Central Depository Services (India) Limited

CDSL/BDO/RTA/48 November 8, 2002

COMMUNIQUÉ TO ISSUERS / RTA'S

ADMISSION OF DEBT INSTRUMENTS IN BOTH THE DEPOSITORIES

In terms of RBI directive, it is now mandatory for banks, financial institutions, primary dealers and satellite dealers to hold Commercial Papers (CPs), Certificates of Deposit (CDs), Bonds and Debentures in demat form. This would mean that the existing investment in debt instruments is converted into demat form and the new investment is made in demat form only. While most of the issuers of the debt instruments prefer to admit their securities with both CDSL & NSDL, there may still be quite a few issuers who being not aware of the benefits of admitting their debt securities with both the depositories, might have been admitting debt securities in one of the depositories alone. Like equity, the admission of debt instruments with both the depositories improves marketability of the securities and better price discovery also offers an opportunity to accountholders across the depositories to be able to make investment in such instruments.

2. **Securities and Exchange Board of India (SEBI), through its circular D&CC/FITTC/CIR–13/2002 -dated 1st of November 2002 (copy attached) has made it mandatory for the issuers to admit their debt instruments on both the depositories.**

3. CDSL depository participants, mostly banks and many financial institutions, who are holding these securities in physical form, have expressed their desire to demat their securities through CDSL. Since the debt instruments issued by some of your client issuers are not admitted with CDSL system so far, the investors are unable to either dematerialise their physical holdings or receive credit of securities in demat account maintained with the CDSL system.

4. CDSL presently collects one-time application-processing fee of Rs. 1000/- only for admission of debt instruments of those issuers who are admitting their security for the first time with CDSL. There are presently no charges for admission of debt instruments of those issuers who have already admitted any security with CDSL. CDSL collects a fixed fee of Rs. 5000/- only from the issuer for admission of any number of commercial papers issued by the issuer company in a financial year period.

5. At the time of admission of debt instruments, RTAs should submit the revised MCF (refer RTA communiqué 46) along with the information pertaining to security/ies to be admitted (copy of the MCF enclosed-Annexure A). If further admission of additional security/ies issued by the company is sought within a year after admission of earlier security/ies and there are no material changes in the information submitted in the earlier MCF, then the MCF need not be submitted again. Instead, the submission of only the form (annexure C, D and E as the case maybe) giving details of the security to be admitted would suffice.

6. RTAs are requested to inform the above to the issuers serviced by them about the requirement of admission of all their outstanding as well as new debt instruments with both the depositories. So as to enable compliance of the SEBI directive

7. Queries if any, regarding the above may be addressed to Mr. Rajesh Bhattacharjee (extn. 8683), Mr. Ashish Kumar Mishra (extn. 8629), Mr. Amit Purohit (extn. 8647).

Sd/-

J B Ram
Vice President

Master Creation Form

(Part – A)

(Please read instructions at the end of this form)

***(to be entered by CDSL** only)*	
Issuer ID	
ISIN ID	
ISIN	

1. Full name of the company ____

2. Previous name/s, if any,
of the company ____

3. Registered office
address together
with tel/fax number
and e-mail address

4. Date of incorporation ________________________

5. Administrative office
address – if any,
including tel/fax
number and e-mail
address
(In case communication is required to be sent to office other than the registered office)

6. Name/s and address/es of promoters/ principal shareholders together with PAN

	Name & address	PAN
1		
2.		
3.		
4.		
5.		

7. Category of the company (√)

Public	☐	Private	☐
Listed	☐	Unlisted	☐
Indian	☐	MNC	☐
PSU	☐	Others	☐

8. Nature of business: ________________________________

9. Particulars of capital as on _______________

(Amount in Rs.cr.)

	Equity capital	Preference capital	Others
Authorised			
Issued			
Subscribed			
Paid – up			

10. Name/s & address/es of directors together with PAN

	Name	PAN
1.		
2.		
3.		
4.		

11. Particulars of company secretary

Name	
Employee/ Practicing	
Tel no.	
Fax no.	

E-mail id	
PAN	

12. Particulars of compliance officer

Name	
Designation	
Tel no.	
Fax no.	
E-mail id	

13. PAN of the company ☐

14. Who handles the R&T work of the company (√)

Company ☐

R&T agent ☐

15. Particulars of share dept./R&T agent which carries the share issue and transfer work

Share Dept./R&TA name & address	
Tel no.	
Fax no.	
E-mail id	
Name of the contact person & designation	
SEBI reg. no.	
Date of reg.	
Date of expiry of reg.	

