



# Central Depository Services (India) Limited

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## COMMUNIQUÉ TO DEPOSITORY PARTICIPANTS

CDSL/OPS/DP/SYSTM/2021/569

December 15, 2021

### VALIDATION OF REASON CODES WHILE EXECUTION OF OFF MARKET TRANSACTIONS

DPs are advised to refer following CDSL Communiqués issued from time to time pertaining to uniform / standardized reason codes to be used while executing off-market transactions:

- CDSL/OPS/DP/SYSTM/2019/352 dated July 15, 2019
- CDSL/OPS/DP/SYSTM/2019/384 dated July 31, 2019
- CDSL/OPS/DP/SYSTM/2019/388 dated August 2, 2019
- CDSL/OPS/DP/SYSTM/2019/405 dated August 14, 2019
- CDSL/OPS/DP/SYSTM/2019/430 dated August 28, 2019
- CDSL/OPS/DP/SYSTM/2019/623 dated December 12, 2019
- CDSL/OPS/DP/SYSTM/2021/33 dated January 25, 2021
- CDSL/OPS/DP/SYSTM/2021/506 dated November 09, 2021

1. In order to ensure that the off-market transfer is indeed for the purported reason as declared by the account holder(s) at the time of off-market transfers, system level validation is being implemented by Depositories for off-market transfers. The list of reason code wise applicable system validation for off-market transfers is provided at enclosed as **Annexure-A**. Participants are requested to ensure that manual verification (wherever applicable) is performed as mentioned at **Annexure-A**.
2. In phase-I, the system level validation will be put in place for off-market transfers between accounts held within depository (i.e. source and target accounts are held with CDSL). The system level validation for Inter depository off-market transfers (where the target account is held with other depository) will be implemented in phase-II and date of implementation of the same shall be informed separately.
3. CDSL is pleased to inform its DPs that system enhancement for validating off-market reason codes while executing intra-depository (within CDSL) transactions is scheduled for release on **March 25, 2022**.



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4. DPs are requested take note of the following points:

- a) For existing accounts opened in the name of Custodial Client, Client Collateral – Custodian, Escrow and PMS Service Provider with sub-type code available at that point in time with same combination of 'BO Category – Link to Status Code – Linked to Product Code' can be modified after obtaining duly signed and stamped Account Modification Form till **March 25<sup>th</sup>, 2022**. The account sub-status has been informed in communique **CDSL/OPS/DP/SYSTM/2021/506 dated November 09, 2021**.
- b) DPs are once again requested to take note of the validations elaborated in Annexure-A and ensure due diligence to avoid non-execution of off-market transactions.

DPs are advised to disseminate content of the said communique to their clients to enable them to take utmost care to avoid non-execution off-market instructions due to implementation of reason code validations. DPs are further advised to take note of aforesaid guidelines and initiate suitable back-office changes, if any.

Queries regarding this communique may be addressed to **CDSL – Helpdesk**: on telephone numbers (022) 2305-8624, 2305-8639, 2305-8642, 2305-8663, 2305-8640, 2300-2041 or 2300-2033. Emails may be sent to: [helpdesk@cdslindia.com](mailto:helpdesk@cdslindia.com).

sd/-

**Nilesh Shah**  
**Asst. Vice President - Operations**

Sr. No.	Reason Code	Reason Code Description	Allowed Securities Types	Source Account Validation	Target Account Validation	Remark / Additional Due Diligence by DP (If any)
1	1	<b>Gift</b>	All Sec types	From all type of accounts, except Pool Account 1 (Refer note 1) & Stock Broker Account (Refer note 2)	To all type of accounts, except Pool Account 1 (Refer note 1) & Stock Broker Account (Refer note 2)	None
2	16	<b>Donation</b>	All Sec types	From all type of accounts, except Pool Account 1 (Refer note 1) & Stock Broker Account (Refer note 2)	To all type of accounts, except Pool Account 1 (Refer note 1) & Stock Broker Account (Refer note 2)	None
3	2	<b>Off-Market Sale</b>	All Sec types	From all type of accounts, except Pool Account 1 (Refer note 1) & Stock Broker Account (Refer note 2).  Existing system validation of entering consideration & payment details, will continue to be mandatory for execution of transaction.	To all type of accounts, except Pool Account 1 (Refer note 1) & Stock Broker Account (Refer note 2)	None
4	5	<b>Transfer to own account</b>	All Sec types	From all type of accounts, except Pool Account 1 (Refer note 1) & Stock Broker Account (Refer note 2)	From all type of accounts, except Pool Account 1 (Refer note 1) & Stock Broker Account (Refer note 2)	In case target account is in other Depository, DP shall take CML of target account for validation.
5	10	<b>Implementation of Govt./Regulatory Direction/Orders</b>	All Sec types	<i>With this reason code, transfer from all type of accounts shall be permitted except with validation for following Stock Broker accounts:</i>  <i>Transfer from Stock Broker Client Collateral account and Stock Broker Collateral account to be permitted to 'Stock Broker - Proprietary Account' with this reason code only as per SEBI Circular on Enhanced Supervision</i>	<i>Transfer to all type of account to be permitted except with validation for following Stock Broker accounts:</i>	Participant to process these types of transfers based on copy of Govt./Regulatory Direction/Orders only.  100% Concurrent Audit of documents relying upon which transfer carried out is to be done.

