



Convenient • Dependable • Secure



# — YEARS OF — POWERING INCLUSION

ANNUAL REPORT 2023-24

#BanoAtmanirbharInvestor

## Key Highlights

FY 2023-24

**11.56 cr**

Investor Accounts



**76%**

Market Share



**₹ 907 cr**

Consolidated Revenue



**₹ 420 cr**

Consolidated Net Profit



**₹ 22\***

Highest Ever  
Dividend Per Share



**580**

Depository Participants



**23,060**

Live Companies



**98%**

Outreach to Pin Codes



\* Includes special dividend of ₹ 3 per share for 25<sup>th</sup> anniversary celebrations.

## Contents

### Corporate Overview

**1-50**

CDSL at a Glance	2
CDSL and the Capital Market Ecosystem	4
Former Leaders	6
Milestones	8
Key Performance Indicators	12
CDSL Group	14
Chairperson's Message	16
MD & CEO's Message	20
Our Services	24
Technological Initiatives	32
Client Testimonials	34
Environmental, Social and Governance	36
Governance	40
Corporate Social Responsibility	46
Corporate Information	50

### Statutory Reports

**51-174**

Notice	51
Board's Report	74
Report on Corporate Governance	90
Management Discussion and Analysis	123
Business Responsibility & Sustainability Report	144

### Financial Statements

**175-287**

Standalone Independent Auditor's Report	175
Standalone Financial Statements	184
Consolidated Independent Auditor's Report	229
Consolidated Financial Statements	236

# 25

## — YEARS OF — POWERING INCLUSION

India's capital markets are witnessing a transformative era – a momentous change driven by technological advancements, regulatory reforms and the growing participation of retail investors. At the heart of this evolution lies a vision of a dynamic securities market where investors are confident and self-reliant, enabling them to make informed decisions. This is the market for the well-equipped **Atmanirbhar Investor!**



For 25 years, Central Depository Services (India) Limited (CDSL) has proudly played a pivotal role in enhancing the efficiency and accessibility of India's capital market. In the process, we have focused on educating investors and making their financial journey seamless. We have worked relentlessly to achieve three key aspirations: sustaining investor interest, maintaining market integrity and increasing investor awareness. By facilitating the dematerialisation of securities, streamlining the settlement process, and consistently building awareness, we have enabled investors to benefit from increased transparency, lower transaction costs, and faster, more secure settlements.

By placing technology at the core of our operations, we have improved the ease and security of services for investors, leading to increased participation. Our digital solutions facilitate hassle-free transactions for investors. Innovations like our eCAS in 23 languages, the newly launched multilingual chatbot—CDSL Buddy, eAccount opening, eDIS, eNomination, and eAGM, among many others, are all efforts towards integrating technology and trust.

As we celebrate 25 years of educating, enabling, and empowering **Atmanirbhar Investors**, we also celebrate 25 years of powering inclusion in India's capital markets. CDSL's ethos is deeply rooted in the belief that an informed investor is an empowered investor. We remain committed to this mission, driving forward with the same passion and dedication that have underscored our journey this far.

CDSL at a Glance

# A Trusted Market Enabler

For the past 25 years, we have ensured the ease, transparency, and integrity of India's capital markets through our cutting-edge depository services. By enabling faster trade settlements, we have boosted investor trust, minimised counterparty risks, and enhanced market liquidity. Our secure, efficient, and convenient platform has democratised market access, encouraging participation and empowering diverse investors with real-time information about their holdings and transactions. Our comprehensive services cater to all market participants, including Depository Participants (DPs), investors, issuers, AMCs, RTAs, clearing corporations and Exchanges.

## A Journey of Growth and Triumph

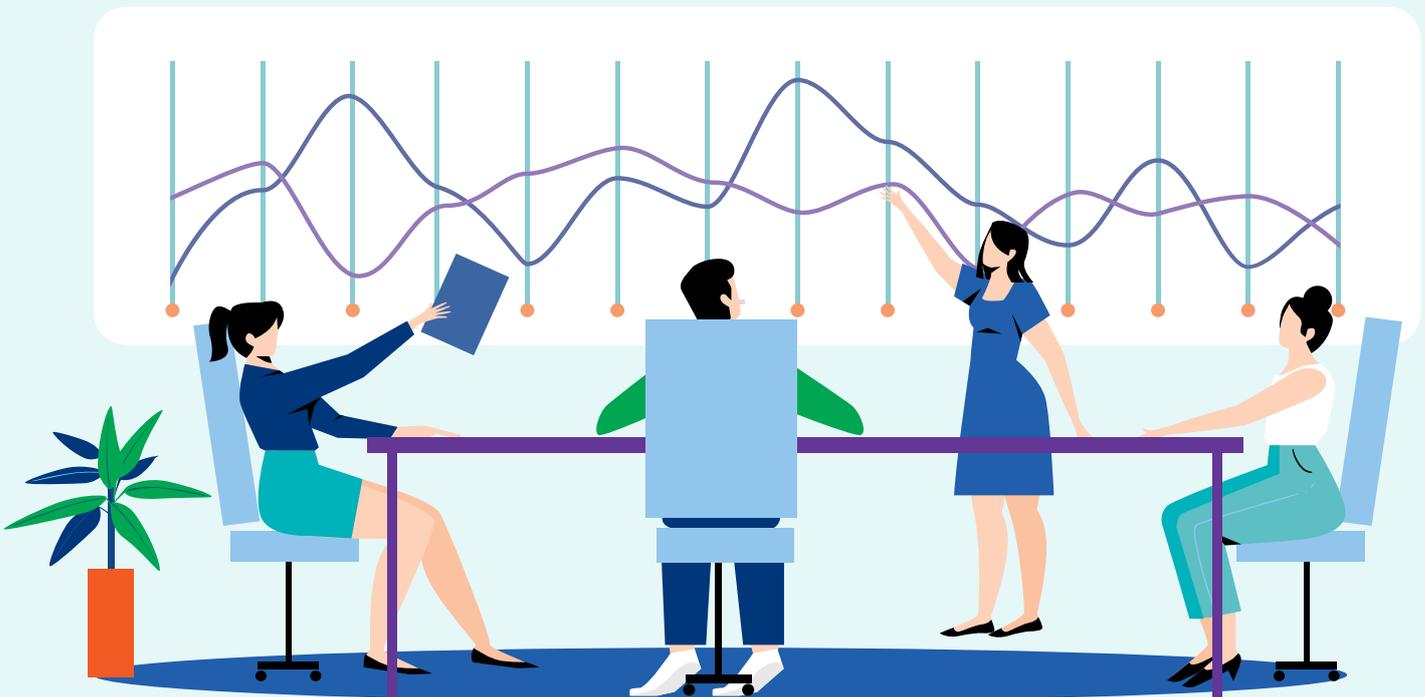
We began our journey on February 8, 1999, with the singular aim of providing convenient, dependable, and secure depository services to investors. Having begun with just 30 employees, a handful of demat accounts and a few issuers, we have grown into an unshakeable force today, becoming the first and the only listed depository in the Asia-Pacific region. We continue to be driven by our commitment to excellence, innovation and customer satisfaction.

**425**

Employees in  
the CDSL Group

**23,060**

Live Companies





## Vision

Dematerialisation and digitisation of all key assets built on a robust platform for their safe, secure and convenient custody and transfer for empowering a self-sufficient investor environment



## Mission

It is our primary mission to not only provide traditional depository services but continue to work to widen the spectrum for market participants and provide secured custody and transfers of all dematerialised assets. We are committed to support and ensure efficiency of markets to enable safe holding and transactions of all dematerialised securities in the Indian capital markets. We encourage an efficient secured environment and continue to be the leaders in digital transformation for depositories. We are the Depository driven by sophisticated technology and the urge to provide digital solutions at every step. To ensure that we continue to provide digital

solutions and to ensure that the Indian capital market participants pursue accelerated revenue and business growth, CDSL will continue to offer comprehensive Depository services and **be the one stop digital solution** for every stakeholder.

The investor wealth creation and management is due for a digital upgrade. Unprecedented times like these can act as a nudge to promote the self-reliant investor. We, at CDSL, strive to empower our investors to move to self-sufficient and self-empowered wealth management model and be the 'Atmanirbhar Investor' through our various digital services such as Myeasi mobile App, e-CAS, e-DIS, Online Account Opening, etc.

## CDSL and the Capital Market Ecosystem

# The Market Catalyst

Since 1999, our infrastructure and services have played a crucial role in modernising and developing the Indian capital markets, making them more accessible, transparent, and efficient for all stakeholders. The dematerialisation of securities has made transactions safe and effortless, reducing effective transaction costs. Our seamless, tech-enabled services have deepened the investment culture and extended it to the furthest corners of India, facilitating greater retail participation and the financialisation of savings.

## The CDSL Advantage

### Dematerialisation

Our core function is to provide for the dematerialisation of securities, which means converting physical securities into electronic form. This process has significantly reduced the risks associated with physical certificates, such as loss, theft and forgery, making transactions more secure and efficient, thus increasing investor trust.



#### Advantage

Safe and secure electronic transactions

### Efficient Settlement

We provide electronic book-entry settlement services, enabling faster and more efficient settlement of trades in the securities market. This contributes to reducing transaction costs and mitigating risks associated with delayed settlement.



#### Advantage

Reduced transaction costs, risk mitigation

### Increased Investor Participation

By providing a secure and convenient platform for holding and transferring securities electronically, we have helped increase investor participation in the capital markets. Individual investors, institutional investors and foreign investors find it easier to trade and invest in securities through demat accounts serviced by CDSL.



#### Advantage

Security, convenience, transparency leading to investor confidence

### Accessibility

We have extended our services to various parts of India, including remote areas, thereby increasing accessibility to capital market investments. This has contributed to broader financial inclusion and empowerment of retail investors.



#### Advantage

Financial inclusion and empowered retail investors

### Corporate Governance

We play a crucial role in improving corporate governance practices by providing electronic platforms for corporate actions, such as rights issues and bonus offerings. This fosters transparency and efficiency in corporate actions, benefitting both companies and investors.



#### Advantage

Greater accountability, transparency, compliance

### Risk Management

We implement robust risk management practices to safeguard the interests of investors and market participants. Stringent compliance norms and technological advancements help mitigate risks associated with securities transactions and custodial services.



#### Advantage

Protection of investor interests, risk mitigation



## Down Memory Lane



**July 15, 1999:** Honourable Union Finance Minister, Shri Yashwant Sinha flagged off the operations of our Company.



**January 2010:** Signing agreement with The Nepal Stock Exchange Limited (NEPSE), to set-up a Depository and Clearing & Settlement system in Nepal.

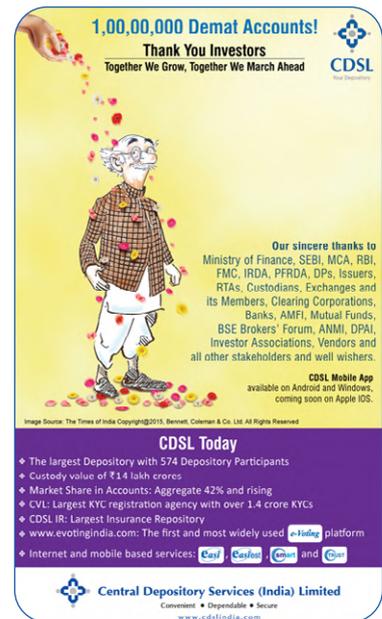


**October 6, 2000:** The inauguration of the Interactive Information Kiosk project, at CDSL's premises was performed by Smt. Kanak Navavati, who holds the distinction of being the first investor to open a depository (Beneficial Owner) account with CDSL.



**April 2002:** Shri G. N. Bajpai, SEBI Chairman inaugurating 'easi' facility.

Shri. R. M. Joshi, ED – SEBI, Shri A.N. Joshi, ED – SEBI, Shri C B Bhavne, MD – NSDL and Shri S S Thakur, Chairman – CDSL, among others graced the function.




**June 30, 2017:** CDSL lists on the National Stock Exchange (NSE) after receiving an overwhelming response in the IPO. CDSL became the first depository in the Asia-Pacific and second in the world to get listed.



**January 6, 2020:** CDSL becomes the first depository to inaugurate its branch in India's first IFSC (International Finance Services Centre) at GIFT City (Gujarat International Finance Tech City) in Gujarat.

**August 2015:** CDSL announces that the number of active demat accounts opened with it at the end of August 2015 has crossed **1 Crore.**

**11.56 cr**  
No. of active demat  
accounts with CDSL  
as on March 31, 2024

## Former Leaders

# Celebrating Pioneering Leadership

On our Silver Jubilee, we would like to express our gratitude to our esteemed Chairpersons and Chief Executive Officers, both past and present. They have played a pivotal role in shaping our journey by ingraining a culture of innovation and excellence within the organisation and inspiring generations of employees to deliver exceptional service to our stakeholders.

### Chairman and Managing Director

**Shri M G Damani**  
Years served: 2000 - 2001

### Chairperson – Past and Present

**Shri S A Dave**  
Years served: 1999 – 2000

**Shri S S Thakur**  
Years served: 2000 – 2010

**Shri N Rangachary**  
Years served: 2010 – 2016

**Shri T S Krishna Murthy**  
Years served: 2016 – 2019

**Shri R M Malla**  
Years served: 2019

**Shri Balkrishna  
V Chahal**  
Year served: 2019 – Present

### MD and CEO – Past and Present

**Shri P V Maiya**  
Year served: 1999

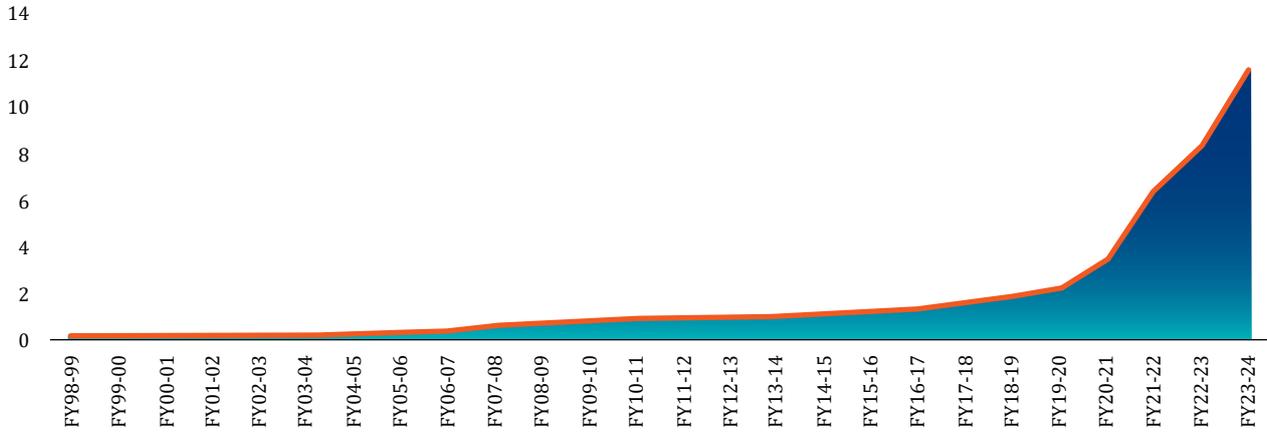
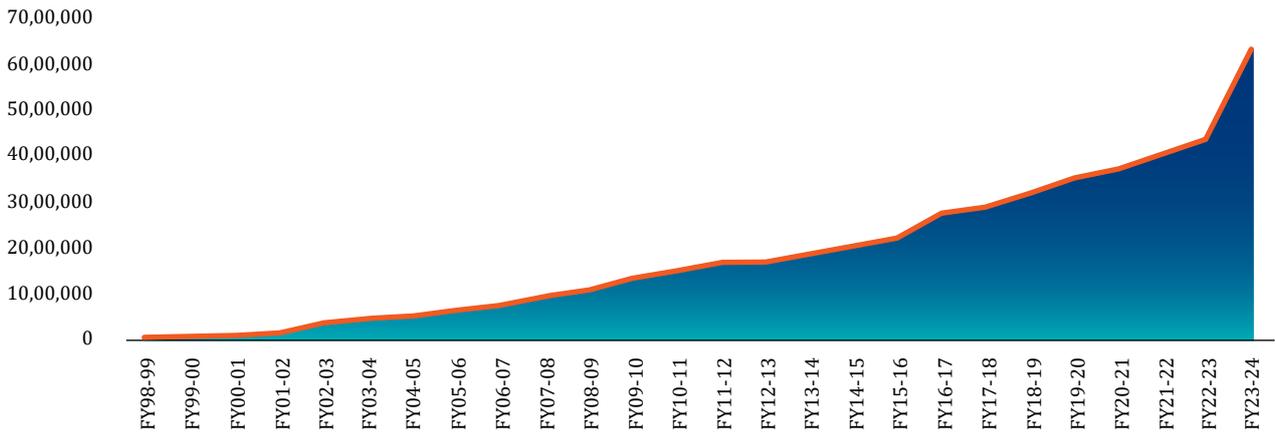
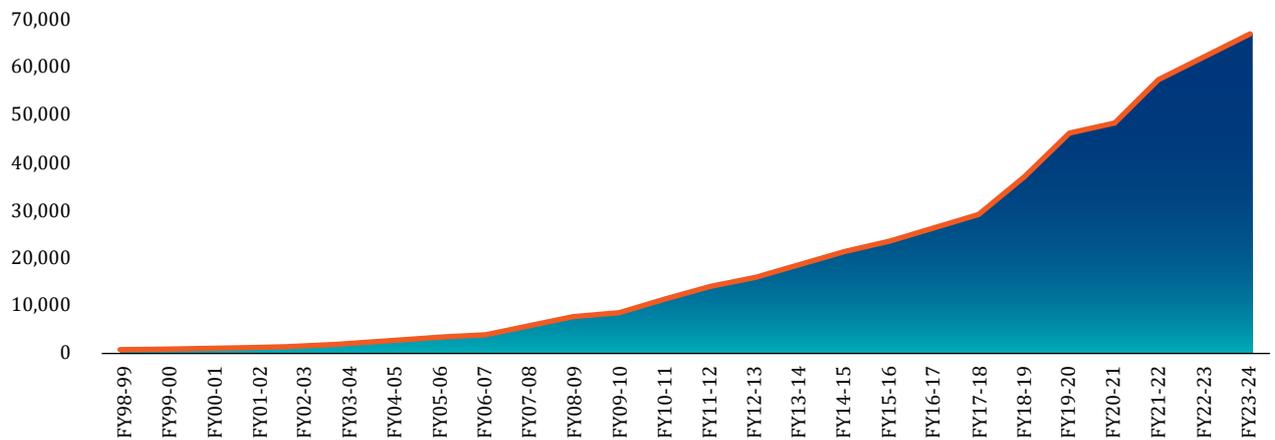
**Shri B G Daga**  
Years served: 2000 – 2001

**Shri Vijay V Raut**  
Years served: 2005 – 2010

**Shri P S Reddy**  
Years served: 2012 – 2019

**Shri Nehal Vora**  
Years served: 2019 – Present



**No. of Active Demat Accounts** (in Cr.)**Custody Value** (in ₹ Cr.)\*\***Custody Volume** (in Cr.)\*\*

Notes: \*\* Custody value has been derived based on last traded price and not based on par value if close price of a given day is not available.

## Milestones

# Leading Transformative Progress

### 1999

- » Received the certificate of commencement of business from SEBI in February
- » The Honourable Finance Minister of India flagged off operations on 15 July
- » In July, settlement of trades in the demat mode began through BOI Shareholding Limited, the clearing house of BSE Ltd.

### 2002

Launched internet facility '**easi**' (electronic access to securities information)

### 2004

Introduced internet facility '**easiest**' (electronic access to securities information and execution of secured transactions)



### 2007

Launched **SMART** (SMS Alerts Related to Transactions), our SMS alert facility

### 2005

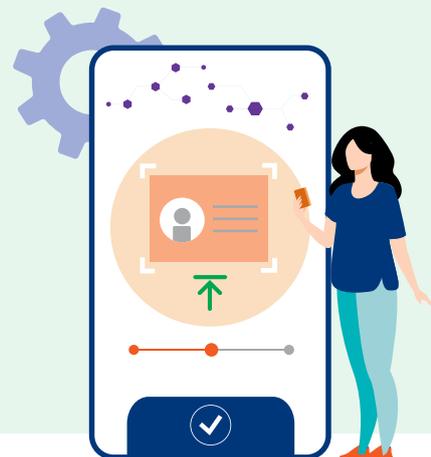
Number of active demat accounts with CDSL surpassed **10 Lakh** for the first time

### 2009

The Honourable Minister for Corporate Affairs of India inaugurated CDSL's **e-voting platform**

### 2012

By the end of January, **10,000 issuers** admitted their securities (equities, bonds, debentures, commercial papers), units of mutual funds, certificate of deposits, etc. into our system





## 2024

### 2022

Introduced Demat Debit and Pledge Instruction (DDPI), T+1 settlement and Electronic Gold Receipts (EGR)

### 2023

Successfully implemented the segregation of client securities by introducing Client Unpaid Securities Pledgee Account (CUSPA) and enabled single sign-on for e-voting

- » CDSL completes 25 years of operations
- » Became the first depository to cross the milestone of **11.5+ Crore demat accounts**
- » Introduced T+0 settlement (Optional) for selected securities in March 2024

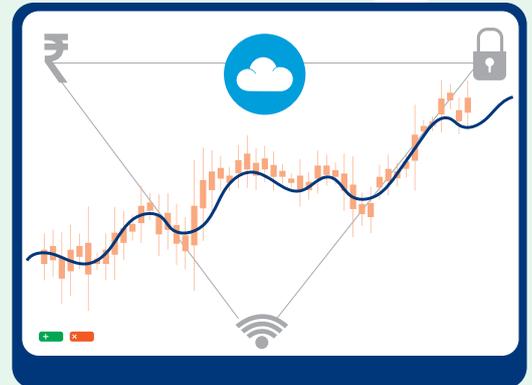


### 2021

Introduced the **e-DIS system**, revolutionising trade execution on the stock exchanges by replacing the traditional method of submitting physical delivery instructions with a digital platform

### 2019

Became the largest depository in India in terms of demat accounts



### 2015

Number of active demat accounts opened with CDSL exceeded **1 Crore**

### 2016

Launched **m-voting**, a mobile app for e-voting

### 2017

Listed on the **National Stock Exchange (NSE)** through IPO, becoming the first depository in the Asia-Pacific region and only the second depository in the world to get listed

**CELEBRATING**

**25**

**— YEARS OF —  
CDSL**



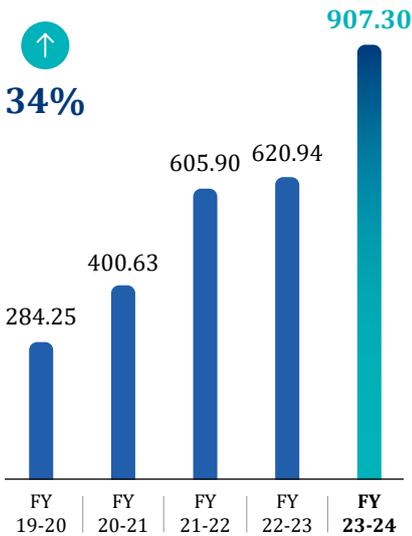


Key Performance Indicators

# Delivering Excellence over the Years

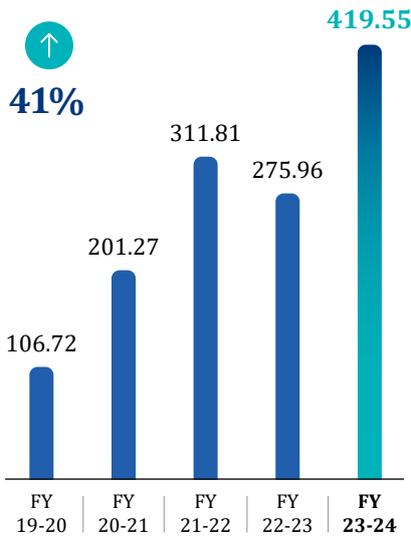
**Total Income** (₹ in Crore)

**₹ 907.30 cr**



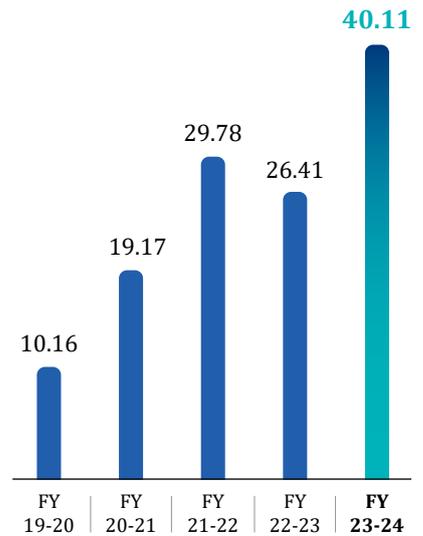
**Profit After Tax** (₹ in Crore)

**₹ 419.55 cr**



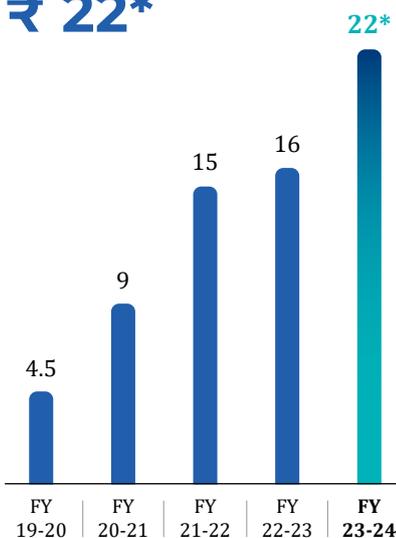
**Earnings Per Share** (₹)

**₹ 40.11**



**Dividend Per Share** (₹)

**₹ 22\***



**Market Capitalisation** (₹ in Crore)

**₹ 17,890 cr**

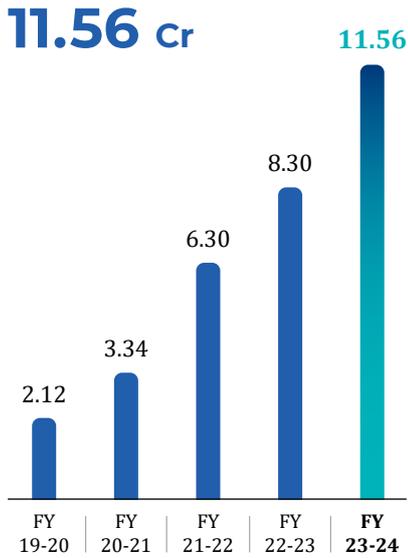
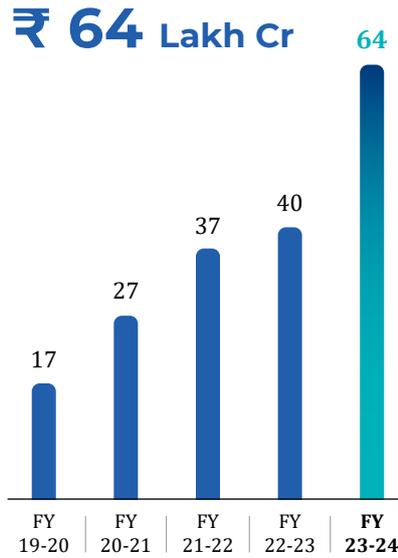
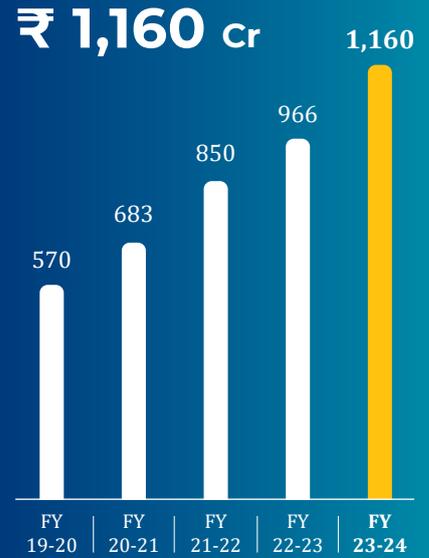
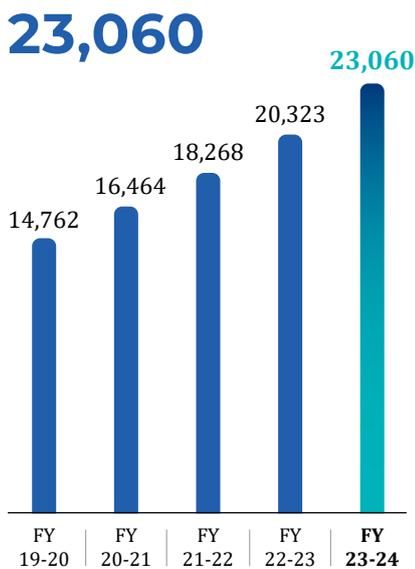
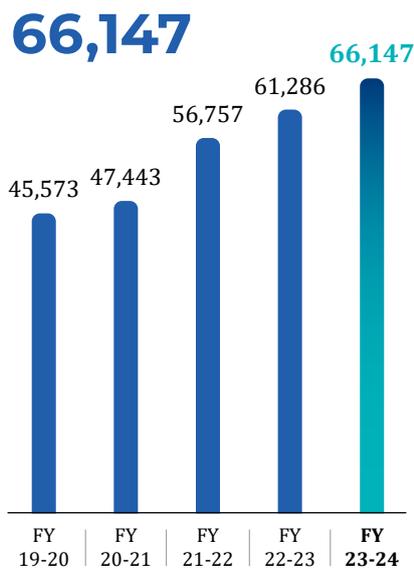
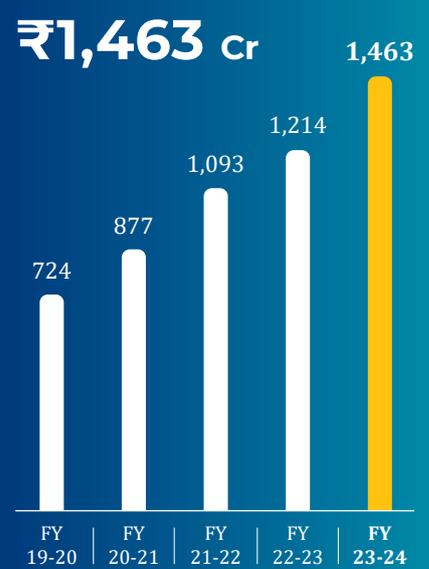


↑ 4-year CAGR

\* ₹ 19 per share + ₹ 3 per share special dividend for 25<sup>th</sup> anniversary celebrations.