16. Where R&T work is handled by the company, who will establish electronic connectivity with CDSL? (√)

Company ☐

R&T agent ☐

17. Where the company share dept. / R & T agent handles transfer of physical securities and electronic connectivity is established through a different registrar, then particulars of such R & T agent

Name & address	
Tel no.	
Fax no.	
E-mail id	
Name of the contact person & designation	
SEBI reg. no.	
Date of reg.	
Date of expiry of reg.	

18. Investor grievances handling during the preceding 12 months.

No. of complaints received	
No. of complaints resolved	
No.of complaints pending for more than 15 days	

19. Any other information: the applicant may wish to furnish

We certify that the particulars furnished hereinabove as also in the attached document are true and correct. We further undertake to inform CDSL of any change in the capital structure [in case of equity / preference shares] or change in the terms of the issuance of security/ies [in case of debt instruments / commercial papers / certificate/s of deposits] of which, listing approval/s, registered office from time to time.

Place ________________

Date ________________

____

Signature of authorised signatory
Name:
Designation:

Instructions:

1. Please ensure to submit all particulars.
2. Please tick ✓ wherever applicable
3. Write N.A. wherever not applicable.

4. Add annexures if required.

5. Each page should be stamped and initialed by authorised signatory.

6. Please submit with the application, the following documents, as applicable;

a) Articles of association & Memorandum of association (duly updated with amendments, if any).

b) Certified copies of certificate of incorporation and certificate of commencement of business if this is the first security of the company being sought to be admitted with CDSL

c) Annual accounts of the company for the preceding 3 years.

d) Certified copy/ies of board resolution/s in support of decision to admit the concerned security/ies with the CDSL system and also for appointment of R & T agent/s, if any, and giving name of the company official/s or director/s who are authorised to sign necessary agreement on behalf of the company in this regard.

7. If the information previously provided with regard to Part -A of master creation form by the company for admission of its earlier securities with CDSL is not more than one year old and if there is no material change in the information, then the company may only provide the information required in Part -B

DEPUTY GENERAL MANAGER
DEPOSITORIES AND CUSTODIAL CELL

D&CC/FITTC/CIR - 13/2002
November 1, 2002

To
All Stock Exchanges, Depositories and Custodians

Dear Sir/Madam,

DEPOSITORIES AND CUSTODIANS DIVISION --- CIRCULAR NO. 13

Sub: Mandatory admission of debt instruments on both the Depositories.

It has been observed that debt instruments issued by some of the issuer companies are admitted only on one of the Depositories. The issue of admission of debt instruments on both the Depositories was discussed in the meeting of Working Group on Dematerialisation held on 18th October 2002. It has now been decided that such debt instruments be mandatorily admitted on both the Depositories.

Yours faithfully,

G S REDDY

[To be printed on the issuing company's letter head]

To **Date** DD / MM / YYYY

Managing Director
Central Depository Services (India) Ltd.
28th Floor, P J Towers
Dalal Street, Fort
Mumbai - 400023

We advice that at the board meeting of our company held on __________ , it has been decided to admit our ________________(description of security/ies) for dematerialisation with Central Depository Services (India) Ltd. (CDSL). We forward herewith our application in Master Creation form and request you to allot an International Securities Identification Number (ISIN) for the aforesaid security/ies.

In consideration of CDSL admitting the aforesaid security/ies into its system we hereby agree and undertake to indemnify and keep indemnified and saved harmless CDSL, its directors and employees from and against any claims, demands, penalties, suits, action, litigation, arbitration, prosecution and any proceedings whatsoever and all costs, charges and expenses relating thereto and any harm, loss, damage or injury suffered or may be incurred by CDSL and/or any of its participants by reason of or as a consequence of the company furnishing any false or incorrect information or failing to furnish relevant information along with the required document/s to CDSL or permitting dematerialisation or rematerialisation of securities in breach of any order, decree, injunction, covenant or law in force for the time being or permitting dematerialisation of securities on the strength of certificate/s or document/s which are found to be forged, counterfeit, fake or cancelled or in respect of which duplicates/ replacements have been issued or the company or its executives or directors otherwise committing any action amounting to unauthorized dematerialisation including dematerialisation in excess of the listing approval/s or any default in observance of any obligations under The Companies Act, Listing Agreement with Stock Exchange/s, The Depositories Act, SEBI (Depository & Participants) Regulations, Bye-Laws, Operating Instructions, communiqué/ communication of / issued by CDSL from time to time.

