category applicable to the company from the values provided like Union government company, State government company, Non-government company, Subsidiary of company incorporated outside India or Guarantee and association company as available with MCA records.</p> <p>Guarantee and association company can be selected in case of company is limited by guarantee.</p> <p>In case of Other Company, only Non- Government Company can be selected.</p>
4		Registered office address	<p>Enter the registered office address of the company as available with MCA records. The address needs to be provided as</p> <ul style="list-style-type: none"> <li>- Address Line 1</li> <li>- Address Line 2</li> <li>- Address Line 3</li> <li>- City</li> <li>- PIN</li> <li>- State</li> <li>- Country</li> <li>- Website (<i>Enter the website of the company</i>)</li> <li>- Email ID (<i>Enter valid email ID of the company as available with MCA records</i>)</li> </ul> <p>Registered office address to be matched with MCA records, in case of discrepancy address needs to be changes either at MCA or NSDL application form.</p>
5		Correspondence address, if different than Registered office address	<p>Enter the correspondence address, if different than registered office address.</p> <p>Address needs to be provided as</p> <ul style="list-style-type: none"> <li>- Address Line 1</li> <li>- Address Line 2</li> <li>- Address Line 3</li> <li>- City</li> <li>- PIN</li> <li>- State</li> <li>- Country</li> </ul>

6		Details of Key Management Personnel of the company	Provide details of Key Management Personnel of the company along with their details such as <ul style="list-style-type: none"> <li>• Director/CEO/Managing Director/ Whole Time Director</li> <li>• Company Secretary/CFO/ Authorised Signatory <ul style="list-style-type: none"> <li>- Name</li> <li>- Designation</li> <li>- Phone – 1</li> <li>- Phone – 2</li> <li>- Mobile</li> <li>- Email ID (s)</li> </ul> </li> </ul>
7		Details of Operating Personnel of the company	Provide details of Operating Personnel of the company along with their details such as <ul style="list-style-type: none"> <li>• Contact Person 1</li> <li>• Contact Person 2 <ul style="list-style-type: none"> <li>- Name</li> <li>- Designation</li> <li>- Phone – 1</li> <li>- Phone – 2</li> <li>- Mobile</li> <li>- Email ID (s)</li> </ul> </li> </ul>
8		<b><u>Details for Invoicing</u></b>	
	(a)	Address to be used for raising Invoice	Select address to be used for raising Invoice from the options provided like Registered office address or Correspondence address.
	(b)	Tax Registration Details	Provide valid details of the company for <ul style="list-style-type: none"> <li>- Permanent Account Number (PAN)</li> <li>- Tax Deduction and Collection Account Number (TAN)</li> <li>- Goods and Services Tax Identification Number (GSTIN)</li> </ul>
9		Details of Board of Directors	Provide details of Board of Directors <u>Name</u> : Provide name <u>Designation</u> : Provide designation of Director <u>DIN</u> : Provide DIN of Director <u>PAN</u> : Provide PAN of Director <u>AADHAAR</u> : Provide AADHAAR number of Director
10		Any other information the applicant may wish to furnish	In case Issuer wish to provide any other information
		Signature of authorised signatory	To be signed by the authorized signatory of the company who is authorized to execute documents
		Name	Mention name of signatory
		Designation	Mention designation
		Stamp	Affix stamp of company
		Place	Mention place
		Date	Mention date

## **Part II - Security Details for Equity Shares**

<b>Sr. No.</b>	<b>Field Name</b>	<b>Instructions</b>
1	(a) Name of the Company	Enter name of the company as available with MCA records.
	(b) Whether any other security of the company is already available in dematerialised form?	Select 'Yes', in case any other security of the company is already available in dematerialised form.
	(c) If yes, mention ISIN (any one)	If yes, mention any one ISIN
2	(a) <b><u>Instrument Details</u></b>	
	Type of Equity Shares	Select type of equity shares from the values provided like Fully paid-up shares or Partly paid-up shares.  In case more than one class for each type of equity shares is available; provide details of such classes separately by adding rows, if required.
	Class (If any)	In case of class of shares available, mention the classes and provide details of different classes separately.
	Face value per share (in Rs.) (a)	Mention face value per share
	Paid-up value per share (in Rs.) (b)	Mention paid up value per share
	Number of shares outstanding as on date (c)	Provide number of shares outstanding as on date i.e. total number of shares issued by company till the date of filling this application form.
	Nominal Amount of outstanding shares (in Rs.) (b x c)	Provide nominal amount of outstanding shares.  This value can be obtained as under:  <u>Nominal amount of outstanding shares</u> = Number of shares outstanding x Paid-up value per share.
	(b) Whether ISIN for Partly Paid-up shares is required?	Mention whether ISIN for partly paid-up shares is required or not. In case required, select 'Yes' or else select 'No'
	(c) <b><u>Details for Classification of Financial Instrument (CFI) Code</u></b>	
	Type of Equity Shares/Class	Mention type of equity shares from the values provided like Fully paid-up shares or Partly paid-up shares for which the details are provided.  In case more than one class for each type of equity shares, add rows if required.
	Group 1- Voting right	Select one option
	Group 2- Ownership/transfer/sales restrictions	Select one option
	Group 3- Payment status	Select one option