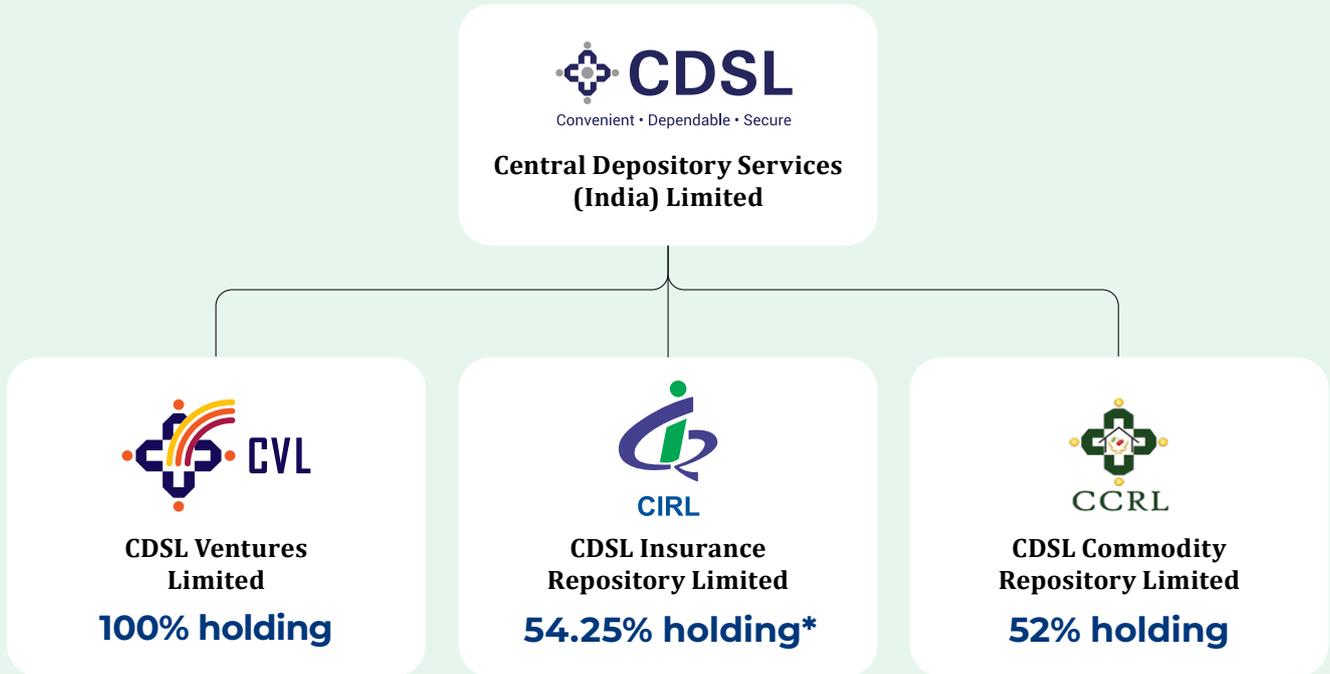
As on March 31 of the Financial Year

**Beneficiary Owner (BO) Accounts** (₹ in Crore)**Demat Custody Value** (₹ in Lakh Crore)**Standalone Net Worth** (₹ in Crore)**Number of Issuers** (No.)**Demat Custody Volume** (₹ in Crore)**Consolidated Net Worth** (₹ in Crore)

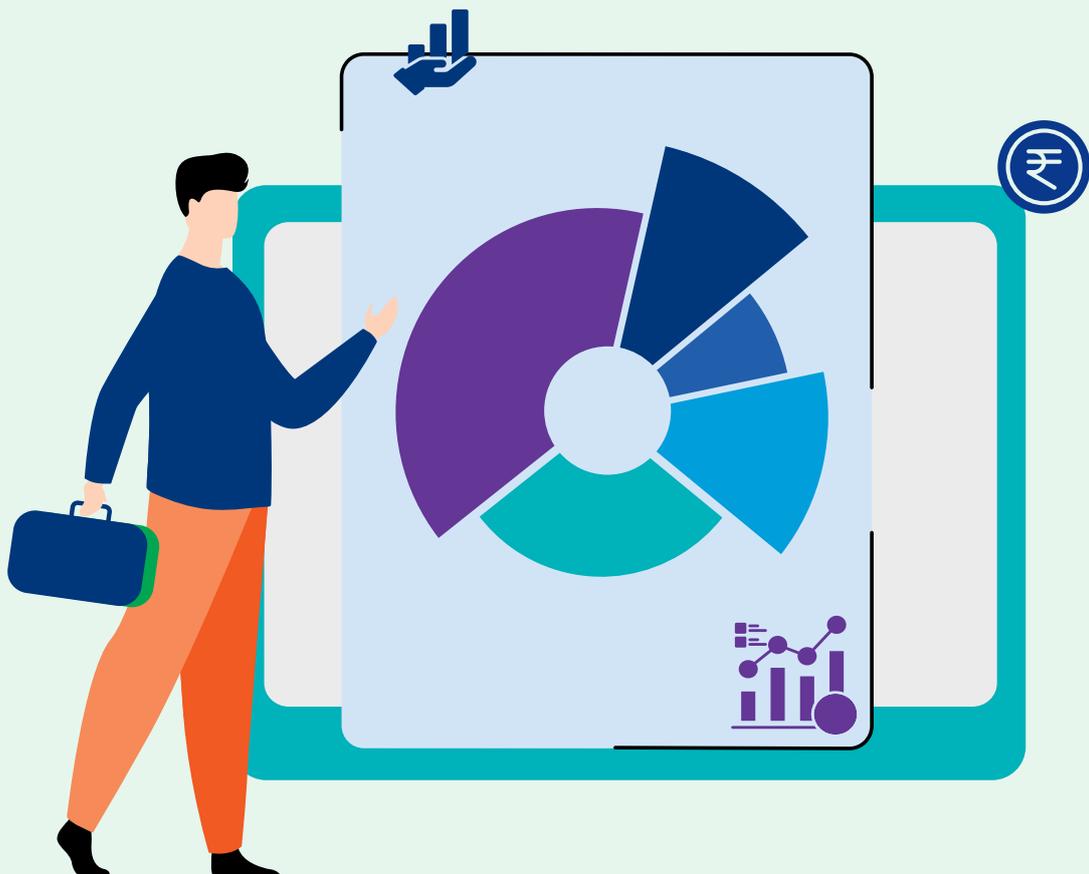
## CDSL Group

# Together for Better

The CDSL Group, consisting of CDSL and its subsidiaries, is dedicated to pioneering solutions and delivering specialised services that enable clients to carry out their transactions seamlessly and securely.



\* 51% (Direct Holding through CDSL) & 3.25% (through CVL, Wholly Owned Subsidiary)





## CDSL Ventures Limited (CVL)

CVL conceptualised, designed, and implemented the KYC Registration Agency (KRA) system within the mutual fund industry in 2006. We became the first and largest KRA in the country and in November 2018, CVL got registered with SEBI as a Registrar & Transfer Agent (RTA) to provide various services to unlisted corporates.

Additionally, CVL handles refund processing for PACL investor claims and conducts dedupe activity for Pradhan Mantri Jeevan Jyoti Bima Yojana (PMJJBY) insurance claims.

### Services Provided

- » Aadhaar-based eKYC services
- » Aadhaar-based eSign services
- » Processing of CKYC records
- » GST Suvidha Provider services
- » Accreditation agency
- » Online account opening (OLA0) services

**7.07 Cr**  
KYC Records

**1,107**  
companies  
Seek RTA Services

## CDSL Insurance Repository Limited (CIRL)

CIRL is registered Insurance Intermediary with the Insurance Regulatory and Development Authority of India (IRDAI) to act as an insurance repository. 10 insurance companies along with CDSL hold equity ownership in CIRL. Moreover, it has established partnerships with 42 insurance companies, both life and general. With this setup, CIRL provides a comprehensive view of all policies, including life, health, and motor vehicle insurance, all at no cost to the policyholders.

### Services Provided

- » electronic-Insurance Account Opening (eIA)
- » Conversion of existing and new Insurance Policies into electronic mode
- » Policy Servicing
- » eIA servicing

**13 Lakh+**  
Holding Policies

**14 Lakh+**  
eIA Holding

## CDSL Commodity Repository Limited (CCRL)

CCRL was established in 2017 under the regulatory framework of Warehousing Development and Regulatory Authority (WDRA). CCRL facilitates clients to obtain electronic credit of the commodities deposited at the WDRA registered warehouses in the form of eNWR. It further enables easy bank loans against eNWR and ownership transfer.

### Services Provided

- » Electronic record keeping of eNWR/eNNWR
- » Associated with major Commodity Exchanges
- » Linked with e-Auction platform
- » Access to Banks and NBFCs for lien creation

Chairperson's Message

# Prioritising Building Trust



**Balkrishna V Chaulal**  
Chairperson



Dear Shareholders,

**I address you with a deep sense of accomplishment and humility. CDSL was incorporated in February 1999 and here we are in 2024, celebrating 25 years of unparalleled service to investors.**

**Over the past quarter of a century, the Indian economy, and along with it, the capital markets have undergone phenomenal transformation. And I am proud that CDSL has played a significant role in heralding this change. Looking back, I am filled with immense gratitude for the trust placed in us by our stakeholders that has fuelled our success. I am confident that we will continue to empower the investors and help them create wealth while also aid capital formation in the country.**

### **Viksit Bharat**

As a nation, we aspire to develop a prosperous India, supported by inclusive socioeconomic change, sustainable economic development, world-class infrastructure and technological innovation. The key objective of Viksit Bharat is to enable every citizen to participate in the economy by fostering an environment that promotes human development while also encouraging innovation, investment and advances in economic growth.

The robust growth of the Indian economy would not have been possible without a vibrant democracy, its demographic dividend and its diversity. India is now the fourth-largest economy in the world and on the

path towards becoming a 5 trillion-dollar economy by FY 2027-28. The latest estimates of the National Statistical Office pegs India's growth rate at 8.2% in FY 2023-24.

India's capital market is the fourth-largest in the world in terms of market capitalisation. Its economic progress has led to emergence of growing aspirational middle class with higher risk appetite. Our efforts towards expanding financial inclusion and improving digitalisation has enhanced the ease of trading for investors in semi-urban and rural areas. All these factors together have resulted in greater investor participation in capital markets. Further, during the coming years, with the penetration of internet in rural areas, the adoption of cutting-edge technologies and increasing investor awareness will lead to greater participation in capital markets. We also strongly believe that with steady economic growth and consequently robust market performance, inflows into the capital markets are expected to rise.

### **Technology for Trust and Empowerment**

"Technology is not just a tool. It is a means to empower people to accomplish great things," said Neil Armstrong. For the past 25 years, we have endeavoured to assimilate emerging technological advances with the objective of enabling secure and efficient delivery of our products and services to investors. Now investors can transact on digital platforms with ease and efficiency, with a few clicks. We have continued to introduce innovative digital solutions and we will continue to work on enhancing technological capabilities to further empower investors.

Enabled by our latest technological infrastructure, we have achieved the milestone of more than 11.56 Crore demat accounts on our books in FY 2023-24, a growth of almost 10 Crore accounts in 5 years. This achievement stands testimony to our service excellence and technological capability. Through our digital initiatives like eAGM and eDIS, etc., we empower investors to access the market from the comfort of their homes.

## Chairperson's Message

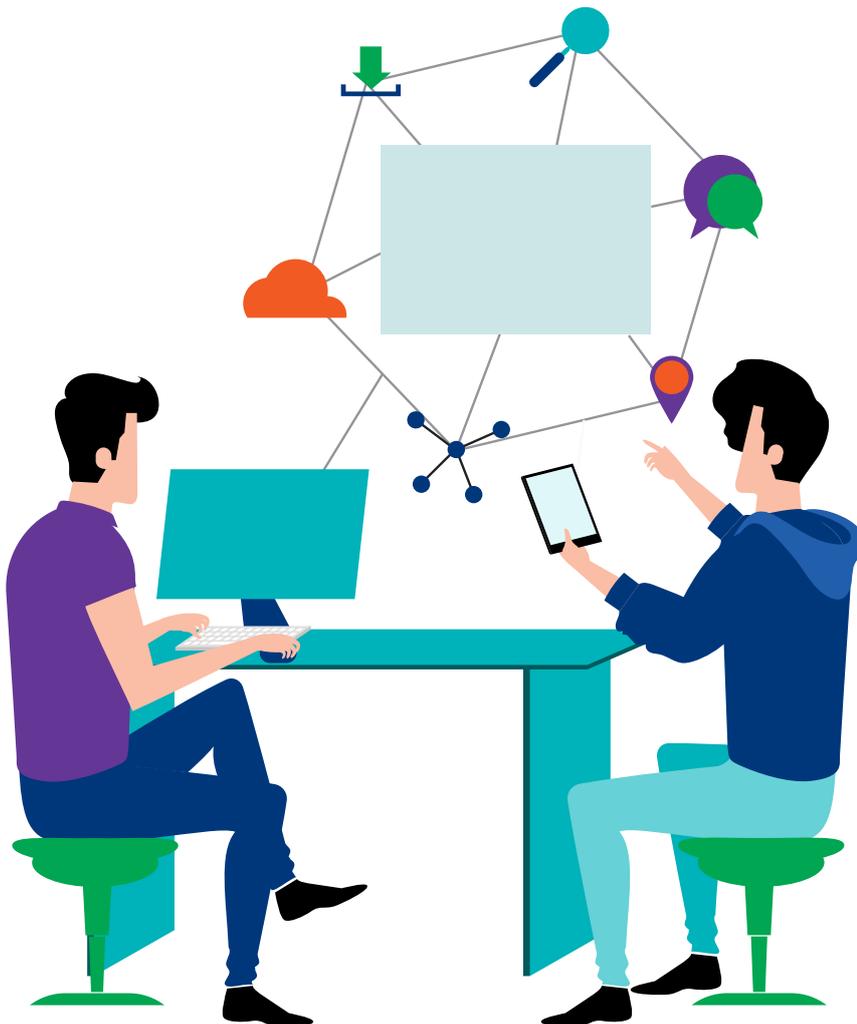
### Creating Trust

By enhancing digital access, we have created 'digital trust' with the use of a comprehensive and reliable suite of APIs (Application Programming Interface) that securely and seamlessly process data between the Depository Participants (DPs) and CDSL. We have also developed robust risk management infrastructure and practices. Our visionary report, 'Reimagine Digital Trust in Indian Markets' highlights this trust building and the importance of risk management.

During our 25<sup>th</sup> anniversary year, we have introduced two unique multilingual initiatives, viz. 'Apka CAS - Apki Zubaani' and the 'CDSL Buddy Sahayta 24\*7' chatbot, which offer relevant information to investors in a language of their choice. We have also taken our 2,000+ investor awareness programme to another dimension during the 25<sup>th</sup> anniversary year through our Neev campaign, which seeks to spread financial literacy across 25 Indian cities from Kashmir to Kanyakumari, and to touch the lives of diverse communities, including soldiers and people in rural areas.

### Upholding Best Practices

Trust building is further ensured through our steadfast endeavour to follow the highest levels of integrity, compliance, and accountability and through resolution of investor grievances in a time-bound manner. In addition to upholding best practices in governance, our Board ensures streamlining practices and processes that promote strict legal compliance with the guidelines and directions of the regulators. Our Board also focuses on formulation and execution of strategy for the overall sustainable growth of CDSL.





## Building Social Equity

At CDSL, we value the contribution of all our stakeholders, including customers, value chain partners, and employees in building a sustainable organisation. Employee well-being is close to our heart, and we encourage a culture of open communication for building a positive and engaging work environment. As a responsible corporate citizen, we actively engage through corporate social responsibility (CSR) grants in socially relevant projects across key areas such as education, healthcare, environmental sustainability and community development. Our health and education initiatives have improved health outcomes for women and children in rural areas and have also improved literacy. We also plan to devote our resources and expertise towards research on enhancing cyber security. We also stand committed to practise corporate conventions and guidelines on climate change and environmental sustainability within the environmental, social, and governance (ESG) framework.

## In Gratitude

On this occasion of our 25<sup>th</sup> anniversary, I sincerely thank all our stakeholders for their valuable contribution, trust and support, which have powered our growth over the years. I hope you will continue to accompany us in our future journey. As always, we will continue to hold India and investor interests at the heart of our endeavours, leading to a brighter and a more Viksit Bharat.

**Jai Hind!**

**Balkrishna V Chaubal**

Chairperson



MD & CEO's Message

# Delivering on Promises



**Nehal Vora**  
MD & CEO



Dear Shareholders,

As CDSL completes 25 years of service, I am filled with immense gratitude and a profound sense of pride in our achievements. It is an honour to present CDSL's Annual Report for FY 2023-24, showcasing its triumphant journey over the years.

At the outset, I would like to express my heartfelt gratitude to each one of you for staying by our side on this momentous journey. Together, we have contributed to harnessing the true potential of Indian capital markets, and making it a glowing example of innovation and inclusion. However, for us here at CDSL, what we have achieved so far only serves to tell us how much more is still left to do.

### Achieving New Milestones

Since its inception, CDSL has been a cornerstone of India's capital market ecosystem, contributing significantly to the nation's growth story. As India continues to thrive as one of the world's fastest-growing economies, our mission is to foster a technology-driven, knowledge-based economy where everyone can contribute and partake in India's prosperity.

A standout achievement this year was the unprecedented growth in the number of demat accounts. In the fourth quarter alone, we facilitated the opening of 1.09 Crore new demat accounts, the highest ever in a single quarter. This surge increased our total to over 3.26 Crore accounts for the fiscal year. **To put this in perspective, what took us 22 years to achieve has now been accomplished in just one year, highlighting the extraordinary acceleration of our growth, reflecting the growth of the entire ecosystem and the growth of Indian capital markets.**

This surge brings our total number of demat accounts to 11.56 Crore in FY 2023-24. Our market share in new account openings has also grown remarkably, from 81%

in FY 2022-23 to 88% this fiscal year, further cementing our position as the largest depository in India.

Over the past 25 years, we have consistently enhanced our services to ensure they are secure, efficient, and meet the evolving needs of our stakeholders. Our strategic focus on advanced technology and the highest standards of security and service has been key to reaching these new milestones.

### Driving Financial Inclusion through Technology Enablement

**Delivering on our promises means putting our customers at the heart of everything we do.** Our investors, who come from diverse backgrounds and sections of society, reflect our commitment to technological enablement, and a dedication to innovation and excellence for a more inclusive growth. We believe that the 'power of inclusion', is the true power to drive growth and prosperity. As Mahatma Gandhi once said, "The best way to find yourself is to lose yourself in the service of others." This philosophy guides us in our mission to create an inclusive financial ecosystem where everyone has the opportunity to participate and benefit.

By embracing inclusivity, we empower individuals from all walks of life to take part in India's growth story, ensuring that no one is left behind.

# 88%

### Market share in new demat accounts opened in FY 2023-24

We are proud to be present in most of the pin codes across India, driving both social and financial inclusion through our extensive ecosystem. At the core of this effort is one fundamental value – to educate, enable and empower every citizen to be an Atmanirbhar Investor (self-sufficient investor)!

Investor empowerment is a critical component of our approach to financial inclusion. Our goal is to empower Atmanirbhar Investors through comprehensive education and technology-driven initiatives. By integrating actionable knowledge and practical tools into our programmes, we empower investors to make informed decisions independently.

Our digital services such as e-Voting, e-AGM, eDIS, and eMargin Pledge continue to empower investors, enhancing convenience while ensuring security, and thus driving further trust and inclusivity.

## MD & CEO's Message

As I reflect on the past year, I am filled with a sense of purpose and deeply humbled to be given a chance to serve the Indian securities market fraternity towards fostering the growth exponent. As part of our 25-year celebrations, we launched two pathbreaking multilingual projects to bridge the language divide for our investors. 'Apka CAS – Apki Zubaani' enables investors to download and view their electronic consolidated account statements in 23 different languages, while 'CDSL Buddy Sahayta 24\*7,' our multilingual chatbot, offers round-the-clock assistance in four languages on our website. These unique services were launched by the Hon'ble SEBI Chairperson, Smt. Madhabi Puri Buch. This special moment underscored our intent and commitment to powering inclusion and our dedication to enhancing accessibility and support for all investors in our journey to make them Atmanirbhar Investors (self-sufficient investors).

### Reimagine: CDSL's Capital Market Cyber Security Symposium

As part of our 25-year celebration, in October 2023, we hosted CDSL's Cyber Security Symposium – Reimagine Digital Trust in Capital Markets.

Stakeholders in the Indian capital markets came together at the Symposium to discuss current challenges and explore emerging trends and technologies to safeguard India's digital ecosystem.

The Symposium was a resounding success, offering a rich learning experience for all participants who gained valuable insights from top experts. This event reinforced our commitment to advancing digital trust and security within India's financial landscape.

In conjunction with the Symposium, we launched a Thought Leadership report that encapsulated the findings of our comprehensive study on digital trust and cybersecurity in capital markets. This document serves as a testament to our ongoing efforts to build a secure and trustworthy financial ecosystem for all stakeholders.

### Acting on Our Social Responsibility

Our commitment to corporate social responsibility (CSR) is a cornerstone of our ethos, reflecting our deep gratitude to India, which has enriched us immeasurably. **As part of our 25th anniversary celebrations, we undertook a comprehensive initiative to touch all the 28 states and 8 union territories of India through meaningful CSR endeavours — a first for CDSL.**

These initiatives were not just about meeting obligations; these were our heartfelt way of giving back and making a meaningful impact towards our social responsibility as a corporate citizen of Bharat.

We engaged in initiatives aimed at enhancing important attributes of a modern society, viz. enhancing education, promoting healthcare, supporting environmental sustainability, and empowering marginalised communities.

Whether it was partnering with local NGOs, conducting awareness campaigns, or initiating community development projects, our goal remained consistent: to contribute positively to the social fabric of India.

We also want to focus on a specialised initiatives for women investors – with our revised reduced transaction charges and a further discount for women investors – our initiatives are in line for all investors to get a fair chance to turn their intentions into investments.

In addition to fulfilling our CSR obligations, securities market awareness holds a special place in our hearts. Beyond regulatory requirements and our Investor Protection Fund (IPF) commitments, we initiated 'Neev' – a financial literacy campaign as a core of our 25th anniversary celebrations. This initiative was our way of expressing gratitude to the nation by empowering and educating investors across 25 cities.

Through 'Neev,' we conducted extensive financial literacy programmes, reaching out to diverse segments of society. From engaging with women municipal workers in Shantiniketan to collaborating with prestigious institutions like IIM Ahmedabad and IIM Visakhapatnam, our efforts aimed to equip individuals with essential financial knowledge. We also extended our outreach to defence personnel, including large number of officers working at the border areas in armed forces and the paramilitary forces, providing insights and awareness into securities markets.

Investor awareness remains a pillar of our commitment to inclusive growth and empowerment. It is our way of saying thank you to the investors and stakeholders who have placed their trust in us, while also ensuring that more individuals can participate actively and confidently in India's economic journey through the process of investor empowerment on the path of they becoming Atmanirbhar Investors (Self-sufficient investors).

### Financial Performance

Our financial achievements this year reflect our strategic focus and commitment to excellence. In the fourth quarter of the fiscal 2024, our net profit doubled to ₹ 129 Crore, up from ₹ 63 Crore in the same quarter last year. Our income surged by an impressive 86% to ₹ 267 Crore. For the entire financial year, we have reported a net profit of ₹ 420 Crore, reporting a 52% Y-o-Y increase.



I am happy to report that our Board of Directors (BoD) have approved a final dividend of ₹ 19 per equity share for FY 2023-24 (subject to the approval of shareholders), which is the highest ever in the history of our Company. Additionally, a special dividend of ₹ 3 per equity share has been recommended, bringing the total dividend payout to ₹ 22 per equity shares, subject to the shareholder approval.

## Silver Jubilation

As we progress from our silver jubilee towards a century of excellence, I want to underline that building trust is the cornerstone of our ethos. This entails leveraging technology to empower every investor, ensuring secure access to our platforms, and providing effective financial education and tools that transcend language barriers.

Our remarkable growth would not have been possible without the different market components acting in sync. While regulators provided the framework, other Market infrastructure institutions played their crucial roles and investors have stayed invested in the securities market, we have endeavoured to ensure safe, secure and smooth operations. The biggest catalyst in our journey has been the resolute trust placed in CDSL by investors, both individual and institutional.

It is reassuring for me that these efforts have been recognised at national and international levels – as we won the **'Central Security Depository of the Year'** by Asset Servicing Times, **The Global and Innovative Leadership Award** in the 'Digital & Market Leadership'

category from Global Custodian, and **'Business Transformation' Award** from Tech Circle for excellence in digital transformation.

I am profoundly grateful for the opportunity to contribute to building on CDSL's strong foundations. Our success has been driven by an outstanding team whose dedication and hard work is legendary. It has been an absolute privilege to lead such a dynamic team, and I am deeply grateful for their unwavering support and commitment.

I would also like to express my heartfelt gratitude for the unstinting support, mentorship and care provided by our extremely competent Board of Directors.

The trust and confidence reposed by all the stakeholders will guide us as we continue to dream and goad ourselves to deliver on our aspiration of powering inclusion responsibly and contributing to India's overall growth by continuing to play our small part. As we move forward, we aspire to be committed in empowering a more inclusive, secure and prosperous financial ecosystem for all.

Thank you for being an integral part of our journey. Together, we will achieve even greater heights.

**Jai Hind!**

**Nehal Vora**

MD & CEO



## Our Services

# Seamless and Secure Solutions for Investment Needs

Our tech-enabled comprehensive and innovative services help investors, corporates and market participants conduct their transactions at their convenience, ensuring ease of business, greater compliance and investor participation. We will continue to offer our dependable and secure services driven by operational efficiency, high economies of scale and innovative service implementation.

### Services for Empowering BOs

- » easi
- » Myeasi
- » Easiest
- » eAGM
- » eCAS
- » SMART
- » eVoting

### Services for Empowering DPs

- » eAccount opening
- » APIs
- » eDIS
- » eMargin pledge
- » eMargin Repledge
- » Destat API

## Our suite of services

### Other Services

- » KRA
- » eKYC
- » eNWR
- » eSign
- » eNNWRs
- » MySARAL GST
- » eIA
- » Stamp duty calculator

### Services for Empowering Issuers/Corporates

- » eVoting
- » eNotices
- » eSDD
- » eAGM
- » eFIM

## For BOs/Investors

Our earliest services, **easi** and **easiest**, introduced way back in 2002 and 2004 respectively, are still the best friends of the Atmanirbhar Investor, and have been revamped time and again to remain contemporary and relevant. We have added to our bouquet the Myeasi app and SMART message services. On our silver jubilee year, we further strengthened our offerings by introducing a revolutionary upgrade in investor eCAS. Investors can choose their preferred language, of the 23 language choices offered, in which they want to receive their eCAS in.





## For BOs/Investors



### Electronic Access to Securities Information

easi allows Beneficiary Owners (BOs), or investors, the liberty to monitor their CDSL Demat account online, at a place and time of their choosing. It also provides details of corporate announcements for ISINs held in their account as well as 25 additional ISINs.

#### Benefits

- » View, download, and print details of your current holdings and/or transactions
- » Access your Electronic Consolidated Account Statement (e-CAS) in any of 23 languages
- » Use a single login ID for multiple demat accounts, with the choice of editing profile and much more

easi can be accessed here:

<https://web.cdslindia.com/myeasitoken/home/login>



### easi & Execution of Secure Transactions

easiest allows BOs to submit debit instructions online, thus obviating the need of visiting their DP offices to submit instruction slips.

#### Benefits

- » Upload/set up online transactions without the need to provide a Delivery Instructions Slip (DIS) to the DPs for transactions done; this digital process saves time and operational costs and enables quick reconciliation, minimising shortage losses
- » BOs can create a pledge on their own for availing of loan against shares

easiest can be accessed here:

<https://www.cdslindia.com/Footer/Easiest.html>



### SMS Alerts Related to Transactions

SMART, an SMS alert facility, enables BOs registered for this facility to receive SMS alerts in case of any debits or credits related to corporate actions or any change in demographic details in their accounts.