Place _______________

Date _______________

____
Signature of authorised signatory
Name:
Designation:

<u>Particulars of Debt security/ies to be admitted with CDSL</u>

(Part – B)

1. Name of the issuing company ______________________________

2. Name of the share dept./ R&TA having electronic connectivity with CDSL ______________________________

3. Type of the security (√)

- Bonds ☐
- Bonds issued as promissory notes ☐
- Promissory notes ☐
- Pass through certificates ☐
- Units of mutual funds ☐
- Warrants ☐
- Others (please specify) ☐

4. Description of the security (including series, and option), if any ______________________________

5. Status of the security (√)

- Tax free ☐
- Infrastructure ☐
- Capital gains ☐
- Priority sector ☐
- SLR bonds ☐
- Others (please specify) ☐

6. Issue particulars

In case the amount received is lesser or higher (due to green shoe option or otherwise) than the proposed issue, please note to furnish required particulars

No. of securities	Face value of security	Issue price per security	Total issue size (Rs. in lac)	Date of allotment	Maturity value per security

8. Mode of issuance (√)	Public issue	☐
	Private placement	☐
	Others (please specify)	☐
9. Form of issuance (√)	Letter of allotment	☐
	Debenture/Promissory note	☐
	Others (please specify)	☐
10. Whether ISIN required for letter of allotment (√)	Yes	☐
	No	☐
11. Nature (√)	Secured	☐
	a) first charge	☐
	b) second charge	☐
	Unsecured	☐
	Government guarantee	☐
	Others (please specify)	☐
12. Interest terms (√)	Fixed rate	☐
	a) rate	%
	b) penal interest (if any)	%
	Floating rate	☐
	a) benchmark description	________________
	b) reset date	________________
	Date/s of payment	________________
	Non cumulative	☐
	Cumulative option	☐
	Both	☐
13. Rating status (√)	Rated	☐
	Rating	
	a) at the time of issue	________________
	b) at the time of admission	________________
	Name of rating agency	________________
	Unrated	☐

14. Listing status (√)

Listed	
Name/s of exchange/s	____________
Unlisted	

15. Conversion status (√)

Non convertible (NCD)	
Partially convertible (PCD)	
Fully convertible (FCD)	
Optionally convertible (OCD)	

16. Conversion terms

Date/s of conversion	Amount/s to be converted per security (Rs.)

17. Put and Call option (√)

Put option/s		date/s	____________
Call option/s		date/s	____________
Put and call option		date/s	____________
None			

18. Put and Call option terms (√)

Discount		rate	%
Premium		rate	%

Notice period

D	D	M	M	Y	Y	Y	Y

19. Name and address of trustees

20. Redemption/ Maturity details

Date/s of redemption	Amount/s to be redeemed per security (Rs.)	Percentage to be redeemed per security (%)

21. Name and address of sponsor/s in case of PTC only

22. If equity shares of the company are admitted with CDSL indicate ISIN, thereof

23. Any other information: the applicant may wish to furnish

Place: ________________

Date: ________________

____

Signature of authorised signatory
Name:
Designation:

Please attach the relevant documents

1. *Certified copy of the board resolution authorising issue of debt instruments*
2. *Certified copy/ies of board resolution/s in support of decision to admit the concerned security/ies with the CDSL system and also for appointment of R & T agent/s, if any and giving name of the company official/s or director who are authorised to sign necessary agreement on behalf of the company in this regard.*
3. *Certified true copy of the offer document in case of debt instruments/mutual fund scheme*
4. *Certified true copy of information memorandum, in case of admission of Pass through certificates.*
5. *Certified copy/ies of listing approval/s from all stock exchange/s where the security of the company is listed*
6. *While uploading the allotment the issuer may further note to intimate to CDSL the actual amount received and also the number of securities issued under each of the cumulative and non-cumulative option.*

[To be printed on the issuing company's letter head]

To **Date** DD / MM / YYYY

Managing Director
Central Depository Services (India) Ltd.
28th Floor, P J Towers
Dalal Street, Fort
Mumbai - 400023

We advice that at the board meeting of our company held on ___________ , it has been decided to admit our __________________(description of security/ies) for dematerialisation with Central Depository Services (India) Ltd. (CDSL). We forward herewith our application in Master Creation form and request you to allot an International Securities Identification Number (ISIN) for the aforesaid security/ies.