Sr. No.	Reason Code	Reason Code Description	Allowed Securities Types	Source Account Validation	Target Account Validation	Remark / Additional Due Diligence by DP (If any)
6	11	<b>Erroneous Transfer pertaining to Client Securities</b>	All Sec types	<p>With this reason code, transfer from all type of accounts shall be permitted. except with validation for following Stock Broker accounts:</p> <p>Transfer from Stock Broker Client Collateral account and Stock Broker Collateral account to be permitted to 'Stock Broker - Proprietary Account' with this reason code only as per SEBI Circular on Enhanced Supervision.</p>	Any Account	<p>For these type of transfers, request and supporting documents from Source DP/ Client and Depository / Statutory Authority need to be collected and kept in record by Participant.</p> <p>100% Concurrent Audit of documents relying upon which transfer carried out is to be done.</p>
7	17	<b>Buy-back</b>	All Sec types	Any Account	Only to those accounts which are enabled to receive shares/bonds for open offer/buy-back for temporary period.	None
8	13	<b>Open offer for Acquisition</b>	All Sec types	Any Account	Only to those accounts which are enabled to receive shares/bonds for open offer/buy-back for temporary period.	None
9	18	<b>Margin returned by stock broker/ PCM</b>	All Sec types	<p>Only from Stock Broker - Client Margin Trading Securities Account, Stock Broker - Client Collateral Account &amp; PCM.</p> <p>Further, transfers are permitted only to the trading clients of the TM/CM based on the UCC data provided by Exchanges.</p>	All accounts, except; Pool Account 1 (Refer note 1), Stock Broker - Client Collateral Account, Stock Broker - Client Margin Trading Securities Account and Stock Broker - Collateral Account.	None
10	15	<b>Refund of securities by IEPF Authority</b>	All Sec types	Only from account opened under Type - IEPF (as source account)	None	None

Sr. No.	Reason Code	Reason Code Description	Allowed Securities Types	Source Account Validation	Target Account Validation	Remark / Additional Due Diligence by DP (If any)
11	19	ESOP/Transfer to employee	1) Equity shares 2) Convertible Debentures, 3) Convertible Bonds 4) Convertible Preference shares 5) Convertible Warrants 6) Depositary Receipts	Only from employee trust account enabled for it.	Any account	None
12	25	Conversion of Depositary Receipt (DR) to underlying securities and vice versa	All sec types	Either source or target account should be opened under following category:  DR -Depositary Receipt category Overseas Depositary - Underlying DR.	Either source or target account should be opened under following category:  DR -Depositary Receipt category Overseas Depositary - Underlying DR.	To be used for transfer of underlying securities for issuance/cancellation of Depositary Receipts  In case source or target account is in other depository, source DP shall take CML of target account for ascertaining the account category.
13	28	Dissolution/Restructuring/Winding up of Partnership Firm/Trust	All Sec types	Except Pool Account 1 (Refer note 1) & Stock Broker Account (Refer note 2)	Except Pool Account 1 (Refer note 1) & Stock Broker Account (Refer note 2)	For these types of transfers, supporting documents needs to be provided by transferor/ account holder(s) to its Participants
14	27	Merger/ Demerger of corporate entity	All Sec types	Except Pool Account 1 (Refer note 1) & Stock Broker Account (Refer note 2) Source account should be opened under account "Type- Body Corporate" Bank, FPI, AIF, Mutual Fund, QIB only	Except Pool Account 1 (Refer note 1) & Stock Broker Account (Refer note 2)  Target account should be opened under account "Type- Body Corporate" Bank, FPI, AIF, Mutual Fund, QIB only	For these types of transfers supporting documents needs to be provided by corporate entities to its Participants
15	24	Redemption of Mutual Fund Units	Mutual Fund Units	Except Pool Account 1 (Refer note 1) & Stock Broker Accounts (Refer note 2)	Target account should be opened under account "Type- Mutual Fund"	To be used for transfer of Mutual Fund Units from client BO account to AMC's BO account on account of redemption

