

National Stock Exchange of India

Circular

Department: LISTING	
Circular Ref. No: NSE/CML/31	Date: October 18, 2024

To
All Listed Entities,

Subject: Standard Operating Process under SEBI (PIT) Regulations, 2015 for ensuring compliance with Structured Digital Database (“SDD”)

This is with reference to the Structural Digital Database as per Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 which inter alia required SDD to be maintained by all listed and proposed to be listed entities.

The previous circulars issued by the Exchange in this regard vide circular No. NSE/CML/2022/51 dated October 28, 2022, circular No. NSE/CML/2022/52 dated November 04, 2022, Circular No. NSE/CML/2023/09 dated January 25, 2023, circular Ref No: NSE/CML/ 2023/25 dated March 29, 2023, shall stand rescinded.

The listed entities are required to note below Standard Operating Process for Structural Digital Database:

- 1) The listed entities to whom the provisions of Regulation 24A of SEBI(LODR) Regulations, 2015 are applicable, are required to confirm compliance status of SDD in the Annual Secretarial Compliance Report.
- 2) The listed entities to whom the provisions of Regulation 24A of SEBI(LODR) Regulations, 2015 are not applicable, are required to confirm compliance status of SDD by submitting SDD Compliance Certificate in the prescribed format (as per Annexure I) certified by Practicing Company Secretary within 60 days from the end of the Financial Year on below mentioned path, if the Company is compliant. If the Company is non-compliant with SDD requirement the Company needs to submit quarterly compliance certificate certified by Practicing Company Secretary till the time Company complies:

NEAPS > COMPLIANCE > Announcements > Announcements/CA

Please note that the announcement with regards to SDD are required to submit under the subject **Structural Digital Database**

- 3) In case of proposed to be /newly listed companies, the Exchange will take certificate at the time of filing of offer document from PCS that the Company is compliant with Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment thereof.
- 4) In the Case of non-compliant Companies, the Exchange will take below action within 30 days from the due date of submission of report/certificate:
 - a) “Under the “Get Quote” page of the Exchange Website of the Listed Entity, wherever listed, would display that the company is non-compliant with SDD along with the name of the compliance officer, till the time company is compliant.”
 - b) The Exchanges will not provide any further Listing Approval except bonus and split.
 - c) The Company may be asked to place the matter before their Board and provide the comments of the Board.
- 5) In case of Suspended non-compliant Companies, the revocation will take place only when the confirmation of compliance status will be provided by the Company in the prescribed format (as per Annexure I) certified by the Practicing Company Secretary.

The circular shall be effective immediately.

All Listed companies are requested to take note and comply accordingly.

**For and on behalf of
National Stock Exchange of India Limited**

**Mandar Walavalkar
Vice President**

COMPLIANCE CERTIFICATE FOR THE QUARTER /FINANCIAL YEAR ENDED (AS
APPLICABLE) _____

(Pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015)

I, _____, Practising Company Secretary appointed by _____ (name of listed entity) am aware of the compliance requirement of Structured Digital Database (SDD) pursuant to provisions of Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations) and I certify that

1. the Company has a Structured Digital Database in place
2. control exists as to who can access the SDD
3. all the UPSI disseminated in the previous quarter or year have been captured in the Database
4. the system has captured nature of UPSI along with date and time
5. the database has been maintained internally and an audit trail is maintained
6. the database is non-tamperable and has the capability to maintain the records for 8 years.

(Relevant points from 1 to 6 can be striked off in the case of non-compliance)

I also confirm that the Company was required to capture _____ number of events during the quarter or financial year ended and has captured _____ number of the said required events.

I would like to report that the following noncompliance(s) was observed in the previous quarter or financial year ended and the remedial action(s) taken along with timelines in this regard:

For _____

Practising Company Secretary

Date:

Place: