

FAQs on Unlisted/ Listed equity admission with CDSL

Q1: Who can register on the Unlisted Issuer Portal of CDSL?

A1: The following entities can register on the Unlisted Issuer Portal of CDSL:

- Issuer: An Issuer who wishes to admit unlisted equity shares for dematerialisation in CDSL
- R&T Agents: Registrar & Transfer Agents (RTAs) can also log in and facilitate the admission process of unlisted client companies in CDSL

Q2: How can Unlisted companies (Public and Private) register on the Unlisted Issuer Portal?

A2: To register on the Issuer Portal, follow these steps:

1. Go to the CDSL website and under Login Menu select Unlisted Companies (Admission) option.
2. Then select “New Company Registration” option
3. Fill in your company details and submit the registration form.
4. Once registered, you can use your login credentials to access the Unlisted Issuer Admission webpage and then select “Registered Company” option.

Q3: What is the role of the Registrar & Transfer Agent (R&T Agent) in the admission process?

A3: The R&T Agent is integral to the admission process by ensuring electronic connectivity with CDSL. They assist in the submission of necessary documents and facilitate the admission of securities in CDSL

Q4: What is the process for admission of equity shares by Unlisted companies (Public and Private)?

A4: The process involves the following steps:

1. Login: Register/Login to access the CDSL Online Application System.
2. Fill out the details regarding Issuer and Securities in the System
3. Upload documents as per checklist given on the following weblink:
<https://issuercentre.cdslindia.com/Issuerstatic/Pages/AdmitYourCompany.html#collapseThree>

Q5: What documents are required for admission of Unlisted Public Limited and Private Limited companies

A5: The comprehensive list of essential documents that need to be submitted can be found on the CDSL website at the following weblink:

<https://issuercentre.cdslindia.com/Issuerstatic/Pages/AdmitYourCompany.html#collapseThree>

Q6: What additional documents are required for private limited companies?

A6: Yes, private limited companies need to provide the following additional documents :

1. Undertaking on the letterhead of the company duly stamped and signed by the authorized signatory in the prescribed format. Format is available on the below weblink:
https://issuercentre.cdslindia.com/Download/IssuerCompanies/How-to-become-issuer/forms/Undertaking_For_Private_09012025.pdf
2. Declaration for freezing / unfreezing of securities in the prescribed format. Format is available on the below weblink:
<https://issuercentre.cdslindia.com/Download/IssuerCompanies/How-to-become-issuer/forms/Declaration-for-Freeze-Unfreeze-of-ISIN.PDF>

Q7: What additional documents are required for unlisted public limited companies?

A7: Yes, unlisted public limited companies need to provide Undertaking on the letterhead of the company duly stamped and signed by the authorized signatory in the prescribed format. Format is available on the below weblink:

https://issuercentre.cdslindia.com/Download/IssuerCompanies/How-to-become-issuer/forms/Undertaking_For%20Public_09012025.pdf

Q8: What is the fee structure for Unlisted companies (Public and Private)?

A8: Tariff for all Unlisted companies (Public and Private) includes the following:

- **Custodial Fees will be applicable on the paid up capital of Equity shares.**

Reference Ministry of Corporate Affairs (MCA) notification dated 10th September, 2018

Nominal value of admitted securities (₹)	Annual Custodial Charges payable by an Issuer to CDSL (₹) (*)
Upto 2.5 crore	5,000
Above 2.5 crore and upto 5 crore	9,000
Above 5 crore and upto 10 crore	22,500
Above 10 crore and upto 20 crore	45,000
Above 20 crore	75,000

and

- **Security Deposit:** The unlisted companies are required to maintain security deposit of not less than two years annual custodial fees. Issuer companies will be charged two years annual custodial fees as applicable in the first year of admission till there is a change in the capital slab. In the event of change in applicable capital slab the security deposit will be enhanced by the difference in charges (for two years).

and

- **Processing Fee:** A non-refundable processing fee of ₹15,000/- shall be payable by Issuers companies for admission of unlisted securities. A non-refundable processing fee of ₹15,000/- shall be payable by Issuers for the removal of unlisted securities.

Q9: What is the procedure for fee payment?

A9: Applicable fees should be paid only after receiving a payment intimation from CDSL. After completing the payment, please notify CDSL by providing the Application Reference Number and UTRN via email at equityadmission@cdslindia.com.

Q10: How can Listed companies register for admission of equity shares with CDSL?

A10: Listed companies should submit their applications through their R&T Agent on the following CDSL portal:

<https://docmgr.cdslindia.com/>

Q11: What documents are required for admission of equity shares by Listed companies?

A11: The comprehensive list of essential documents that need to be submitted can be found on the CDSL website at the following weblink:

<https://issuercentre.cdslindia.com/Issuerstatic/Pages/AdmitYourCompany.html#collapseOne>

Q12: What is the fee structure for admission of Listed companies?

A12: Tariff for admission of Listed companies includes the following:

- **Custodial Fees will be applicable on the paid up capital of Equity shares.**

Nominal value of admitted securities (₹)	Annual Custodial Charges payable by an Issuer to CDSL (₹) (*)
Upto 5 crore	9,000
Above 5 crore and upto 10 crore	22,500
Above 10 crore and upto 20 crore	45,000
Above 20 crore	75,000

And

- **Processing Fee:** A non-refundable processing fee of ₹20,000/- shall be payable by Issuers companies for admission of unlisted securities.

Q13: How do I submit documents to CDSL?

A13: All documents must be either digitally signed by an authorized signatory or properly stamped and signed by the authorized signatory. Additionally, these documents should be in a machine-readable format.

Q14: What should be done in case of a change in share capital after the last balance sheet date?

A14: If the company has issued equity shares after the last balance sheet, it needs to provide a certified true copy of PAS-3 filed with MCA along with copy of challan. If there is any variation

in the face value of shares or reduction in capital after the last balance sheet date, the company needs to provide a certified true copy of SH-7 filed with MCA along with copy of challan

Q15: How should the Tripartite Agreement be executed?

A15: The Tripartite Agreement should be executed between the Issuer, R&T Agent, and CDSL. If the Issuer has obtained In-House connectivity, a bi-partite agreement should be executed between the Issuer and CDSL. Stamp duty payable on agreements will be Rs.1,000/-. Please do not mention the date on the agreement. The date of execution of agreement will be entered by CDSL, after obtaining necessary approvals for admitting the company. If the agreement is received with the date mentioned on it, same would be rejected and issuer, RTA will have to execute new agreement.

Q16: What is the format of Networth Certificate?

A16: The Networth Certificate must be issued by a Practising Chartered Accountant or a Practising Company Secretary and should be based on the audited annual report for the last financial year. The specific format for the Networth Certificate is available at the following weblink:

<https://issuercentre.cdslindia.com/Download/IssuerCompanies/How-to-become-issuer/forms/Networth%20Certificate.doc>