#### Benefits

- » This SMS service is a risk mitigation measure that allows monitoring one's own demat account
- » One can activate the SMART facility by approaching one's DP

SMART can be accessed here:

<https://www.cdslindia.com/Footer/Smart.html>



### Electronic Consolidated Account Statement

eCAS provides the investor consolidated statement of transactions and holdings held in both depositories' demat account(s) as well as in units of mutual funds (MFs) held in Statement of Account (SOA) form.

#### Benefits

- » eCAS enables receiving faster updates compared to physical statements on the registered email id of the investor
- » Offers a consolidated view of investments in demat accounts and in MFs

eCAS can be accessed here :

<https://www.cdslindia.com/cas/logincas.aspx>

## Our Services



### Electronic Voting

e-Voting allows shareholders to login and register their votes on company resolutions. The system processes and records votes automatically, which facilitates faster processing of voting results.

#### Benefits

- » Facilitates electronic voting on resolutions of companies in a fair and transparent manner for all classes of shareholders
- » Enables the BO to vote at a convenient time and place, thus improving voter participation and enhancing corporate governance

e-Voting can be accessed here:

<https://www.evotingindia.com/homepage.jsp>



### Virtual Annual General Meeting

CDSL's eAGM platform enables shareholders to attend live streaming of Annual General Meetings (AGMs) of companies, making them available in real-time through their secure e-Voting logins.

#### Benefits

- » Wider participation of shareholders from different locations without travel

## App Services for BOs



### Myeasi mobile app

Myeasi mobile app is designed with adaptive technology such that it fits in all smartphones/ tab screen size. Investors can login to the app using their easi/easiest log-in credentials. CDSL's Myeasi app can be downloaded by Android and iOS-based mobile devices.

#### Benefits

- » All the benefits of easi are available at the fingertips of the investor



## For Depository Participants (DPs)

Our services to DPs, such as eDIS, Margin pledge mechanism, etc. enhance the experience and security of market participants, building trust and enabling ease of operations.

### APIs

#### Application Programming Interfaces (APIs) for DPs

DPs act as our agents and offer depository services to the BO of the securities. The APIs ensure seamless processing of data between DPs and CDSL.

#### Offerings

- » BO Account Opening and Modification
- » eDIS
- » eMargin pledge
- » eMargin repledge
- » Early Payin API
- » Transaction upload
- » eLAS (online Loan Against Shares)
- » e-Voting
- » Destat API

APIs can be accessed here:

<https://www.cdslindia.com/DP/APIs.html>



#### Electronic Delivery Instruction Slip

This facility allows a demat account holder to make an electronic debit request in a secured manner using an API provided to DPs.

#### Benefits

- » Using eDIS, an investor can sell shares even without submitting Power of Attorney (POA)
- » Obviates the need to provide a physical DIS to the DP, making the entire transaction very convenient and transparent

eDIS can be accessed here:

<https://www.cdslindia.com/Footer/Edis.html>



#### Electronic Margin Pledge

This is an API interface provided to DPs, using which an investor can setup an online margin pledge/margin funding request to avail margin benefits.

#### Benefits

- » The interface incorporates a verifiable mechanism for the client to confirm the pledge and provides a facility to invoke the pledge.
- » Enhances the security of the margin pledge and re-pledge mechanism.



#### Online Account Opening

The Online Account Opening (OLA0) application is a complete solution for making KRA entry, generating CKYC files, generating DP files, and generating Unique Client Code (UCC) files of customers and sharing them with the intermediary.

#### Benefits

- » Cost-effective for opening investor accounts and maintaining records
- » Reduces the chance of entering incorrect information
- » Reduces the time taken to open an account, enabling new investors to start trading immediately

eAccountOpening can be accessed here:

<https://www.cvlindia.com/Olao/Olao>

## Our Services

### For Corporates

From making it easy for corporates to ensure compliance through electronic foreign investment monitoring and e-disclosures, our facilities for online voting, virtual AGM and e-notices makes it easy for companies to communicate with their shareholders, cut down on costs and thus be more sustainable.



#### Electronic Foreign Investment Monitoring

Through this service, we oversee and monitor the foreign investment limits in listed Indian companies. The facility tracks and manages the aggregate limits for investments made by Foreign Portfolio Investors (FPIs) and Non-Resident Indians (NRIs), as well as the sectoral cap of listed companies.

##### Benefits:

- » Regulatory requirement being fulfilled
- » Investors can view information related to aggregate limits for investments by FPIs and NRIs before making their own investment decisions

eFIM can be accessed here:  
<https://www.cdslindia.com/Publications/FIMonitoring.aspx>



#### Electronic System Driven Disclosures

System Driven Disclosures (SDD) relate to trading in equity shares and equity derivative instruments. SDD applies to members of the promoter group, designated persons, promoters, and Directors of the company.

##### Benefits

- » System-driven compliance under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015

eSDD can be accessed here:  
<https://issuercentre.cdslindia.com/Issuer/IssuerCorner>



#### Electronic Voting

Our eVoting is an online platform that enables the shareholders to vote on issuer/company resolutions.

##### Benefits

- » The system processes and records vote automatically, which facilitates faster processing of voting results
- » Improves transparency and corporate governance standards
- » Reduces administrative costs
- » Increases shareholder participation in shareholder meetings

eVoting for companies can be accessed here:  
<https://www.evotingindia.com/homepage.jsp>



## eAGM Virtual Annual General Meeting

CDSL's eAGM platform enables video conferencing and live streaming of AGMs of companies.

### Benefits

- » Facilitates wider participation at AGMs by shareholders and saves cost for the company

## eNotices Electronic Notices

CDSL provides an email facility through which corporates can electronically send documents to their shareholders.

### Benefits

- » Promotes the 'green initiative' in corporate governance, as undertaken by the Ministry of Corporate Affairs (MCA)
- » Saves cost of postage and delivery charges



## Our Services

### Other Services

From facilitating GST payment to online KYC, to digital signature in compliance with Income Tax rules and generating warehouse receipts and electronic insurance accounts, we offer a host of online facilities that make life simpler for both companies and individuals.



#### KYC Registration Agency

We offer centralised storing, safeguarding, and retrieval of KYC information of investors and disseminating the same to the intermediaries as and when required.

#### Benefits:

- » Obviates the need for investors to submit KYC documents repeatedly in the capital markets once they are updated with the KRA
- » Facilitates single-point change management
- » Helps maintain uniformity of data across intermediaries and improves compliance

KRA can be accessed here:

<https://www.cvlindia.com/KRA/KRA>



#### Know Your Customer

We offer Aadhaar-based eKYC facility, which verifies the investor's identity electronically through Aadhaar-based authentication.

#### Benefits

- » Provides instant proof of identity and address to the service provider, eliminating the need for tedious in-person verification
- » Facilitates single-point change management

eKYC can be accessed here:

<https://www.cvlindia.com/KRA/KRA> and  
<https://www.cvlindia.com/AadhaarAuthenticata>



#### Electronic Signature Service

CVL offers digital signature generation and affixing, along with digital signature acceptance, in compliance with the regulations outlined in the Income Tax Act. It is an Aadhaar-based facility.

#### Benefits

- » A comprehensive audit trail is maintained and preserved to confirm the validity of transactions
- » Provides convenience and security to citizens
- » Reduces the time and costs associated with handling and storing paper

eSign can be accessed here:

<https://www.cvlindia.com/AadhaarBasedeSign/AadhaarBasedeSign>



### MySARAL GST

CVL's tax filing solution, MySARAL GST, is authenticated with unique license keys and, in turn, provides controlled API access to its partners through sub-license keys, making tax filing convenient, easy, and secure.

#### Benefits:

- » Seamless and automated transfer of data on a real-time basis
- » No changes required to be done in the customer's ERP or any other system, unless mandated by regulations
- » User have the option to upload data manually to ensure operations are not impacted under any circumstances

MySARAL GST can be accessed here:

<https://www.cvlindia.com/GSTSavidhaProvider/GSTSavidhaProvider>

### Stamp Duty Calculator

An online stamp duty calculator is available at [https://www.cdslindia.com/StampDuty/Cal\\_StampDuty.aspx](https://www.cdslindia.com/StampDuty/Cal_StampDuty.aspx), along with an online portal for stamp duty payment at <https://bills.cdsl.co.in/#forward>.

### eNNWRs eNWR

#### Electronic Negotiable and Non-negotiable Warehouse Receipts

This facility is offered by CCRL and facilitates the ownership and transfer of commodity assets electronically.

#### Benefits

- » eNWRs/eNNWRs are stored/recorded in digital form with no human intervention at any stage, eliminating chances of manipulation
- » eNWRs/eNNWRs enable farmers/depositors to have access to a large number of buyers nationwide, providing better bargaining power, as well as easy online stock transfer to buyers

### eIA

#### Electronic Insurance Account

CIRL offers policyholders the facility to store their insurance policies in electronic form.

#### Benefits

- » Policyholders can undertake changes, modifications, and revisions in the eIA account/insurance policy with speed and accuracy, bringing about efficiency, transparency, and cost reduction in the issuance and maintenance of insurance policies

## Technological Initiatives

# Ensuring Convenience, Security and Reliability

As a leading depository in India, we understand the need for continuous technological adoption to boost our operational efficiency, enrich customer experiences, and keep ourselves ahead of the curve.

CDSL takes immense pride in showcasing an array of innovative and tech-driven systems, which prioritises security, convenience, and speed. These cutting-edge solutions empower shareholders to vote securely, streamline KYC processes, facilitate seamless transactions with the DP, and access electronic grievance redressal. With technology at the core, we ensure an enhanced experience for investors and market participants alike.



## Distinctive CDSL Offerings

### Aapka CAS Aapki Zubani

Under this multilingual initiative launched recently, investors can receive their e-CAS statement in 23 Indian languages.

#### Benefits

- » Increasing inclusivity by eliminating language barriers
- » Facilitating access to capital markets

### CDSL Buddy Sahayata 24\*7

This unique chatbot on CDSL website launched this year will simplify investor processes and provide guidance in four languages.

#### Benefits

- » Increasing inclusivity

### Facility for Bulk Upload for Responding to Surveillance Alerts

With respect to the surveillance obligation of DPs, we have enhanced the Surveillance portal, ensuring bulk upload facility to address the surveillance alerts assigned to DPs. They will now be able to submit their remarks and due diligence confirmation, which may facilitate prompt addressal of Surveillance alerts.

#### Benefits

- » Ease and speed of timely submission for due diligence



## Recognition

# Awards and Accolades



Received our first International Award for 'Global & Innovative Leadership' by Global Custodian Awards



Awarded for the 'Best Proactive Threat Detection Initiative' hosted by Quantic on the 2nd Annual Cyber Security Excellence Awards 2023



Recognised as the 'Highly Recommended Market Infrastructure Institution' at the Regulation Asia Awards 2023



Won the Business Transformation Award in the 'Excellence in Digital Execution' category, presented by Techcircle-Edge Insights



Became the first Indian depository to win 'Central Securities Depository' of the Year 2023 Award at the Asset Service Times. With this Industry Excellence Award CDSL was recognised on an international platform



Mr. Nehal Vora, MD & CEO, CDSL, honoured as the 'CEO of the Year Asia' at the Asia Asset Management Awards in March 2024

## Client Testimonials

### Years of Trust, Years to Come



**Mr. Nithin Kamath**  
Founder and CEO, Zerodha



CDSL has been an excellent partner to us, making it possible for us to provide a superior trading experience to our clients. The continued support CDSL extends to us, rapidly adapting to accommodate evolving regulations and market demands with tech, is key to our operations today. We look forward to many more years of working together.

### Partnership for Continued Success



**Mr. Harsh Jain**  
Co-founder and COO, Groww



At Groww, we are committed to providing our customers with a simple, secure and delightful investing experience. Our longstanding association with CDSL has been instrumental in achieving this goal. CDSL's robust infrastructure and focus on security and efficiency have enabled a smooth transacting experience for millions of Groww customers. We are proud to collaborate with CDSL and look forward to continued success together.

### Trustworthy Partners



**Mr. Ravi Kumar**  
Co-founder and CEO, Upstox



CDSL has been an exemplary partner, demonstrating unwavering trust and credibility. Our experience has been exceptional, and we are confident that our collaboration will continue to flourish as the equity market landscape evolves. We look forward to deepening our partnership and exploring new opportunities together, driving growth and success for our customers.

### An Indispensable Partner in HDFC Securities' Ascent



**Mr. Dhiraj Relli**  
Managing Director & CEO, HDFC Securities



CDSL's leadership in technological advancements is exemplary. From optimising the KYC STP process to achieving near zero-day settlements, CDSL has consistently enhanced settlement efficiency, transparency, and cost-effectiveness. These advancements have significantly contributed to the overall efficiency and convenience of our operations. The emphasis on security and safety in handling customer securities is paramount, and CDSL excels in this critical domain. CDSL Systems has been an invaluable partner in our journey.



### Powering Investor Growth



**Mr. Ujjwal Jain**  
CEO, Share. Market  
by PhonePe



Working with CDSL has been an enriching experience for us. As a consumer-first platform, we deeply care about our customers and strive to provide them with a superior experience. Our vision is to expand access to markets at a population scale and equip investors across India with Intelligence they need to navigate today's dynamic financial markets. CDSL has been instrumental in helping us achieve expanding markets with seamless Demat Account creation process, enabling us to deliver the best for our customers, while supporting us in scaling our business from day zero.

### The Powerhouse Partner



**Mr. Dinesh Thakkar**  
CMD, Angel One Ltd



CDSL's robust customer service and support, along with their prompt and timely assistance, have consistently met our expectations, enhancing the overall experience. Their proactive and continuous evolution, premised on technology upgrades and actively listening to client feedback, has led to steady improvement in their service standards. This has helped us offer a superior experience to our clients.

### SMC Lauds CDSL's 25-Year Legacy of Growth and Innovation



**Mr. Ajay Garg**  
Director and CEO –  
SMC Global Securities Ltd.



CDSL's success is rooted in its advanced tech-driven setup, designed with robust risk parameters to ensure swift, secure, and transparent operations. As a longstanding partner of CDSL, we at SMC have had the privilege of witnessing firsthand the unwavering dedication and commitment of the CDSL team. Their ability to consistently exceed expectations has been truly impressive.

### Legacy of Trust



**Mr. Ajay Menon**  
Whole-time Director & CEO –  
Broking and Distribution  
business of Motilal Oswal  
Financial Services Ltd.



Motilal Oswal's enduring partnership with CDSL, spanning over 25 years and managing nearly 35 Lakh DP accounts, has been pivotal for our business and for our brand.

Fostering a culture of integrity and excellence, is a mutually shared value of CDSL & Motilal Oswal. This dynamic has not only enhanced operational efficiency but also strengthened trust and credibility with stakeholders by reinforcing our commitment to solid relationships.

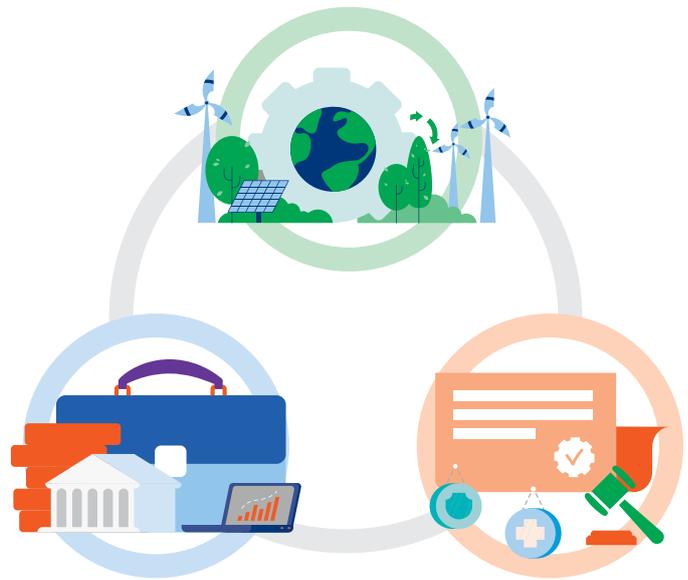
## Environmental, Social and Governance

# A Commitment to Sustainable Progress

We are committed to driving positive environmental, social, and governance (ESG) practices. We actively integrate ESG principles into our decision-making as a responsible corporation.

### Our ESG Mission

To address the pressing concerns of our stakeholders such as climate change, green offerings, and promoting health, well-being, equity, diversity, and inclusion.



### Environment Initiatives

Through close monitoring of water, paper, and electricity consumption, we promote responsible resource use and implement initiatives to minimise waste generation. We continuously strive for a smaller environmental footprint.



#### Green-Tech

Our e-services facilitate paperless account opening and other processes and help environment by saving paper.



#### Plastic Waste

We created awareness amongst the staff to reduce usage of plastic pre-packaged water bottles. We handed over the existing empty plastic bottles to Bisleri International Pvt. Ltd. for recycling.



#### Green Environment

Extensively placed indoor plants across the office premises to provide a green environment to the employees. CDSL distributed potted plants as gifts for employees and dignitaries during events and functions to promote green awareness.



#### Energy Efficiency

We redesigned our office premises to optimise natural light across workspaces and promoting the reduced use of electricity.



## Empowering the Protectors

Through our Neev@25 events, specially curated to mark our silver jubilee, we took financial literacy programmes to the farthest corners of India. Our mission was to reach financial education to people residing and serving in the border districts, such as the police or army jawans, and to college and university students across the country.

CDSL Neev, one of our flagship initiatives, is a pan-India campaign aimed at spreading financial literacy and creating awareness about the opportunities presented by the capital markets, particularly in Tier II and III towns. These sessions equip individuals from diverse backgrounds with a deeper understanding of the Indian capital markets and wealth management, empowering them to take control of their financial future and make sound investment decisions.

Our webinars serve as a platform for spreading knowledge about the market and addressing common concerns or questions that new investors may have. By providing these

educational resources, we strive to build a solid foundation for individuals venturing into the financial markets and support them in their journey towards financial success.

We foster financial empowerment, equipping attendees with the knowledge and tools essential for making prudent investment decisions. At the core of these initiatives is our resolute commitment to empower the Atmanirbhar Investor and a self-reliant India.

This year, our Neev initiative reached the length and breadth of India, stretching from Tamil Nadu to Rajasthan and from Assam to Gujarat.





\* Map not to scale

- |   |  |
|---|--|
| 1 Thiagarajar School of Management, Madurai, Tamil Nadu               | 14 IIM Ahmedabad, Ahmedabad, Gujarat                                     |
| 2 Utsarga Mancha Bolpur Municipality Hall, Shantiniketan, West Bengal | 15 IIM Vishakhapatnam, Vishakhapatnam, Andhra Pradesh                    |
| 3 BSF Malda, West Bengal  | 16 BSF Sri Ganganagar, Rajasthan   |
| 4 Aligarh Muslim University, Kishanganj, Bihar                        | 17 XIME Kochi, Kochi, Kerala   |
| 5 Assam Rifles, Shillong, Meghalaya                                   | 18 Banasthali Vidyapith, Newai Rajasthan                                 |
| 6 Assam Rifles, Dimapur, Nagaland                                     | 19 BSF Agartala, Tripura   |
| 7 R.C.U. Govt PG College, Uttarkashi, Uttarakhand                     | 20 Govt College for Women, Udhampur, Jammu & Kashmir                     |
| 8 BSF Raiganj, Maheshpur, West Bengal                                 | 21 Banaras Hindu University, Varanasi, Uttar Pradesh                     |
| 9 BSF, Siliguri, West Bengal  | 22 IRMA, Anand, Gujarat  |
| 10 BSF Jalpaiguri, Raninagar, West Bengal                             | 23 SRM University, Chennai, Tamil Nadu                                   |
| 11 BSF Kishanganj, Khagra, Bihar                                      | 24 Prestige Institute of Management and Research, Indore, Madhya Pradesh |
| 12 BSF Kadamtala, Siliguri, West Bengal                               | 25 BSF, Ramgarh, Jaisalmer, Rajasthan                                    |
| 13 BSF Salugara, Baikunthpur, West Bengal                             |  |



# जीव@25

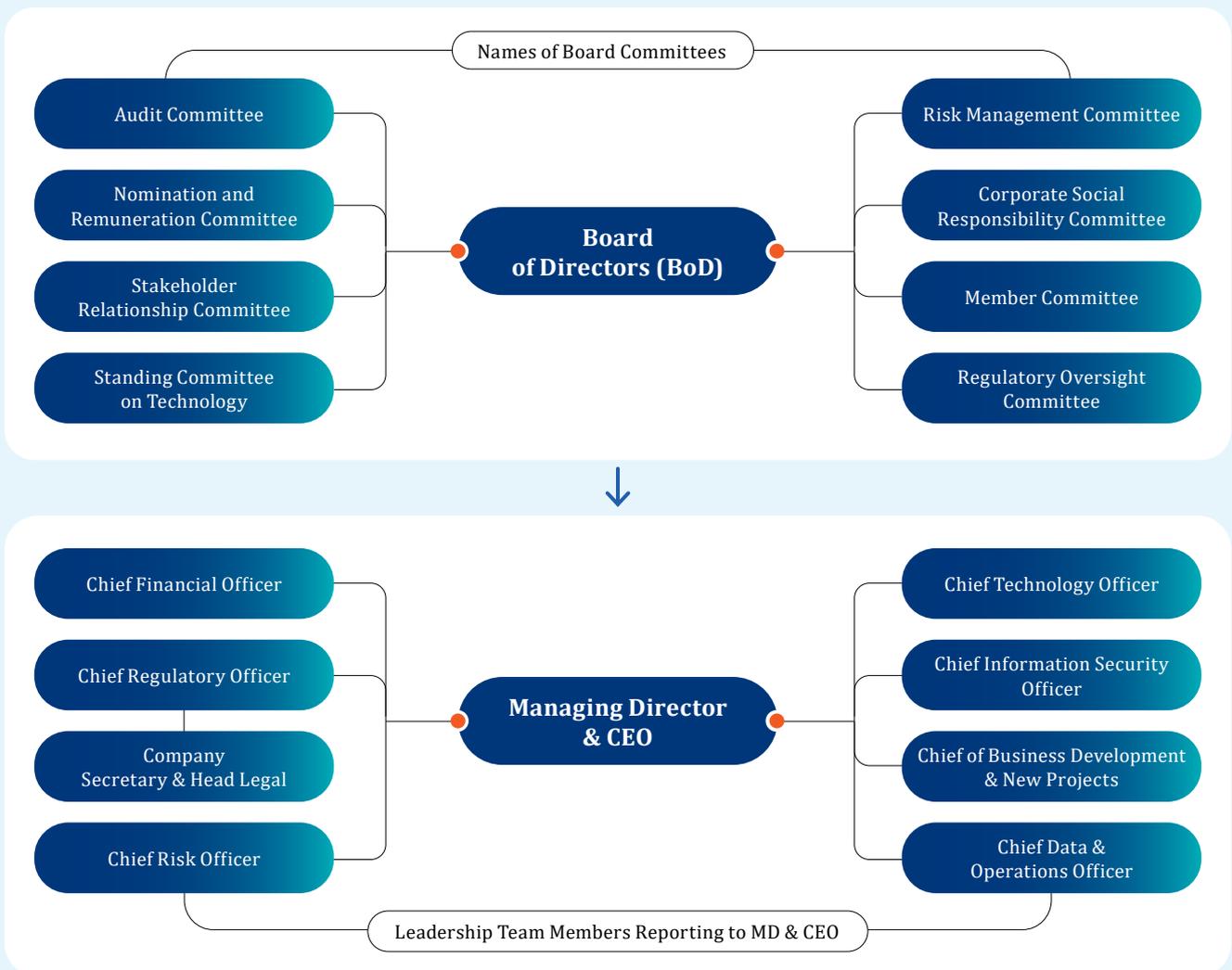


## Governance

# Providing Guidance and Direction

We firmly believe that robust governance has been the cornerstone of our success as a trusted market infrastructure player. Our commitment to best-in-class practices has ensured transparency, accountability, and responsible decision-making across all levels of the organisation. This has, in turn, helped us to build trust among our stakeholders.

## Governance Framework

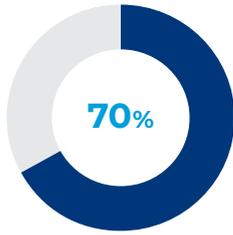


## Board Diversity

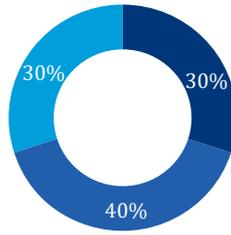
CDSL promotes Board diversity by including members from diverse backgrounds, experience, and perspectives. Our Board of Directors (BoD) comprises of 70% Independent/Public Interest Directors, which exceeds the requirements set by the SEBI Listing Obligations and Disclosure Requirements Regulations, 2015. This commitment ensures a balanced and unbiased decision-making process within the organisation. We have policies and procedures to ensure smooth and ethical conduct of business.



## Governance Overview

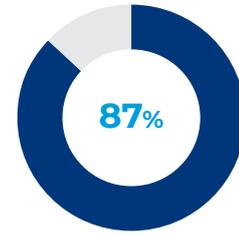


**Independent/Public Interest Directors on the Board**



**Board Age Diversity**

● 45-55 years ● 55-65 years ● 65-75 years



**Average Attendance in Board Meetings**

**Chairperson of the Board – Public Interest Director**  
(Independent Director)

**Separate Roles of MD & CEO and Chairperson**

**90%**  
Directors with Indian Nationality

**Independent/Public Interest Directors**  
lead all the Statutory Committees

## Policies that Ensure Ethical Business Conduct

### Conflict of Interest

To ensure the avoidance of conflicts of interest, we maintain a strict policy of not utilising the RTA services of our subsidiary CVL. By adopting this practice, we safeguard against any potential conflicts that may arise.

### Shareholder Complaints

We place great emphasis on open communication and stakeholder engagement. To address shareholder concerns effectively, we have established robust procedures to track and resolve complaints promptly.

### Gender Inclusive Environment

While recruitment at CDSL is based on meritocracy, we nurture a gender-inclusive workplace environment. By promoting diversity and inclusivity (D&I), we aim to create a supportive and equitable workplace that harnesses the full potential of all our employees.

### Anti-Bribery and Anti-Corruption Policy

We have implemented a comprehensive Anti-Bribery and Anti-Corruption Policy that guide employees and stakeholders to ensure that all business activities are conducted with the utmost integrity. The policy outlines our commitment towards ethical conduct and zero tolerance for corrupt practices.

### Business Responsibility and Sustainability Report

As part of our commitment to sustainability, CDSL publishes a comprehensive Business Responsibility and Sustainability Report (BRSR). This report provides stakeholders with detailed information about our ESG initiatives, including our environmental stewardship, social impact, and corporate governance practices.

### Code of Conduct

We have implemented a Code of Conduct that sets out the principles and values that govern our employees' behaviour. This Code ensures honest and prudent conduct and provides best practices and disclosure guidelines.

### Stakeholder Engagement

We recognise the importance of engaging with stakeholders, including employees, investors, communities, and regulators. By actively listening to their concerns and expectations, we gain valuable insights that form our strategies and decision-making processes, and build strong relationships while aligning our actions with stakeholder interests.

### Transparency and Disclosures

Transparency is a fundamental principle of our corporate governance

practices. We believe in disclosing relevant information to stakeholders, including financial statements, governance structure, material changes, and policies. Through transparent reporting, we aim to provide stakeholders with a comprehensive understanding of our operations, enabling informed decision-making.

### Compliance

At CDSL, we ensure compliance with applicable laws and regulations. We employ a Compliance Management Software to streamline compliance management, which enables effective monitoring and ensures adherence to regulatory requirements.

### Performance Evaluation

We conduct regular internal and external evaluations of our Directors, Chairperson, Governing Board and statutory committees. These evaluations assess individual and collective performance, providing valuable feedback that enables continuous improvement. By upholding rigorous performance standards, we strive to maintain the highest levels of governance effectiveness.

## Governance

# Board of Directors



**Shri Balkrishna V Chaubal**  
Chairperson, Public Interest Director



**Shri Nehal Vora**  
Managing Director and  
Chief Executive Officer



**Prof. (Dr.) Bimalkumar N Patel**  
Public Interest Director



**Smt. Rajeshree Sabnavis**  
Public Interest Director



**Prof. Varsha Apte**  
Public Interest Director  
(appointed w.e.f June 05, 2024)



**Shri Sidhartha Pradhan**  
Public Interest Director



**Prof. Umesh Bellur**  
Public Interest Director



**Shri Gurumoorthy Mahalingam**  
Public Interest Director



**Shri Masil Jeya Mohan P**  
Non-Independent Director



**Sushri Kamala Kantharaj**  
Non-Independent Director  
(appointed w.e.f August 23, 2023)

## Governance

# Management Team



**Shri Nehal Vora**  
Managing Director and  
Chief Executive Officer



**Smt. Nayana Ovalekar**  
Chief Regulatory Officer



**Shri Girish Amesara**  
Chief Financial Officer



**Shri Yogesh Kundnani**  
Interim – Chief of Business  
Development & New Projects



**Shri Nilay Shah**  
Company Secretary  
and Head Legal



**Shri Amit Mahajan**  
Chief Technology Officer



**Shri Vinay Madan**  
Chief Risk Officer



**Shri Rajesh Saraf**  
Chief Data and Operations Officer

## Group Companies



**Shri Sunil Alvares**  
MD & CEO, CDSL Ventures Limited



**Shri Latesh Shetty**  
MD & CEO, CDSL Insurance  
Repository Limited



**Shri Pitambar Chowdhury**  
MD & CEO, CDSL Commodity  
Repository Limited

Corporate Social Responsibility

# Empowering Thriving Communities

We channelise our CSR initiatives to enriching lives and creating opportunities for our communities that enable them to bring change to their lives. We focus on promoting health and education, women’s empowerment, support for children and the elderly and environmental sustainability. These initiatives create a positive ripple effect, contributing to societal well-being.



