

# National Securities Depository Limited (NSDL)

<b>Sensex</b>	81,482
<b>Nifty</b>	24,855

## ISSUE DETAILS

Issue Size	₹40bn
Fresh Issue Size	-
Offer For Sale Issue Size	₹40bn
Bid/Issue opens on	30 <sup>th</sup> Jul. 2025
Bid/Issue closes on	1 <sup>st</sup> Aug. 2025
Face Value	2
Price Band	₹760 – 800
Lot Size	18 Shares and multiples thereof

<b>Book Running Lead Managers</b>	ICICI Securities Ltd., HSBC Securities and Markets Ltd., Motilal Oswal Investment Advisors Ltd., IDBI Capital Markets & Securities Ltd., SBI Capital Markets Ltd., Axis Capital Ltd.
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**Registrar to issue** MUFG Intime India Pvt Ltd.

**Listing: BSE & NSE**

## Indicative Activity

Finalisation of Basis of Allotment	4 <sup>th</sup> Aug. 25
Refunds/Unblocking ASBA Fund	5 <sup>th</sup> Aug. 25
Credit of equity shares to DP A/c	5 <sup>th</sup> Aug. 25
Trading commences	6 <sup>th</sup> Aug. 25

## Shareholding

Pre-issue	
Promoters	72.70%
Others	27.30%
Total	100.00%
Post-issue	
Promoters	47.62%
Public	52.38%
Total	100.00%

## Company Background

NSDL is a registered market infrastructure institution ("MII") and a pioneer in offering the dematerialization of securities in India. It provides depository services to investors, issuers, depository participants, financial institutions, stockbrokers, custodians, clearing corporations and other market intermediaries and has established an ecosystem for these entities to integrate with the company's systems. It is the largest domestic depository in terms of number of issuers, number of active instruments, market share in demat value of settlement volume and value of assets held under custody. The company's core functions involve the following:

**Maintaining allotment and transfer of ownership records:** It maintains details of allotment and transfer of ownership records of securities assets held with the company through electronic book entries.

**Facilitating asset servicing:** Asset servicing is a core function as it helps ensure the safety and efficient management of all assets held in dematerialized form with the company.

**Transaction and other services:** The core depository services provided includes dematerialization of securities, settlement of trades, off-market transfers, pledge of securities, including margin pledges and repledges, implementation of client unpaid securities pledgee accounts ("CUSPA") by trading members to ensure the segregation of client securities, and corporate action for issuer companies.

**Other Services:** In addition to providing core depository services, several additional services such as e-voting services, consolidated account statement ("CAS"), blockchain-based security and covenant monitoring platform for debentures and non-disposal undertakings ("NDU") are provided.

NSDL through two of its subsidiaries i.e. **NSDL Database Management Ltd. (NDML)** and **NSDL Payments Bank Ltd (NPBL)**, offers a range of IT-enabled solutions through multiple verticals such as e-governance, payments solutions, collaborative industry solutions, regulatory platforms, KYC solutions, insurance repository services, digital banking services, amongst others.

NSDL is the largest depository in India in terms of number of issuers, number of active instruments, market share in demat value of settlement volume and value of assets held under custody. Through a strong network of 294 Depository Participants and 65,391 depository participants' service centres, it caters to an aggregate of 79,773 issuers registered on the system. These service centres serve over 39.45 mn active demat accounts.

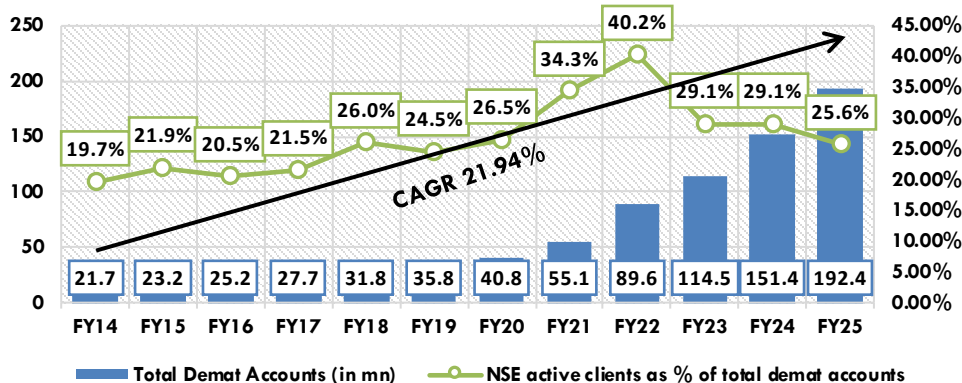
Particulars	FY25	FY24	FY23
Demat Custody Value (in ₹ bn)	4,64,164	4,23,442	3,02,189
No. of Issuers	79,773	46,015	40,987
Total Qty of securities held in demat (in bn)	4,759	3,773	3,224
Depository Participants (Nos)	294	281	283
DP Service Centres (Nos)	65,391	61,665	59,401
Dmat Accounts (in mn)	39	36	31
Consol. Op. Revenue (in ₹mn)	14,201	12,682	10,220
Cosol. EBITDA (in ₹mn)	4,929	3,811	3,286
Consol. PAT (in ₹mn)	3,431	2,754	2,348
Op. Profit Margin (%)	24.0%	20.6%	22.9%
RoE	17.1%	16.4%	16.4%

## INDUSTRY OVERVIEW

### Depository Industry

The Demat Accounts in India have grown at 21.94% CAGR from FY14 till FY25. The NSE Active Client as a % of Demat Accounts increased from almost 19.7% in FY14 to 25.6% in FY25. This strong growth is supported by the rise of new age fin-tech brokers or discount brokers which are expected to grow to ~70-72% by FY26 owing to retail participation, bank-based brokers are also considered safe options. By end-FY25, such new age fintech brokers had a market share of ~70% as compared to 5% in FY16.

### Growth in Demat Accounts since FY24 onwards and Active Client Base (as % of Demat Account) has improved substantially during last five years



Source: RHP

### Operational comparison between NSDL Vs. CDSL

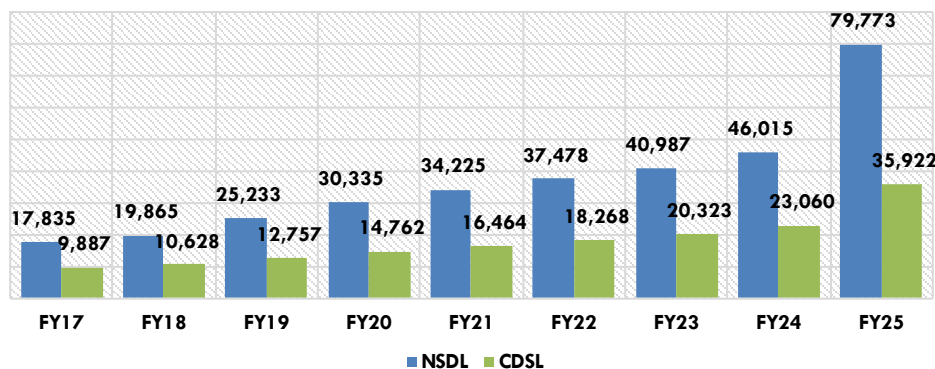
The depository market in India is a duopoly with high barriers to entry as each of the current depositories are promoted by large institutions. NSDL is the largest depository in India in terms of number of issuers, number of active instruments, market share in demat value of settlement volume and value of assets held under custody, while CDSL is the largest depository in terms of the demat accounts.

The depository market in India grew at rapid pace in past 3 years. Total client accounts grew at ~27.4% CAGR between FY17-25 and is expected to grow at 11-12% CAGR between FY25-27. Standalone income of depositories in India is around ₹17.16bn in FY25 and grew at CAGR ~22.4% between FY18-25 and is expected to grow at CAGR of 11% to 12% from FY25-27 to reach ₹21bn to ₹22bn by FY27 assuming there will not be any regulatory impact on pricing of products and services.