Sr. No.	Reason Code	Reason Code Description	Allowed Securities Types	Source Account Validation	Target Account Validation	Remark / Additional Due Diligence by DP (If any)
16	30	<b>Transfer between Minor Account and Guardian Account</b>	All Sec types	Either Source or target account should have guardian details captured/ available	Either Source or target account should have guardian details captured/ available	To be used for transfer of securities between Minor Account and Guardian Account
17	32	<b>Transfer between Partner and Firm, Director and Company</b>	All Sec types	Except Pool Account 1 (Refer note 1) & Stock Broker Accounts (Refer note 2)  Both source and target accounts cannot be Corporate Account.	Except Pool Account 1 (Refer note 1) & Stock Broker Accounts (Refer note 2)  Both source and target accounts cannot be Corporate Account.	To be used for transfer of securities between Partner and Partnership Firm in which he/she is a partner or transfer of securities between Director and the Company in which he/she is a director.
18	31	<b>Transfer between specified family members</b>	All Sec types	Not to be permitted to Pool Account 1 (Refer note 1) & Stock Broker Accounts (Refer note 2)  Transfer to be permitted only from Individual (Resident ordinary, NRI, Foreign national) and HUF accounts.	Not to be permitted to Pool Account 1 (Refer note 1) & Stock Broker Accounts (Refer note 2)  Transfer to be permitted only to Individual (Resident ordinary, NRI, Foreign national) and HUF accounts.	To be used for transfer of securities between specified family members: Participants should obtain the "relation" between the transferor and transferee & keep the same on record. Family members means relatives as given below: 1. Spouse 2. Father (including step-father) 3. Mother (including step-mother) 4. Son (including step-son) 5. Son's wife 6. Daughter 7. Daughter's husband 8. Brother (including step-brother) 9. Sister (including step-sister) 10. Members of same HUF.
19	26	<b>Transposition - Between joint account of same holders</b>	All Sec types	Except Pool Account 1 (Refer note 1) & Stock Broker Account (Refer note 2)  Account should be joint account.	Except Pool Account 1 (Refer note 1) & Stock Broker Account (Refer note 2)  Account should be joint account.	To be used for transfer of securities between joint account of same holders (order of holders different in both accounts). In case target account is in other Depository, DP shall take CML of target account for validation.
20	29	<b>Trust to Beneficiaries/On HUF dissolution to Karta &amp; Coparceners</b>	All Sec types	Except Pool Account 1 (Refer note 1) & Stock Broker Account (Refer note 2)	Except Pool Account 1 (Refer note 1) & Stock Broker Account (Refer note 2)	For these types of transfers, supporting documents/ Deeds needs to be provided by transferor/ account holder(s) to Participants. For these types of transfers, Participants to ensure that the source account should be either a Trust or HUF account.