## Healthcare Initiatives

### Reaching Healthcare to Remote Corners

In collaboration with Smile Foundation, we have deployed a fleet of fully equipped mobile healthcare units in the challenging terrains of Jaisalmer and Ladakh. These units reach essential medical services to the last mile population with assistance from skilled medical professionals dedicated to serving marginalised communities.

The aim is to reduce out-of-pocket expenses by providing outpatient services, encourage healthy habits, improve the quality of healthcare, and ensure pregnant and lactating mothers get medical attention when they need it.



**~11,400**

Beneficiaries  
in Jaisalmer

**4,000+**

Beneficiaries  
in Ladakh





### Ambulance Service for the Disadvantaged

In partnership with the Lions Charitable Trust, we provide a life support ambulance service for underprivileged, below-poverty-line patients on a daily basis. The ambulance will also be deployed for medical camps in Mumbai as well as in rural areas across Maharashtra.

# 3,000+

Beneficiaries of the ambulance service



### Giving Hope Together with Healthcare

During the year, we collaborated with the Narayana Hrudayalaya Charitable Trust to provide medical support to individuals from marginalised communities across Maharashtra, Karnataka, Haryana, Rajasthan, West Bengal, Assam, Chhattisgarh and Gujarat. These patients are facing life-threatening conditions and health disorders. Through our collective efforts, we have instilled hope and created opportunities for a better future.

# 168

Patients provided medical support



## Corporate Social Responsibility



### Educational Initiatives



### Ensuring Gender Balance in Primary Education

To ensure equal access to quality education for girls, we collaborated with Educate Girls to reach out to school dropouts in the backward regions of Maharajganj district, Uttar Pradesh.. We also worked with Team Balika to identify and engage with girls who had never been enrolled in school or had to interrupt their education.

**8,900+**  
Beneficiaries of the programme

### Promoting Adult Literacy for Women

We have collaborated with Rotary Charitable Trusts to introduce an adult literacy programme for tribal women in Palghar. This initiative focuses on functional literacy as well as teaching them digital skills in their own language. Trained educators, known as 'Prerikas', use computer-based learning modules to educate the women, equipping them with relevant skills that will help them navigate a changing world.

**~11,500**  
Women educated in Palghar



### Spreading Financial Literacy in India's Hinterlands

AARTH by Rotary, our online financial education initiative in partnership with Rotary, is aimed at disseminating financial knowledge in Tier II and Tier III cities and underprivileged section of the society. Through our platform, learners can easily access in-depth resources and take free online exams to earn certifications, enhancing their understanding of finance.

**100**  
Webinars conducted across India



### Transforming School Education

We have partnered with Yuva Unstoppable to launch a school transformation project that uses modern technology to improve learning outcomes through smart classrooms, equipped with audio-video interactive learning platforms, across Maharashtra, Odisha, Uttar Pradesh, Madhya Pradesh, Tamil Nadu, Karnataka, West Bengal, Delhi and Andaman & Nicobar. Yuva Unstoppable ensures that students are able to comprehend the curriculum with the help of digital technology that also aids teachers in improving their performance.



27

Government schools benefitted

17,000+

Underprivileged students benefitted



### Environmental Initiatives



#### Restoring Biodiversity

In collaboration with SankalpTaru Foundation, we organised a tree plantation programme along with geo-tagging in various regions of India, including Kutch, Pune and Hyderabad, contributing to environmental preservation. Additionally, we supported the Barren Community Land Transformation (BCLT) programme, through which we transformed barren lands held by panchayats or government departments into thriving, biodiverse forests over a period of three years. This project in the border areas of Kutch has positively impacted both communities and wildlife in the area.

5400+

Native trees planted

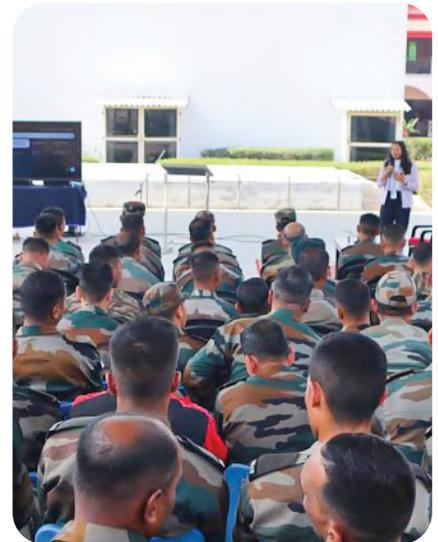


### Research Initiatives

#### Strengthening Cyber Security for MSMEs

We supported Project Vajra, initiated by IIT Bombay. The initiative aims at empowering micro, small, and medium enterprises (MSMEs) with limited financial resources to defend against cyberattacks. Vajra pushes the envelope of innovation in high-tech domains like cyber security. Its ability lies in gathering fine-grained contextual information in real time to detect malicious activities.

#### Vajra has been released for use



#### Protecting against Financial Fraud and Wrongdoing

We collaborated with Rashtriya Raksha University (RRU), Gandhinagar, to introduce a programme centred on the prevention of victimisation from forgeries and financial frauds. This initiative aims to enhance awareness and equip law enforcement agencies, Central Armed Police Forces (CAPFs), defence personnel, and the public with essential knowledge to effectively protect their finances.

8

Awareness programmes

4

Workshops conducted

# Corporate Information

## Central Depository Services (India) Limited

(CIN: L67120MH1997PLC112443)

### Board of Directors

#### **Shri Balkrishna V Chaubal**

Chairperson, Public Interest Director

#### **Shri Nehal Vora**

Managing Director and Chief Executive Officer

#### **Prof (Dr.) Bimalkumar N Patel**

Public Interest Director

#### **Smt. Rajeshree Sabnavis**

Public Interest Director

#### **Shri Sidhartha Pradhan**

Public Interest Director

#### **Prof. Umesh Bellur**

Public Interest Director

#### **Shri Gurumoorthy Mahalingam**

Public Interest Director

#### **Prof. Varsha Apte**

Public Interest Director  
(appointed w.e.f June 05, 2024)

#### **Shri Masil Jeya Mohan P**

Non-Independent Director

#### **Sushri Kamala Kantharaj**

Non-Independent Director  
(appointed w.e.f. August 23, 2023)

### Management Team

#### **Shri Nehal Vora**

Managing Director and Chief Executive Officer

#### **Smt. Nayana Ovalekar**

Chief Regulatory Officer

#### **Shri Amit Mahajan**

Chief Technology Officer

#### **Shri Girish Amesara**

Chief Financial Officer

#### **Shri Ramkumar K**

Chief of Business Development and New Projects  
(upto December 31, 2023)

#### **Shri Vinay Madan**

Chief Risk Officer

#### **Shri Rajesh Saraf**

Chief Data and Operations Officer

#### **Shri Yogesh Kundnani**

Interim – Chief of Business Development & New Projects

#### **Shri Nilay Shah**

Company Secretary and Head Legal

### Registered Office

Unit No. A-2501, A-Wing, Marathon Futurex, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai – 400 013, Maharashtra, India

### Statutory Auditors

#### **S.R. Batliboi & Co. LLP**

Chartered Accountants,  
12th Floor, The Ruby,  
29, Senapati Bapat Marg,  
Dadar (West), Mumbai – 400028

### Secretarial Auditors

#### **Vatsal Doshi & Associates**

Practicing Company Secretaries  
104, Sundaram Building, Plot No. 89-B,  
Sion (East), Mumbai – 400022

### Registrar and Share Transfer Agents

#### **Link Intime India Pvt. Ltd.**

247 Park, C-101, L.B.S. Marg,  
Vikhroli (West), Mumbai – 400083  
Email: [rnt.helpdek@linkintime.co.in](mailto:rnt.helpdek@linkintime.co.in)

### Websites of Central Depository Services (India) Limited and its subsidiaries/business lines

#### **Central Depository Services (India) Limited**

[www.cdslindia.com](http://www.cdslindia.com)

#### **CDSL Ventures Limited**

[www.cvlindia.com](http://www.cvlindia.com)

#### **CDSL Insurance Repository Limited**

[www.cirl.co.in](http://www.cirl.co.in)

#### **CDSL Commodity Repository Limited**

[www.ccrl.co.in](http://www.ccrl.co.in)

#### **E-Voting**

[www.evotingindia.com](http://www.evotingindia.com)



# Notice

## CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED

CIN: L67120MH1997PLC112443

**Registered Office:** Unit No. A-2501, Marathon Futorex, Mafatlal Mills Compound,  
N. M. Joshi Marg, Lower Parel (East), Mumbai 400 013, Maharashtra, India.

**Tel:** 91-22-6234 3000/3001

**Website:** [www.cdslindia.com](http://www.cdslindia.com) **E-mail Id:** [shareholders@cdslindia.com](mailto:shareholders@cdslindia.com)

NOTICE is hereby given that the **Twenty Sixth (26<sup>th</sup>) Annual General Meeting ("AGM")** of the Members of **CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED ["CDSL/the Company"]** will be held on Saturday, August 17, 2024 at 11.00 A.M. Indian Standard Time ("IST"), through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following businesses:

### ORDINARY BUSINESS:

#### 1. To consider and adopt:

- a) **the Audited Standalone Financial Statements of CDSL for the financial year ended March 31, 2024 and the Reports of the Board of Directors and the Statutory Auditors thereon; and**
- b) **the Audited Consolidated Financial Statements of CDSL for the financial year ended March 31, 2024 and the Report of the Statutory Auditors thereon.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2024, Report of the Statutory Auditors thereon and the Report of the Board of Directors thereon along with all annexures as laid before the Shareholders in the 26<sup>th</sup> Annual General Meeting be and are hereby considered and adopted."

#### 2. To declare Final and Special Dividend on Equity Shares of the Company for the financial year ended March 31, 2024.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** a Final Dividend at the rate of ₹ 19/- (Rupees Nineteen Only) and a Special Dividend at the rate of ₹ 3/- (Rupees Three Only) per Equity Share of ₹ 10/- (Rupees Ten Only) each fully paid up of the Company be and is hereby declared for the financial year ended March 31, 2024, as recommended by the Board of Directors of the Company and the same be paid out of the profits of the Company for the financial year ended March 31, 2024."

#### 3. To appoint a Director in place of Sushri Kamala Kantharaj (DIN:07917801), Non-Independent Director, who retires from office by rotation and being eligible, offers herself for re-appointment.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Sushri Kamala Kantharaj (DIN:07917801), Non-Independent Director who retires by rotation at this 26<sup>th</sup> Annual General Meeting, be and is hereby re-appointed as a Non-Independent Director of the Company liable to retire by rotation, subject to the approval of the Securities and Exchange Board of India ("SEBI")."

### SPECIAL BUSINESS:

#### 4. Increase in Authorised Share Capital of the Company and consequential Alteration in the Memorandum of Association (MOA) of the Company:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Sections 4, 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and other Rules made thereunder, if any ("the Rules"), and the applicable provisions of the Memorandum and Articles of Association of the Company and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force) and such other approval(s), consent(s), permission(s) and/or sanction(s), if any, as may be necessary from the concerned statutory/regulatory authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the said statutory/regulatory authorities while granting

any such approval(s), consent(s), permission(s), and/or sanction(s), the consent of the Shareholders be and is hereby accorded to increase the existing Authorised Share Capital from ₹ 1,50,00,00,000/- (Rupees One Hundred and Fifty Crores Only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 3,00,00,00,000/- (Rupees Three Hundred Crores Only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each ranking *pari passu* in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules made thereunder, the existing Clause V of the Memorandum of Association of the Company relating to Share Capital be and is hereby deleted and, in its place, the following new and amended Clause V be substituted:

- V. *The Authorised Share Capital of the Company is ₹ 300,00,00,000/- (Rupees Three Hundred Crores Only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each with power to the Board of Directors to classify and reclassify them. The Company has power, from time to time, to increase or reduce its capital and to divide the share in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special right, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf, and to consolidate or subdivide these shares and to issue shares of higher or lower denomination.*

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the 'Board', which term shall include any Committee constituted by the Board for this purpose), Shri Nehal Vora, Managing Director & CEO, Smt. Nayana Ovalekar, Chief Regulatory Officer, and Shri Nilay Shah, Company Secretary and Head Legal, be and are hereby severally authorised to take such steps

as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution, including but not limited to filing necessary e-forms with the Registrar of Companies and incorporation of amendments/suggestions/observations, if any, made by the Registrar of Companies or any other authorities to the extent applicable, without seeking any further consent or approval of the Shareholders or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** the copies of the foregoing resolution certified to be true copies by any Director or Company Secretary of the Company be forwarded to whomsoever it may concern for necessary action."

#### 5. **To approve the Alteration of the Articles of Association (AOA) of the Company.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Depositories and Participants) Regulations, 2018, and any other laws as may be applicable to the Company (including any statutory modification(s) and amendment(s) thereto or re-enactments thereof, for the time being in force), and such other approval(s), consent(s), permission(s) and/or sanction(s), if any, as may be necessary from the concerned statutory/regulatory authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the said statutory/regulatory authorities while granting any such approval(s), consent(s), permission(s), and/or sanction(s), the consent of the Shareholders be and is hereby accorded, to alter the Articles of Association of the Company as detailed below:



Sr. No.	Clause No. as per Old AOA	Existing Article	Amended Article	Justification/Reason
<b>DEFINITIONS AND INTERPRETATION</b>				
1.	2(b)	“Board of Directors” or “Board in relation to a company, means the collective body of the directors of the Company.	“Board of Directors” or “ <b>Directors</b> ” or “Board” or “ <b>Governing Board</b> ” means the collective body of the Directors of the Company;	Definition amended to provide clarity as per Section 2(i) of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, which states that “ <i>governing board</i> ” means the board of directors of a depository.
<b>SHARE CAPITAL AND VARIATION OF RIGHTS</b>				
2.	4	The Authorised Share Capital of the Company is ₹ 150,00,00,000/- (Rupees One Hundred and Fifty Crores only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of ₹ 10/- (Rupees Ten only) each, with power to the Board to classify and reclassify them.	The Authorised Share Capital of the Company shall be as specified in Clause V of the Memorandum of Association of the Company.	In order to broaden the existing capital structure and to enable the Company for issuance of Bonus Shares.
<b>CALLS ON SHARES</b>				
3.	30(1)	If a sum called or payable in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at twenty-four percent per annum or at such other rate, if any, as the Board may determine.	If a sum called or payable in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at <b>ten percent</b> per annum or at such other rate, if any, as the Board may determine.	To align the Articles of the Company with the provisions of Article 16(i) of Table F of the Companies Act, 2013.
<b>VOTES MAY BE GIVEN BY PROXY OR BY ATTORNEY</b>				
4.	91	Subject to the provisions of the Act and these Articles, votes may be given either personally or by an attorney or by proxy or in the case of a body corporate also by a representative duly authorised under provision of the Act. An attorney appointed by a Member may vote at General Meeting subject to the receipt of properly executed Proxy Form in accordance with Schedule IX to the Act and pursuant to the provisions of the Act.	Subject to the provisions of the Act and these Articles, votes may be given either personally or by an attorney or by proxy or in the case of a body corporate also by a representative duly authorised under provision of the Act. An attorney appointed by a Member may vote at General Meeting subject to the receipt of properly executed Proxy Form <del>in accordance with Schedule IX to the Act and</del> pursuant to the provisions of the Act <b>and these Articles.</b>	Language has been amended to align with the corresponding provision of the Companies Act, 2013 and other provisions of the AOA.  This Clause is now re-arranged as Clause 105 of the amended AOA.
<b>CASE OF COMPANY BEING A MEMBER OF THIS COMPANY</b>				
5.	98	A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	A member of unsound mind, or in respect of whom an order has been <b>passed made</b> by any Court of <b>competent</b> <del>having</del> jurisdiction in <del>lunacy</del> , may vote, whether on a show of hands or on a poll, by his <b>authorised representative/s</b> <del>committee</del> or other legal guardian, and any such <b>authorised representative/s</b> <del>committee</del> or guardian may, on a poll, vote by proxy.	Language has been amended to align with the corresponding provision of the Companies Act, 2013. Also, Clause 98 of the old AOA has been re-arranged with certain modifications and now is placed as Clause 96(d) as per the amended AOA.
<b>APPOINTMENT OF PROXY</b>				
6.	104	An instrument appointing a proxy shall be in the form as prescribed in the rules.	An instrument appointing a proxy shall be in the form as prescribed in the rules <b>made under Section 105 of the Companies, Act 2013.</b>	Language has been amended to align with the corresponding provision of other articles of the AOA.  This Clause is now re-arranged as Clause 111 of the amended AOA.

Sr. No.	Clause No. as per Old AOA	Existing Article	Amended Article	Justification/Reason
<b>BOARD OF DIRECTORS</b>				
7.	107(1)	An elected members of the Board who is a member of any stock exchange and is carrying on the business of purchase and sale of securities and includes a person who is a director or is in the whole time employment of a corporate member of stock exchange, shall not be eligible to hold the office of the director of the Company for a period exceeding three years. However, this restriction shall not apply to other Board members.	Stands deleted	Now the Directorship of the Depository is governed by SEBI (Depositories and Participants) Regulations, 2018 which have clear guidelines (Regulation 25) for the appointment of Directors on the Governing Board of the Company and hence this Clause of the AOA is no longer required.
8.	107(4)	Any employee of the Company may be appointed on the Board in addition to the managing director, and such director shall be deemed to be a shareholder director.	Any employee of the Company may be appointed on the <b>governing board</b> in addition to the managing director, and such director shall be deemed to be a <b>non-independent director</b> .	Language amended to align with the amendment in SEBI (Depositories and Participants) Regulations, 2018 (Regulation 24(8)). This Clause is now re-arranged as Clause 114(4) of the amended AOA.
<b>DEBENTURE DIRECTOR</b>				
9.	111	Any Trust Deed for securing debentures or debenture stock may, if so agreed provide, for the appointment of, and such provision shall entitle the Trustees thereof or the holders of the debentures or debenture stock as the case may be, to appoint one person as a Director on the Board of Directors of the Company with power to remove any Director so appointed and on vacancy being caused in such office from any cause, whether by resignation, death, removal or otherwise, to appoint another person as a Director of the Company.	Any Trust Deed for securing debentures or debenture stock may, if so agreed provide, for the appointment of, and such provision shall entitle the Trustees thereof, <del>or the holders of the debentures or debenture stock as the case may be,</del> to appoint one person as a Director on the Board of Directors of the Company <b>in accordance with the relevant SEBI Regulations, as applicable,</b> with power to remove any Director so appointed and on vacancy being caused in such office from any cause, whether by resignation, death, removal or otherwise, to appoint another person as a Director of the Company.	To align the Articles of the Company with the Regulation 23(6) of SEBI (Issue and Listing of Non-Convertible Securities) Regulations 2021 and (Regulation 15(e) - SEBI (Debenture Trustees) Regulations, 1993. This Clause is now re-arranged as Clause 118 of the amended AOA.
<b>APPOINTMENT OF SPONSOR/ NON-INDEPENDENT DIRECTORS/ <del>SHAREHOLDER DIRECTORS</del></b>				
10.	112(a)	Subject to the provisions of the Companies Act, the Stock Exchange, Mumbai (BSE) shall be entitled to nominate directors in proportion to the aggregate of equity share capital held by it and other stock exchanges taken together, subject to a ceiling of 40% of the total strength of the Board.	Any Shareholder individually or along with Person acting in concert holding more than 10% or Public Financial Institutions holding more than 4% of the equity shareholding in the Company may nominate one director who shall be termed as Non-Independent Director and the appointment shall be as per the conditions prescribed in SEBI (Depositories and Participants) Regulations, 2018, as amended from time to time.	To enhance good corporate governance practices, the articles has been substituted and the scope of the Articles is widened by promoting the shareholder participation through appointing director on the Governing Board of the Company.  [Regulation 22 and (IV) of Part C of Second Schedule of SEBI (Depositories and Participants) Regulations, 2018.]  This Clause is now re-arranged as Clause 119(a) of the amended AOA.
11.	112(b)	As long as Bank of India, Bank of Baroda and State Bank of India each hold equity share capital at a level of not less than ₹ 10 crores in the Company, each of these original sponsors/shareholders shall be entitled to appoint one director as its representative on the Board of Directors of the Company.	Stands deleted.	The concept of Sponsor has been removed as per the amended SEBI (Depositories and Participants) Regulations, 2018 and hence this clause of the Articles has been deleted.



Sr. No.	Clause No. as per Old AOA	Existing Article	Amended Article	Justification/Reason
12.	112(c)	The number of public interest directors shall not be less than the number of shareholder directors in the Company and they shall be nominated by SEBI.	The number of public interest directors shall not be less than the number of <b>Non-Independent Directors</b> / <del>shareholder</del> directors in the Company and they shall be <b>appointed with prior approval of SEBI</b> .	Amended to align with the amendment in SEBI (Depositories and Participants) Regulations, 2018.  This Clause is now re-arranged as Clause 119(b) of the amended AOA.
13.	112(d)	The Sponsor/shareholder Directors shall be removable at the option of the Governing Board/Board of Directors of the concerned Sponsor/shareholder and the Governing Board/Board of Directors of the concerned Sponsor/shareholder shall also be entitled to fill up the vacancy so created by nominating such other persons in their place as they deem fit.	The <b>Sponsor/Non-Independent Directors</b> / <del>Shareholder</del> Directors shall be removable at the option of the Governing Board/Board of Directors of the concerned <b>Sponsor</b> /shareholder and the Governing Board/Board of Directors of the concerned <b>Sponsor</b> /shareholder shall also be entitled to fill up the vacancy so created by nominating such other persons in their place as they deem fit.	The concept of Sponsor has been removed and language has been amended to align with the amendment in SEBI (Depositories and Participants) Regulations, 2018.  This Clause is now re-arranged as Clause 119(c) of the amended AOA.
14.	112(e)	All members on the Board except the whole-time directors, including the Managing Director shall be subject to retirement by rotation and they shall be eligible for re-appointment at the Annual General meeting.	All members on the Board <b>except Public Interest Director, the Whole-Time Directors and the Managing Director</b> shall be subject to retirement by rotation and they shall be eligible for re-appointment at the Annual General Meeting.	To provide clarity, the language is modified/added.  This Clause is now re-arranged as Clause 119(d) of the amended AOA.
15.	112(f)	Notwithstanding what is stated in (a) to (e) above the appointment and re-appointment of all sponsor/shareholder directors shall be with the prior approval of SEBI.	Notwithstanding what is stated in (a) to (d) above the appointment and re-appointment of all <b>Sponsor/Non-Independent Directors</b> / <del>Shareholder</del> directors shall be with the prior approval of SEBI.	The concept of Sponsor has been removed and language has been amended to align with the amendment in SEBI (Depositories and Participants) Regulations, 2018.  This Clause is now re-arranged as Clause 119(e) of the amended AOA.
<b>APPOINTMENT OF MANAGING DIRECTOR</b>				
16.	114(a)	The appointment, renewal of appointment and termination of service of the managing director of the Company shall be subject to prior approval of SEBI. The appointment of the managing director shall be for tenure not less than three years and not exceeding five years.	The appointment of the Managing Director shall be for a term <b>as prescribed under SEBI (Depositories and Participants) Regulations, 2018</b> .	Language has been amended to align with the amendment in Regulation 26 of the SEBI (Depositories and Participants) Regulations, 2018.  This Clause is now re-arranged as Clause 121(a) of the amended AOA.
<b>REMUNERATION OF DIRECTORS</b>				
17.	116(3)	In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them-  (a) in attending and returning from meetings of the Board of directors or any committee thereof or general meetings of the Company; or  (b) in connection with the business of the Company.	Stands deleted.	Clause 116(1) which is now 123(1) already deals with this. Deleted to avoid repetition.

Sr. No.	Clause No. as per Old AOA	Existing Article	Amended Article	Justification/Reason
<b>DISCLOSURE BY DIRECTORS OF APPOINTMENT</b>				
18.	122	A Director shall within twenty days of his appointment to or relinquishment of his office as Director, Managing Director, Manager or Secretary in any other body corporate disclose to the Company the particulars relating to his office in the other body corporate which are required to be specified under the Act. The Company shall enter the aforesaid particulars in a register kept for the purpose in conformity with the Act.	A Director shall within <b>thirty</b> days of his appointment to or relinquishment of his office as Director, Managing Director, Manager or Secretary in any other body corporate disclose to the Company the particulars relating to his office in the other body corporate which are required to be specified under the Act. The Company shall enter the aforesaid particulars in a register kept for the purpose in conformity with the Act.	To align with the corresponding provision of the Companies Act, 2013.  This Clause is now re-arranged as Clause 129 of the amended AOA.
<b>DIRECTORS' POWERS RELATING TO THE DEPOSITORY</b>				
19.	136(1)	The Directors shall have power to organise, maintain, control, manage, regulate and facilitate the operations of the Depository(ies) and the Participants of the Depository(ies) subject to the provisions of these Articles, the Depositories Act and the rules and regulations framed thereunder.	The Directors shall have power to organise, maintain, control, manage, regulate and facilitate the operations of the <b>Company and their Depository Participants</b> , subject to the provisions of these Articles, the Depositories Act and the rules and regulations framed thereunder.	Language amended to be more specific about the power of Directors.  This Clause is now re-arranged as Clause 144(1) of the amended AOA.
20.	141	RECEIPT OF HOLDER ONE SUFFICIENT	RECEIPT OF <b>ONE</b> HOLDER <del>ONE</del> SUFFICIENT	Changes made for grammatical sense.  This Clause is now re-arranged as Clause 149 of the amended AOA.
<b>CHANGE IN NOMENCLATURE</b>				
21.	-	The nomenclature of " <b>Shareholder Director</b> " was replaced with " <b>Non-Independent Director</b> ".	The changes are accordingly made to the articles wherever required.	Amendments have been made to the articles to ensure uniformity and compliance with the amended SEBI (D&P) Regulations, 2018.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the 'Board', which term shall include any Committee constituted by the Board for this purpose), Shri Nehal Vora, Managing Director and CEO, Smt. Nayana Ovalekar, Chief Regulatory Officer and Shri Nilay Shah, Company Secretary & Head Legal, be and are hereby severally authorised on behalf of the Company to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution, including but not limited to filing necessary e-forms with the Registrar of Companies and incorporation of amendments/suggestions/ observations, if any, made by the Registrar of Companies or any other authorities to the extent applicable, without seeking any further consent or approval of the Shareholders or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** the copies of the foregoing resolution certified to be true copies by any Director or

Company Secretary of the Company be forwarded to whomsoever it may concern for necessary action."

#### 6. To approve the issuance of Bonus Shares:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 63 and 179 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act read with Rules made thereunder, and Articles of Association of the Company and in accordance with applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Foreign Exchange Management Act, 1999 ("FEMA") and all other applicable Regulations, Rules and guidelines issued from time to time by Securities and Exchange Board of India ("SEBI") and the Reserve Bank of India ("RBI") and other statutory/regulatory authorities (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof for the time being in force) and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and modifications, if any, as may be specified while according such approvals, consent of the



Shareholders be and is hereby accorded to the Board of Directors of the Company ('the Board', the term which shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum of ₹ 1,04,50,00,000/- (Rupees One Hundred Four Crores and Fifty Lakhs Only) standing to the credit of free reserves including General Reserves and Retained Earnings of the Company as determined by the Board of the Company, for the purpose of the issuance of Bonus Shares in the proportion of 1:1 i.e. 1 (One) new fully paid-up Equity Share of ₹ 10/- (Rupees Ten Only) each for every 1 (One) existing fully paid-up Equity Share of ₹ 10/- (Rupees Ten Only) each to the eligible Shareholders of the Company whose names appear in the Register of Shareholders of the Company/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the 'Record Date' as may be fixed by the Board or Management and that the new Bonus Shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up Capital of the Company held by each such Shareholders and not as income in lieu of dividend credited.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of the Bonus Shares and the new Equity Shares of ₹ 10/- (Rupee Ten Only) each to be issued and allotted as Bonus Shares shall be issued in dematerialised form only and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects and carry the same rights as the existing fully paid-up Equity Shares of the Company except that these Bonus Shares shall not be eligible for dividend for the year ended March 31, 2024, and shall be entitled to participate in full in any dividend/s and any other corporate action(s) to be declared after the Bonus Shares so allotted.

**RESOLVED FURTHER THAT** pursuant to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the allotment of shares in Bonus Issue shall be made only in dematerialised form and thus in the case of Shareholders who hold Equity Shares in dematerialised form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Shareholders with their respective Depository Participant(s) and in the case of Shareholders who hold Equity Shares in physical form, the Bonus Shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to the guidelines issued by SEBI, in this regard.

