

# Alwyn Jay & Co. Company Secretaries

[Firm Registration No: P2010MH021500] [Peer Review Certificate No.621/2019]

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.  
Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,  
Mira Road (E), Thane-401107 ; Tel: 022-79629822 ; Mob: 09820465195; 09819334743  
Email : [alwyn@alwynjay.com](mailto:alwyn@alwynjay.com) Website: [www.alwynjay.com](http://www.alwynjay.com)

Annual Secretarial Compliance Report of National Securities Depository Limited  
(CIN: U74120MH2012PLC230380) for the year ended 31<sup>st</sup> March, 2024

We, Alwyn Jay & Co., Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by National Securities Depository Limited (hereinafter called "the Company"),
- (b) the fillings/submissions made by the Company to the stock exchanges,
- (c) Website of the Company,
- (d) any other documents/filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31<sup>st</sup> March, 2024 ("Review Period") in respect of compliance with provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circular, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI") - Not Applicable to the Company during the audit period.

The specific Regulations, as amended from time to time, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 ("SEBI LODR Regulations") to the extent applicable to the Company.
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation 2011 - Not applicable to the Company during the audit period.
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not applicable to the Company during the audit period.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - Not applicable to the Company during the audit period.
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not applicable to the Company during the audit period.
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 – Not applicable to the Company during the audit period.
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- Not applicable to the Company during the audit period.
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (k) SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and SEBI/HO/MRD2/MRD2\_DDAP/P/OW/2022/24598/1 dated June 15, 2022
- (l) SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 in terms of Para 6(A) and 6(B) of the said circular in the terms of resignation of



statutory auditor of the listed entity - Not applicable to the Company during the audit period.

and based on the above examination, we hereby report that during the Review Period:

I. (a) The Company has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder including except in respect of the matters specified below:

Sr. No.	Compliance Requirement (Regulations /Circulars /Guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification / Fine/Show Cause Notice/ Warning etc.					
Not Applicable										

(b) The Company has taken the following actions to comply with the observation made in previous reports:

Sr. No.	Compliance Requirement (Regulations /Circulars /Guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning etc.					
Not Applicable										

II. Further, we hereby confirm the following for the Review Period:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><u>Secretarial Standard:</u></p> <p>The compliances of Company are in accordance with the applicable Secretarial Standards (SS) issued by ICSI.</p>	Yes	Not Applicable
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company.</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	Yes	Not Applicable
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> <li>• The Company is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) of SEBI LODR Regulations are accurate and specific which redirects to the relevant document(s)/ section of the website.</li> </ul>	Yes	Not Applicable
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	Not Applicable

5.	<p><u>To examine details related to Subsidiaries of the Company:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	Yes	Not Applicable
6.	<p><u>Preservation of Documents:</u></p> <p>The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations.</p>	Yes	Not Applicable
7.	<p><u>Performance Evaluation:</u></p> <p>The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	Not Applicable
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The Company has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee.</p>	Yes	Not Applicable
9.	<p><u>Disclosure of events or information:</u></p> <p>The Company has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Not Applicable



10.	<u>Prohibition of Insider Trading:</u> The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Not Applicable
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Not Applicable	Not Applicable
12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	Not Applicable	Not Applicable

Place : USA

Date : 14<sup>th</sup> May, 2024



ALWYN JAY & Co.  
Company Secretaries

Office Address :

Annex-103, Dimple Arcade,  
Asha Nagar, Kandivali (East),  
Mumbai 400101.

[Alwyn D'Souza, FCS.5559]

[Partner]

[Certificate of Practice No.5137]

[UDIN : F005559F000367681]

**Note:** This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

## Annexure A

To  
The Members,  
**National Securities Depository Limited**

Our Secretarial Compliance Report of even date is to be read along with this letter.

1. The compliance of provisions of all regulations, circulars and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) and the Securities Contracts (Regulation) Act, 1956 (SCRA) and rules made thereunder applicable to National Securities Depository Limited (hereinafter called 'the Company') is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Compliance Report.
2. Maintenance of secretarial and other records under regulations, circulars and guidelines prescribed under the SEBI Act and the SCRA and rules made thereunder is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Compliance Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. Further, part of the verification was done on the basis of electronic data provided to us by the Company and on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Compliance Report.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

5. Wherever required, we have obtained the management representation about list of applicable laws, compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : USA

Date : 14<sup>th</sup> May, 2024



ALWYN JAY & Co.

Company Secretaries

A handwritten signature in blue ink, appearing to read "Alwyn D'Souza".

Office Address :

Annex-103, Dimple Arcade,  
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Mumbai 400101.

[Alwyn D'Souza, FCS.5559]

[Partner]

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