Sr. No.	Reason Code	Reason Code Description	Allowed Securities Types	Source Account Validation	Target Account Validation	Remark / Additional Due Diligence by DP (If any)
21	35	<b>Transfer from Nominee/Surviving holder to beneficiary</b>	All Sec types	Not to be permitted to Pool Account 1 (Refer note 1) & Stock Broker Accounts (Refer note 2)  Transfer to be permitted only from Individual (Resident ordinary, NRI, Foreign national) accounts.	Not to be permitted to Pool Account 1 (Refer note 1) & Stock Broker Accounts (Refer note 2)  Transfer to be permitted only from Individual (Resident ordinary, NRI, Foreign national) accounts.	For this type of transfers, Participant can verify whether the source account have received the securities through transmission (as nominee or surviving holder). Consideration field shall not be mandatory for transfers made with this reason code.
22	39	<b>Change of nominee shareholder appointed under section 187(1) of Companies Act. (Refer note 3)</b>	Equity ISINs only	From all type of accounts, except Pool Account 1 (Refer note 1) & Stock Broker Account (Refer note 2)	To all type of accounts, except Pool Account 1 (Refer note 1) & Stock Broker Account (Refer note 2)	Copy of the Board resolution of the company effecting change of nominee shareholders (evidencing change/ appointment of nominee shareholder) to be provided to Participant. Consideration field shall not be mandatory for transfers made with this reason code.
23	40	<b>Off-Market Swap</b>	All Sec types	From all type of accounts, except Pool Account 1 (Refer note 1) & Stock Broker Account (Refer note 2).  Source account should be opened under account "Type- Body Corporate" Bank, FPI, AIF, Mutual Fund, QIB only.	From all type of accounts, except Pool Account 1 (Refer note 1) & Stock Broker Account (Refer note 2)  Target account should be opened under account "Type- Body Corporate" Bank, FPI, AIF, Mutual Fund, QIB only	Participant to obtain Declaration from both the transferor & transferee giving details about the swap deal (details of shares swapped along with agreed valuation and reason for such transfer) and a certified copy of the swap agreement.  Consideration field shall be mandatory for transfers made with this reason code.
24	41	<b>Delisting - Exit offer</b>	All Sec types	From all type of accounts, except Pool Account 1 (Refer note 1) & Stock Broker Account (Refer note 2)	Only to those accounts which are enabled to receive securities for exit offer for temporary period.  Target account should be opened under account "Type- Body Corporate" and Bank only.	For these type of transfers, supporting documents like Copy of the delisting offer/ public notice (sent by the company to the shareholder, having target demat account details of the company) needs to be provided by transferor to Participants.  Consideration field will not be mandatory for transfers made with this reason code.
25	36	<b>Transfer of securities from/to account of PMS provider to/from the account of its various clients.</b>	All Sec types	Either source or target beneficial owner account to be tagged of a PMS service provider	Either source or target beneficial owner account to be tagged of a PMS service provider	For opening or tagging a beneficial owner account for a PMS service provider, the Participant shall obtain a SEBI registration certificate from the PMS provider. Consideration field shall not be mandatory for transfers made with this reason code.

Sr. No.	Reason Code	Reason Code Description	Allowed Securities Types	Source Account Validation	Target Account Validation	Remark / Additional Due Diligence by DP (If any)
26	37	<b>Margin to Custodian</b>	All Sec types	Only from accounts tagged as 'Custodial clients' account and this reason code will be enabled only for custodian DPs.	Only to accounts tagged as 'Client collateral account-Custodian'. A new sub-type 'Client collateral account-Custodian' under types - "Body Corporate" & "Bank" will be introduced.	In case source or target account is in other depository, source DP shall take CML of target account for ascertaining the account category. Consideration will not be mandatory for these transfers
27	38	<b>Margin returned by Custodian</b>	All Sec types	Only from accounts tagged as 'Client collateral account-Custodian'. A new sub-type 'Client collateral account-Custodian' under types - "Body Corporate" & "Bank" will be introduced.	Only from accounts tagged as 'Custodial clients' account and this reason code will be enabled only for custodian DPs.	In case source or target account is in other depository, source DP shall take CML of target account for ascertaining the account category. Consideration will not be mandatory for these transfers
28	42	<b>Deposit of securities with Escrow Agent and its return</b>	All Sec types	To introduce a new sub-type "Escrow" under types - "Body Corporate" & "Bank". Validation that either source or target account is Escrow Account.	To introduce a new sub-type "Escrow" under types - "Body Corporate" & "Bank". Validation that either source or target account is Escrow Account.	Participant shall obtain a Declaration from the account holder for opening of an escrow account providing the reason for opening the escrow account. Consideration field shall not be mandatory for transfers made with this reason code.
<b>Notes:</b>						
1		Pool Account will means: CM Pool Account PMS Pool Account Client Unpaid Securities Account (CUSA). CH Account (In CDSL)				
2		Client collateral account Client Margin Trading Securities account Stock Broker – Collateral account Stock Broker Proprietary account Stock Broker – Client Client Securities Margin Pledge Account Client Securities under Margin Funding Account				
3		Section 187 (1) is reproduced below for reference purpose:  187. Investments of company to be held in its own name “(1) All investments made or held by a company in any property, security or other asset shall be made and held by it in its own name: Provided that the company may hold any shares in its subsidiary company in the name of any nominee or nominees of the company, if it is necessary to do so, to ensure that the number of members of the subsidiary company is not reduced below the statutory limit”.				
4		ALL Security type excludes off market transfer of Government Securities via Inter-depository transfer (CDSL to NSDL), as presently Inter-depository transfer of Government Securities is only allowed to be transferred via On-market transfer.				