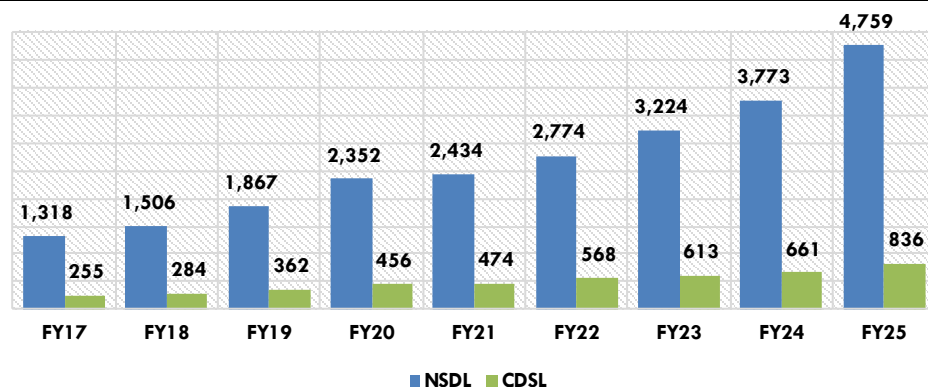
The number of companies having their securities in demat form have seen an increase from 17,835 in FY17 to 79,773 in FY25 seeing a growth at 20.6% CAGR for NSDL and 9,887 to 35,922 from FY17 to FY25 growing at a ~17.5% CAGR for CDSL.

NSDL holds a higher share compared to CDSL amongst the two depositories across the number of companies available for demat, the quantity and value of securities held in demat form.

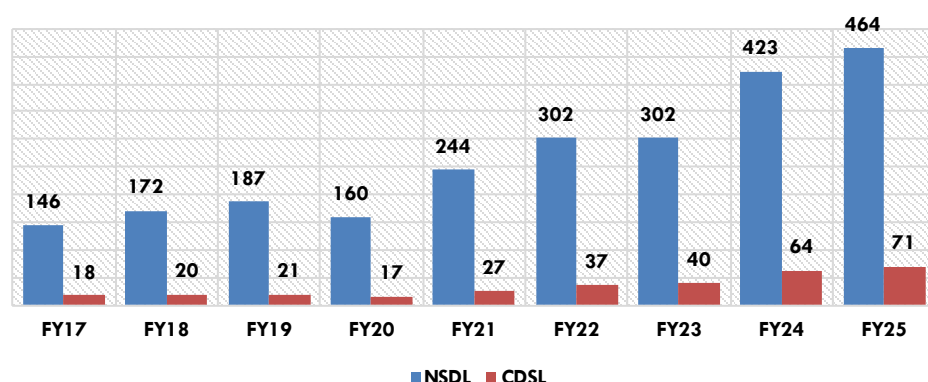
### Trend of Number of companies signed up and available for demat (listed and unlisted)



### Quantity of securities held in demat form (in bn)



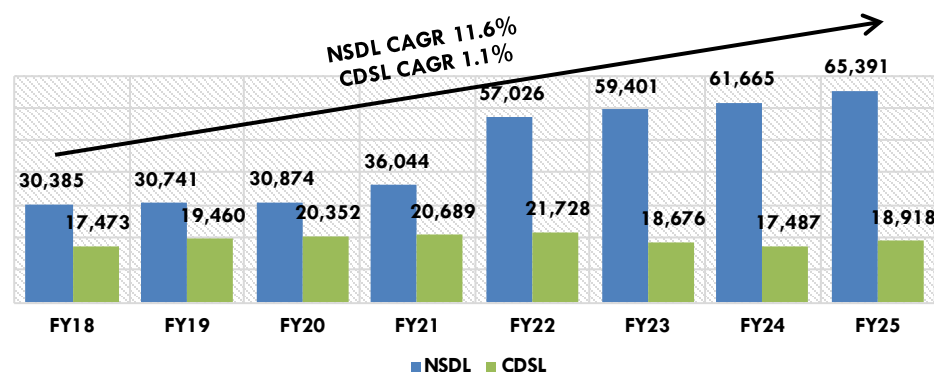
### Value of securities in Demat Form (in ₹ tn)



Source: RHP

The number of DPs have increased in the initial years; however, the numbers have stabilized in past few years. Though, the number of DPs with NSDL is lower as compared to CDSL, total number of DP service centres for NSDL (65,391) is higher than CDSL (18,918) as of March 31, 2025.

**Number of DP service centres grew at CAGR (FY18-25) of ~11.6% and 1.1% for NSDL and CDSL respectively**

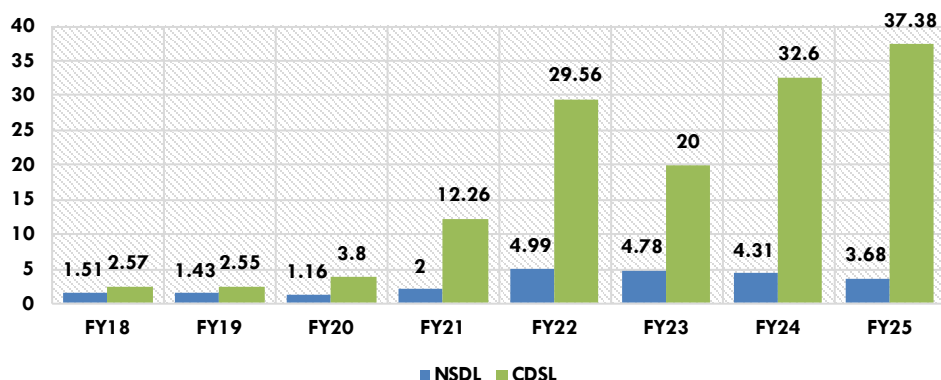


Source: RHP

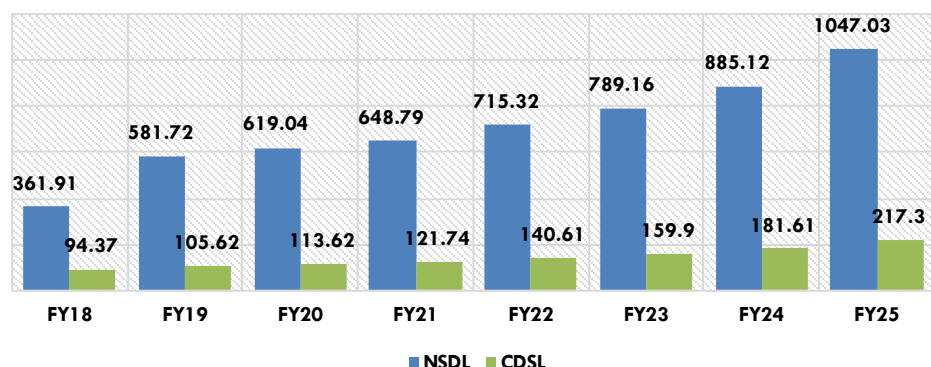
### Rapid growth in investors account in recent years

There is a significant scope for the growth of depository business considering that the number of new demat accounts opened with depository participants in India in FY25 was 41.06 mn as compared to 4.96 mn in FY20. Investors accounts have increased rapidly in FY22 and FY25 due to ease of account opening process and attractive returns the capital market witnessed in between these years.

### New Investors' accounts increased rapidly since FY21, reaching record in FY25



### Investor's Accounts (Other than resident individuals)

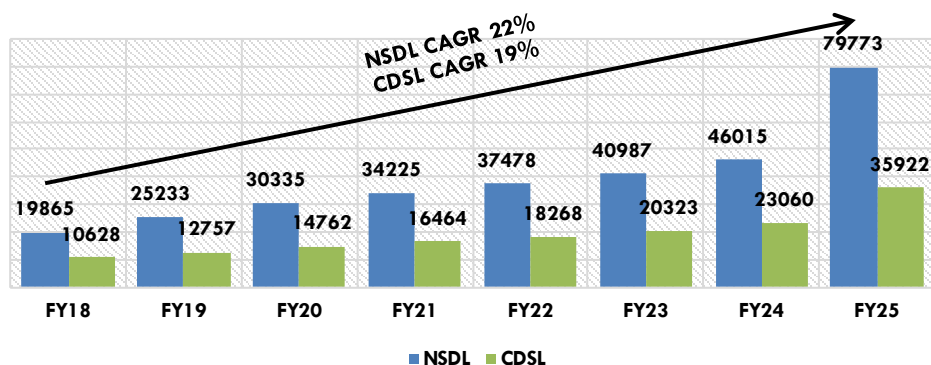


Source: RHP

### Increasing number of companies opting for dematerialization

A total of 79,773 and 35,922 listed and unlisted companies are live for dematerialisation at NSDL and CDSL, respectively by end-FY25. The number of companies with securities in dematerialised form grew at a CAGR of about 22% for NSDL and ~19% for CDSL from FY18 to FY25.

### Number of companies live (Listed+Unlisted) on platforms grew at CAGR (Financial Year 2018-Financial Year 2025)



Source: RHP

By FY25, NSDL had over 39.45 mn demat accounts held with 294 depository participants registered with it. Further, NSDL has an aggregate of 79,773 issuers registered with it, and its standalone operational revenue per investor account was ₹156.80, being substantially higher than its competitor. Whereas for end-FY25, CDSL had over 152.98 mn demat accounts held with 574 depository participants registered with it. Further CDSL had an aggregate of 35,922 issuers registered with it and its standalone operational revenue per accounts was

₹55.44. As of December 31, 2024, the number of accounts which are common between NSDL and CDSL is 2.35 mn.