3		<b><u>Distinctive Number (DN) details</u></b>	
		Type of Equity Shares/Class	Mention type of equity shares/class of shares from the values provided like Fully paid-up shares or Partly paid-up shares for which the details are provided
		Distinctive Numbers - From (a)	Mention start / least number i.e. starting number of DN
		Distinctive Numbers - To (b)	Mention end/ maximum number i.e. last number of DN
		Number of shares [(b-a)+1]	Provide total number of shares.  This value can be obtained as under: [(b-a)+1]  The number of shares as on date must match with the number of shares outstanding as provided at clause 1 (a) at Instrument Details. In case any shares of the company are cancelled earlier for any reason including forfeiture of shares, the distinctive numbers of such shares must be excluded.
4		<b><u>Whether any further shares issued after the end of last financial year?</u></b>	Mention whether any further shares were issued after the end of last financial year. If yes, provide details
		Nature of the Issue (Private Placement, Bonus, Rights, etc.)	Mention nature of the Issue like Private Placement, Bonus, Rights, etc.
		Date of Allotment	Mention date of allotment of further issue
		Distinctive Number	Mention start / least number i.e. starting number of DN
		Distinctive Numbers - From (a)	Mention end / maximum number i.e. last number of DN
		Distinctive Numbers - To (b)	Provide total number of shares.  This value can be obtained as under: [(b-a)+1]
		Number of shares [(b-a)+1]	Mention least number i.e. starting number of DN
		Type of Equity Shares/Class	Select type of equity shares/class of shares from the values provided like Fully paid-up shares or Partly paid-up shares for which the details are provided
		Fully /Partly paid-up	Mention payment status of the shares issued whether fully paid-up or partly paid-up
5	(a)	Status of Listing	Mention status of listing from the provided values like Listed, To be listed or Unlisted.
	(b)	If listed/to be listed, mention name of Stock Exchange (s) where the shares of the company are listed/to be listed	Select name of stock exchange where the shares of the company are listed/to be listed

6		<b><u>Details of Registrar &amp; Transfer Agent (R&amp;T Agent)/In-house Registry division</u></b>	
	(a)	Whether the company has in-house registry division or the company will appoint a SEBI Registered R&T Agent?	Mention whether company has in-house registry division or the company will appoint a SEBI Registered R&T Agent
	(b)	Name of SEBI Registered R&T Agent	If company is appointing a SEBI Registered R&T Agent then provide name of such R&T Agent
	(c)	Please specify type of connectivity with the R&T Agent	<p>Select type of connectivity with the R&amp;T Agent from the values provided like Single Point Connectivity [Physical + Electronic] or Only Electronic Connectivity.</p> <p><b><i>Note:</i></b> As per MCA notification dated September 10, 2018 in respect of amendment to Companies (Prospectus and Allotment of Securities) Rules, 2014, all the matters of <b>unlisted public companies</b> relating to transfer of securities, maintenance of records of holders of securities, handling of physical securities and establishing connectivity with the depositories shall be handled and maintained at a single point i.e. either in-house by the issuer or by a R&amp;T Agent registered with the SEBI.</p>
	(d)	Address where Depository Participants must send physical dematerialisation requests	<p>The address needs to be provided as</p> <ul style="list-style-type: none"> <li>- Name of Organization</li> <li>- Name of Contact Person</li> <li>- Designation of Contact Person</li> <li>- Address Line 1</li> <li>- Address Line 2</li> <li>- Address Line 3</li> <li>- City</li> <li>- PIN</li> <li>- State</li> <li>- Country</li> <li>- Phone - 1</li> <li>- Phone - 2</li> <li>- Email ID</li> </ul>
		Signature of authorised signatory	To be signed by the authorized signatory of the company who is authorized to execute documents
		Name	Mention name of signatory
		Designation	Mention designation
		Stamp	Affix stamp of company
		Place	Mention place
		Date	Mention date

## IV. Annexures

### Annexure A - Documents

#### **Documents required for Issuer admission and Securities admission**

##### Essential documents

1. Certified true copies of Memorandum & Articles of Association along with Certificate of Incorporation
2. Certified true copy of Board Resolution mentioning name of signatories who are authorized by Board to execute documents and list of Authorised Signatories along with specimen signature
3. Certified true copy of Audited annual report for the last financial year
4. Networth certificate as per audited annual report for the last financial year
5. Confirmation letter from Registrar & Transfer Agent (R&T Agent)

[Format at Annexure C](#)

[Format at Annexure D](#)

##### Additional documents

###### For private limited companies

1. Undertaking from company

[Format at Annexure E](#)