**RESOLVED FURTHER THAT** the issue and allotment of new Bonus Shares to the extent that they relate to Non-Resident [including Non-Resident Indians ("NRIs"), Overseas Citizen of India (OCI), Overseas Corporate Bodies ("OCBs"), Foreign Portfolio Investors

("FPIs"), Persons of Indian Origin (PIO) and other foreign Shareholders of the Company, shall be subject to the approval, if any, of the RBI under the FEMA and other applicable rules/regulations/guidelines issued/amended by RBI from time to time, in this regard.

**RESOLVED FURTHER THAT** in case of fractional shares, if any, arising out of the issue and allotment of the Bonus Shares, the Board of Directors be and is hereby authorised to make suitable arrangements to deal with such fractions for the benefit of the eligible Shareholders, including but not limited to, allotting the total number of new Equity Shares representing such fractions to a person(s) to be appointed by the Board of Directors who would hold them in trust for such Shareholders and shall, as soon as possible, sell such Equity Shares at the prevailing market rate and the net sale proceeds of such Equity Shares, after adjusting the cost and the expense in respect thereof, be distributed among such Shareholders who are entitled to such fractions in the proportion of their respective fractional entitlements.

**RESOLVED FURTHER THAT** Shri Nehal Vora, Managing Director & CEO, Smt. Nayana Ovalekar, Chief Regulatory Officer and Shri Nilay Shah, Company Secretary & Head Legal, be and are hereby severally authorised to determine the record date for the purpose of issue and allotment of Bonus Shares including to alter/modify/extend the calendar of events.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the 'Board', which term shall include any Committee constituted by the Board for this purpose), Shri Nehal Vora, Managing Director & CEO, Smt. Nayana Ovalekar, Chief Regulatory Officer, Shri Girish Amesara, Chief Financial Officer and Head HR and Shri Nilay Shah, Company Secretary & Head Legal, be and are hereby severally authorised to do all such acts, deeds, matters and things including but not limited to execution and filing of all such documents, instruments and writings as may be required; filing of any documents with the SEBI, Stock Exchange, Depositories, Ministry of Corporate Affairs and/or any concerned authorities; applying and seeking necessary approvals from the authorities; to settle any question, difficulty or doubt that may arise in this regard, to take necessary steps for listing of Bonus Shares so allotted on the Stock Exchange where the shares of the Company are listed as per applicable laws, rules, regulations and guidelines and to do such acts as it may in its sole and absolute discretion deem necessary or desirable for such purpose, expedient or incidental to give effect to this resolution as they may in their absolute discretion deem necessary or desirable in connection with such alteration or any matters incidental thereto without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** a copy of the aforesaid resolution, certified to be true copies by any Director or Company Secretary of the Company, be forwarded to whomsoever it may concern for necessary action.”

**7. To approve increase in Investment limits under Section 186 of the Companies Act, 2013.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of earlier resolution passed in this regard and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules made thereunder, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and any other laws as may be applicable to the Company (including any statutory modification(s) and amendment(s) thereto or re-enactments thereof, for the time being in force), applicable provisions of Articles of Association of the Company, the consent of Shareholders of the Company be and is hereby accorded to, *inter alia*, (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors in their absolute discretion deem beneficial and in the interest of the

Company, however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time ₹ 2,000 Crores (Rupees Two Thousand Crores Only)

**RESOLVED FURTHER THAT** Shri Nehal Vora, Managing Director & CEO, Shri Girish Amesara, Chief Financial Officer and Head HR, Shri Swaroopkumar Gothi, Financial Controller and Shri Nilay Shah, Company Secretary and Head Legal, be and are hereby severally authorised to file requisite forms or applications with the concerned Statutory/Regulatory Authorities and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By order of the Board of Directors  
**For Central Depository Services (India) Limited**

**Nilay Shah**

**Place :** Mumbai

Company Secretary and Head Legal

**Date :** July 02, 2024

(Membership No. ACS 20586)

**Registered Office:**

Unit No. A-2501, Marathon Futurex,  
Mafatlal Mills Compound, N.M. Joshi Marg,  
Lower Parel (East), Mumbai - 400 013,  
Maharashtra, India.



## NOTES:

### EXPLANATORY STATEMENT

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (**"the Act"**) setting out all material facts concerning the special business and the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"SEBI Listing Regulations"**) and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment are annexed hereto this Notice.

### VIRTUAL MEETING

2. The Shareholders may note that in compliance with the provisions of the Ministry of Corporate Affairs read with General Circular No. 09/2023 dated September 25, 2023, No. 10/2022 dated December 28, 2022 and No. 20/2020 dated May 05, 2020, and other circulars issued in this respect (**"MCA Circulars"**), allowed the Companies to conduct the AGM through VC/OAVM till September 30, 2024. The Securities and Exchange Board of India has also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and other circulars issued in this regard (**"SEBI Circulars"**) provided certain relaxations from compliance with certain regulations of the SEBI Listing Regulations. In compliance with these MCA Circulars, SEBI Circulars, provisions of the Act and the SEBI Listing Regulations, the 26<sup>th</sup> AGM of the Company is being conducted through VC/OAVM facility, without the physical presence of Members. The Notice of the AGM along with the Annual Report for the FY 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories unless a Member has requested for a physical copy of the same. The Notice calling the 26<sup>th</sup> AGM along with the Annual Report for the FY 2023-24 will also be available on the website of the Company at <https://www.cdslindia.com/>, website of the Stock Exchange i.e. National Stock Exchange of India Limited (**"NSE"**) at <https://www.nseindia.com/> and the website of Service Provider KFin Technologies Limited (**"KFin"**) at <https://evoting.kfintech.com/public/Downloads.aspx>
3. Pursuant to Section 105 of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on their behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, in accordance with the applicable various circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the 26<sup>th</sup> AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. The deemed venue for the

AGM of the Company shall be CDSL Board Room, Unit No. A-3401, Marathon Futurex, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai - 400 013, Maharashtra, India.

### AUTHORISED REPRESENTATIVE

4. Pursuant to Section 113 of the Act, Institutional/ Corporate Shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting and e-voting during the AGM to the Scrutiniser at [csvatsaldoshi@cadoshi.com](mailto:csvatsaldoshi@cadoshi.com).

### INSPECTION OF DOCUMENTS

5. The Register of Directors' and Key Managerial Personnels' and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act will be available for inspection for the Members of the Company electronically during the 26<sup>th</sup> AGM on the website of the service provider, KFin.
6. The electronic copy of all the documents referred to in the Notice will be available for inspection to the Members of the Company. The Members are requested to send an email on [cdslagm@cdslindia.com](mailto:cdslagm@cdslindia.com) from their registered Email ID with the Company. Post verification of the Shareholder/Email ID, the said documents would be provided for inspection.

### DIVIDEND RELATED INFORMATION

7. Subject to the provisions of the Act, Final Dividend of ₹ 19/- (190%), and Special Dividend of ₹ 3/- ( 30%) per share as recommended by the Board of Directors, if declared at the AGM, will be paid within a period of 30 days from the date of declaration to those Members or their mandates whose names appear as beneficial owners with Depositories or in the Register of Members as on July 16, 2024, subject to deduction of Income Tax at source wherever applicable as under:
  - a) To all the beneficial owners in respect of shares held in dematerialised form as per the data as may be made available by Central Depository Services (India) Limited (**"CDSL"**) and National Securities Depository Limited (**"NSDL"**) as on July 16, 2024.
  - b) To all the Members in respect of shares held in physical form after giving effect to all valid transmission/transposition in respect of valid requests lodged with the Company on the Record Date i.e., July 16, 2024.

## TAX RELATED INFORMATION

8. Pursuant to the Finance Act, 2020, Dividend Income will be taxable in the hands of the Shareholders w.e.f. April 01, 2020 and the Company is required to deduct Tax at Source (“TDS”) from Dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (“the IT Act”). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number (“PAN”), Category as per the IT Act with their Depository Participants (“DPs”) or in case shares are held in physical form, with the Company, by sending documents through e-mail to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) by August 02, 2024. Additionally, the Shareholders are also requested to refer para 10 below and provide necessary declaration/information on the following link: <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>
9. The rate of TDS as per the IT Act, would depend upon the status of the recipient and is explained herein below:

### i. Resident Shareholders:

In case of resident Shareholders, Section 194 of the IT Act provides mandate for withholding tax @10% on Dividend Income. In absence of PAN, invalid PAN or PAN-Aadhaar not being linked (applicable from July 01, onwards) or person being categorised as specified person (to be verified from the Government enabled utility) TDS rate of 20% will apply.

Resident Shareholders, being an individual, whose total dividend income in a financial year exceeds ₹ 5,000 and who wish to receive Dividend without deduction of tax at source may submit a declaration in Form No. 15G/ Form No. 15H. Template of Form No. 15G/15H can also be downloaded from the website of the Company.

Shareholders are requested to note that while submission of original form is mandatory, they may submit the said documents on the following link: <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

Nil/lower tax shall be deducted on the Dividend payable to following resident Shareholders on submission of self declaration as listed below:

1. Insurance Companies: Declaration by Shareholder qualifying as Insurer as per Section 2(7A) of the Insurance Act, 1938 along with self-attested copy of PAN card;
2. Mutual Funds: Declaration by Mutual Fund Shareholder eligible for exemption under Section 10(23D) of the IT Act along with self-attested copy of registration documents and PAN card;

3. Alternative Investment Fund (AIF) established in India: Declaration that the Shareholder is eligible for exemption under Section 10(23FBA) of the IT Act and they are established as Category I or Category II AIF under the SEBI regulations, along with copy of self attested registration documents and PAN card;
4. New Pension System Trust: Declaration along with self-attested copy of documentary evidence supporting the exemption and self attested copy of PAN card;
5. Other Shareholders: Declaration along with self attested copy of documentary evidence supporting the exemption and self-attested copy of PAN card;
6. Shareholders who have provided a valid certificate issued under Section 197 of the IT Act for lower/nil rate of deduction or an exemption certificate issued by the Income Tax authorities along with Declaration.

### ii. Non-resident Shareholders:

In case of non-resident Shareholders other than foreign companies and firms, the IT Act provides mandate for withholding tax at the rate of 20% plus applicable surcharge and health and education cess of 4% on dividend income making effective rate of TDS as under:

Particulars	Surcharge Rate	Effective TDS rate
Dividend Income not exceeding ₹ 50,00,000	Nil	20.80%
Dividend Income exceeds ₹ 50,00,000 but does not exceed ₹ 1,00,00,000	10%	22.88%
Dividend Income exceeding ₹ 1,00,00,000	15%	23.92%

In case of Shareholders, being foreign companies, the IT Act provides mandate for withholding tax at the rate of 20% plus applicable surcharge and health & education cess of 4% on Dividend Income making effective rate of TDS as under:

Particulars	Surcharge Rate	Effective TDS rate
Dividend Income not exceeding ₹ 1,00,00,000	Nil	20.80%
Dividend Income exceeds ₹ 1,00,00,000 but does not exceed ₹ 10,00,00,000	2%	21.22%
Dividend Income exceeding ₹ 10,00,00,000	5%	21.84%

In case of Shareholders, being foreign firms/LLP, the IT Act provides mandate for withholding tax at the rate of 20% plus applicable surcharge and health & education cess of 4% on Dividend Income making effective rate of TDS as under:



Particulars	Surcharge Rate	Effective TDS rate
Dividend Income not exceeding ₹ 1,00,00,000	Nil	20.80%
Dividend Income exceeds ₹ 1,00,00,000	12%	23.30%

In respect of non-resident Shareholders (including foreign companies), the TDS rates mentioned above will be further subject to any benefits available under the Double Taxation Avoidance Agreement (“DTAA”) read with Multilateral Instrument (“MLI”) provisions, if any, between India and the country in which the non-resident is considered resident in terms of such DTAA read with MLI.

In order to claim benefit under DTAA, the non-resident Shareholders would be required to submit the following documents on or before August 02, 2024:

- Tax Residency Certificate (“TRC”) issued by the Tax/Government authority of the country in which the Non-Resident Shareholder is a resident of (valid for the FY 2023-24);
- Form 10F filed electronically on the Indian Income Tax web portal pursuant to Notification no. 03/2022 dated July 16, 2022, as required under the Income-tax Act;
- Declaration from Shareholders stating the following [template available on the website of the Company]:
  - That the Shareholder did not at any time during the relevant year have a permanent establishment in India;
  - That the Shareholder is the beneficial owner of the Dividend;
  - That the construct and affairs of the Shareholder is not arranged with the main or principal purpose of obtaining any tax benefits, directly or indirectly, under the Tax Treaty;
  - That the arrangement of the Shareholder is not covered under impermissible avoidance arrangement.
- Permanent Account Number – In absence of PAN, Shareholder is required to provide the following details:
  - Contact Address:
  - E-mail Address:
  - Contact Number:
  - Tax identification number:

Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review of the documents submitted by the non-resident Shareholders. The Company will apply its sole discretion and is not obligated to apply the beneficial DTAA rates for tax deduction on Dividend payable to Shareholders.

**Please note:**

1. Shareholders holding shares under multiple accounts under different status/category (e.g. resident and non-resident) and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.
2. For Shareholders who are identified as “Specified Persons” under Section 206AB of the IT Act, higher tax rate as applicable would be deducted if:
  - a) Shareholder has not filed the return of income for the assessment year relevant to the previous year immediately before the previous year in which tax is required to be deducted/collected. Previous year for FY 2024-25 would be FY 2023-24.
  - b) Aggregate of tax deducted at source and tax collected at source is Rupees Fifty Thousand or more in the said previous year.

For the purpose of TDS, Company will verify the status (i.e., Specified Person or not) from the Government enabled online facility and deduct TDS accordingly.

It may be further noted that, in case the tax on said Dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents from you or on application of provisions of Section 206AB of the IT Act, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

**No claim shall lie against the Company for such taxes deducted.**

In the event of any Income Tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also provide the Company with all information/documents and co-operation in any appellate proceedings.

*Disclaimer: This communication shall not be treated as an advice from the Company. Shareholders should obtain the tax advice related to their tax matters from a tax professional.*

**10. Declaration under Rule 37BA of Income Tax Rules, 1962:**

In terms of Rule 37BA of the Income Tax Rules, 1962, if Dividend Income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration

with Company in the manner prescribed in the Rules. The draft format of the declaration is attached herewith.

Kindly note that below-mentioned declaration for giving credit of taxes deducted to the beneficial owner should be made on or before August 02, 2024. Requests received after August 02, 2024 will not be entertained and Tax on dividend would be deducted in the name of deductee.

Declaration:

Date:

To,  
**Central Depository Services (India) Limited,**  
 Unit No. A-2501, Marathon Futurex,  
 Mafatlal Mills Compound, N.M. Joshi Marg,  
 Lower Parel (East), Mumbai - 400 013.

**Sub: Declaration under Rule 37BA of Income Tax Rules, 1962.**

We \_\_\_\_\_, are currently holding shares of Central Depository Services (India) Limited [“CDSL”] on behalf of the \_\_\_\_\_. We understand that CDSL has declared a dividend of ₹ 22/- per share for FY 2023-24 and shall soon be paying the same to us, as we are a Shareholder of CDSL.

We hereby declare that said Dividend Income on the shares belongs to and is assessable in hands of below mentioned Shareholders who are actual beneficial owners and entitled to receive such Dividend Income. Thus, we hereby request your good self to deduct tax on such Dividend Income in the name of the said Shareholders and report the Dividend Income against the PAN of the respective Shareholders.

Details about the Shareholders to whom shares and Dividend Income belongs and credit to be given are as follows:

Sr. No.	Shareholder's Name	Address	PAN	No of Shares held by us	Expected Dividend Amount

We undertake and confirm that Dividend to be received by us for the above-mentioned Shareholders does not belong to us and we shall not claim credit of the TDS applied on the said income.

We request that while furnishing the information to the Income Tax Department in your TDS statement/return, the details of Dividend Income and corresponding TDS on the same should be stated in name of the above-mentioned Shareholders instead of us.

The above declaration is in terms of Section 199 of the IT Act read with Rule 37BA(2) of the Income Tax Rules, 1962 and is based on which tax is deducted at source by the Company. It would be in due compliance of law by the Company.

We seek your co-operation in this regard.

**Thanking you,  
 Yours faithfully,**

**For \_\_\_\_\_  
 Signature of Authorised person**

**Name: \_\_\_\_\_**

**Designation: \_\_\_\_\_**

**11. TDS to be deducted at higher rate in case of non-linkage of PAN with Aadhaar:**

As per Section 139AA of the IT Act every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/inoperative and tax shall be deducted at the rate of 20% as per the provisions of Section 206AA of the IT Act. The Company will be using functionality of the Income Tax department for the above purpose. Shareholders may visit <https://www.incometax.gov.in/iec/foportal/> for FAQ issued by the Government on PAN Aadhaar linking.

**12. Further, in order to receive the Dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the Dividends directly in their Bank Accounts through Electronic Clearing Service or any other means, are requested to send a scanned copy of the following details/documents at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) on or before August 02, 2024. The Members shall note that no declarations shall be accepted thereafter.**

- a) folio number, complete address and following details relating to Bank Account in which the Dividend is to be received:
  - i. Name and Branch of Bank;
  - ii. Bank Account type (Savings/Current);
  - iii. Bank Account Number; and
  - iv. IFSC Code.
- b) self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;



- c) self-attested scanned copy of the PAN Card; and
- d) self-attested scanned copy of proof of address namely AADHAAR Card, Driving License, Election Identity Card or Passport in support of the address of the Member as registered with the Company.

### 13. Communication in respect of deduction of tax at source on Dividend payout:

#### For all Shareholders:

The aforementioned forms for tax exemption can be downloaded from website of the Registrar and Share Transfer Agent (“RTA”) of the Company, M/s. Link Intime India Private Limited. The URL for the same is as under:

<https://liiplweb.linkintime.co.in/client-downloads.html>

On this page select the General tab. All the forms are available under the head “Form 15G/15H/10F”.

The aforementioned documents (duly completed and signed) are required to be uploaded on the URL mentioned below:

<https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

On this page the user shall be prompted to select/share the following information to register their request.

1. Select the Company (Dropdown)
2. Folio/DP-Client ID
3. PAN
4. Financial year (Dropdown)
5. Form selection
6. Document attachment – 1 (PAN)
7. Document attachment – 2 (Forms)
8. Document attachment – 3 (Any other supporting document)

Please note that the upload of documents (duly completed and signed) on the website of the RTA of the Company should be done on or before **August 02, 2024**, in order to enable the Company to determine and deduct appropriate TDS/Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/deduction shall be considered after **August 02, 2024**.

Shareholders may note that in case the tax on said Dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, option is available to Shareholder to file the return of income as per IT Act and claim an appropriate refund, if eligible.

All communications/queries in this respect should be addressed to the RTA of the Company to its e-mail address [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). This e-mail id is only for the purpose of queries and no forms will be accepted here.

Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective Depository Participant(s) (“DPs”). The Company/Company’s RTA will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the Bank Account details. The said details will be considered as furnished by the DPs to the Company.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the Dividend paid on shares held in electronic form.

14. As per the provisions of Section 72 of the Act, facility for making nominations is now available to individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the RTA of the Company. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
15. Non-resident Indian Members are requested to inform the RTA of the Company or to the concerned DP, as the case may be, immediately:
  - a) the change in the residential status on return to India for permanent settlement.
  - b) the particulars of the NRE Account with a Bank in India, if not furnished earlier.
16. To deter the incidence of fraudulent encashment of the Dividend Warrants, Members holding shares in physical mode, are requested to intimate the RTA of the Company under the signature of the Sole/First joint holder, the following information, so that the bank account number and address of the bank can be printed on the Dividend Warrants; which will be used by the Company for Dividend payments:
  - 1) Name of Sole/First Joint holder and Folio No.
  - 2) Particulars of Bank Account viz.:
    - i) Name of the Bank;
    - ii) Name of the Branch with Branch Code/IFSC Code;
    - iii) Complete address of the Bank with Pin Code Number;
    - iv) Account type, whether Saving Bank (SB) or Current Account (CA); and
    - v) Bank Account number allotted by the Bank.
17. In case of Members holding shares in electronic form, Bank Account details provided by the DPs will be used by the Company for payment of Dividend and printing Dividend Warrants.
18. The details of Unclaimed Dividend amounts are available on the website of the Company at [www.cdslindia.com](http://www.cdslindia.com) under Investor relations - Shareholders corner - Unpaid and Unclaimed Dividend. Shareholders who wish to

claim their Unpaid/Unclaimed Dividend(s) may send a written request to the Secretarial Department on e-mail ID: [shareholders@cdslindia.com](mailto:shareholders@cdslindia.com) or to the RTA of the Company on e-mail ID: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or by post to RTA's address at C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai - 400 083, Maharashtra, India.

19. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs and those holding shares in physical form are requested to submit their PAN to the RTA of the Company on [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
20. In case of any general queries/grievances, Members may reach RTA of the Company, on Tel No. 810 811 6767 and E-mail ID: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

In case of queries/grievances related to e-voting and e-meeting, Members may refer the Frequently Asked Questions (“FAQs”) for Members and e-voting User Manual available at the ‘download’ section of <https://evoting.kfintech.com/public/Faq.aspx>. or call KFin on 1800-309-4001 (toll free).

21. For Members who hold shares in physical form, the SEBI, vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 read with SEBI/HO/MIRSD/POD1/P/CIR/2024/81 dated June 10, 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.). In case any of the aforesaid documents/details are not available in the record of the Company/RTA, the Member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details/documents. Further, with effect from April 01, 2024, any payment of dividend shall only be made in electronic mode to such Members.
22. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation Members are advised to dematerialise the shares held by them in physical form. Member can contact the Company/its RTA, for assistance in this regard.

## E-VOTING FACILITATOR

23. KFin will be providing facility for voting through remote e-voting, for participation in the 26<sup>th</sup> AGM through VC/OAVM facility and e-voting during the 26<sup>th</sup> AGM.
24. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

## ‘SWAYAM’ Investor Self-Service Portal

25. ‘SWAYAM’ is a secure, user-friendly web-based application, developed by “Link Intime India Pvt Ltd.”, our Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at <https://swayam.linkintime.co.in>

- Effective Resolution of Service Request -Generate and Track Service Requests/Complaints through SWAYAM.
- Features - A user-friendly GUI.
- Track Corporate Actions like Dividend/Interest/Bonus/split.
- PAN-based investments – Provides access to linked PAN accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements – View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

## PROCEDURE FOR REMOTE E-VOTING:

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to e-voting facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. However, pursuant to the above-mentioned SEBI Circular e-voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.



- iv. The remote e-voting period commences on **Wednesday, August 14, 2024 9:00 a.m. (IST) and ends on Friday, August 16, 2024 5:00 p.m. (IST)**.
- v. Members holding shares in physical or dematerialised form, as on the cut-off date, being August 10, 2024, to exercise their right to vote through electronic means from a place other than the venue of the Meeting on the businesses specified in the accompanying Notice (the “**Remote e-voting**”).
- vi. In case of joint holders attending the AGM through VC/OAVM, only such joint holder who is higher in the order of names will be entitled to vote.
- vii. The voting rights of Members shall be in proportion to their shares in the Paid-Up Equity Share Capital of the Company as on the cut-off date i.e. August 10, 2024.
- viii. Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if they are already registered with KFin for remote e-voting then they can use their existing User ID and password for casting the vote.
- ix. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-voting and joining virtual Meeting for Individual Shareholders holding securities in demat mode.” Shareholders are advised to update their mobile number and e-mail Id in their Demat accounts to access e-voting facility.
- x. The details of the process and manner for remote e-voting and virtual Meeting (“**e-AGM**”) are explained herein below:

**Details on Step 1 are mentioned below:**

### **I) Login method for remote e-voting for Individual Shareholders holding securities in demat mode.**

Type of Shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited (“CDSL”)</b>	<b>1. Existing user who have opted for Easi/Easiest:</b>
	I. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password.
	II. Option will be made available to reach e-voting page without any further authentication.
	III. The users to login to Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & select Myeasi Tab.
	IV. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company.
	V. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or join virtual meeting & vote during the meeting.
	VI. Additionally, links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly.
	<b>2. User is not registered for Easi/Easiest:</b>
	I. Option to register is available at CDSL’s website <a href="http://www.cdslindia.com">www.cdslindia.com</a>
	II. Click on login & select New System Myeasi Tab and then click on registration option.
	III. The user can directly access e-voting page by providing Demat Account Number and PAN from an e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page.
	<b>3. By visiting the e-voting website of CDSL:</b>
	I. Visit URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>
	II. Provide your Demat Account Number and PAN.
	III. System will authenticate user by sending OTP on registered Mobile & Email ID as recorded in the Demat Account.
	IV. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with National Securities Depository Limited (“NSDL”)	<b>1. User already registered for IDEAS facility:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDEAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting”</li> <li>IV. Click on Company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.</li> </ol>
	<b>2. User not registered for IDEAS e-Services:</b> <ol style="list-style-type: none"> <li>I. To register click on link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile.</li> <li>I. Select “Register Online for IDEAS” Portal or click on <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>II. Proceed with completing the required fields.</li> </ol>
	<b>3. By visiting the e-voting website of NSDL:</b> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile.</li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat Account Number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</li> <li>V. Click on Company’s name or e-voting service provider’s name and you will be redirected to e-voting service provider’s website for casting your vote during the remote e-voting period.</li> </ol>
Individual Shareholder login through their demat accounts/Website of Depository Participants (“DP”)	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your Demat Account through your DP registered with NSDL /CDSL for e-voting facility.</li> <li>II. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL /CDSL Depository site after successful authentication, wherein you can see e-voting feature.</li> <li>III. Click on Company’s name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</li> </ol>

*Note: Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.*

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

Login type	Helpdesk details
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or contact at 022 – 48867000.

Details on Step 2 are mentioned below:

**II) Login method for remote e-voting for Shareholders other than individual’s Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.**

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser by typing the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering these details appropriately, click on “LOGIN”.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the “EVENT” i.e., “Central Depository Services (India) Limited AGM”.

**Process for remote e-voting is as under:**

- a) On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
  - b) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
  - c) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - d) You may then cast your vote by selecting an appropriate option and click on "Submit".
  - e) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - f) Institutional/Corporate Shareholders (i.e. other than Individuals HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at E-mail ID [csvatsaldoshi@cadoshi.com](mailto:csvatsaldoshi@cadoshi.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_EVENT No."
- ii. Facility for joining AGM through VC/OAVM shall open atleast 15 minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned herein.
  - iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Microsoft Edge, Mozilla Firefox 22.
  - iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - v. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/folio number, e-mail id, mobile number at [cdslagm@cdslindia.com](mailto:cdslagm@cdslindia.com) Questions/queries received by the Company till August 15, 2024 shall only be considered and responded during the AGM.
  - vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM and 15 minutes after the conclusion of the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the e-voting icon displayed on the screen to cast their votes.
  - vii. A Member can opt for only single mode of voting i.e., either through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
  - viii. Facility of joining the AGM through VC/OAVM shall be available for atleast 2000 Members on first come first served basis.
  - ix. Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.

**Details on Step 3 are mentioned below:****III) Instructions for all the Shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-voting during the AGM.**

- i. Members will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFIN. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the e-mail received from the Company/KFin. After logging in, click on the Video Conference tab and select the EVENT of the Company. Click on the video symbol and accept the Meeting etiquettes to join the Meeting. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.
1. For Shareholders in demat mode, please reach out to your respective Depository Participant.
  2. For Physical Shareholders, kindly submit Form ISR-1 with the required documents with the RTA of the Company.

**OTP Based Login:**

Along with the User ID and Password option, Shareholders can also use the "Registered Mobile with Folio" to login on the e-Meeting webpage. If Mobile is not registered with folio, you are requested to follow the instructions below:

1. For Shareholders in demat mode, please reach out to your respective Depository Participant.
2. For Physical Shareholders, kindly submit Form ISR-1 with the required documents with the RTA of the Company.

### Live Webcast of AGM:

- i) The Company is providing facility of one-way live webcast of the proceedings of AGM. Members who are entitled to participate in the AGM can view the proceedings of AGM by logging on the e-voting website of KFin at <https://emeetings.kfintech.com> using their secure login credentials, provided for e-voting or with the registered mobile and OTP option. Members are encouraged to use this facility of webcast.

### GENERAL INSTRUCTIONS:

- i) Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to update their e-mail addresses by writing to the RTA of the Company, Link Intime India Private Limited, at their address C - 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai - 400 083, Tel No: 810 811 6767 or at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Members holding shares in dematerialised mode are requested to register/update their e-mail addresses by contacting the concerned Depository Participant.
- ii) Alternatively, Member may send an e-mail request at the E-mail ID [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) along with scanned copy of the signed request letter providing the e-mail address, mobile number, self attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual Report, Notice of AGM and the e-voting instructions. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- iii) SEBI, vide its Circulars dated November 03, 2021, read with subsequent circulars issued in this regard, has mandated the furnishing of PAN, KYC details and nomination by holders of physical securities. Therefore, Members are requested to ensure that at least one of the cited documents/details as enunciated in the said circular are registered with the Company/RTA.
- iv) In case a holder of physical securities fails to furnish the aforesaid details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.
- v) The formats for Nomination and Updation of KYC details in accordance with the SEBI Circulars are available on the website of the RTA at the link <https://liiplweb.linkintime.co.in/client-downloads.html> and under "Investor" section of the Company's

website at the link <https://www.cdslindia.com/InvestorRels/ShareholderCorner.html>

- vi) Members who have exercised their right to vote through Remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the Paid-Up Equity Share Capital of the Company as on the cut-off date being August 10, 2024.