NSDL has a greater number of unlisted companies registered with it as compared to CDSL. The number of unlisted companies at NSDL grew at CAGR 29.7% between FY18 to FY25. As of the FY25, NSDL had 68,223 unlisted companies registered with it as compared to CDSL with 25,187 unlisted companies.

#### Market share in number of unlisted companies (equity) registered with NSDL and CDSL

Particulars	No. of unlisted companies at NSDL	No. of unlisted companies at CDSL	Market share of NSDL	Market share of CDSL
FY18	11,022	2,905	79.14%	20.86%
FY19	15,816	5,915	72.78%	27.22%
FY20	21,075	7,900	72.74%	27.26%
FY21	24,910	9,397	72.61%	27.39%
FY22	27,920	10,897	71.93%	28.07%
FY23	31,245	12,623	71.23%	28.77%
FY24	35,416	14,594	70.82%	29.18%
FY25	68,223	25,187	73.04%	26.96%

Note: FY: Financial Year; Source: SEBI Bulletin, CRISIL Intelligence

The demat value of unlisted companies at NSDL grew at CAGR of 17.2% as compared to CDSL which grew at CAGR of 9.6% between FY18 to FY25. As of FY25, the demat value of unlisted companies at NSDL and CDSL stood at ₹19,367.58 bn and ₹2,146.07 bn respectively.

NSDL's market share in terms of number of unlisted companies (equity) registered with a depository was 73.04% during the FY25, and in terms of value of shares settled in demat form was 66.03%.

#### Market share in demat value (equity) of unlisted companies registered with NSDL and CDSL

Particulars	Demat value of unlisted companies at NSDL (₹ Bn)	Demat value of unlisted companies at CDSL (₹ Bn)	Market share of NSDL	Market share of CDSL
FY18	6,390.24	1,128.13	85.00%	15.00%
FY19	8,695.01	1,394.08	86.18%	13.82%
FY20	10,121.57	1,285.41	88.73%	11.27%
FY21	10,991.20	1,395.84	88.73%	11.27%
FY22	13,544.98	1,522.46	89.90%	10.10%
FY23	14,840.26	1,648.70	90.00%	10.00%
FY24	16,276.19	1,704.15	90.52%	9.48%
FY25	19,367.58	2,146.07	90.02%	9.98%

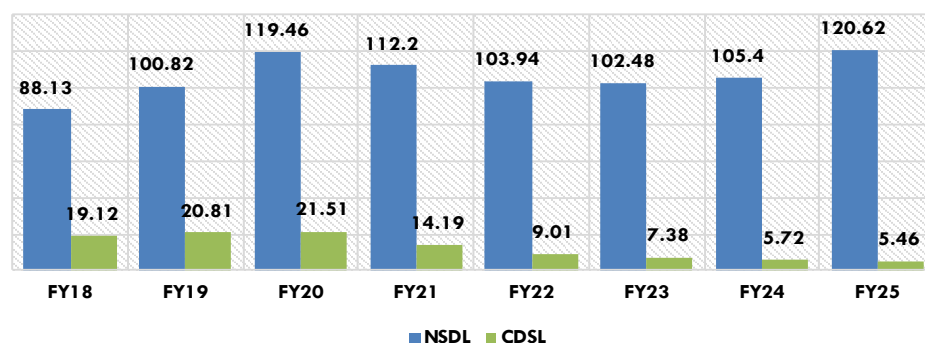
Note: FY: Financial Year; Source: SEBI Bulletin, CRISIL Intelligence

#### Market share in demat quantity (equity) of unlisted companies registered with NSDL and CDSL

Particulars	Demat quantity of unlisted companies at NSDL (Bn)	Demat quantity of unlisted companies at CDSL (Bn)	Market share of NSDL	Market share of CDSL
FY18	670.64	106.71	86.27%	13.73%
FY19	854.55	143.67	85.61%	14.39%
FY20	1,014.81	162.91	86.17%	13.83%
FY21	1,150.66	175.99	86.73%	13.27%
FY22	1,421.96	206.99	87.29%	12.71%
FY23	1,630.52	210.62	88.56%	11.44%
FY24	1,766.83	218.31	89.00%	11.00%
FY25	2,162.47	273.74	88.76%	11.24%

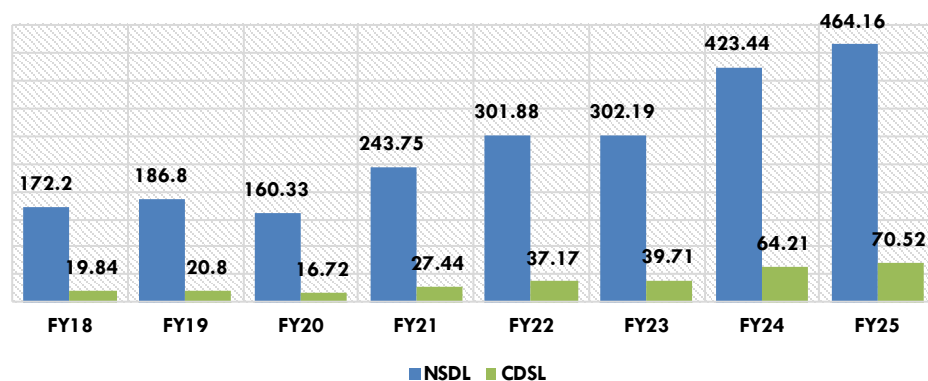
Note: FY: Financial Year; Source: SEBI Bulletin, CRISIL Intelligence

#### **Demat quantity per investor account for NSDL and CDSL ('000)**



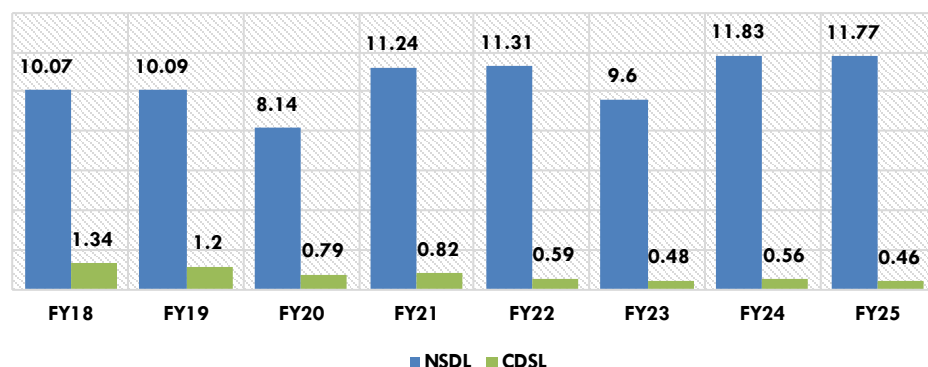


### Market share of players in total demat value



Source: RHP

The average value of Assets held in Demat Accounts with NSDL as of March 31, 2025 is ₹11.77 mn and the average value of Assets held in Demat Accounts with CDSL is ₹0.46 million as compared to an overall average of ₹2.78 mn.



Source: RHP

Value of shares settled in demat form at NSDL increased to ₹103,222 bn in the FY25 from ₹76,590 bn in FY24 and quantity of shares settled stood at 282.8 bn in FY25 and 256.5 Bn in FY24. Similarly, for CDSL, value of shares settled in demat form increased to ₹53,113 bn in FY25 from ₹36,917 bn in FY24 and quantity of shares settled in demat stood at 435.1 bn in FY25 and 409 bn in FY24. NSDL has larger market share as compared to CDSL in terms of demat value.

### Value of shares settled in demat form

Particulars	Value of shares settled in demat form at NSDL (₹ Bn)	Value of shares settled in demat form at CDSL (₹ Bn)	Market share of NSDL	Market share of CDSL
FY18	32,537.52	9,391.19	77.60%	22.40%
FY19	31,162.30	6,975.46	81.71%	18.29%
FY20	33,081.13	7,465.80	81.59%	18.41%
FY21	43,221.64	19,332.59	69.09%	30.91%
FY22	54,720.22	30,746.20	64.03%	35.97%
FY23	49,602.93	22,874.86	68.44%	31.56%
FY24	76,590.08	36,917.93	67.48%	32.52%
FY25	103,222.58	53,112.63	66.03%	33.97%

Note: FY: Financial Year; Source: SEBI Bulletin, CRISIL Intelligence

## Regulatory Framework Guiding the Depository System in India

### Impact on pricing of services

The Depositories Act confers rights on depositories to frame their own bye-laws and business rules. The bye-laws are approved by the SEBI. While the bye-laws define the scope of the functioning of depositories and its business partners; the business rules outline the operational procedures to be followed by the depositories and its business partners. The business rules govern pricing of the depository services. Owing to the multi-depository system in India, prices are not only competitive, but services rendered too are better in quality.