###### For listed companies

1. Copies of listing/trading permission/confirmation letter received from the stock exchanges with Distinctive Number Range (DNR) for listing of all its shares.
2. Copy of the latest Reconciliation of Share Capital Audit Report submitted to the stock exchanges

###### In case of change in share capital

1. If company has issued equity shares after latest balance sheet in that case company has to provide us certified true copy of PAS-3
2. If there is any variation in face value of shares or reduction in capital after the last balance sheet date in that case company has to provide certified true copy of SH-7



### Annexure B - Payment Instructions

Kindly use below mentioned RTGS/NEFT details to make the payment online

Beneficiary Name	NATIONAL SECURITIES DEPOSITORY LIMITED
Beneficiary Bank Name	IDBI BANK LTD
Beneficiary Bank Branch Name	NARIMAN POINT BRANCH
Beneficiary City	MUMBAI
Beneficiary IFSC Code	IBKL0000004
Beneficiary Account Type (Saving/Current)	CURRENT
Beneficiary Account Number	0004103000052429
Beneficiary MICR code	400259002

After making payment, intimate the payment details to NSDL as per following format:

Name of Issuer							
Particulars of Fees	Date of Payment	Bank Name	Payment Details		Total Fees (in Rs.)	TDS Amount (in Rs.)	Amount Paid (in Rs.)
			Cheque/DD	NEFT/RTGS			
Joining Fees							
Annual Custody Fees							

**Annexure C - Format for Networth Certificate**

(On the letterhead of practicing Chartered Accountant)

**Networth Certificate**

This is to certify that Networth of \_\_\_\_\_, having its registered office address at \_\_\_\_\_ has been calculated as under:

**Networth as on #: DD/MM/YYYY**

Particulars	Amount (in Rs.)
Paid up Capital	
<b>Add:</b> Reserve & Surplus	
<b>Less:</b> Accumulated losses, if any	
<b>Less:</b> Miscellaneous Expenditure	
<b>Total Networth</b>	

<b>Book Value per share (in Rs.)</b>	
Total Networth / Total number of outstanding shares	<b>Rs.</b> _____

# Networth to be calculated as per audited annual report for the last financial year.

This is to certify that the above mentioned information is true to the best of my knowledge and belief, according to the books and documents produced before me for verification.

\_\_\_\_\_  
**Signature**

**Name:**

**Designation:**

**Membership Number:**

**Stamp**

**Place:** \_\_\_\_\_

**Date:** \_\_\_\_\_

**Annexure D – Format for Confirmation letter for appointment as R&T Agent**

*(On the letterhead of R&T Agent)*

**Confirmation letter for appointment as R&T Agent**

**Date:** DD/MM/YYYY

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

Dear Sir,

We hereby confirm that we have been appointed as R&T Agent [Business Partner ID (BP ID) allocated by NSDL IN \_\_\_\_\_] by \_\_\_\_\_ **(name of the Issuer)** for providing:

**Please select**

Single Point Connectivity (Physical + Electronic)

☐

Only Electronic Connectivity

☐

We also confirm that the physical certificates for the purpose of dematerialisation should be forwarded to the following address: -

Particulars		Details	
Name of Organisation			
Name of Contact Person			
Designation of Contact Person			
Address	Line 1		
	Line 2		
	Line 3		
City		PIN	
State		Country	
Phone – 1		Phone – 2	
Email ID			

Yours faithfully,

\_\_\_\_\_  
**Signature of Authorised Signatory**

**Name:**

**Designation:**

**Place:**

**Stamp:**

## **Annexure E – Format for Undertaking**

*(On the letterhead of the Company)*

**Date:** DD/MM/YYYY

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

Dear Sir,

This is in connection with our application for admitting our securities on National Securities Depository Ltd. (NSDL) to enable our shareholders to hold their shares in dematerialised form.

We hereby undertake that once the shares are admitted in NSDL depository system, all the transactions in the shares in demat form, will be conducted in accordance with the provisions of The Depositories Act, 1996 and SEBI (Depositories and Participants) Regulations, 1996 and Bye Laws & Business Rules of NSDL. So long as the Company is a Private Limited Company, the Company covenants and takes full responsibility for (i) any transfer of shares in violation of the restrictions on transfer and lien on shares as incorporated in the Articles of Association and (ii) if the number of members of the Company exceeds 200 due to transfer of shares.

The Company agrees and undertakes to indemnify and keep indemnified and harmless NSDL, its Directors and employees, from and against any and all liabilities resulting from claims, demands, penalties, suits and judgements and all costs, charges and expenses relating thereto as a result of a breach by the Company of its covenants as stated hereinabove.

Yours faithfully,

**For (Name of the Company)**

**(Signature)**

**Name :**

**Designation: Company Secretary/Managing Director**

**Stamp:**

Send signed Application Form and supporting documents to NSDL for further processing at below mentioned address:

**Issuer Admission Cell**  
**National Securities Depository Limited**  
Trade World, 'A' wing,  
4th Floor, Kamala Mills Compound,  
Lower Parel, Mumbai - 400013