

Corporate Governance Report

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

2) Quarter Ending: - April 01, 2024 – June 30, 2024

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)
Ms.	Sripriya Kumar	03319979	Non-Executive Independent Director	23/05/2024	NA	NA	1.9	26/09/1973	1	1	3	1
Dr.	Rajani Gupte	03172965	Non-Executive Independent Director	23/05/2018	23/05/2021	22/05/2024	72.0	18/11/1955	0	0	0	0
Mr.	Parveen Kumar Gupta	02895343	Chairperson, Non-Executive Independent Director	06/09/2022	NA	NA	21.25	13/03/1960	2	2	5	0
Dr.	Madhu Sahoo	01968430	Non-Executive Independent Director	18/04/2023	NA	NA	14.13	02/05/1959	0	0	3	2
Prof.	Rajat Moona	09036263	Non-Executive Independent Director	09/01/2024	NA	NA	5.23	28/03/1965	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
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**

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. Ms. Sripriya Kumar	Chairperson	23/05/2024	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	22/05/2024
		4. Dr. Madhu Sudan Sahoo*	Non-Executive Independent Director	11/05/2023	NA
		5. Mr. Sriram Krishnan	Non-Executive Non-Independent Director	30/08/2023	NA
Nomination and remuneration committee	Yes	1. Ms. Sripriya Kumar	Chairperson	23/05/2024	NA
		2. Dr. Rajani Gupte	Chairperson	09/08/2018	22/05/2024
		3. Mr. Parveen Kumar Gupta	Non-Executive Independent Director	09/09/2022	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. Rajat Moona	Non-executive Independent Director	15/01/2024	NA

		3. Mr. Pazhamalai Jayaraman	Independent External Person	14/02/2019	NA
Stakeholders relationship committee	Yes	1. Dr. Rajani Gupte	Chairperson	09/08/2018	22/05/2024
		2. Dr. Madhu Sudan Sahoo*	Chairperson	11/05/2023	NA
		3. Ms. Padmaja Chunduru	Executive Director	22/09/2021	NA
		4. Ms. Sripriya Kumar	Non-Executive Independent Director	23/05/2024	NA
		5. Mr. Sriram Krishnan	Non-executive Non-Independent Director	30/08/2023	NA

*Note: Dr. Madhu Sudan Sahoo has ceased as Chairman of Audit Committee w.e.f. May 22, 2024. Dr. Madhu Sudan Sahoo is appointed as Chairperson of Stakeholders Relationship Committee w.e.f. May 23, 2024.

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)
04/01/2024	18/04/2024	Yes	7	4	70
07/02/2024	14/05/2024	Yes	7	4	25
-	-	-	-	-	-

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 -					
14/05/2024	Yes	4	3	07/02/2024	96
Nomination and remuneration committee -					
02/04/2024	Yes	3	3	04/01/2024	5
18/04/2024	Yes	3	3	07/02/2024	15
04/06/2024	Yes	3	3	27/03/2024	46
18/06/2024	Yes	3	3		13

Risk management committee** -					
NA	NA	NA	NA	17/01/2024	NA
Stakeholders relationship committee -					
NA	NA	NA	NA	06/02/2024	NA

*Mandatory for audit committee

**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	NA
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	NA

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

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
 - 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 March 31, 2024 has been placed before Board of Directors at its meeting held on May 14, 2024 and there was no comment/observation/advice given by the Board of Directors on the same.

Sd/-

Alen Ferns
Company Secretary