#### Key fees payable by DPs to depositories

Services		NSDL charges (₹)	CDSL charges (₹)
Entry fee at the time of submitting application		25,000/-	20,000/-
Settlement fee	Credit received in CM account from CC	1.0/- per instruction subject to minimum 1500/- and maximum 5000/- per quarter per CM account	500/- per month
	Inter-settlement transfers in the CM account(s)	5.0/- per debit instruction	
	Transfer from CM account to CM account of another clearing member	5.0/- per debit instruction	
Tariff for debit transaction		4/- per debit transaction	3.5/- per debit transaction
Creation of Pledge		25.0/- per instruction	12.0/- per instruction
Closing of pledge		0	12.0/- per instruction
Annual maintenance – Corporate accounts		500/- per corporate account per annum	500/- per corporate account per annum
Minimum fee to participants		8,000/- per month	8,000/- per month
CAS		0.75/- per transacted BO demat account for email CAS, 8.0/- per transacted BO demat account for physical CAS	0.5/- per transacted BO for E-CAS, 6.0/- per transacted BO for physical CAS

Source: Company tariff documents; Note: The list of charges above is not an exhaustive list

#### Key fees payable by issuers to depositories

Services	NSDL charges (₹)	CDSL charges (₹)
Joining fee	For listed companies	20,000/-
	For unlisted companies	15,000/-
Distribution of non-cash corporate benefits	Corporate action – for debit or credit to accounts	10.00/- per record, subject to minimum 1000/- per corporate action
	Issue of commercial paper and short-term debt instruments	10,000/- for five instruments. Additional fee of 10,000/- for every additional five issues
Appointment as a designated depository to facilitate listed company to monitor foreign investment limits	Companies in Nifty 500 or BSE 500 as on March 31 <sup>st</sup> of previous financial year	25,000/- per annum
	Other listed issuers	10,000/- per annum

Source: Company tariff documents; Note: The list of charges above is not an exhaustive list.

## Annual Custodial Fees

Annual custody/issuer charges are based on SEBI's circular dated December 9, 2015 and is applicable to both CDSL as well as NSDL. As per the SEBI, issuers must pay an annual custodial fee to the depositories at the rate of ₹11.00 per folio based on average number of folios.

Nominal value of securities admitted (₹)	Annual custodial fee payable by an issuer to each depository (₹) (*)
Up to 2.5 Cr (applicable only for issuer of unlisted shares)	5,000/-
Up to 5 Cr	9,000/-
Above 5 Cr and up to 10 Cr	22,500/-
Above 10 Cr and up to 20 Cr	45,000/-
Above 20 Cr	75,000/-

Source: SEBI and Company tariff documents

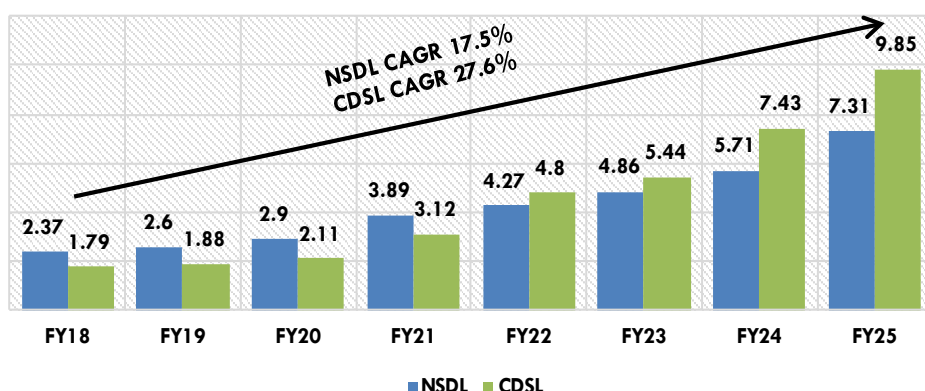
Note: \*plus taxes as applicable

### Revenue mix of depositories in India

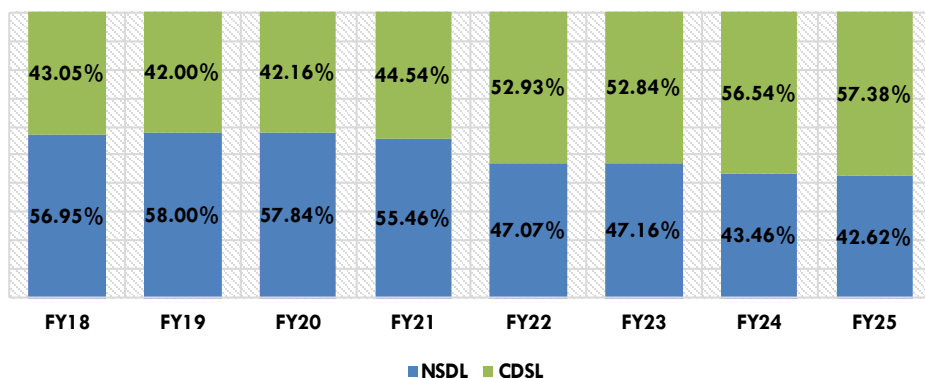
The depositories derive their business mainly from activities in primary and secondary capital markets. Revenue of depositories majorly constitutes transactional charges, custodial charges and annual charges. In addition to the core services of electronic custody and trade settlement services, depositories provide other services like pledge of securities, automatic delivery of securities to CC, distribution of non-cash corporate benefits (such as bonus, rights, and IPOs), stock lending, etc. These services have added value in the whole ecosystem of capital markets and depositories could diversify their revenue streams.

Total Standalone income of depositories in India is around ₹17.16 bn in FY25 and grew at CAGR ~22.4% between FY18 to FY25 and is expected to grow at CAGR of 11% to 12% from FY25 to FY27 to reach ₹21 Bn to ₹22 Bn by FY27 assuming there will not be any regulatory impact on pricing of products and services.

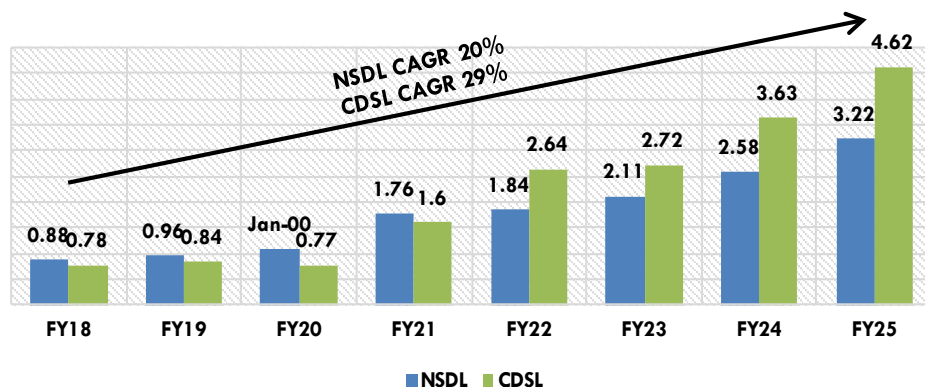
### Total income (standalone) of NSDL and CDSL grew at 17.5% and 27.6% CAGR respectively between Financial Year 2018- Financial Year 2025



### Market share of depositories in India with respect to revenues

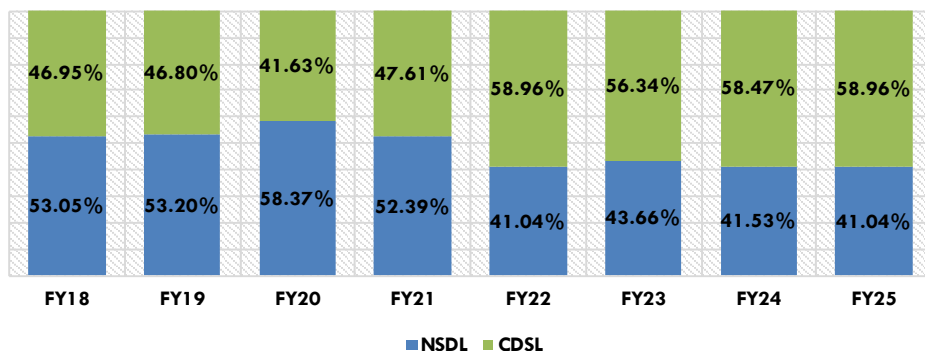


### Total profit after tax (standalone) of NSDL and CDSL grew at 20.4% and 29.0% CAGR between Financial Year 2018-Financial Year 2025



