

### Corporate Governance Report

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

2) Quarter ended :- July 01, 2023 – September 30, 2023

<b>I. Composition of Board of Directors</b>												
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	68.26	30/09/1960	1	1	1	0
Dr.	Rajani Gupte	03172965	Non-Executive Independent Director	23/05/2018	23/05/2021	NA	64.08	18/11/1955	1	1	4	2
Mr.	Parveen Kumar Gupta	02895343	Chairperson, Non-Executive Independent Director	06/09/2022	NA	NA	12.25	13/03/1960	1	1	4	0
Dr.	Madhu Sudan Sahoo	01968430	Non-Executive Independent Director	18/04/2023	NA	NA	5.13	02/05/1959	0	0	2	1

<b>I. Composition of Board of Directors</b>												
<b>Title (Mr./Ms.)</b>	<b>Name of the Director</b>	<b>PAN# and DIN</b>	<b>Category (Chairperson/ Executive/Non-Executive/ Independent/ Nominee)</b>	<b>Initial date of appointment</b>	<b>Date of re-appointment</b>	<b>Date of cessation</b>	<b>Tenure* (in months)</b>	<b>Date of Birth</b>	<b>No. of directorships in listed entities including the Company (refer Regulation 17A(1) of the SEBI Listing Regulations)</b>	<b>No. of Independent directorships in listed entities including the Company (refer proviso to Regulation 17A(1) of the SEBI Listing Regulations)</b>	<b>No. of memberships in Audit/ Stakeholder committee(s) including the Company (Refer Regulation 26(1) of SEBI Listing Regulations)</b>	<b>No. of post of chairperson in Audit/Stakeholder committee held in listed entities including the Company (Refer Regulation 26(1) of SEBI Listing Regulations)</b>
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 – <b>Yes</b>												
Whether Chairperson is related to managing director or CEO – <b>No</b>												
<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.            *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. Mr. 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. Mr. 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. Mr. 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)
18/04/2023	04/08/2023	Yes	6	4	39
23/05/2023	-	-	-	-	-
31/05/2023	-	-	-	-	-
27/06/2023	-	-	-	-	-

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*	
<b>Audit committee -</b>						
04/08/2023	Yes	3	3	18/04/2023	39	
-	-	-	-	23/05/2023	-	
-	-	-	-	27/06/2023	-	
<b>Nomination and remuneration committee -</b>						
04/08/2023	Yes	4	4	22/05/2023	43	
-	-	-	-	23/06/2023	-	
<b>Risk management committee ** -</b>						
26/07/2023	Yes	3	3	22/05/2023	66	
<b>Stakeholders relationship committee -</b>						
-	-	-	-	-	-	

\*Mandatory for audit committee  
 \*\*Members of Risk Management Committee also includes Independent External Person

<b>V. Related party transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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

<b>VI. Details of Cyber security incidence</b>			
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

<b>VII. Affirmations</b>	
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 June 30, 2023 has been placed before Board of Directors at its meeting held on August 04, 2023 and there was no comment/observation/advice given by the board of directors on the same.	

Sd/-  
**Nikhil Arya**  
 Company Secretary

**Submitted by National Securities Depository Limited at the end of 6 months  
after close of the financial year**

<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes, excluding Business responsibility report, since the requirement is applicable to the top one thousand listed entities based on market capitalization.  Annual report for the financial year ended March 31, 2023 is uploaded on the website of the Company on the below link:  <a href="https://nsdl.co.in/investor-relation/annual-report.php">https://nsdl.co.in/investor-relation/annual-report.php</a>
Presence of Chairperson of Audit committee at the Annual general meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder relationship committee at the annual general meeting	20(3)	Yes
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Submission of annual secretarial compliance report to the Stock Exchange is not applicable since the Company is yet not listed. However, the same has been uploaded on the website of the Company on the below link:  <a href="https://nsdl.co.in/investor-relation/financials.php">https://nsdl.co.in/investor-relation/financials.php</a>
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note: 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No", details of non-compliance may be given here. 3. If the entity would like to provide any other information the same may be indicated here.		

**Sd/-**  
**Nikhil Arya**  
**Company Secretary**

**Submitted by National Securities Depository Limited for the Half year ended April 01, 2023 to September 30, 2023**

<b>I. Disclosure of loans/guarantees/comfort letters/securities etc.</b>			
<b>A. Any loan or any other form of debt advanced by the Company directly or indirectly to:</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Directors (including relatives) or any other entity controlled by them	No such instances	No such instances	
KMPs or any other entity controlled by them	No such instances	No such instances	
<b>B. Any guarantee/comfort letter (by whatever name called) provided by the Company directly or indirectly, in connection with any loan(s) or any other form of debt availed by:</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter, etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
Directors (including relatives) or any other entity controlled by them	No such instances	No such instances	No such instances
KMPs or any other entity controlled by them	No such instances	No such instances	No such instances
<b>C. Any security provided by the Company directly or indirectly, in connection with any loan(s) or any other form of debt availed by:</b>			
<b>Entity</b>	<b>Type of security (cash, shares, etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Directors (including relatives) or any other entity controlled by them	No such instances	No such instances	No such instances
KMPs or any other entity controlled by them	No such instances	No such instances	No such instances
<b>II. Affirmations</b>			
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the Company to director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the Company. – Not applicable as no instance as disclosed in table above.			

**Sd/-**  
**Chandresh Shah**  
**Chief Financial Officer**