In consideration of CDSL admitting the aforesaid security/ies into its system we hereby agree and undertake to indemnify and keep indemnified and saved harmless CDSL, its directors and employees from and against any claims, demands, penalties, suits, action, litigation, arbitration, prosecution and any proceedings whatsoever and all costs, charges and expenses relating thereto and any harm, loss, damage or injury suffered or may be incurred by CDSL and/or any of its participants by reason of or as a consequence of the company furnishing any false or incorrect information or failing to furnish relevant information along with the required document/s to CDSL or permitting dematerialisation or rematerialisation of securities in breach of any order, decree, injunction, covenant or law in force for the time being or permitting dematerialisation of securities on the strength of certificate/s or document/s which are found to be forged, counterfeit, fake or cancelled or in respect of which duplicates/ replacements have been issued or the company or its executives or directors otherwise committing any action amounting to unauthorized dematerialisation including dematerialisation in excess of the listing approval/s or any default in observance of any obligations under The Companies Act, Listing Agreement with Stock Exchange/s, The Depositories Act, SEBI (Depository & Participants) Regulations, Bye-Laws, Operating Instructions, communiqué/ communication of / issued by CDSL from time to time.

Place ________________

Date ________________

____
Signature of authorised signatory
Name:
Designation:

<u>Particulars of Commercial Paper/s to be admitted with CDSL</u>

(Part – B)

1. Name of the issuing company ______________________________________

2. Name of the share dept./ R&TA having electronic connectivity with CDSL ____________________________________

3. Issue particulars

Offer opening date	
Offer closing date	
Issue value (Rs.)	
Issue date	
Discount rate	
ISIN, if already allotted	
Maturity date	
Redemption value	

4. Rating status with name of the agency

5. Issuing and paying agent (IPA) details

Name & address	
Tel no	
Fax no	
E-mail	
Name of the contact person	
Designation	

6. Any other information: the applicant may wish to furnish

Place: ________________

Date: ________________

____

Signature of authorised signatory
Name:
Designation:

Please attach the following document

1. Certified copy/ies of board resolution/s in support of decision to admit the concerned security/ies with the CDSL system and also for appointment of R & T agent/s, if any and giving name of the company official/s or director who are authorised to sign necessary agreement on behalf of the company in this regard.

[To be printed on the issuing company’s letter head]

To **Date** DD / MM / YYYY

Managing Director
Central Depository Services (India) Ltd.
28th Floor, P J Towers
Dalal Street, Fort
Mumbai - 400023

We advice that at the board meeting of our company held on __________ , it has been decided to admit our _________________(description of security/ies) for dematerialisation with Central Depository Services (India) Ltd. (CDSL). We forward herewith our application in Master Creation form, together with and request you to allot an International Securities Identification Number (ISIN) for the aforesaid security/ies.

In consideration of CDSL admitting the aforesaid security/ies into its system we hereby agree and undertake to indemnify and keep indemnified and saved harmless CDSL, its directors and employees from and against any claims, demands, penalties, suits, action, litigation, arbitration, prosecution and any proceedings whatsoever and all costs, charges and expenses relating thereto and any harm, loss, damage or injury suffered or may be incurred by CDSL and/or any of its participants by reason of or as a consequence of the company furnishing any false or incorrect information or failing to furnish relevant information along with the required document/s to CDSL or permitting dematerialisation or rematerialisation of securities in breach of any order, decree, injunction, covenant or law in force for the time being or permitting dematerialisation of securities on the strength of certificate/s or document/s which are found to be forged, counterfeit, fake or cancelled or in respect of which duplicates/ replacements have been issued or the company or its executives or directors otherwise committing any action amounting to unauthorized dematerialisation including dematerialisation in excess of the listing approval/s or any default in observance of any obligations under The Companies Act, Listing Agreement with Stock Exchange/s, The Depositories Act, SEBI (Depository & Participants) Regulations, Bye-Laws, Operating Instructions, communiqué/ communication of / issued by CDSL from time to time.

Place _______________

Date _______________

____
Signature of authorised signatory
Name:
Designation:

Particulars of Certificate of Deposit to be admitted with CDSL

(Part – B)

1. Name of the issuing company ____

2. Name of the share dept. / R&TA having electronic connectivity with CDSL ____

3. Issue particulars

Date of allotment	
Face value (Rs.)	
Nos. of CDs	
Size of issue (Rs. in lac)	
Maturity date	
Maturity value	
ISIN, if already allotted	

4. Office of issuer
(The details given below should be same for all CDs issued by the issuer.)

Name & address	
Tel no.	
Fax no.	
E-mail	
Name of the contact person	
Designation	

5. Redemption account no. ________________

6. Any other information the applicant may wish to furnish

Place: ________________

Date: ________________

____
Signature of authorised signatory
Name:
Designation:

Please attach the following documents :

1. *Certified copy/ies of board resolution/s in support of decision to admit the concerned security/ies with the CDSL system and also for appointment of R & T agent/s, if any and giving name of the company official/s or director who are authorised to sign necessary agreement on behalf of the company in this regard.*
2. *Certified copy of offer document, of the terms and conditions of the issue.*