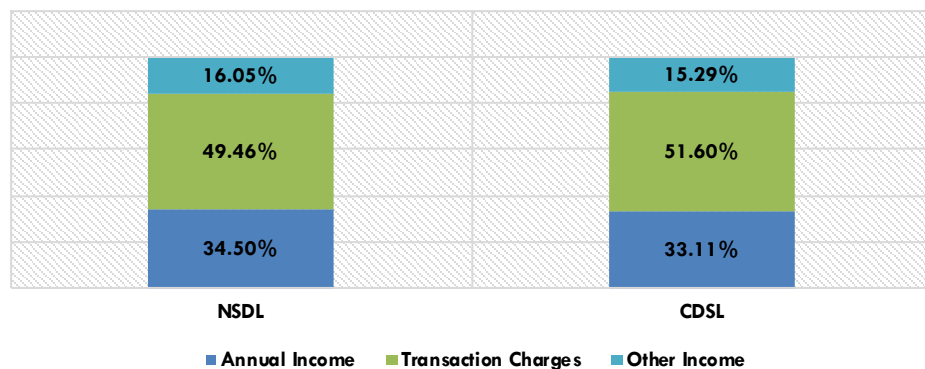


### Total PAT (Standalone) Share

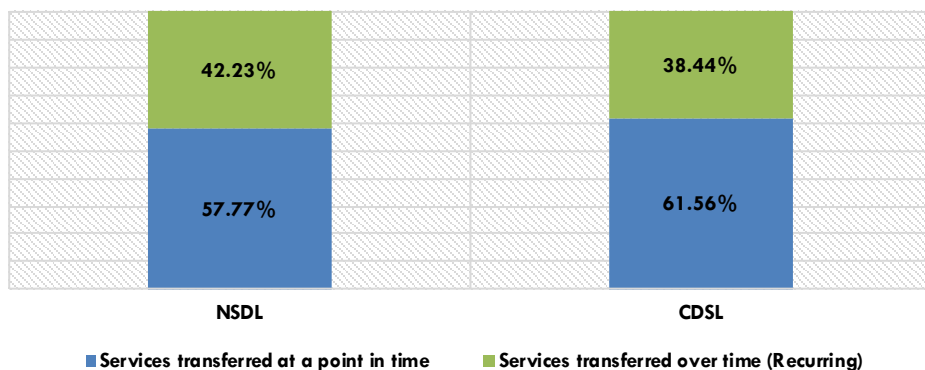


Revenue from annual and custody fee is considered as more stable and recurring kind of revenue source as it is lesser dependent on market cycle as compared to revenue from transaction charges.

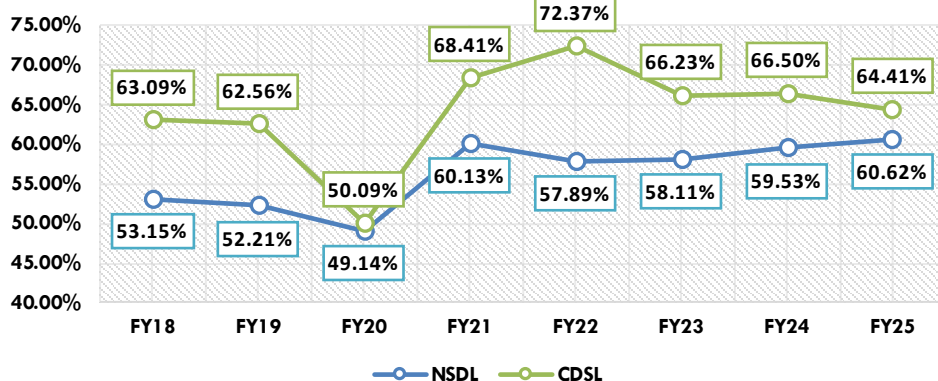
### Share on annual and custody charges (in standalone income) for NSDL and CDSL (Financial Year 2025)



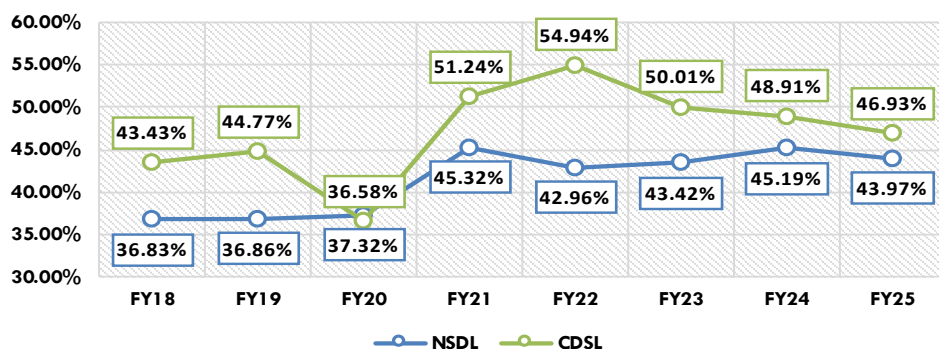
### Share of recurring revenue in standalone operational revenue from contracts with customers



### EBIDTA margins of industry improved after dip in Financial Year 2020



### PAT margins of industry improved after dip in Financial Year 2020



Source: RHP

## National Securities Depository Ltd.

National Securities Depository Ltd. is a SEBI registered market infrastructure institution ("MII") offering a wide range of products and services to the financial and securities markets in India. Following the introduction of the Depositories Act in 1996, NSDL pioneered the dematerialization of securities in India in November 1996. It is the largest depository in India in terms of number of issuers, number of active instruments, market share in demat value of settlement volume and value of assets held under custody.

Using innovative and flexible technology systems, NSDL works to support investors, brokers, issuers and other market participants in the Indian capital markets.

Depository facilitates securities to be held in digital form by investors through accounts known as "Demat Accounts" held through depository participants. This includes securities held in dematerialized form with various asset classes namely equities (listed equity and unlisted equity), preference shares, warrants, funds (mutual funds, REITs, InvITs and AIFs), debt instruments (corporate debt, commercial paper, certificate of deposit, pass through certificate, security receipts, government securities, sovereign gold bonds, municipal debt, treasury bill) and electronic gold receipts.

The company provides depository services to investors, issuers, depository participants, financial institutions, stockbrokers, custodians, clearing corporations and other market intermediaries and has established an ecosystem for these entities to integrate with our systems.

### The core functions of NSDL are:

- **Maintaining allotment and transfer of ownership records:** One of core functions of the company is maintaining details of allotment and transfer of ownership records of securities assets held with the company through electronic book entries. NSDL deploy and utilize innovative technological systems to support issuers, investors and market intermediaries in the Indian securities market while minimizing risk, reducing operational costs and increasing efficiency of operations.
- **Facilitating asset servicing:** Asset servicing is a core function as it helps ensure the safety and efficient management of all assets held in dematerialized form. Various asset classes are hold in dematerialized form and leverage our software tools and framework to build a robust and resilient central securities depository system to ensure the continued safekeeping and servicing of assets.
- **Transaction and other services:** The core depository services provided includes dematerialization of securities, settlement of trades, off-market transfers, pledge of securities, including margin pledges and repledges, implementation of client unpaid securities pledgee accounts ("CUSPA") by trading members to ensure the segregation of client securities, and corporate action for issuer companies. In addition to providing core depository services, several additional services such as e-voting services, consolidated account statement ("CAS"), blockchain-based security and covenant monitoring platform for debentures and non-disposal undertakings ("NDU") are provided.