### OTHER INSTRUCTIONS:

- I. **Speaker Registration:** The Members who wish to speak during the Meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the User ID and password provided in the mail received from RTA. On successful login, select 'Speaker Registration' which will open from **Monday, August 12, 2024 at 9:00 a.m. (IST) to Thursday, August 15, 2024 till 5:00 p.m. (IST)**. Members shall be provided a 'queue number' before the AGM. Only those Members who hold shares on the cut-off date and have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

**Post your Question:** The Members who wish to post their questions prior to the Meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the User ID and password provided in the mail received from RTA. On successful login, select 'Post your Question' option which will open from **Monday, August 12, 2024 at 9:00 a.m. (IST) to Thursday, August 15, 2024 till 5:00 p.m. (IST)**.

- II. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> ("KFin's Website") or send an e-mail at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin's toll free No. 1800-309-4001 for any further clarifications.
- III. A video guide assisting the Members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the "How It Works" tab placed on top of the page.
- IV. The Members whose names appear in the Register of Members/List of Beneficial Owners as on August 10, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.



- V. In case a person (individual holding shares in physical mode/non-individuals) has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting, they may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:
    2. MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:
    4. MYEPWD <SPACE> 1402345612345678
    5. Example for Physical:
    6. MYEPWD <SPACE> XXXX1234567890
  - ii. If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin at toll free number 1800-309-4001 or write to them at [emeetings@kfintech.com](mailto:emeetings@kfintech.com).
- VI. Shri Vatsal Doshi, Proprietor of M/s. Vatsal Doshi & Associates, Practicing Company Secretaries has been appointed as the Scrutiniser to scrutinise the remote e-voting and voting at the AGM in a fair and transparent manner.
- VII. The Scrutiniser shall, after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and make, not later than two working days of the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairperson of the Meeting or a person authorised by the Chairperson in writing, who shall countersign the same and declare the results of the voting forthwith. The Scrutiniser's decision on the validity of the vote shall be final and binding.
- VIII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e., Saturday, August 17, 2024.
- IX. The results shall be declared either by the Chairperson of the Meeting or a person authorised by the Chairperson, along with the Scrutiniser's Report, shall be placed on the Company's website: [www.cdslindia.com](http://www.cdslindia.com) and on the website of KFin Technologies Limited: <https://evoting.kfintech.com/> immediately after the result declared by the Chairperson or any other person authorised by the Chairperson and the same shall be communicated to National Stock Exchange of India Limited, where the shares of the Company are listed. The result shall also be displayed at the registered office of the Company.
26. The Audited Accounts of the Company and its Subsidiary Companies are available on the Company's website at <https://www.cdslindia.com/InvestorRels/AnnualReports.html>.
27. The annual accounts of the Subsidiary Companies and the related detailed information shall be made available to Shareholders seeking such information at any point of time.
28. The term 'Members' has been used to denote 'Shareholders' of the Company.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following statement sets out all material facts relating to Special Business as mentioned in the accompanying Notice:

### Item No. 4

The existing Authorised Share Capital of the Company is ₹ 1,50,00,00,000/- (Rupees One Hundred and Fifty Crores Only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each.

In order to broaden the existing capital structure of the Company and to enable the Company to issue Bonus Shares, the Board of Directors of the Company at its Meeting held on July 02, 2024, proposed to increase the Authorised Share Capital of the Company from ₹ 1,50,00,00,000/- (Rupees One Hundred and Fifty Crores Only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 3,00,00,00,000/- (Rupees Three Hundred Crores Only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each ranking *pari passu* in all respect with the existing Equity Shares of the Company and accordingly alter the Authorised Share Capital in *Clause V* of the Memorandum of Association of the Company.

Pursuant to the provisions of Section 13, 61, 64 and Rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, an increase in the Authorised Share Capital and alteration *Clause V* of Memorandum of Association of the Company requires the approval of the Members.

Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary Resolution as set out in Item No. 4 in the Notice.

The draft of the altered Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

The Board of Directors recommends the above Ordinary Resolution for your approval.

None of the Directors, Manager, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 4 of the Notice save and except to the extent of their respective interest as Shareholders of the Company, as applicable.

### Item No. 5

Pursuant to amendments in the SEBI (Depositories and Participants) Regulations, 2018 [D&P Regulations] notified vide Gazette Notification dated February 28, 2023 and applicable w.e.f. August 28, 2023, there was a requirement to alter the Articles of Association of the Company to align with these amendments. The Board of Directors of the Company at its Meeting held on February 03, 2024, had approved the alteration of Articles of Association of the Company.

Additionally, the Board of Directors of the Company at its Meeting held on July 02, 2024, had approved the issuance of Bonus Shares of the Company, which will also require alteration of *Clause 4 (Share Capital)* of the Articles of Association of the Company.

Pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder any alteration in the Articles of Association of the Company requires the approval of the Members.

The relevant clauses of AOA which are proposed to be amended are detailed in the Resolution.

Accordingly, approval of the Members of the Company be and is hereby sought by way of Special Resolution as set out in Item No. 5 in the Notice.

The draft of the altered Articles of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

The Board hereby recommends the above Special Resolution for your approval.

None of the Directors, Manager, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 5 of the Notice save and except to the extent of their respective interest as Shareholders of the Company, as applicable.

### Item No. 6

In order to commemorate the 25-year silver jubilee celebrations and to further enhance Shareholders' value, the Board of Directors of the Company at its Meeting held on July 02, 2024, after considering the available reserves, subject to the consent of the Shareholders of the Company and all other requisite approvals, permissions and sanctions, had approved and recommended to capitalise to the extent of ₹ 1,04,50,00,000/- (Rupees One Hundred and Four Crores Fifty Lakhs Only) standing to the credit of free reserves including General Reserves and Retained Earnings, for issuance of Bonus Shares in proportion of 1:1 i.e. 1 (One) new fully paid-up Equity Share of ₹ 10/- (Rupees Ten Only) each for every 1 (One) existing fully paid-up Equity Share of ₹ 10/- (Rupees Ten Only) each to the eligible Shareholders of the Company whose names appear in the Register of Shareholders' of the Company/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") on the 'Record Date'.

Article 145 of the Articles of Association of the Company authorise the Company to issue Bonus Shares by the capitalisation of free reserves including General Reserves & Retained Earnings by the Board of Directors of the Company.

The issue of Bonus Shares, if approved by the Shareholders, will be made in line with the provisions of Section 63



of the Companies Act, 2013, Listing Regulations or any other statutory provisions for the time being in force and subject to consents and approvals as may be required from the appropriate authorities if any (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof for the time being in force).

The new Equity Shares of ₹ 10/- (Rupee Ten Only) each to be issued and allotted as Bonus Shares shall be issued in dematerialised form only and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects and carry the same rights as the existing fully paid-up Equity Shares of the Company.

Further, pursuant to Regulation 294(6) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the allotment of shares in Bonus Issue shall be made in dematerialised form only, and thus, in case of Shareholders who hold Equity Shares in dematerialised form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Shareholders with their respective Depository Participant(s) and in the case of Shareholders who hold Equity Shares in physical form, the Bonus Shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.

In case of fractional shares, if any, arising out of the issue and allotment of the Bonus Shares, it is proposed to authorise the Board of Directors to make suitable arrangements to deal with such fractions for the benefit of the eligible Shareholders, including but not limited to, allotting the total number of new Equity Shares representing such fractions to a person(s) to be appointed by the Board of Directors who would hold them in trust for such Shareholders and shall, as soon as possible, sell such Equity Shares at the prevailing market rate and the net sale proceeds of such Equity Shares, after adjusting the cost and the expense in respect thereof, be distributed among such Shareholders who are entitled to such fractions in the proportion of their respective fractional entitlements.

The Company has not issued any debt securities, nor has it accepted any fixed deposits. Further, the Company has not defaulted, in respect of the payment of statutory dues of the employees such as contribution to provident fund, gratuity and bonus. The Company has no partly paid-up shares. None of the Promoters or Directors of the Company are fugitive economic offender.

The Special Resolution, if passed, will have the effect of allowing the Board of Directors to offer, issue and allot Bonus Shares to those whose names appear in the Register of Shareholders of the Company on the Record Date, as decided by the Board or Management.

Accordingly, approval of the Members of the Company is hereby sought by way of Special Resolution as set out in Item No. 6 in the Notice.

The Board of Directors recommends the above Special Resolution for your approval.

None of the Directors, Manager, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 6 of the Notice except to the extent of their shareholding, if any, in the Company.

#### Item No. 7

The Company invests the surplus funds in securities such as units of mutual funds, bonds, Government securities and bank fixed deposits etc. in the ordinary course of business within the framework of investment policy approved by the Board.

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Shareholders by way of a Special Resolution to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate exceeding the limit of 60% of its paid up capital and free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account, whichever is more.

The Shareholders had accorded its approval through a Special Resolution at the Annual General Meeting held on August 20, 2018, for investments in excess of the limits set forth in Section 186 of the Companies Act, 2013 and accordingly the approval was taken for investments in securities at any point of time of not exceeding ₹ 1200 Crores.

However, it was thought expedient by the Board in its meeting held on July 02, 2024 that as a measure of achieving greater financial flexibility, the said limits specified under Section 186 required to be increased from ₹ 1,200 Crores (Rupees One Thousand and Two Hundred Crores Only) to ₹ 2,000 Crores (Rupees Two Thousand Crores Only) subject to Shareholders' approval.

The Board of Directors recommends the above Special Resolution for your approval.

None of the Directors, Manager, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out in Item No. 7 of the Notice except to the extent of their shareholding, if any, in the Company.

By order of the Board of Directors  
**For Central Depository Services (India) Limited**

**Nilay Shah**

Place : Mumbai  
Date : July 02, 2024

Company Secretary and Head Legal  
(Membership No. ACS 20586)

**Annexure-1**

**DISCLOSURES RELATING TO DIRECTOR PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2):**

<b>Name of the Director</b>	Sushri Kamala Kantharaj
<b>DIN No.</b>	07917801
<b>Age</b>	58
<b>Date of Birth</b>	July 22, 1965
<b>Designation</b>	Non-Independent Director
<b>Nationality</b>	Indian
<b>Qualification</b>	Chartered Accountant, Institute of Chartered Accountants of India (ICAI)
<b>Experience/ Brief Resume/ Nature of Expertise</b>	<p>Sushri Kamala K is the Chief Regulatory Officer (Compliance Officer under the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018) heading the Regulatory functions of the Exchange including Membership and Listing Compliance, Surveillance and Investigation, Inspection and Enforcement.</p> <p>At BSE Sushri Kamala was earlier heading the Enterprise Risk Management across various vectors of risk as Chief Risk officer. She has rich and diverse experience of more than 33 years in the areas of Finance. She has been long associated with financial markets in general and MII space in particular performing various roles.</p> <p>She has worked in multiple organisations like PFC, IIM-B, BgSE, BgSE Financials, Invest smart, NSE, Edelweiss Group. She has also been part of various reforms in capital market, actively participating in policy making through various Committees constituted by Regulators and Stock Exchanges.</p>
<b>Date of first appointment on the Board</b>	August 23, 2023
<b>Terms and Conditions of Appointment</b>	Sushri Kamala Kantharaj, shall be liable to retire by rotation and the applicable terms & conditions as mentioned under the Companies Act, 2013, SEBI (Depositories & Participants) Regulations, 2018 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, shall be applicable.
<b>Remuneration proposed to be paid</b>	N.A.
<b>Remuneration last drawn</b>	<p>Apart from sitting fees for attending the Board and the Committee Meetings, no remuneration is being paid.</p> <p>The sitting fees of Sushri Kamala Kantharaj is paid to BSE Limited - Nominating Shareholder.</p>
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	Nil
<b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	None
<b>Number of Board Meetings attended during the FY 2023-24</b>	05 out of 06
<b>Directorship on other Boards</b>	<ul style="list-style-type: none"> <li>• Asia Index Private Limited</li> <li>• Indian Clearing Corporation Limited</li> <li>• BSE Investments Limited</li> </ul>
<b>Membership/Chairmanship of Committees of other Boards including Listed Entities</b>	<p><b>Central Depository Services (India) Limited.</b></p> <ul style="list-style-type: none"> <li>• Member of Stakeholder Relationship Committee,</li> <li>• Member of Member Committee</li> </ul> <p><b>Indian Clearing Corporation Limited.</b></p> <ul style="list-style-type: none"> <li>• Member of Audit Committee</li> <li>• Member of Corporate Social Responsibility Committee</li> </ul>
<b>Listed Entities from which the Director has resigned in the past three years</b>	NIL



# Board's Report

To,  
The Members,

Your Board of Directors are pleased to present the Twenty-Sixth (26<sup>th</sup>) Annual Report on the business and operations of Central Depository Services (India) Limited ("CDSL/the Company"), along with the Audited Financial Statements (Standalone and Consolidated) for the financial year ended March 31, 2024 ("FY 2023-24").

## 1. State of Company's Affairs:

### A. Financial Highlights:

(₹ in Lakh)

Particulars	Consolidated		Standalone	
	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from Operations	81,225.66	55,508.68	64,095.70	45,059.96
Other Income	9,504.73	6,584.83	10,193.31	9,346.79
<b>Total Income</b>	<b>90,730.39</b>	<b>62,093.51</b>	<b>74,289.01</b>	<b>54,406.75</b>
Expenditure	32,297.55	23,187.70	24,887.71	18,371.53
<b>Profit before Depreciation, share of Profit/(Loss) from Associates and Taxation</b>	<b>58,432.84</b>	<b>38,905.81</b>	<b>49,401.30</b>	<b>36,035.22</b>
Depreciation and amortisation expenses	2,723.37	1,948.04	2,121.89	1,586.33
<b>Profit before share of net profits of investments accounted for using equity method and tax</b>	<b>55,709.47</b>	<b>36,957.77</b>	<b>47,279.41</b>	<b>34,448.89</b>
Share of Profit/(Loss) of associates	(108.31)	(442.34)	0.00	0.00
<b>Profit before Tax</b>	<b>55,601.16</b>	<b>36,515.43</b>	<b>47,279.41</b>	<b>34,448.89</b>
Taxations	13,645.75	8,919.42	10,947.49	7,240.72
<b>Profit after Tax</b>	<b>41,955.41</b>	<b>27,596.01</b>	<b>36,331.92</b>	<b>27,208.17</b>
Other Comprehensive Income (Net of Tax)	(229.23)	162.25	(209.70)	39.68
<b>Total Comprehensive Income</b>	<b>41,726.18</b>	<b>27,758.26</b>	<b>36,122.22</b>	<b>27,247.85</b>

### B. Financial Performance:

#### (i) Consolidated Results:

On a consolidated basis, the operational income of the Company for the year ended March 31, 2024 is at ₹ 81,225.66 Lakh as against ₹ 55,508.68 Lakh for the previous year ended March 31, 2023, higher by 46%, resulting in total income of ₹ 90,730.39 Lakh for the year ended March 31, 2024 as against ₹ 62,093.51 Lakh for the previous year ended March 31, 2023. Profit before Tax (PBT) for the year ended March 31, 2024, is ₹ 55,601.16 Lakh as against ₹ 36,515.43 Lakh for the previous year ended March 31, 2023. Similarly, Profit after Tax (PAT) for the year ended March 31, 2024, is at ₹ 41,955.41 Lakh as against ₹ 27,596.01 Lakh for the previous year ended March 31, 2023. Thus, Profit after Tax for the year ended March 31, 2024, has increased by 52%, as against the previous year ended March 31, 2023.

#### (ii) Standalone Results:

On a standalone basis, the operational income of the Company for the year ended March 31, 2024, is at ₹ 64,095.70 Lakh as against ₹ 45,059.96 Lakh for the previous year ended March 31, 2023, higher by 42%, resulting in total income of ₹ 74,289.01 Lakh for the year ended March 31, 2024 as against ₹ 54,406.75 Lakh for the previous year ended March 31, 2023. The income from operations largely comprises of transaction charges,

annual issuers charges, CAS income, E-voting income, corporate action charges, etc.

The other income includes dividend received from subsidiary of ₹ 2,950.00 Lakh during the year ended March 31, 2024 as against ₹ 4,150.00 Lakh during the previous year ended March 31, 2023. Pursuant to Regulation 73 of the SEBI (Depositories & Participants) Regulations, 2018, ["SEBI (D&P) Regulations"] the contribution to Investor Protection Fund (IPF) is determined at ₹ 1,854.31 Lakh. The Profit Before Tax (PBT) for the year ended March 31, 2024, is ₹ 47,279.41 Lakh as against ₹ 34,448.89 Lakh for the previous year ended March 31, 2023. Similarly, Profit After Tax (PAT) is ₹ 36,331.92 Lakh for the year ended March 31, 2024 as against ₹ 27,208.17 Lakh for the previous year ended March 31, 2023. Thus, Profit after Tax for the year ended March 31, 2024 has increased by 34% as against the previous year ended March 31, 2023.

During the year, the Board of Directors of the Company reviewed the affairs of its subsidiaries. In accordance with Section 129 (3) of the Companies Act, 2013, your Company has prepared the consolidated financial statements of the Company and of all its subsidiary and associate companies in the same form and manner as that of its own and in accordance with applicable accounting standards, which forms part of this annual report. Further, a separate statement containing

the salient features of the financial statement of our subsidiary and associate companies in the prescribed format of Form AOC-1 is appended as **Annexure-A** to the Board's Report. The statement also provides details of the performance and financial position of each of the subsidiary and associate companies.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements including the consolidated financial statements and all other related documents and information of the Company and separate audited accounts in respect of each of the subsidiary companies are available on our website <https://www.cdslindia.com/InvestorRels/AnnualReports.html>. These documents will be available for inspection till the date of AGM during working hours at the registered office of the Company.

### C. General Reserves:

The Company has not transferred any amount out of the profits of the year to General Reserves.

### D. Dividend:

The Board of Directors of CDSL has recommended final dividend of ₹ 19 per Equity Share and to commemorate the 25-year silver jubilee celebration, a special dividend of ₹ 3 per Equity Share thus totalling the dividend to ₹ 22 per Equity Share of the face value of ₹ 10 each fully paid up for the financial year 2023-24, (Previous year ₹ 16 per Equity Share of the face value of ₹ 10 each), subject to the approval of the Shareholders.

The final dividend including special dividend, if approved, would result in a cash outflow of ₹ 22,990 Lakh and dividend payout ratio at 70.42%. This is the highest dividend paid by your Company in its history.

The dividend recommended is in accordance with the principles and criteria as set out in the Dividend Distribution Policy. The Policy can also be accessed on the Company's website at <https://www.cdslindia.com/InvestorRels/CorporateGovernance.html>

## 2. Share Capital:

### A. Change in Capital Structure:

Authorised Share Capital of your Company is ₹ 150,00,00,000 divided into 15,00,00,000 Equity Shares of ₹ 10 each whereas the Issued and Paid-up Share Capital is ₹ 104,50,00,000 divided into 10,45,00,000 Equity Shares of ₹ 10 each.

As of March 31, 2024, out of 10,45,00,000 shares, 10,44,99,999 shares are in demat mode, and 1 share is in physical mode. There was no change in the Capital Structure of the Company during the FY 2023-24.

### B. Proposal of issuance of Bonus Shares

Your Company, in celebration of its 25<sup>th</sup> anniversary and with the aim to enhance Shareholder value and increase liquidity of shares, proposes to issue Bonus Shares for the first time in the history of CDSL.

The Board, in its meeting convened on July 02, 2024, approved and recommended the issuance of Bonus Shares in the ratio of 1:1 as part of the anniversary celebration. This is subject to Shareholders' approval and is part of the Annual General Meeting notice.

The Company currently has 10,45,00,000 fully-paid-up Equity Shares with a face value of ₹ 10 each. Under the proposal, one Bonus Share will be allotted for every Equity Share held.

Eligible Shareholders as on the record date, to be determined by the Governing Board or Management, will receive the Bonus Shares. These new Bonus Shares will increase the paid-up capital of the Company. This will also not be considered as income in lieu of dividend.

## 3. Business Performance and Overview:

### Indian Capital Markets

In the Fiscal Year 2023-24, Indian capital markets witnessed a robust rally, pushing the total market capitalisation beyond USD 4 trillion for the first time. By May 2024, this figure surged to USD 5 trillion, solidifying India's position as the world's 4<sup>th</sup> largest equity market. The International Monetary Fund (IMF) projects India's growth to remain strong at 6.8% for FY 2024-25.

Recent performance highlights of the Indian capital markets include a 20% growth in 2023 and a significant 28.6% increase now in FY 2024. Impressively, the market has shown positive growth in 8 out of the last 9 calendar years, with the latest trillion added within just six months.

This growth is mirrored in the surge of demat accounts, which recorded a remarkable 32% year-on-year increase. Digitisation initiatives have played a crucial role in expanding access to stock markets and depository services, benefiting individuals from across the nation – including Tier 2 and Tier 3 cities, who are now actively participating in financial markets due to ease of doing business.

To sustain this momentum in the depository business, your Company remains committed to enhancing operational efficiency, upgrading technology infrastructure, improving service quality, and placing increased emphasis on investor education through investor awareness initiatives thus underscoring our theme of educating new investors, enabling them with tools to access and overall empowering them to be an Atmanirbhar Niveshak or a self-sufficient investor.

### Operational Performance:

#### A. Depository Participants and Service Centers:

As on March 31, 2024, 580 Depository Participants held valid registration certificates of Securities and Exchange Board of India (SEBI) as compared to 588 valid SEBI registrations as on March 31, 2023. Further, investors have access to 17,487 DP service centers spread across India.



## B. Beneficial Owner Accounts:

During the year under review, 3.26 Crore net Beneficial Owner (BO) accounts were added, taking the total number of such accounts to 11.56 Crore as on March 31, 2024, making us the first depository to cross the 11 Crore demat accounts milestone.

The comparative figures of net BO accounts as on March 31, 2023, and March 31, 2024, are given in the following table:

Year ended March 31, 2024	Year ended March 31, 2023	Increase over the previous year's cumulative figure	
		Number	Percentage (%)
11,56,05,419	8,30,01,541	3,26,03,878	39.28

## C. Securities Admitted:

Securities like equity shares, preference shares, mutual fund units, debt instruments, government securities, certificates of deposit, commercial papers and a host of other instruments are available for dematerialisation by the investors. Details of the securities admitted with CDSL are given below:

Securities	Year ended March 31, 2024	Year ended March 31, 2023	(%) change over the previous year
Equity Shares	21,576	19,304	11.77
Debt Instruments	11,463	10,399	10.23
Other Securities	39,328	26,648	47.58
<b>Total</b>	<b>72,367</b>	<b>56,351</b>	<b>28.42</b>

## D. Position of Securities held in the System:

The value and volume of securities held with CDSL in the year under review as compared to the previous year are indicated below:

Holding of Securities	Year ended March 31, 2024	Year ended March 31, 2023	Change over the previous year (%)
Value (₹ in Lakh Crore)	64.21	39.71	61.68
Volume (in Crore) (Number of Securities)	66,146	61,285	7.93

## 4. Initiatives Towards Enabling and Empowerment of Investors:

Several key developments were implemented during FY 2023-24 that enabled in sustaining the growth trajectory.

### Key Developments:

#### A. Introduction of T+0 Rolling Settlement Cycle:

A beta version of the T+0 rolling settlement cycle was introduced by SEBI on an optional basis alongside the existing T+1 settlement cycle in the Equity Cash Markets, effective March 2024. This was a significant step towards enhancing market efficiency, reducing risk, and aligning with global best practices. Globally, the move towards shorter settlement cycles is gaining traction.

The global trend towards faster settlement cycles encourages the importance of India's proactive measures in advancing its financial market infrastructure, positioning our country at the forefront of global market developments.

#### B. Application Programme Interface (API):

CDSL has developed few more APIs viz. Early Pay-in Transactions, Margin Repledge and Destatementisation, etc. for its Depository Participants (DPs), which assist the DPs in automating their processes and back-office operations.

APIs for Account Opening, eDIS, Common Transaction Upload (which includes off-market, on-market, early pay-in & inter depository transactions), Pledge/Unpledge/Confiscation transactions, Margin Pledge & Margin Funding Transactions were already being used by large number of DPs. This has led to ease in operations of all the CDSL DPs and the market participants.

#### C. Consolidated Account Statement (CAS)

##### -Inclusion of NPS details in CAS:

Till recently, the CAS provided investors with a consolidated statement of transactions and holdings held in both depositories' demat accounts and units of mutual funds held in Statement of Account (SOA) form. Following directives from SEBI and Pension Fund Regulatory and Development Authority (PFRDA), NPS transactions were included in CAS/eCAS. This integration allowed Central Recordkeeping Agencies (CRAs) to work with depositories to provide NPS Subscribers the option to include NPS transactions in CAS.

Now, a consolidated account statement (CAS) including NPS is sent to investors for all three CRAs. This initiative eliminates the need for separate statements for various investments by consolidating the information into a single statement. This consolidation simplifies tracking investments and provides timely information to investors.

##### -Multilingual eCAS

CDSL has introduced a Multilingual Electronic Consolidated Account Statement (e-CAS) to enhance investor experience and accessibility. This initiative aims to cater to the diverse linguistic needs of investors across India, promoting inclusivity and better understanding of financial statements. The Multilingual e-CAS is available in multiple Indian languages. This allows investors to receive their account statements in their preferred regional language, making it easier to understand and manage their investments.

By providing account statements in various languages, CDSL aims to bridge the communication

gap for investors who are more comfortable with languages other than English or Hindi. This move is especially beneficial for retail investors. The multilingual feature is part of CDSL's broader effort to make the investment process more user-friendly and transparent. It helps in demystifying financial jargon and complex transaction details for non-English speaking investors. Investor can choose from any of the 23 regional languages.

The introduction of the Multilingual e-CAS by CDSL marks a significant step towards making the Indian capital market more inclusive and investor friendly. It reflects CDSL's commitment to leveraging technology and innovation to enhance investor services and broaden market participation.

#### D. Account Aggregator (AA) Ecosystem – CDSL as FIP

The Account Aggregator system, a recent addition to India's digital infrastructure, is crucial in transforming the financial services sector. CDSL is committed to RBI and SEBI's efforts to enhance transparency, data privacy, and financial inclusion through this framework. Account Aggregator is a type of RBI regulated framework that helps an individual securely and digitally access and share information from one financial institution they have an account with to any other regulated financial institution in the AA network with their consent. Account Aggregator (AA) is the connector between Financial Information User (FIU) and Financial Information Provider (FIP) with a purpose to provide transparent information to users.

CDSL as a FIP, is live with total 14 Account Aggregators and providing the financial information for security types such as Equity, Mutual Funds (MF), Exchange Traded Funds (ETF), Indian Depository Receipts (IDR), Collective Investment Schemes (CIS), Alternative Investment Funds (AIF), Units of Infrastructure Investment Trusts (INVIT) & Units of Real Estate Investment Trusts (REIT).

## 5. Initiatives on Education & Empowerment of Investors:

### A. Investor Awareness/Education Seminars:

CDSL Investor Protection Fund (CDSL IPF) in association with SEBI, Market Infrastructure Institutions (MIIs) and other entities like DPs, educational institutions etc. conducts Investor Awareness Programmes (IAPs) throughout the year, across the country. These programmes are conducted in both online and offline modes, covering current and potential investors across demographics.

During the Fiscal Year 2023-24, CDSL IPF conducted a comprehensive series of 2,345 IAPs in English, Hindi, and 16 other regional languages.

Through these programmes, CDSL IPF effectively engaged with a diverse range of investors and potential investors, covering salaried people, students, self-help groups, the armed forces, professionals and senior citizens. Out of the 2,345 programmes, 374 were conducted exclusively for existing and potential women investors. Overall, we engaged with over 1.45 Lakh investors across the country. These IAPs played a pivotal role in encouraging meaningful interactions and discussions aimed at enriching participants' understanding of Indian capital market dynamics.

Moreover, to further empower investors, a comprehensive booklet titled "Securities Market Understanding from Investor's Perspective" was collaboratively developed by SEBI, CDSL, and other MIIs. This informative resource, available in 13 regional languages, was distributed to investors to enhance their knowledge and serve as a valuable reference guide.

### B. Social Media Campaign:

Recognising the evolving trends in media consumption, we strategically utilised social media platforms to engage with a younger demography and enhance investor awareness. At the core of this effort was the 'No Shak Niveshak' campaign, which served as a cornerstone initiative.

Under this campaign, a diverse range of content formats, such as videos, static posts, quizzes, and more, were curated to effectively capture and sustain the audience's interest. This approach aimed to educate and empower investors through engaging and informative content.

In addition to the campaign, our social media channels—Facebook (@cdslindia), X (formerly Twitter) @cdslindia, LinkedIn (@cdslindia), Koo (@cdslindia), Instagram (@cdslindia), and YouTube (@CDSLIndiaLtd)—played a pivotal role. These platforms were utilised to disseminate crucial notifications, including deadlines for nominations and PAN-Aadhaar linking, updates on 6 KYC attributes, voluntary freeze options, and information on upcoming IAPs.

