

Corporate Governance Report

1) Name of the Company: - National Securities Depository Limited

2) Quarter ended :- October 01, 2023 – December 31, 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.	G. Sivakumar	07537575	Non-Executive Independent Director	05/01/2018	05/01/2021	NA	71.27	30/09/1960	1	1	1	0
Dr.	Rajani Gupte	03172965	Non-Executive Independent Director	23/05/2018	23/05/2021	NA	67.09	18/11/1955	1	1	4	2
Mr.	Parveen Kumar Gupta	02895343	Chairperson, Non-Executive Independent Director	06/09/2022	NA	NA	15.26	13/03/1960	1	1	4	0
Dr.	Madhu Sudan Sahoo	01968430	Non-Executive Independent Director	18/04/2023	NA	NA	8.14	02/05/1959	0	0	2	1

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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
Mr.	Sriram Krishnan	07816879	Non-Executive Non-Independent Director	23/08/2023	NA	NA	NA	15/06/1972	0	0	2	0
Whether regular chairperson appointed – Yes												
Whether Chairperson is related to managing director or CEO – No												
<i># 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.</i>												
<i>*Only for Independent Directors</i>												

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. Dr. Madhu Sudan Sahoo	Chairperson	11/05/2023	NA
		2. Mr. Parveen Kumar Gupta	Non-Executive Independent Director	09/09/2022	NA
		3. Dr. Rajani Gupte	Non-Executive Independent Director	13/02/2019	NA
		4. Prof. G. Sivakumar	Non-executive Independent Director	13/02/2019	NA
		5. Mr. Sriram Krishnan	Non-Executive Non-Independent Director	30/08/2023	NA
Nomination and remuneration committee	Yes	1. Prof. G. Sivakumar	Chairperson	13/02/2019	NA
		2. Mr. Parveen Kumar Gupta	Non-Executive Independent Director	09/09/2022	NA
		3. Dr. Rajani Gupte	Non-Executive Independent Director	09/08/2018	NA
		4. Dr. Madhu Sudan Sahoo	Non-Executive Independent Director	11/05/2023	NA
Risk management committee	Yes	1. Mr. Parveen Kumar Gupta	Chairperson	31/01/2023	NA
		2. Prof. G. Sivakumar	Non-executive Independent Director	14/02/2019	NA
		3. Mr. Pazhamalai Jayaraman	Independent External Person	14/02/2019	NA
Stakeholders relationship committee	Yes	1. Dr. Rajani Gupte	Chairperson	09/08/2018	NA
		2. Dr. Madhu Sudan Sahoo	Non-executive Independent Director	11/05/2023	NA
		3. Ms. Padmaja Chunduru	Executive Director	22/09/2021	NA
		4. Mr. Sriram Krishnan	Non-executive Non-Independent Director	30/08/2023	NA

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)
04/08/2023	01/11/2023	Yes	6	4	88
-	03/11/2023	Yes	6	4	01
-	14/12/2023	Yes	6	4	401

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 -					
01/11/2023	Yes	4	4	04/08/2023	88
Nomination and remuneration committee -					
01/11/2023	Yes	3	3	04/08/2023	88
Risk management committee ** -					
-	-	-	-	26/07/2023	-
Stakeholders relationship committee -					
-	-	-	-	-	-
*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. Details of Cyber security incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Date of the event	Not Applicable	Brief details of the event	Not Applicable

VII. 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. The report submitted in the previous quarter ended September 30, 2023 has been placed before Board of Directors at its meeting held on November 01, 2023 and there was no comment/observation/advice given by the board of directors on the same. 	

Sd/-
Nikhil Arya
Company Secretary