### Key Performance and Financial Indicators

Sr. No.	KPIs	Financial Year 2025	Financial Year 2024	Financial Year 2023
1	Demat custody value (in ₹ billion) <sup>(1)</sup>	464,164.04	423,441.88	302,188.90
	Individuals & HUF	70,167.65	65,110.07	43,060.50
	Non-Individuals	393,996.39	358,331.81	259,128.40
2	Issuers (Nos) <sup>(2)</sup>	79,773	46,015	40,987
	Listed	6,287	5,942	5,804
	Unlisted	73,486	40,073	35,183
3	Total quantity of securities held in demat (in billion) <sup>(3)</sup>	4,758.69	3,773.30	3,224.33
4	e-Voting <sup>(4)</sup>			
	e-Voting Revenue (in ₹ million)	443.94	355.65	328.86
	e-Voting events (Nos)	4,988	4,304	3,951
5	Depository Participants (Nos) <sup>(5)</sup>	294	281	283
6	DP Service Centres (Nos) <sup>(6)</sup>	65,391	61,665	59,401
7	Demat Accounts (excluding closed accounts) (in million) <sup>(7)</sup>	39.45	35.77	31.46
	Individuals & HUF	39.27	35.61	31.31
	Non-Individuals	0.18	0.16	0.15
8	Demat custody value per demat account (in ₹ million) <sup>(8)</sup>	11.77	11.84	9.61
	Individuals & HUFs	1.79	1.83	1.38
	Non-Individuals	2,191.93	2,239.57	1,727.52
9	Consolidated Operating Revenue <sup>(9)</sup>			
	Revenue (in ₹ million)	14,201.46	12,682.44	10,219.88
	Recurring Revenue <sup>(11)</sup>	2,795.14	2,417.95	2,250.26

Sr. No.	KPIs	Financial Year 2025	Financial Year 2024	Financial Year 2023
10	Transaction Revenue	11,406.32	10,264.49	7,969.62
	Standalone Operating Revenue <sup>(10)</sup>			
	Revenue (in ₹ million)	6,186.28	4,730.57	4,091.69
	Recurring Revenue <sup>(11)</sup>	2,612.72	2,296.56	2,117.78
	Transaction Revenue <sup>(11)</sup>	3,573.56	2,434.01	1,973.92
11	Consolidated EBITDA <sup>(12)</sup> (in ₹ million)	4,929.43	3,811.33	3,286.04
12	Consolidated PAT <sup>(13)</sup> (in ₹ million)	3,431.24	2,754.45	2,348.10
13	Consolidated Basic and Diluted Earnings Per Share <sup>(14)</sup> (₹)	17.16	13.77	11.74
14	Consolidated Networth <sup>(15)</sup> (in ₹ million)	20,053.41	16,840.97	14,288.61
15	Operating Profit Margin (%) <sup>(16)</sup>	23.95%	20.57%	22.89%
	NSDL	50.21%	48.73%	48.04%
	NDML	31.67%	37.06%	40.20%
	NPBL	0.51%	0.31%	1.55%
	PAT Margin (%) <sup>(17)</sup>	22.35%	20.17%	21.35%
16	NSDL	43.97%	45.19%	43.42%
	NDML	34.97%	37.59%	37.62%
	NPBL	0.26%	0.22%	1.49%
17	ROE (%) <sup>(18)</sup>	17.11%	16.36%	16.43%
	NSDL	17.78%	17.11%	16.58%
	NDML	12.13%	12.79%	12.68%
	NPBL	1.26%	1.09%	5.61%

### Revenue Drivers:

Revenue from annual fees and annual custody fees is considered as a more stable and recurring source of revenue due to its lesser dependence on market cycle compared to revenue from transaction charges.

Core depository services provide a steady source of recurring revenues and stability to the business model. In addition to core depository services, recurring revenue from certain other services is also generated. Below table provide the details of recurring revenue.

Revenues	For the Financial Year		
	2025	2024	2023
	(₹ in million)		
Recurring revenue from our Depository Business	2,612.72	2,296.56	2,117.78
Recurring revenue*	2,795.14	2,417.95	2,250.26

\*Refers to services transferred over time. See "Restated Consolidated Financial Information – Note 20(a) Timing of revenue recognition as per Ind AS 115" on page 320.

## Sources of Revenues for NSDL

Annual Custody Fees charged to Issuers and Annual Fees charged to Depository Participants: At the beginning of each financial year, issuers are charged annual custody fees for the securities held in dematerialized form and annual fees from the depository participants for all corporate demat accounts registered. For the FY25, FY24 and FY23, revenue from custody fees and annual fees charged to depository participants aggregated to 86.98%, 88.18% and 86.52% of recurring revenues, respectively.

**Other Services: In addition to the above-mentioned annual fees, range of other services that are provided by the company generate revenue. This includes**

- Annual fees charged to issuers for foreign investment limit monitoring
- Annual fees from brokers for our IDeAS service
- License fees to DPs for providing our DPM software
- Annual fees from DPs for value-added services provided to DPs
- Annual fees from mutual funds towards statement downloads
- Annual fees from SEZ units towards system usage and transaction charges
- Annual fees from insurance companies in relation to credit of policies
- Annual usage fees for generation of IT professional identification number for registration of NSR
- Annual fees for STeADY
- Annual fees in relation to usage of Cloud DPM; and
- Annual usage fees from issuers for our provision of RTA services

The higher custody value allows the company to leverage a range of additional services, including pledges, margin pledges and loans against security (LAS).

Revenues	For the Financial Year		
	2025	2024	2023
	(₹ in million/ %)		
Pledge/ Margin Pledge Revenue	523.44	400.23	184.78
As a % of our total Depository Revenue	8.46%	8.46%	4.52%
Annual Fees LAS/ Digital LAS Revenue	5.05	5.41	1.88
As a % of our total Depository Revenue	0.08%	0.11%	0.05%

Source: RHP

## Subsidiaries – NDML & NPML

NSDL Database Management Ltd. (NDML) is a technology solutions and product services company focused on developing e-Governance solutions, payment solutions, regulatory support systems, market infrastructure services, industry solutions and digital customer onboarding products.

**IRDAI:** NDML had obtained an approval from IRDAI to act as an insurance repository for digitization, collation, storage and management of insurance policies issued across India. During FY25, NDML acted as a registrar and transfer agent for 13,485 ISINs. NDML received approval from IRDAI for establishing an insurance repository to facilitate holding of all types of insurance policies in electronic form through a single and central e-insurance account.

**SEBI:** NDML is registered with SEBI to provide services as a KYC registration agency (KRA) for the collection, validation, storage and dissemination of KYC information of investors in capital markets. By end-FY25, NDML supported more than 1,728 SEBI registered intermediaries in India and held approximately 18.79 mn KYC records.

**RBI:** NDML has received authorization from the RBI to operate as an online payment aggregator for facilitating the online collection of payments.

**UIDAI:** NDML is registered with UIDAI as a “KYC User Agency” for facilitating online Aadhaar-based e-KYC of clients of SEBI registered intermediaries.

**Ministry of Commerce and Industry:** NDML was appointed by the Ministry of Commerce and Industry to establish and operate an online platform for supporting approvals and transactions in SEZ across the country.

NDML has also been serving the IT & ITeS industry in India with its National Skills Registry platform which seeks to assist employee onboarding and verifications

## NPBL

Through NSDL Payments Bank Ltd (NPBL), the company offer a range of financial products and services on a B2B2C basis, including digital banking solutions, inclusive banking products (covering domestic money transfers, savings accounts, micro-ATMs and Aadhar-enabled Payment System), prepaid cards (including general purpose reloadable payment cards, gift cards and use case-based cards), merchant acquisition services (including UPI-payment services and point-of-sale solutions), cash management services and the distribution of third party products such as life insurance, health insurance and mutual fund schemes.

NPBL has a customer base of more than 2.42 mn accounts by end-FY25 from which 1.61 mn customer accounts had been opened during FY25.

The volume of micro-ATM services processed through NPBL aggregated to ₹130,185.27 mn in FY25. NPBL was second in India in terms of deployment of micro-ATM devices in banking industry having deployed more than 307,200 devices across the nation. NPBL recorded a transaction value of ₹283,921.66 mn from cash management services during FY25, having started such services in FY24.

NPBL distributed mutual funds schemes of 28 major asset management companies in India through digital channels, including its mobile application. Revenue from banking services offered by NPBL for the FY25, FY24 and FY23, amounted to ₹7,199.34 mn, ₹7,192.40 mn and ₹5,407.78 mn, respectively, representing 50.69%, 56.71% and 52.92% of our revenue from operations, respectively.

### Payments Bank in India

Name of the Payments Bank	Year of Incorporation	Year of Commencement of Operation
Airtel Payments Bank	November 2016	November 2016
Fino Payments Bank	April 2017	June 2017
PayTM Payments Bank	November 2017	November 2017
Jio Payments Bank	November 2016	April 2018
India Post Payments Bank	September 2018	September 2018
NSDL Payments Bank	August 2016	October 2018

Source: Company Website, CRISIL Intelligence

### Peer comparison (Financial Year 2025)

Players	Customer Deposits (in ₹ Billion)	Net worth (in ₹ Billion)	CRAR (%)	Branches**
Airtel Payments Bank	34.18	6.45	38.0%	28
Fino Payments Bank	19.39	7.19	80.5%	152
India Post Payments Bank	193.45	15.39	49.2%	650
Jio Payments Bank	NA	NA	NA	4
NSDL Payments Bank	1.79	1.48	142.5%	2
PayTM Payments Bank	NA	NA	NA	3

Note: \*\* Functioning offices data as of Financial Year 2025 based on RBI Data, Table is arranged based in alphabetical order.