Furthermore, we leveraged WhatsApp and email communications effectively to ensure comprehensive outreach to investors, thereby fostering greater engagement and participation in financial markets. This integrated approach underscored our commitment to leveraging digital platforms for proactive investor education and engagement.

### C. Website Resources:

As part of the digital touchpoints for investors, the Company website is a key component, which is being constantly updated to provide relevant and timely information using the latest technology. A milestone initiative was the launch of 'CDSL Buddy',- a unique multilingual chatbot, aiming to simplify investors' journeys toward 'Atmanirbharta' or self-sufficiency. By offering support in currently four languages to begin

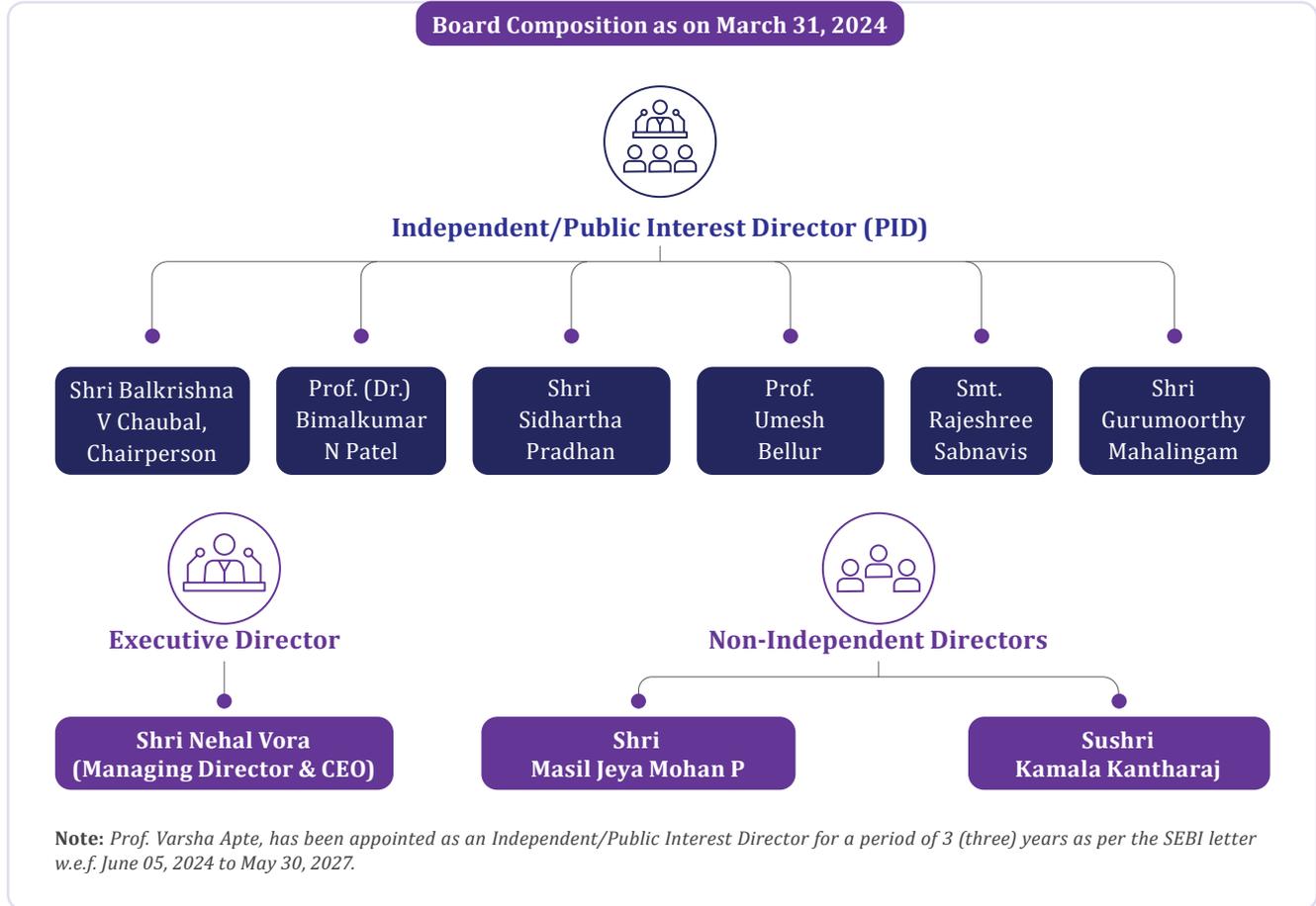
with, the chatbot is a constant companion, providing round-the-clock assistance to investors navigating the nuances of our securities markets.

The website also provides investors with information pertaining to safe investment practices and upcoming IAPs.

## 7. Board of Directors and Management:

### A. Directors and Key Managerial Personnels (KMPs):

The Governing Board comprises of 9 (Nine) Directors as on March 31, 2024 which are as follows:



### B. Change in Composition of the Governing Board and Key Managerial Personnels (KMPs)/Senior Management:

The term Board and Governing Board have been used interchangeably and have the same meaning.

The changes taken place in the composition of Governing Board and KMPs/ Senior Management of CDSL are as follows:

#### Retirement by rotation and subsequent re-appointment:

- i. Shri Masil Jeya Mohan P was re-appointed as Non-Independent Director of the Company by the Shareholders at the 25<sup>th</sup> Annual General Meeting of the Company held on September 01, 2023. SEBI vide its letter dated October 30, 2023, had approved the re-appointment of Shri Masil

## 6. New Advancements

Detailed note on technological advances for the empowerment of Indian capital markets is covered under our business section.

Jeya Mohan P as Non-Independent Director on the Governing Board of CDSL, who shall be liable to retire by rotation and accordingly, the re-appointment of Shri Masil Jeya Mohan P was effective from October 30, 2023.

#### Resignation of Director:

- i. Shri Nayan Mehta, Non-Independent Director resigned w.e.f. May 16, 2023. He was on the Governing Board of the Company since November 28, 2016. The Company places on record the appreciation for his guidance, mentorship and contribution to the growth of the Company throughout his tenure.

#### Appointment of Director:

- i. SEBI vide its letter dated August 23, 2023, has accorded its approval for the appointment of

Sushri Kamala Kantharaj as Non-Independent Director in place of Shri Nayan Mehta on the Governing Board of the Company. Her appointment was effective from August 23, 2023.

- ii. SEBI vide its letter dated May 31, 2024 has accorded its approval for the appointment of Prof. Varsha Apte as Public Interest Director on the Governing Board of the Company for a period of three years. Her appointment was effective from June 05, 2024 up to May 30, 2027 and shall not be liable to retire by rotation.

#### Changes in KMPs/Senior Management:

- i. Shri Jitendra Panchal, Senior Vice President – Information Technology was designated as KMP/Senior Management w.e.f. April 01, 2023.
- ii. Shri Akhil Wadhavkar, Vice President, Chief Information Security Officer was appointed w.e.f. May 15, 2023.
- iii. Shri Ravi Kumar, Assistant Vice President – Information Technology was appointed w.e.f. April 17, 2023.
- iv. Shri Sunil Alvares, Managing Director and Chief Executive Officer of CDSL Ventures Limited was designated as KMP w.e.f. August 28, 2023.
- v. Shri Nitin Ambure, Vice President – Admission Cell resigned w.e.f. October 18, 2023.
- vi. Smt. Meena Pednekar, Vice President – Admission Cell & Regulatory Compliance was appointed w.e.f. November 09, 2023.
- vii. Shri Ramkumar K., Chief of Business Development and New Projects resigned w.e.f. December 31, 2023.
- viii. Shri Sachin Nayak, Vice President – Operations was appointed w.e.f. April 04, 2024.
- ix. Shri Ravi Kumar, Assistant Vice President – Information Technology ceased to be KMP/Senior Management w.e.f. June 05, 2024.
- x. Shri Ashwin Lalchandani, Assistant Vice President – Risk Management ceased to be KMP/Senior Management w.e.f. June 05, 2024.

#### Retirement by Rotation:

As per the provisions of Section 152(6)(d) of the Companies Act, 2013, Sushri Kamala Kantharaj, Non-Independent Director being liable to retire by rotation and being eligible has offered herself to be re-appointed. Accordingly, she would be considered for being re-appointed as Director at the ensuing Annual General Meeting.

#### C. Declaration from Directors:

- a) The Company has received necessary declarations from the Independent Directors viz. Public Interest Directors as required under Section 149

of the Companies Act, 2013 and under clause (b) of sub-regulation (1) of Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). The Public Interest Directors have complied with the Code for Independent Directors prescribed in Schedule IV of the Companies Act, 2013. There has been no change in the circumstances affecting their status as Independent Directors.

- b) The Company has received necessary declarations from the Public Interest Directors in adherence to the Code of Conduct for Directors and Senior Management as formulated by the Company.
- c) In the opinion of the Board, all Independent Directors possess requisite qualifications, experience, expertise and hold high standards of integrity required to discharge their duties with an objective independent judgement and without any external influence. List of key skills, expertise and core competencies of the Board, including the Independent Directors, forms a part of the Corporate Governance Report of this Annual Report.
- d) In terms of Regulation 25(8) of SEBI Listing Regulations, the Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.
- e) Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

#### D. Declaration by the Company:

None of the Directors of the Company are disqualified from being appointed as Directors as specified in Section 164(2) of the Companies Act, 2013 read with Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

#### E. Number of Meetings of the Board of Directors and its various Committees:

Thirteen (13) Meetings of the Board of Directors were held during FY 2023-24. The details of Meetings of Board and Committees held during the year, attendance of Directors at the Meetings and constitution of various Committees of the Board are included separately in the Corporate Governance Report, which is enclosed as **Annexure-B**.

#### F. Audit Committee Recommendations:

During the year, all recommendations of the Audit Committee were approved by the Board of Directors.



## G. Performance Evaluation of the Board:

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, adopted the Board Evaluation Policy to comply with the various provisions of the Companies Act, 2013, SEBI Listing Regulations, SEBI D&P Regulations, SEBI circular dated February 05, 2019 and any other applicable provisions, SEBI letters and/or circulars formed thereof.

The policy has been framed with an objective to ensure individual Directors of the Company and the Board as a whole, works efficiently and effectively in achieving their functions, in the interest of the Company and for the benefit of its stakeholders. Accordingly, the policy provides guidance on evaluation of the performance of:

- (i) individual Directors (including the Chairperson and Public Interest Directors);
- (ii) the Board as a whole; and
- (iii) various committees of the Board.

The criteria for evaluation for each of the above are as follows:

### Internal Evaluation

The Board of Directors of the Company carried out the annual evaluation of the Board, Committees of the Board and individual Directors in accordance with the regulatory requirements and as per the policy of evaluating performance of the Board of Directors and of its Committees and individual Directors on the basis of a structured questionnaire, drafted in accordance of the guidelines issued by SEBI, which comprises evaluation criteria taking into consideration various performance related aspects. All the Directors participated in the evaluation process. A feedback was provided by the Chairperson and the same was deliberated upon by the Board to enhance its overall effectiveness and optimise the individual strengths of the Directors.

A separate Meeting of the Independent Directors was held wherein the performance of the Non-Independent Directors, performance of the Board as a whole (including the Committees) and also that of the Chairperson of the Board in terms of the provisions of the Companies Act, 2013 and the SEBI Listing Regulations issued by SEBI in this regard was discussed.

### External Evaluation

As per the SEBI (D&P) Regulations, Public Interest Directors can be appointed with the prior approval of SEBI on the Board of a depository for an initial term of three years, extendable by another term of three years subject to performance review prescribed by SEBI. SEBI vide its circular dated February 05, 2019, has mandated the Public Interest Directors of a depository to be subject to an external evaluation during the last year of their first term.

For the year under review, none of the Public Interest Directors were eligible to be evaluated by External Agency.

## H. Directors' Responsibility Statement:

Pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013, the Board of Directors report that:

- i. in preparation of the annual accounts, the applicable accounting standards have been followed and proper explanations relating to material departure, if any, have been provided;
- ii. accounting policies have been selected and applied them consistently and the judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- iv. the annual accounts have been prepared on a going-concern basis;
- v. internal financial controls to be followed by the Company are laid down and that such internal financial controls are adequate and were operating effectively;
- vi. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## I. Nomination and Remuneration Policy:

The Nomination and Remuneration Policy has been framed in order to set out principles, parameters and governance framework of the appointment and remuneration for Directors, Managing Director & CEO, Key Managerial Personnels and employees of the Company. The Nomination & Remuneration Policy can be accessed on website of the Company at <https://www.cdslindia.com/InvestorRels/CorporateGovernance.html>.

The salient features of the policy, along with changes made during the financial year 2023-24 are briefly specified herein below:

- **Definitions:** Updated in accordance with amendments in SEBI D&P Amendment Regulations, 2023.
- **General Principles:** Covering appointment, re-appointment, removal, and remuneration of Directors, Key Managerial Personnel, Key Management Personnel, and Senior Management.

- **Public Interest Directors:** Guidelines on appointment, tenure, removal, retirement, and remuneration.
- **Managing Director and CEO:** Provisions regarding appointment, re-appointment, tenure, removal, retirement, and remuneration.

#### J. Internal Financial Control Systems and their Adequacy:

The details in respect of adequacy of internal financial controls with reference to the Financial Statements forms part of the Management Discussion and Analysis Report enclosed as **Annexure-C**.

#### K. Compliance with Secretarial Standards:

During the period under review, your Company has complied with applicable Secretarial Standards i.e. SS-1 and SS-2, relating to “Meetings of the Board of Directors” and “General Meetings”, respectively.

#### L. Annual Return:

The Annual Return of the Company as on March 31, 2024 in Form MGT-7 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is available on the website of the Company at **<https://www.cdslindia.com/InvestorRels/GeneralMeeting.html>**

### 8. Subsidiary Companies, Associate Companies and Joint Ventures

Details of Subsidiary Companies, Associate Companies and Joint Ventures:

Your Company has the following Subsidiary and Associate Companies as on March 31, 2024:

Sr. No.	Name of the Company	Details of the Company
1.	CDSL Ventures Limited (CIN: U93090MH2006PLC164885) - Wholly-Owned Subsidiary	<p>CDSL Ventures Limited (CVL) is a wholly-owned subsidiary of Central Depository Services (India) Limited (CDSL). CVL began its journey in 2008 by handling Customer Profiling and Record keeping of Mutual Fund Investors on account of The Prevention of Money Laundering Act, 2002 (“PMLA”) related KYC requirements. After the introduction of the KRA regulations in 2011, CVL was the first entity to register as a KYC Registration Agency (KRA) with SEBI. As a KRA, CVL provides fully digitised KYC services to all intermediaries in the Capital Markets. CVL currently holds over 7.07 Crore fully digitised KYC records. CVL is also offering the following as part of its service portfolio:</p> <ol style="list-style-type: none"> <li>1. CKYC Services: CVL assists intermediaries to become CKYC compliant by facilitating processing of KYC documents for uploading to CERSAI</li> <li>2. Aadhaar based eKYC services</li> <li>3. Aadhaar based esign services</li> <li>4. Registrar and Transfer Agent services (RTA)</li> <li>5. Pradhan Mantri Jeevan Jyoti Bima Yojana (PMJJBY) services: Maintaining a Claim Repository and performing dedupe activity for claims under PMJJBY scheme.</li> <li>6. Goods and Services Tax (GST) Suvidha Provider Services for filing GST Returns</li> <li>7. Processing and handling Refund payments to investors of PACL Ltd. pursuant to Justice (Retd.) R M Lodha Committee.</li> <li>8. Online Account Opening Services(OLAO)</li> <li>9. Accredited Investor Agency.</li> </ol>
2.	CDSL Insurance Repository Limited (CIN: U74120MH2011PLC219665) - Subsidiary Company	<p>CDSL Insurance Repository Limited (CIRL) is regulated by the Insurance Regulatory and Development Authority of India (IRDAI) and is in the business of enabling policy holders to hold life policies, motor policies, health policies and in the near future, all other types of general (non-life) policies in electronic form. CIRL has tied up with twenty-two (22) life insurance companies, Four (4) health insurance companies and Sixteen (16) general insurance companies, which is a total of Forty Two (42) insurance companies, for holding policies in electronic form as of March 31, 2024.</p> <p>Your Company had floated a separate subsidiary viz. CIRL, in the year 2011, under the “Guidelines on insurance repositories and electronic issuance of insurance policies” issued by IRDAI. CIRL provides policyholders a facility to keep their insurance policies in electronic form and to undertake changes, modifications and revisions in the insurance policy with speed and accuracy, to bring about efficiency, transparency and cost reduction in the issuance and maintenance of insurance policies.</p> <p>Leading public sector and private sector insurance companies have contributed to the equity capital of CIRL. At the time of launch in August 2013, the insurance repository services were restricted only to Life insurance policies. However, later, IRDAI has extended the scope of services to Health and Motor Vehicle insurance policies and soon, to all other types of general insurance. Further, initially only individual policies were allowed in electronic form but subsequently this feature is being extended to corporate and group policies.</p>



Sr. No.	Name of the Company	Details of the Company
		<p>As on March 31, 2024, the Company has 14,47,698 active eIAs (electronic insurance accounts) as against 9,46,724 active eIAs as on March 31, 2023, in the Repository. As on March 31, 2024, over 13,85,674 electronic policies constituting 13,15,235 life e-insurance policies, 3,401 motor e-insurance policies and 67,038 health e-insurance policies have been credited in the eIAs as against around 8,06,473 electronic policies constituting 7,49,602 life insurance policies, 2,741 motor insurance policies and 54,130 health insurance policies as on March 31, 2023. The above figures indicate that there is a positive trend in creating electronic insurance policies, with a growth rate of 58% year-on-year.</p> <p>The Insurance Regulatory and Development Authority of India (IRDAI), through its Protection of Policyholder Interest and Allied Matters of Insurers Regulation dated March 20, 2024, has made it mandatory for insurance companies to issue insurance policies in electronic form starting from April 01, 2024. This regulation aims to streamline business operations and is expected to bring about a significant increase in efficiency and cost savings compared to traditional methods of issuing policies via Hard copies adopted by Insurance Companies.</p>
3.	CDSL Commodity Repository Limited (CIN: U74999MH2017PLC292113) – Subsidiary Company	<p>Your Company has incorporated a subsidiary in the name of CDSL Commodity Repository Limited (CCRL) to establish and run a Commodity Repository on the lines of a Securities Depository. Warehousing Development and Regulatory Authority (WDRA) is the regulator for CCRL. CCRL received the certificate of commencement of business/registration from WDRA on September 26, 2017 and commenced operations from September 30, 2017. Multi Commodity Exchange of India Ltd. (MCX) and BSE Investments Ltd. have each taken up 24% of the stake in CCRL in May, 2018 and August, 2018 respectively.</p> <p>CCRL today exclusively serves three derivative commodity exchanges for their derivative trades in Agri-commodities. These are Multi Commodity Exchange of India Limited, Bombay Stock Exchange Limited and Indian Commodity Exchange Limited. As on March 31, 2024, CCRL has opened 3,834 client accounts and has issued 50,909 Electronic Negotiable Warehouse Receipts'.</p>
4.	India International Bullion Holding IFSC Limited (CIN: U67100GJ2021PLC123076) – Associate Company	<p>India International Bullion Holding IFSC Limited is an unlisted public company incorporated on June 04, 2021. It is classified as a public limited company and is located in Gandhinagar, Gujarat and received registration as Finance Company from International Financial Services Centers Authority (IFSCA) on August 09, 2021.</p> <p>India's bullion market is one of the largest in the world, the second largest in terms of consumption and holds an important position globally, but it lacks organisation and structure. A bullion spot exchange is expected to address these challenges and eliminate market inefficiencies. As a prominent market, India has always aspired to be a price setter for the bullion.</p> <p>Honourable Finance Minister Ms. Nirmala Sitharaman in the 2020 Union Budget gave a major boost to this aspiration by announcing the setting up of India International Bullion Exchange (IIBX) at International Financial Services Centre (IFSC) at GIFT City in Gandhinagar, Gujarat.</p> <p>Pursuant to Memorandum of Understanding between Central Depository Services (India) Limited (CDSL), India INX International Exchange (IFSC) Limited (INDIA INX), India International Clearing Corporation IFSC Limited (INDIA ICCL), Multi Commodity Exchange of India Limited (MCX), National Securities Depository Limited (NSDL) &amp; National Stock Exchange of India Limited (NSE) a consortium was created for setting up the holding company India International Bullion Holding IFSC Limited (IIBHL) for operationalising India International Bullion Exchange, Bullion Clearing Corporation and Depository in IFSC, GIFT City. IIBHL is setting up the Bullion Exchange and depository through its subsidiaries, India International Bullion Exchange IFSC Limited (IIBX), and India International Depository IFSC Limited encompassing the Bullion Exchange, Bullion Clearing Corporation and Depository functions at GIFT IFSC.</p>

## 9. Major Events Occurred During the Year:

### A. Material changes and commitments affecting the financial position which have occurred between the end of the financial year and the date of the report:

No material changes and commitments affecting the financial position have occurred between the end of the financial year to which the financial results refer and the date of the report.

### B. Change in the nature of business:

The Company has not undergone any changes in the nature of the business during the FY 2023-24.

### C. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

## 10. Investor Education and Protection Fund

### A. Contribution towards Investor Education and Protection Fund (IEPF):

Amount of unclaimed/unpaid dividend and the corresponding shares;	Not Applicable
Amount of matured deposits, if any along with interest accrued thereon	Not Applicable
Application money received for allotment of any securities and due for refund along with interest accrued;	Not Applicable
Year wise amount of unpaid/unclaimed dividend lying in the unpaid account up to the Year and the corresponding shares, which are liable to be transferred to the IEPF, and the due dates for such transfer;	Please refer the table below

### B. Amount of Unpaid and Unclaimed Dividend:

Particulars	Financial Year					
	2017-18 (Final Dividend) As on 31.03.2024	2018-19 (Final Dividend) As on 31.03.2024	2019-20 (Final Dividend) As on 31.03.2024	2020-21 (Final Dividend) As on 31.03.2024	2021-22 (Final Dividend) As on 31.03.2024	2022-23 (Final Dividend) As on 31.03.2024
Amount (in ₹)	5,84,927	10,19,544	17,38,258	22,01,035	45,39,614	18,78,303
No. of Shares	1,67,122	1,67,122	3,86,279	2,44,559	3,02,641	1,17,394
Due date for transfer of unpaid dividend amount	October 18, 2025	November 15, 2026	November 13, 2027	November 19, 2028	November 13, 2029	October 30, 2030
Due date for transfer of corresponding shares	November 17, 2025	December 15, 2026	December 13, 2027	December 19, 2028	December 13, 2029	November 29, 2030

## 11. Public Deposits:

### A. Deposits:

Your Company has not accepted any deposits within the meaning of Section 73 & 76 of the Companies Act, 2013 and the Rules made thereunder. There are no deposits remaining unpaid or unclaimed as at the end of the year and there has been no default in repayment of deposits or payment of interest thereon during the year.

### B. Details of deposits not in compliance with the requirements of the Act:

Since the Company has not accepted any deposits during the financial year ended on March 31, 2024, there has been no non-compliance with the requirements of the Companies Act, 2013.

## 12. Particulars of Loans, Guarantees or Investments under Section 186 of Companies Act, 2013:

Details of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013 are disclosed in the notes to the financial statements.

## 13. Auditors:

### A. Statutory Auditors & Audit Report:

M/s. S. R. Batliboi & Co. LLP (Firm Registration No. 301003E/ E300005), Chartered Accountants, Mumbai was re-appointed as Statutory Auditors of the Company for a second term of five (5) years in the 25<sup>th</sup> Annual General Meeting held on September 01, 2023 to hold office from the conclusion of the 25<sup>th</sup> (Twenty-Fifth) Annual General Meeting till the conclusion of the 30<sup>th</sup> (Thirtieth) Annual General Meeting. Accordingly, M/s. S. R. Batliboi & Co. LLP are the Statutory Auditors of the Company for the FY 2023-24 and shall continue as Statutory Auditors of the Company till the conclusion of the 30<sup>th</sup> Annual General Meeting.

There are no qualifications, reservations or adverse remarks or disclaimer made by M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai, Statutory Auditors in their report.

### B. Details in respect of frauds reported by auditors:

There are no frauds reported by auditors under Section 143(12) of the Companies Act, 2013, during the financial year ended March 31, 2024.

### C. Internal Auditors:

In terms of the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, the Company had appointed M/s. Dalal Doctor & Associates, Chartered Accountants (Firm Registration No. 120833W) for the period from April 01, 2023, to August 31, 2023, and M/s. Mukund M. Chitale & Co. (Firm Registration No. 106655W) for the period from September 01, 2023, to March 31, 2024, as Internal Auditors & Concurrent Auditors of the Company.

There are no qualifications, reservations or adverse remarks or disclaimers made by the Internal Auditors and Concurrent Auditors in their report.

### D. Secretarial Auditors and Secretarial Audit Report:

M/s. Vatsal Doshi & Associates (C.P.No.22976/ Membership No. A50332), Practicing Company Secretaries, Mumbai was appointed as Secretarial Auditor of the Company for a period of three financial years i.e. 2023-24, 2024-25 and 2025-26. In accordance with Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI Listing Regulations, a copy of the Secretarial Audit Report issued in **Form MR-3** by M/s. Vatsal Doshi & Associates, Secretarial Auditors is enclosed as an **Annexure-D** to this report. The Secretarial Audit Report of CDSL Ventures Limited,



a material unlisted subsidiary of the Company issued in **Form MR-3** by M/s. Vatsal Doshi & Associates, Secretarial Auditors is enclosed as **Annexure-E** to this report.

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. Vatsal Doshi & Associates, Secretarial Auditor in their report except in the report of CDSL Ventures Limited where the qualifications are mentioned in **Annexure-E** to this report.

#### E. Annual Secretarial Compliance Report:

The Company has undertaken an audit for the FY 2023-24 for all applicable compliances as per SEBI Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report has been submitted to the Stock Exchange within 60 days of the end of the financial year and is available on the website of the Company at <https://www.cdslindia.com/InvestorReIs/CorporateGovernance.html>

#### F. Cost Records:

The Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and accordingly such accounts and records are neither made nor maintained.

### 14. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

#### A. Conservation of energy, technology absorption

Considering the nature of the operations of your Company, provisions with respect to conservation of energy and technology absorption of Section 134(3)(m) of the Companies Act, 2013, are not applicable, though the Company uses all the possible ways in conserving energy. The Company has, however, used information technology extensively in its operations.

#### B. Foreign exchange earnings and outgo:

Details of foreign exchange earnings and outgo during the year under review are as under:

Particulars	₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Foreign Exchange Earnings	-	-
Foreign Exchange Outgo	20.27	23.88
<b>Total</b>	<b>20.27</b>	<b>23.88</b>

### 15. Risk Management and Compliance:

The Company has a robust Enterprise Risk Management (ERM) Framework which includes a Risk Management Policy. The ERM Framework includes Risk Assessment, Risk Treatment, Reporting and Monitoring, and Risk Remediation & Oversight.

The Company's dedicated risk management function is independent from the operations and business units of CDSL.

The Risk Management Policy identifying the various elements of risks is explained in detail in the Management Discussion and Analysis Report attached as **Annexure-C**

### 16. Corporate Social Responsibility (CSR):

The Board has framed a Corporate Social Responsibility (CSR) Policy in compliance with the requirements of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy), Rules, 2014. CDSL has established a robust and transparent governance framework to oversee the implementation of its CSR policy.

CDSL is dedicated to enriching the lives of the citizens of India through its CSR Initiatives. CDSL's vision extends beyond mere growth. We strive to create a world where Social, Environmental, and Economic progress go hand in hand, fostering a society where everyone can thrive. In the financial year 2023-24, CDSL has partnered with ten esteemed CSR organisations to make a tangible impact in the areas of Education, Healthcare, Environment, and Research. **Through these collaborations, we have extended our support to socially and economically disadvantaged communities, in every State and Union Territory in India.**

The salient features of the policy, along with changes made during the financial year 2023-24 are briefly specified herein below:

The CSR Policy has been revised with the objective of strengthening our commitment to Corporate Social Responsibility (CSR) and to ensure effective management of our CSR initiatives. The updated policy provides its applicability and incorporates procedures for selecting CSR themes and partners. Furthermore, it includes guidelines for conducting due diligence, monitoring & evaluation, and developing exit strategies in relation to our CSR partnerships.

