

Corporate Governance Report

- 1) Name of the Company: - National Securities Depository Limited
 2) Quarter ending :- April 01, 2023 – June 30, 2023

I. Composition of Board of Directors												
Title (Mr./Ms.)	Name of the Director	PAN# and DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Initial date of appointment	Date of re-appointment	Date of cessation	Tenure* (in months)	Date of Birth	No. of directorships in listed entities including the Company (refer Regulation 17A(1) of the SEBI Listing Regulations)	No. of Independent directorships in listed entities including the Company (refer proviso to Regulation 17A(1) of the SEBI Listing Regulations)	No. of memberships in Audit/Stakeholder committee(s) including the Company (Refer Regulation 26(1) of SEBI Listing Regulations)	No. of post of chairperson in Audit/Stakeholder committee held in listed entities including the Company (Refer Regulation 26(1) of SEBI Listing Regulations)
Mr.	B. A. Prabhakar	02101808	Chairperson, Non-Executive, Independent Director	08/05/2017	08/05/2020	07/05/2023	72	04/08/1953	0	0	0	0
Mr.	G. Sivakumar	07537575	Non-Executive Independent Director	05/01/2018	05/01/2021	NA	65.26	30/09/1960	1	1	1	0
Dr.	Rajani Gupte	03172965	Non-Executive Independent Director	23/05/2018	23/05/2021	NA	61.8	18/11/1955	1	1	4	2
Mr.	Parveen Kumar Gupta	02895343	Chairperson, Non-Executive	06/09/2022	NA	NA	9.25	13/03/1960	0	0	4	0

			Independent Director									
Dr.	Madhu Sudan Sahoo	01968430	Non-Executive – Independent Director	18/04/2023	NA	NA	2.13	02/5/1959	0	0	2	1
Ms.	Priya Subbaraman	01620890	Non-Executive Non-Independent Director	23/10/2020	NA	29/05/2023	NA	6/10/1969	0	0	0	0
Ms.	Padmaja Chunduru	08058663	Managing Director & CEO	22/09/2021	NA	NA	NA	02/08/1961	0	0	2	0
Mr.	Shailendra Govind Nadkarni	03401830	Non-Executive Non Independent Director	11/01/2023	NA	NA	NA	29/12/1964	0	0	0	0

Whether regular chairperson appointed – **Yes**

Whether Chairperson is related to managing director or CEO – **No**

As per the SEBI circular no. SEBI/HO/CFD/CMD-2/P/CIR/2021/256 dated May 31, 2021, PAN details of any directors would not be displayed on the website of Stock Exchange and accordingly, the PAN details are not provided.

**Only for Independent Directors*

II. Composition of committees

Name of the committee	Whether regular chairperson appointed	Name of committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation
Audit committee	Yes	1. Mr. Madhu Sudan Sahoo	1. Chairperson	11/05/2023	NA
		2. Mr. Parveen Kumar Gupta	2. Non-Executive Independent Director	09/09/2022	NA
		3. Dr Rajani Gupte	3. Non-Executive Independent Director	13/02/2019	NA

		4. Prof. G. Sivakumar	4. Non-executive Independent Director	13/02/2019	NA
		5. Mr. B.A Prabhakar	5. Non-executive Independent Director	12/10/2017	07/05/2023
		6. Ms. Priya Subbaraman	6. Non-executive Non-Independent Director	12/11/2020	29/05/2023
Nomination and remuneration committee	Yes	1. Prof. G. Sivakumar	1. Chairperson	13/02/2019	NA
		2. Mr. Parveen Kumar Gupta	2. Non-Executive Independent Director	09/09/2022	NA
		3. Mr. B.A Prabhakar	3. Non-executive Independent Director	03/08/2017	07/05/2023
		4. Dr Rajani Gupte	4. Non-Executive Independent Director	09/08/2018	NA
		5. Mr. Madhu Sudan Sahoo	5. Non-Executive Independent Director	11/05/2023	NA
Risk management committee	Yes	1. Mr. Parveen Kumar Gupta	1. Chairperson	31/01/2023	NA
		2. Prof. G. Sivakumar	2. Non-executive Independent Director	14/02/2019	NA
		3. Mr. Pazhamalai Jayaraman	3. Independent External Person	14/02/2019	NA
Stakeholders relationship committee	Yes	1. Dr. Rajani Gupte	1. Chairperson	09/08/2018	NA
		2. Mr. Madhu Sudan Sahoo	2. Non-executive Independent Director	11/05/2023	NA

		3. Ms. Padmaja Chunduru	3. Executive Director	22/09/2021	NA
		4. Ms. Priya Subbaraman	4. Non-executive Non-Independent Director	12/11/2020	29/05/2023
		5. Mr. B. A. Prabhakar	5. Non-executive Independent Director	05/01/2018	07/05/2023

III. Meetings of Board of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Whether requirement of quorum met (details)	Number of directors present	Number of independent directors present	Maximum gap between any two consecutive meetings (in no. of days)
31/01/2023	18/04/2023	Yes	7	4	51
27/02/2023	23/05/2023	Yes	7	4	36
-	31/05/2023	Yes	6	4	9
-	27/06/2023	Yes	5	3	28

IV. Meeting of committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met (details)	Number of directors present	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in no. of days*
Audit committee -					
18/04/2023	Yes	5	4	31/01/2023	78
23/05/2023	Yes	5	4	-	36
27/06/2023	Yes	3	3	-	36
Nomination and remuneration committee -					
22/05/2023	Yes	4	4	-	200
23/06/2023	Yes	4	4	-	33

Risk management committee ** -					
22/05/2023	Yes	3	3	30/01/2023	113
Stakeholders relationship committee -					
NA	NA	-	-	31/01/2023	-
*Mandatory for audit committee					
**Members of Risk Management Committee also includes Independent External Person					
V. Related party transactions					
Subject			Compliance status (Yes/No/NA)		
Whether prior approval of audit committee obtained			Yes		
Whether shareholder approval obtained for material RPT			Not Applicable		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee			Yes		
VI. Affirmations					
<ol style="list-style-type: none"> 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> a. Audit committee b. Nomination and remuneration committee c. Stakeholder's relationship committee d. Risk management committee 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. – N.A. 					

Sd/-
Nikhil Arya
 Company Secretary