Source: Company Website, Company Reports, RBI, CRISIL Intelligence

### Volume and Value of transactions and card issued (Financial Year 2025)

Players	Debit cards outstanding (In million)	Value of transaction at ATM & POS (In ₹ million)	Volume of transaction at ATM & POS (In million)
Airtel Payments Bank	6.02	17,476.98	5.87
Fino Payments Bank	10.33	92,569.75	28.31
India Post Payments Bank	24.56	1,087.17	3.87
Jio Payments Bank	0.56	1,909.96	0.65
NSDL Payments Bank	0.69	10,698.48	5.07
PayTM Payments Bank	30.60	29.73	0.03

Note: Data for value and volume of transactions includes transaction done through both ATM & POS; Table is arranged based in alphabetical order.

Source: RBI, CRISIL Intelligence

### Financial Year 2025

Players	Net Worth (In ₹ Billion)	Total Equity (In ₹ Billion)	Customer Deposits (In ₹ Billion)	Revenue (In ₹ Billion)	Net Profit (In ₹ Billion)	RoE (%)
Airtel Payments Bank	6.45	24.65	34.18	26.47	0.63	10.90%
Fino Payments Bank	7.19	0.83	19.39	17.47	1.08	15.59%
India Post Payments Bank	15.39	23.55	193.45	17.81	1.34	9.86%
Jio Payments Bank	NA	NA	NA	NA	NA	NA
NSDL Payments Bank	1.48	1.80	1.79	7.22	0.02	1.26%
PayTM Payments Bank	NA	NA	NA	NA	NA	NA

Note: Players are arranged in alphabetical order; RoE calculated as profit after tax divided by average total equity

Source: Company Reports, CRISIL Intelligence





Source: RHP

**NSDL Jiffy:** It is built with a focus on delivering a simplified banking experience to our customers. NSDL Jiffy offers several banking services to customers through a mobile-based application

**Domestic money transfer:** NPBL provides a domestic money transfer service that facilitates fund transfers by non-account holders to any bank account in India.

**Aadhar-Enabled Payment System (AePS):** AePS is a bank-led model that uses AADHAR authentication to allow interoperable transactions at POS terminals.

**Micro-ATMs:** In furtherance to achieving the vision of financial inclusion of the Government of India, NPBL has established an extended network of banking and remittance facilities through 4,382 customer service points across India.

**Cash Management Services:** Through the platform, the collection of loan EMIs and cash payments are facilitated whereby the transactions are processed through agents.

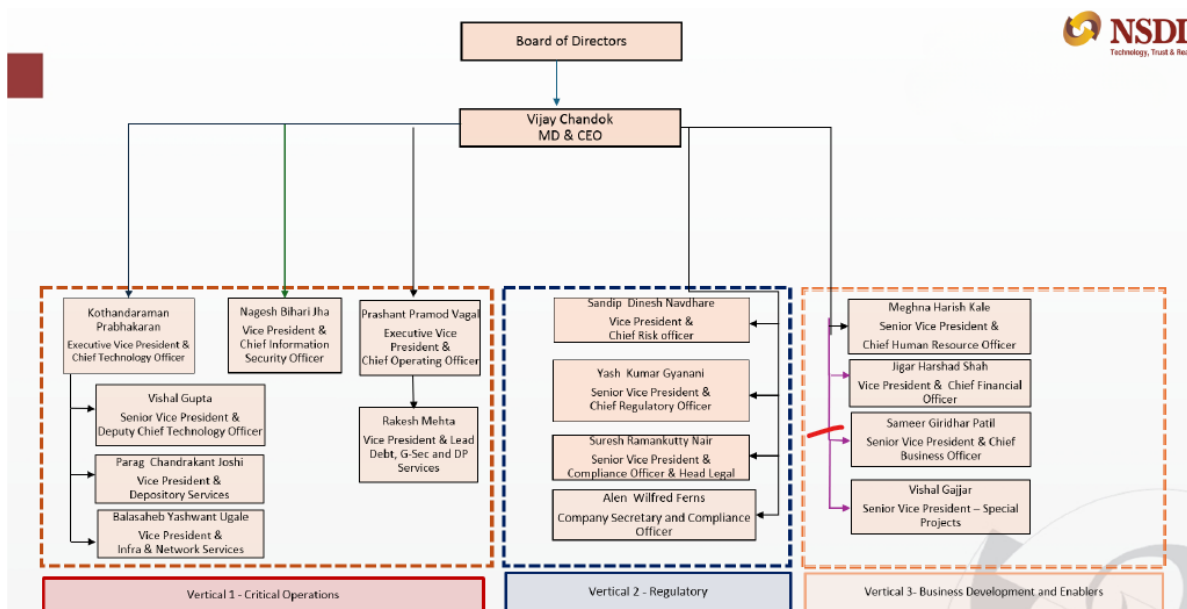
**Customer Service Points (CSPs):** These act as mini banks for carrying out withdrawal, deposit and money transfer and help with sourcing new business by facilitating the opening of new customer accounts. By end-FY25, 4,382 customer service points across the country.

**Mutual fund investment and linked trading accounts:** Through digital platform, customers can invest in mutual funds as well as benefit from curated investment solutions provided by fund houses.

**Prepaid cards:** Through prepaid cards offering, NPBL offer corporate gift cards, student cards, meals cards and payroll cards, and during FY25, it recorded transactions aggregating to ₹89,530.91 mn through prepaid cards issued by NPBL.

Management Profile	Details
<b>Vijay Chandok</b> (Managing Director and the Chief Executive Officer)	He has been associated with our Company since November 28, 2024. He holds a bachelor's degree in mechanical engineering from Banaras Hindu University, Varanasi and a master's degree in management studies from Narsee Monjee Institute of Management Studies, Mumbai. He has over 31 years of experience in the financial services industry. Prior to joining NSDL, he was associated with ICICI Bank Limited as its executive director and with ICICI Securities Limited as a managing director and chief executive officer.
<b>Parveen Kumar Gupta</b> (Chairman and Public Interest Director)	He has been associated with our Company since September 6, 2022. He holds a bachelor's degree in commerce from Guru Nanak Dev University, Amritsar and has been admitted as an associate of the Institute of Company Secretaries of India. He has over 40 years of experience in the banking industry and has been a part of an expert committee constituted by the RBI on micro, small and medium enterprises. Prior to joining our Company, he has held various positions in the State Bank of India including managing director (compliance and risk), managing director (retail and digital banking), managing director and chief executive officer, SBI Capital Markets Limited, DMD and chief financial officer, additional charge of DMD and GE (global markets), deputy chief executive officer, SBI Macquarie Infrastructure Management Private Limited and chief general manager (global markets). He has also served as senior advisor in Bank of Baroda.
<b>Jigar Harshad Shah</b> (CFO)	He has been associated with the Company since March 3, 2025 and is responsible for managing all the financial information, including supervising finance teams, undertaking financial planning and analysis, taxation, budgeting, cost control, investor relations, investment decision-making, procurement, overseeing vendor payments and purchases and plays a role in the formulation and execution of our Company's financial goals and strategies. Prior to joining the Company, he was associated with S.V. Ghatalia & Associates LLP, Yes Bank Limited, Standard Chartered Bank, IDFC First Bank Limited and NSDL Payments Bank Limited
<b>Prashant Pramod Vagal</b> (COO)	He has been associated with our Company since January 1, 1997. He is responsible for ensuring operation activities in respect to issuer services, identification of digitization and automation initiatives on a continuous basis, establishing customer service processes, settlement activities, monitoring of foreign investment limits, facilitating interactions with IT for timely requirements and testing. Prior to joining the Company, he was associated with Special Steels Limited and CIFCO Finance Limited.
<b>Sameer Giridhar Patil</b> (Chief Business Offer)	He has been associated with the Company since May 23, 2025. He is responsible for developing and executing strategic business growth plan and to lead cross-functional initiatives in sales, product, marketing, brand building, and team building. He has over 20 years of experience in business strategy and business expansion. Prior to joining the Company, he was associated with BSE Limited and Multi Commodity Exchange of India Limited.
<b>Parag Chandrakant Joshi</b> (VP – Depository Services)	He has been associated with the Company since April 2, 2007. He is responsible for development and implementation of new functionalities for core depository, cloud/local DPM and e-voting systems, support and implementation of peripheral systems, addressing issues related to application-level security, providing support for disaster recovery (DR), and business continuity management (BCM) activities and interfacing with regulators for incident management. Prior to joining the Company, he has worked with Western College of Commerce and Business Management as a visiting faculty.

Management organization chart



Source: RHP

**Peer Comparison (FY25)**
**Revenue from operations for players (in ₹million) (Financial Year 2025)**

Segment	Players	FY20	FY21	FY22	FY23	FY24	FY25
Depository	National Securities Depository Limited	2,495.86	3,355.78	3,692.82	4,091.69	4,730.57	6,186.28
	Central Depository Services (India) Limited	1,681.52	2,705.84	4,148.03	4,506.00	6,409.57	8,482.09
Insurance Repository	NSDL National Insurance Repository	22.01	21.96	23.28	48.33	56.46	46.93
	Centrico Insurance Repository Limited	4.47	3.57	3.53	5.09	7.14	NA
	CAMS Insurance Repository Services Limited	209.35	148.72	187.77	177.90	174.86	195.9
Registrar & Transfer agents	KFintech	4,405.76	4,717.90	6,247.09	6,964.50	8,108.27	10,554.99
	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)\$	437.95	485.31	NA	NA	NA	NA
KYC Registration Agency*	CVL	557.60	719.00	1,349.31	1,029.46	1,696.56	NA
	NDML	705.60	685.90	927.49	728.63	765.18	823.10

Note: FY: Financial Year; \$Financial year is ending June 2019 and 2020. Above numbers are on a Standalone basis, NA= Not Available, # The revenue represents the revenue of the entities and not specifically for KYC Registration business.  
 Source: Company Reports, CRISIL Intelligence

**PAT margin - Profitability of Peers (Financial Year 2025)**

Segment	Players	FY20	FY21	FY22	FY23	FY24	FY25
Depository	National Securities Depository Limited	37.32%	45.32%	42.96%	43.42%	45.19%	43.97%
	Central Depository Services (India) Limited	36.58%	51.24%	54.95%	50.01%	48.91%	46.93%
Insurance Repository	NSDL National Insurance Repository	(6.28%)	(37.30%)	32.39%	34.65%	25.91%	3.09%
	Centrico Insurance Repository Limited	30.78%	57.30%	58.54%	42.51%	41.35%	NA
	CAMS Insurance Repository Services Limited	(2.03%)	11.15%	20.65%	6.91%	3.25%	(17.95%)
Registrar & Transfer agents	KFintech	2.82%	(12.71%)	24.15%	27.51%	29.40%	29.89%
	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)\$	15.09%	17.02%	NA	NA	NA	NA
KYC Registration Agency	CVL	42.17%	46.95%	49.65%	42.50%	45.56%	NA
	NDML	36.50%	38.33%	44.60%	37.62%	37.59%	34.97%

Note: FY: Financial Year; \$Financial year is ending June 2019 and 2020. Above numbers are on a Standalone basis, NA= Not Available,  
 Source: Company Reports, CRISIL Intelligence

**EBITDA margin of Players (Financial Year 2025)**

Segment	Players	FY20	FY21	FY22	FY23	FY24	FY25
Depository	National Securities Depository Limited	49.14%	60.13%	57.89%	58.11%	59.53%	60.62%
	Central Depository Services (India) Limited	55.09%	68.41%	72.36%	66.23%	66.50%	64.41%
Insurance Repository	NSDL National Insurance Repository	6.89%	(22.05%)	39.06%	40.63%	39.06%	12.32%
	Centrico Insurance Repository Limited	75.80%	59.66%	53.34%	58.03%	48.20%	NA
	CAMS Insurance Repository Services Limited	24.95%	16.67%	30.35%	13.29%	4.63%	(14.72%)
Registrar & Transfer agents	KFintech	36.81%	44.96%	46.81%	43.93%	45.77%	46.11%
	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)\$	27.49%	30.83%	NA	NA	NA	NA
KYC Registration Agency	CVL	58.44%	63.14%	66.25%	63.14%	58.44%	NA
	NDML	50.58%	53.05%	61.30%	54.26%	54.58%	51.00%

Source: RHP

## Financials

(₹ cr)

	FY23	FY24	FY25
<b>Revenue from Operations</b>	<b>1,022</b>	<b>1,268</b>	<b>1,420</b>
Other Income	78	97	115
<b>Total Income</b>	<b>1,100</b>	<b>1,366</b>	<b>1,535</b>
Employee Cost	110	123	139
Other Operating Expenses	657	860	906
<b>EBITDA</b>	<b>333</b>	<b>382</b>	<b>491</b>
<i>EBITDA margins (%)</i>	<i>33%</i>	<i>30%</i>	<i>35%</i>
Interest Exp.	2	2	4
Depreciation	22	24	35
<b>PBT</b>	<b>310</b>	<b>356</b>	<b>451</b>
Share of Profit/(Loss) of Associates	-5	-1	2
Tax	70	80	110
<b>PAT</b>	<b>235</b>	<b>275</b>	<b>343</b>
<i>PAT margin (%)</i>	<i>23%</i>	<i>22%</i>	<i>24%</i>
<b>EPS (Rs)</b>	<b>11.7</b>	<b>13.8</b>	<b>17.2</b>

	FY23	FY24	FY25
<b>Assets</b>			
<b>Non-current Assets</b>			
Property, plant and equipment	34	255	282
Intangible assets	39	47	61
Other non-current assets	1,185	1,325	1,392
<b>Total Non-current Assets</b>	<b>1,258</b>	<b>1,627</b>	<b>1,735</b>
<b>Current Assets</b>			
Current investments	333	273	683
Bank balances other than (iii) above	387	106	374
Other current assets	116	251	193
<b>Total Current Assets</b>	<b>836</b>	<b>631</b>	<b>1,250</b>
<b>Total Assets</b>	<b>2,094</b>	<b>2,258</b>	<b>2,985</b>
<b>Equities &amp; Liabilities</b>			
<b>Equity</b>			
Equity share capital	40	40	40
Other equity	1,389	1,644	1,965
<b>Total Equity</b>	<b>1,429</b>	<b>1,684</b>	<b>2,005</b>
Non-current liabilities	25	22	17
<b>Total Current Liabilities</b>	<b>640</b>	<b>552</b>	<b>963</b>
<b>Total Liabilities</b>	<b>665</b>	<b>574</b>	<b>980</b>
<b>Total Equity and Liabilities</b>	<b>2,094</b>	<b>2,258</b>	<b>2,985</b>

Source: RHP

## Key Risks

- **Reduction in charges:** Further, a key risk to our KRA business is the reduction in usage charges for acting as a KRA under NDML, pursuant to the directions from regulatory authorities and/or competition.
- **Dependence on securities market:** Revenues are heavily dependent on trading activity and investor interest in the Indian capital markets. During FY23/FY24/FY25, the company derived 25.0%/24.3%/29.9% of its revenue from transaction fees. Any slowdown in trading activity due to external risks like geopolitical developments or adverse economic events may impact business.

## Valuation and Outlook

NSDL is the leading depository services provider in India with strong presence across the country. Over the past three years (FY23-25), NSDL has posted strong financial performance growing its Revenue/EBITDA/PAT at CAGR of 17.9%/21.2%/20.9%. Over the years, through its operational excellence and support by regulatory framework the company has built a robust annual fee based and recurring fee-based model, giving fair revenue visibility and stability to the future financial performance.

As healthy economic growth and rising digital penetration in India is supportive to the growing equity market volumes as well as new demat account additions, these factors will certainly act as strong tailwinds for the company.

Revenue contribution from other services such as National Payments Bank can also act as a key driver for the company's performance going forward, as services such as Cash Management Services, Micro-ATMs and mobile banking provide significant growth opportunities.

Based on upper price band of ₹800 per share, NSDL is priced at 47x its FY25 P/E and at an estimated Market Capitalization of ₹16,000cr. Although the company may provide a limited potential upside at the time of listing, we remain bullish on the long-term fundamentals looking at the nature of the business and strong market position. Hence, **we recommend long-term investors to "SUBSCRIBE" for the IPO.**



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**Disclosure of Interest Statement: National Securities Depository Limited (NSDL) as on 30<sup>th</sup> July 2025**

Name of the Security	National Securities Depository Limited (NSDL)
Name of the analyst	Prasad Hase
Analysts' ownership of any stock related to the information contained	NIL
Financial Interest	
Analyst :	No
Analyst's Relative : Yes / No	No
Analyst's Associate/Firm : Yes/No	No
Conflict of Interest	No
Receipt of Compensation	No
Way2Wealth ownership of any stock related to the information contained	NIL
Broking relationship with company covered	NIL
Investment Banking relationship with company covered	NIL

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