Below is the list of CSR partners that help achieve the social goals of the organisation:

Sr. No.	CSR Partner	Location	Description
1.	Rotary – Adult Literacy programme for Women	Palghar, Maharashtra	Adult Literacy Programme
2.	AARTH by Rotary	PAN India	Online Academy for Financial Literacy & Support
3.	Educate Girls	Maharajganj, Uttar Pradesh	Enrolment Retention & Learning model to ensure all girls go to school
4.	Yuva Unstoppable	Maharashtra, Odisha, Uttar Pradesh, Madhya Pradesh, Tamil Nadu, Karnataka, West Bengal, Delhi & Andaman and Nicobar	School Transformation Smart Classroom Project
5.	SMILE Foundation – SMILE on Wheels	Jaisalmer, Rajasthan Ladakh	Smile on Wheels - Quality Primary Healthcare Services
6.	Narayana Hrudayalaya Charitable Trust (NHCT)	Maharashtra, Karnataka, Rajasthan, West Bengal, Assam, Haryana, Chhattisgarh and Gujarat	Supporting underprivileged patients seeking treatment for life threatening conditions
7.	Lions Charitable Trust	Mumbai, Maharashtra	Life Support Ambulance for Serving needy and Below Poverty Line patients
8.	SankalpTaru Foundation	Kutch, Gujarat Pune, Maharashtra and Hyderabad, Telangana	Tree plantation Programme: Barren Land Transformation Urban Plantation
9.	Rashtriya Raksha University	PAN India	Research Project - Prevention of Victimisation from Forgeries & Financial Frauds
10.	Indian Institute of Technology, Bombay	PAN India	Research Project - Threat Detection and Response in Linux and Windows End Points

The Corporate Social Responsibility Policy can be accessed on website of the Company:

Corporate Social Responsibility: ([cdslindia.com](https://www.cdslindia.com))

During FY 2023-24, the Company has sponsored various projects and the report on CSR activities pursuant to Section 135 and Schedule VII of the Companies Act, 2013 read with The Companies (Corporate Social Responsibility Policy) Rules, 2014 is given in **Annexure-F**.

## 17. Vigil Mechanism/Whistle-Blower Policy:

The Company has formulated a Whistle-Blower Policy pursuant to Regulation 22 of the SEBI Listing Regulations and Section 177(10) of the Companies Act, 2013 enabling Stakeholders to report any concern of unethical behaviour or any alleged wrongful conduct, suspected fraud or violation.

The said policy *inter alia* provides safeguard against victimisation of the Whistle-Blower. Stakeholders including Directors and Employees have access to the Chairperson of the Audit Committee.

During the year under review, no Stakeholder was denied access to the Chairperson of the Audit Committee.

The said policy is available on the website of the Company at <https://www.cdslindia.com/InvestorRels/CorporateGovernance.html>

## 18. Insider Trading Regulations:

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time), the Company has formulated a Code of

Conduct for Prohibition of Insider Trading and Code of Conduct to regulate, monitor and Report Trading in Securities of Other Listed Entities by Designated Persons as an Intermediary and Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information (“UPSI”). The Code of Practices and Procedures for fair disclosure of UPSI is available on the website of the Company at <https://www.cdslindia.com/InvestorRels/CorporateGovernance.html>

## 19. Related Party Transactions:

All Related Party transactions entered during the FY 2023-24 were in the ordinary course of business and on an arm’s length basis. Disclosure of related party transactions pursuant to Section 134(3)(h) read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in **Form AOC-2** are attached as **Annexure-G**.



The Disclosures of Related Party Transactions for Annual Report pursuant to clause 2 of para A of Schedule V of the SEBI Listing Regulations are stated below:

Sr. No.	Particulars				
<b>1</b>	<b>In the Accounts of Central Depository Services (India) Limited ('CDSL') (Holding Company)</b>				
	Loans and advances in the nature of loans to subsidiaries by name and amount.	Loans and advances in the nature of loans to associates by name and amount.	Loans and advances in the nature of loans to firms/companies in which Directors are interested by name and amount.		
	<b>Subsidiary Name</b>	<b>Amount (₹ in Lakhs)</b>	<b>Associate Name</b>	<b>Amount (₹ in Lakhs)</b>	<b>Companies where Directors are interested</b>
	CDSL Ventures Limited	NIL	India International	NIL	Not applicable
	CDSL Insurance Repository Limited	NIL	Bullion Holding IFSC Limited		
	CDSL Commodity Repository Limited	NIL			
<b>2</b>	<b>In the Accounts of Central Depository Services (India) Limited ('CDSL') (Subsidiary Company)</b>				
	Loans and advances in the nature of loans to subsidiaries by name and amount.	Loans and advances in the nature of loans to associates by name and amount.	Loans and advances in the nature of loans to firms/companies in which Directors are interested by name and amount.		
	<b>Subsidiary Name</b>	<b>Amount (₹ in Lakhs)</b>	<b>Associate Name</b>	<b>Amount (₹ in Lakhs)</b>	<b>Companies where Directors are interested</b>
	Not applicable	NIL	Not applicable	NIL	Not applicable
<b>3</b>	<b>In the Accounts of Central Depository Services (India) Limited ('CDSL') (Holding Company)</b>				
	Investments by the loan in the shares of parent company and subsidiary company, when the Company has made a loan or advance in the nature of loan.				NIL

The Disclosures of transactions of the Company with any person or entity belonging to the Promoter/Promoter Group which hold(s) 10% or more shareholding in the listed entity, in the format prescribed in the relevant accounting standards for Annual Report pursuant to clause 2A of para A of Schedule V of the SEBI Listing Regulations are stated below:

	(₹ in Lakhs)	
Transactions during the year ended	March 31, 2024	March 31, 2023
<b>BSE Limited</b>		
<b>Income</b>		
Operational Income	38.92	79.12
<b>Expenditure</b>		
Dividend Paid	2,508.00	3,135.00
Administrative and Other Expenses (Recoveries)	34.47	58.01
<b>Balances as at</b>	<b>March 31, 2024</b>	<b>March 31, 2023</b>
Trade Receivable - billed	0.12	0.52
Trade Receivable - unbilled	0.10	-
Stamp Duty received in advance	-	0.30

## 20. Prevention of Sexual Harassment of Women at the Workplace:

Your Company has an Internal Complaints Committee in place as prescribed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year the Committee has not received complaints in this regard.

## 21. Human Resource:

### A. Human Resource Development:

The Company recognises its Human assets as a critical resource essential for the growth of the Company. It, therefore, accords high importance to human resource development and consciously endeavours to enhance the quality and competence of its employees across cadres. It conducts induction programme for new entrants and also nominates employees for training at reputed

institutions for attending seminars in capital market related areas, particularly relating to depositories. We are committed to investing in their growth and development and creating a positive and inclusive work environment for them. Industrial relations during the year continued to be cordial.

## B. Particulars of Employees:

Information as required under Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is enclosed to this report as **Annexure-H**.

## C. Material developments in Human Resources/ Industrial Relations front, including number of people employed:

Human resources are the most valuable asset for our organisation and to engage the employees we continued our best practices on training & development and employee engagement for the entire financial year. During FY 2023-24 Company focused on the employees' wellness, physical & mental fitness by conducting in

person and offline sessions on various topics including Yoga, Meditation, Diet, Eyecare, Dental care, Breathing & Stretching Workouts, Self-defense sessions etc. We have successfully conducted various training programmes from time to time focusing on improving the behavioural competencies, skill enhancement and the technical competencies of our employees. Approx. 200+ employees attended these training programmes.

In order to ensure that the remuneration of employees are fair, competitive and aligned with the Indian capital market industry, CDSL had undertaken a comprehensive salary benchmarking exercise and implemented the same for the eligible employees.

As part of the recruitment of key resources, the Chief Information Security Officer and Vice President - Admission Cell & Regulatory and Compliance Department (RCD) have been appointed during FY 2023-24. Apart from this, a total of 89 employees were hired; 33 employees left or retired, from the Company during the FY 2023-24. There were 335 employees as on March 31, 2024.

## D. Disclosure of compensation paid to Key Management Personnel pursuant to regulation 28(5) and 28(6) of the SEBI (Depositories & Participants) Regulations, 2018:

Sr. No.	Name	Designation	Compensation paid	Ratio to median salary of other employees
1	Shri Nehal Vora	Managing Director & CEO	4,44,25,530	47.83
2	Smt. Nayana Ovalekar	Chief Regulatory Officer	2,07,03,646	22.29
3	Shri Amit Mahajan	Chief Technology Officer	1,99,00,676	21.43
4	Shri Girish Amesara	Chief Financial Officer	1,72,34,425	18.55
5	Shri Vinay Madan	Chief Risk Officer	1,54,04,001	16.58
6	Shri Rajesh Saraf	Chief Data & Operations Officer	1,26,51,947	13.62
7	Shri Yogesh Kundnani	Senior Vice President - Business Development	1,04,21,817	11.22
8	Shri Vishwas Nagle	Senior Vice President - Information Technology	73,63,053	7.93
9	Shri Farokh Patel	Senior Vice President - Audit, Inspection & Compliance	85,11,417	9.16
10	Shri Jitendra Panchal	Senior Vice President - Information Technology	65,77,386	7.08
11	Shri Ashish Bhatt	Vice President - Operations	62,83,296	6.76
12	Shri Swaroopkumar Gothi	Financial Controller	58,77,914	6.33
13	Shri Nilay Shah	Company Secretary, Compliance Officer & Head Legal	70,32,365	7.57
14	Shri Akhil Wadhavkar	Chief Information Security Officer (Joined w.e.f. 15-May-2023)	55,90,408	6.02
15	Smt. Meena Pednekar	Vice President - Admission Cell & Regulatory and Compliance Department (RCD) (Joined w.e.f. 09-Nov-2023)	23,48,562	2.53
16	Shri Ashwin Lalchandani	Assistant Vice President - Risk Management*	25,16,908	2.71
17	Shri Ravi Kumar	Assistant Vice President - Information Security (Joined w.e.f. 17-Apr-2023)*	29,52,000	3.18
18	Shri Ramkumar K.	Chief of Business Development & New Projects (Resigned & relieved on 31-Dec-2023)	1,05,71,276	11.38
19	Shri Nitin Ambure	Vice President - Admission Cell (Resigned & relieved on 18- Oct-2023)	45,60,327	4.91
20	Shri Sunil Alvares	Managing Director & CEO of CDSL Ventures Limited (Key decision-making authority of Material Subsidiary of CDSL)	2,03,73,078	21.93

\* Ceased to be KMP with effect from June 05, 2024.

## 22. Other Disclosures:

### A. Management Discussion and Analysis:

The Management Discussion and Analysis Report for the year under review as stipulated in SEBI Listing Regulations for the year ended March 31, 2024 is enclosed as **Annexure-C**.



## B. Business Responsibility and Sustainability Report (BRSR):

As stipulated under Regulation 34 of the SEBI Listing Regulations, the BRSR describing the initiatives taken by the Company from an Environmental, Social and Governance (ESG) perspective is attached as a part of this Annual Report as **Annexure-I**.

## C. Corporate Governance Report:

The Corporate Governance Report for the year ended March 31, 2024 is enclosed as **Annexure-B**.

## D. Credit Rating of Securities:

Not Applicable.

## E. Awards & Recognition:

The details of the awards have been mentioned in the corporate overview section on Page No 33 of this Annual Report.

## F. Prevention of Money Laundering Act:

The Prevention of Money Laundering Act, 2002 (PMLA) has been brought into force with effect from July 01, 2005. Subsequent amendments have been made to the PMLA and Prevention of Money-laundering (Maintenance of Records) Rules, 2005 over the years. CDSL, its Depository Participants (DPs) and CDSL Ventures Limited (CVL) fall under the category of 'intermediaries' under Section 12 of the SEBI Act, 1992 and hence, PMLA and the policy guidelines issued by the regulators to combat money laundering are applicable to depository operations. As required under the guidelines, CDSL has designated a Principal Officer, Alternate Officer and Designated Director to ensure compliance with these guidelines. CDSL has prepared policy guidelines for implementation of PMLA and the same is reviewed periodically. CDSL has conducted training programmes across the country and updated DPs and their internal auditors on compliance with PMLA provisions and filing of Suspicious Transaction Reports ("STR").

On regular basis, CDSL updates DPs about the new guidelines issued by FIU-IND and advisory issued by SEBI in reference to FATF Public statement and press release issued by the United Nations Security Council (UNSC). Further CDSL carries out analysis of High-Risk

Alerts and files Suspicious Transaction Reports ("STR"), if deemed fit.

## G. Disclosures under SEBI (Depositories & Participants) Regulations, 2018:

The disclosures required to be made under the provisions of the SEBI (D&P) Regulations are part of the Corporate Governance Report enclosed as **Annexure-B**.

## H. Other Disclosures:

During the year under review:

- No proceedings are made or pending under the Insolvency and Bankruptcy Code, 2016 and there is no instance of one-time settlement with any Bank or Financial Institution.
- No shares with differential voting rights and sweat Equity Shares have been issued.

## ACKNOWLEDGEMENT:

The Directors express their sincere gratitude for the support, guidance, and cooperation received from the Ministry of Finance, Ministry of Corporate Affairs, Government of India Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), Insurance Regulatory and Development Authority of India (IRDAI), Warehousing Development and Regulatory Authority (WDRA), Pension Fund Regulatory and Development Authority (PFRDA), Unique Identification Authority of India (UIDAI) and other regulatory agencies. They also extend their appreciation to BSE Limited, the Promoter, all other Shareholders, Beneficial Owners, Depository Participants, Issuers, Registrar and Transfer Agents, and Market Infrastructure Institutions such as Stock Exchanges, Clearing Corporations, and Commodities Exchanges. Additionally, the Directors commend the unwavering dedication of the employees, whose performance, professionalism, and commitment to providing high-quality services to the Company's clientele have been exemplary.

For and on behalf of the Board  
**Central Depository Services (India) Limited**

**Balkrishna V Chaubal**  
Chairperson  
(DIN: 06497832)

Place: Mumbai  
Date: July 02, 2024

# Form AOC-1

(Pursuant to Section 129(3) read with Rule 5 of the Companies (Accounts) Rules, 2014)  
 Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

## Part A Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹ in Lakhs)

Sr. No.	Name of the subsidiary	CDSL Ventures Limited	CDSL Insurance Repository Limited	CDSL Commodity Repository Limited
1	The date since when subsidiary was incorporated/acquired	September 25, 2006	July 12, 2011	March 7, 2017
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	April 01, 2023 to March 31, 2024	April 01, 2023 to March 31, 2024	April 01, 2023 to March 31, 2024
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Indian Rupee	Indian Rupee	Indian Rupee
4	Share capital	500	3,000	5,000
5	Reserves and surplus	31,687	1,387	19
6	Total assets	34,969	4,528	5,243
7	Total Liabilities	2,782	141	224
8	Investments	25,465	1,643	4,201
9	Turnover	16,966	71	151
10	Profit before taxation	11,280	185	(56)
11	Provision for taxation	2,670	25	3
12	Profit after taxation	8,610	160	(59)
13	Proposed Dividend	4,750	NIL	NIL
14	Extent of shareholding (in percentage)	100%	51% (Direct holding) & 3.25% (through CDSL Ventures Limited, Wholly Owned Subsidiary)	52%

- Names of subsidiaries which are yet to commence operations: NIL.
- Names of subsidiaries which have been liquidated or sold during the year: NIL.



## Part B Associate Companies and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sr. No.	Name of Associate Companies or Joint Ventures	India International Bullion Holding IFSC Limited (IIBHIL Group)#
1	Nature of relationship	Associate
2	Latest audited Balance Sheet Date	March 31, 2024
3	Date on which the Associate companies or Joint Venture was associated or acquired	June 04, 2021
4	Shares of Associate companies or Joint Ventures held by the Company on the year end:	
	i. Number of Equity Shares (Number in Lakh)	3,000
	ii. Amount of Investment in Associate Companies or Joint Venture (₹ in Lakh)	3,000
	iii. Extent of Holding (in percentage)	20.00%
5	Description of how there is significant influence	20% or more of the voting power
6	Reason why the associate companies/joint venture is not consolidated	Associate company is not controlled by the Company
7	Networth attributable to shareholding as per latest audited Balance Sheet (₹ in Lakh)	2,500
8	Profit or (Loss) for the year (₹ in Lakh)	(685)
	i. Considered in Consolidation (₹ in Lakh)	(137)
	ii. Not Considered in Consolidation (₹ in Lakh)	(548)

#India International Bullion Holding IFSC Limited (IIBHIL) group consist of:

- India International Bullion Exchange IFSC Limited
- India International Depository IFSC Limited

- Names of associate companies or joint ventures which are yet to commence operations.: NIL
- Names of associate companies or joint ventures which have been liquidated or sold during the year.: NIL

For and on behalf of the Board  
Central Depository Services (India) Limited

**Balkrishna V Chaubal**  
Chairman  
(DIN: 06497832)

**Nehal Vora**  
Managing Director & CEO  
(DIN: 02769054)

**Nilay Shah**  
Company Secretary  
Membership No. A20586

**Girish Amesara**  
Chief Financial Officer

Place: Mumbai  
Date: July 02, 2024

# Report On Corporate Governance

In compliance with Regulation 34(3) and Part (C) of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, [“**SEBI Listing Regulations/SEBI LODR Regulations**”], Report on Corporate Governance for the financial year 2023-24 is presented below:

## **COMPANY’S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

At CDSL, our commitment to outstanding Corporate Governance is rooted in core values of transparency, integrity and professionalism. As a Market Infrastructure Institution (MII), we are dedicated to delivering convenient, secure and efficient depository services while strictly adhering to regulatory frameworks. Our strategies are designed to meet regulatory standards, demonstrating our strong commitment to upholding the highest levels of Corporate Governance.

Under the guidance of an esteemed Board of Directors and an experienced Executive Management Team, CDSL embraces the holistic approach that not only enhances our responsibilities but also deepens our relationships with Stakeholders and Regulatory Bodies.

The Corporate Governance philosophy of CDSL has been further strengthened with the adoption of the following codes:

1. Code of Conduct for Governing Board, Directors, Committee Members & Key Management Personnel;
2. Code of Conduct for Directors and Senior Management;
3. Code of Conduct for Prohibition of Insider Trading; and
4. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

Throughout FY 2023-24, we enhanced our governance practices to align closely with statutory requirements, including the Companies Act, 2013, SEBI Listing Regulations and SEBI (Depositories & Participants) Regulations, 2018 [“**SEBI (D&P) Regulations**”] or any amendments thereto.

## **BOARD COMPOSITION AND CATEGORY OF DIRECTORS:**

The Board provides leadership, guidance, oversees the governance framework and discharges all its fiduciary duties for safeguarding the interest of the Company and its Stakeholders. The Board reviews the governance policies and assesses them periodically in the context of current Corporate Governance trends, regulatory changes and recognized best practices. An active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance.

As on the date of this report, the Governing Board of the Company consisted of 10 (Ten) Directors comprising of 7 (Seven) Public Interest Directors (including two Women Public Interest Directors), 2 (Two) Non-Independent Directors and 1 (One) Managing Director & Chief Executive Officer. The Chairperson of the Company is Public Interest Director (Non-Executive & Independent Director).

The composition of the Governing Board of the Company represents the optimal mix of professionalism, qualification, knowledge, requisite skill sets, track record, integrity, expertise and diversity of experience as required under the SEBI (D&P) Regulations on the Governing Board of a Depository. The Board along with its Committees undertakes its fiduciary duties keeping in mind the interests of all its Stakeholders and the Corporate Governance philosophy of the Company.

The constitution of the Governing Board of the Company is in compliance with Regulation 24 of the SEBI (D&P) Regulations and Regulation 17 of the SEBI Listing Regulations. Further, all Directors of the Company are “Fit and Proper Person” in terms of Regulation 23 of the SEBI (D&P) Regulations.

## **SUCCESSION PLANNING**

The Nomination and Remuneration Committee works with the Governing Board on the leadership succession plan to ensure orderly succession in appointments to the Board and Senior Management positions. The Company strives to maintain an appropriate balance of skills and experience within the organization and the Governing Board as an endeavor to introduce new perspectives while maintaining experience and continuity. In addition, promoting Senior Management within the organization fuels the ambitions of the talent force to earn future leadership roles.



## BOARD OF DIRECTORS



**Shri Balkrishna V Chaubal**

Chairperson and Public Interest Director

**DIN:** 06497832

**Nationality:** Indian

**Age:** 69 years

**Date of Appointment:** July 30, 2019

**Date of Re-appointment:** July 30, 2022

**Tenure on Board:** 4 Years and 8 Months

**Term ending date:** July 29, 2025

**Shareholding:** Nil

**Profile:**

Shri Balkrishna V Chaubal retired as Deputy Managing Director of State Bank of India, after serving for more than 38 years with the Bank. As Deputy Managing Director, he was overall in-charge of global markets' operations involving Bank's investments and forex. His role inter alia included formulation of policy as well as strategy, ensuring regulatory compliance like maintenance of CRR/SLR, managing liquidity through money market operations and contributing to investment decisions, Asset Liability Management and Market Risk Management.

Shri Chaubal has also been a visiting professor at the National Institute of Bank Management, Pune, specializing in commercial banking, corporate governance and strategy.

He holds a Bachelor's degree in Science from the Institute of Science, Nagpur and Master's degree in Physics from the Indian Institute of Technology, Powai, Mumbai. He is also a Fellow Member of the Indian Institute of Banking & Finance.



**Shri Nehal Vora**

Managing Director & Chief Executive Officer

**DIN:** 02769054

**Nationality:** Indian

**Age:** 50 years

**Date of Appointment:** September 24, 2019

**Tenure on Board:** 4 Years and 6 Months

**Term ending date:** September 17, 2024

**Shareholding:** Nil

**Profile:**

Shri Nehal Vora is the Managing Director & Chief Executive Officer of Central Depository Services (India) Limited (CDSL), India's leading Depository. With over 25 years of extensive experience in the Indian Capital Markets, he has held significant roles at esteemed organizations such as BSE, DSP Merrill Lynch, and SEBI before joining CDSL in September 2019.

Shri Nehal Vora's exemplary leadership has propelled CDSL to its current stature as the trusted custodian of over 12 Crores demat accounts, with the distinctive honour of being the first and only depository listed on a Stock Exchange in Asia.

His strategic vision aligns CDSL with the overarching growth story of India, aiming to empower every investor with self-sufficiency. He is deeply committed to empowering financial literacy and inclusion, actively encouraging investor awareness programs and initiatives beyond the requirements.

Acknowledged for his outstanding contributions, he has received numerous accolades, including the Global Custodian Legend Award, Asia, in May 2024, the prestigious CEO of the Year Asia 2024 award by the Asia Asset Management awards, along with prior recognitions such as the CEO of the Year at the 20<sup>th</sup> Global Edition Business Leader of the Year Awards in 2022. He is also a recipient of The Vocational Excellence Awards presented by the Rotary Club of Bombay Seaface.

Under Shri Vora's leadership, CDSL has been recognised with distinguished global and regional awards such as the 'Central Securities Depository of the Year' Award at the Asset Servicing Times - Industry Excellence Award 2023 and the Highly Recommended Market Infrastructure Institution of the Year at the Regulation Asia Awards 2023. Additionally, CDSL won the Tech Circle Business Transformation Award for excellence in digital execution in October 2023. CDSL also won the Innovation award in 'Digital & Market Leadership' during Custodian Inaugural Leaders in Custody Asia awards held by Global Custodian in May 2023.

Shri Nehal Vora's engagement extends beyond CDSL as he actively contributes in shaping the regulatory landscape through his active participation in various SEBI policy committees and advisory groups. He chairs the Working Group on Market Data Advisory Committee (MDAC) for Secondary Markets. He is a member of other SEBI committees such as the FPI Advisory Committee, Market Data Advisory Committee, Corporate Bonds and Securitization Advisory Committee (CoBoSAC), Secondary Market Advisory Committee (SMAC), and the IFSCA Expert Committee on Secondary Markets.

With his profound expertise and commitment, Shri Nehal Vora continues to drive innovation and excellence in the Indian Capital Markets, leaving an enduring mark on the industry's growth and development.



**Prof. (Dr.) Bimalkumar N Patel**  
Public Interest Director

**DIN:** 03006605  
**Nationality:** Indian  
**Age:** 53 years  
**Date of Appointment:** September 27, 2019  
**Date of Re-appointment:** September 27, 2022  
**Tenure on Board:** 4 Years and 6 Months  
**Term ending date:** September 26, 2025  
**Shareholding:** Nil

**Profile:**

Prof. (Dr.) Bimalkumar N Patel is Vice-Chancellor of Rashtriya Raksha University, (an Institution of National Importance), Member of the National Security Advisory Board, Member of National Security Council, Government of India and Member, UN International Law Commission (2023-28), Member of Financial Sector Regulatory Appointments Search Committee, Appointments Committee of the Cabinet, Government of India.

Prior to joining our Board, he has served as a Member of the 21<sup>st</sup> Law Commission of India and as the Director/Professor of Public International Law at Gujarat National Law University. He holds a PhD (International Law, Leiden University, 2015); PhD (International Law, Jaipur); LLM (International Law, Leiden University, 1999), MA (International Relations, University of Amsterdam, 1996, Netherlands).



**Shri Sidhartha Pradhan**  
Public Interest Director

**DIN:** 06938830  
**Nationality:** Indian  
**Age:** 71 years  
**Date of Appointment:** November 29, 2019  
**Date of Re-appointment:** November 29, 2022  
**Tenure on Board:** 4 Years and 4 Months  
**Term ending date:** November 28, 2025  
**Shareholding:** Nil

**Profile:**

Shri Sidhartha Pradhan joined Indian Revenue Service in 1977 batch. He has worked in various capacities, both in Central Government and Government of Orissa. Worked as Additional Commissioner and Commissioner, Income Tax (Central), Delhi. He also worked as Secretary, Public Enterprises, Government of Orissa from 1995-2000 and as Special Secretary (Commerce), Government of Orissa. He is Former Vice-Chairman, Income Tax Settlement Commission and Former Joint Secretary and Additional Secretary, Department of Disinvestment in the Ministry of Finance from 2007-2012. He was member of high level committee of Ministry of Finance, Government of India from 2014-2017 on rationalizing income tax laws relating to legacy tax issues. He was also member of high level committee of Ministry of Petroleum & Natural Gas relating to sector restructuring from 2017-2020.

Shri Sidhartha Pradhan did his Senior Cambridge at Stewart School Cuttack; B.A. (Pol. Science) from Ravenshaw College Cuttack; M.A. (Pol. Science) from JNU, New Delhi, M.Phil from JNU; LLB from Utkal University and MBA from University of HULL, England.



**Prof. Umesh Bellur**  
Public Interest Director

**DIN:** 08626165  
**Nationality:** Indian  
**Age:** 58 years  
**Date of Appointment:** November 30, 2019  
**Date of Re-appointment:** November 29, 2022  
**Tenure on Board:** 4 Years and 4 Months  
**Term ending date:** November 28, 2025  
**Shareholding:** Nil

**Profile:**

Prof. Umesh Bellur holds a PhD in the Department of Computer Science and Engineering from Syracuse University, Syracuse, NY, USA, and a B.E. in Electronics and Communication Engineering from Bangalore University. Currently, he serves as a visiting professor at the University of California, San Diego. Prof. Bellur is currently on leave from his position as a faculty member at the Department of Computer Science & Engineering, IIT Bombay, Mumbai.



**Shri Gurumoorthy Mahalingam**  
Public Interest Director

**DIN:** 09660723  
**Nationality:** Indian  
**Age:** 67 years  
**Date of Appointment:** March 09, 2023  
**Tenure on Board:** 1 Year  
**Term ending date:** February 26, 2026  
**Shareholding:** Nil

**Profile:**

Shri Gurumoorthy Mahalingam has had a professional career of more than four decades spanning across the financial sector regulators, Reserve Bank of India (RBI) and Securities and Exchange Board of India (SEBI). He has taken on varied roles in RBI encompassing financial market development, regulation and operations, foreign exchange reserves management, debt management and regulation and supervision of banks. He was the Chief Dealer and Executive Director in-charge of forex market interventions as well as management of forex reserves of the country and rupee liquidity policy and operations. In the above roles, he was instrumental in formulating regulatory policies in respect of financial markets and conduct of market operations of RBI. His experience spans across most difficult and volatile times in the financial markets such as Global financial crisis, European debt crisis (2011-2012) as well as the taper tantrum (2013-2016). He was closely involved in giving shape to foreign exchange policies and monetary policy implementation.

In his role as a Whole-time Board Member of SEBI (between 2016 and 2021), which carried Executive responsibilities as well, he has had a wide experience regulating Mutual Funds, Stock Exchanges, Listed Companies, foreign portfolio investors, corporate governance aspects, stock and derivatives markets, corporate bond market, amongst others. He has supervised the conduct of investigations and enforcement actions in regard to violations of securities laws and regulations. He was a quasi-judicial authority for a little over 500 cases involving market misdemeanors. He is currently chairing the SEBI Advisory Committees on Secondary Markets as well as the corporate bond market. In RBI and SEBI, he was associated with important committees in the area of forex markets, financial benchmarks, corporate bond markets, etc.

Shri Mahalingam began his career as a commercial banker with the State Bank of India in 1978 after finishing his Masters in Statistics and Operations Research from IIT Kanpur. He is also an MBA in International Banking and Finance from the Birmingham Business School in the UK.



**Smt. Rajeshree Sabnavis**  
Public Interest Director

**DIN:** 06731853  
**Nationality:** Indian  
**Age:** 53 years  
**Date of Appointment:** November 29, 2022  
**Tenure on Board:** 1 Year 4 Months  
**Term ending date:** November 28, 2025  
**Shareholding:** Nil

**Profile:**

Smt. Rajeshree Sabnavis, founder of M/s. Rajeshree Sabnavis & Associates, specializes in transfer pricing (related party pricing), tax and regulatory advisory including transaction support and has over two decades of experience in this field.

Smt. Sabnavis has worked with Indian Multinationals in the ITES sector in implementing their transfer pricing across jurisdictions including working on cross border restructuring and acquisitions.

Smt. Sabnavis has worked with some of the large portfolio investors investing in India including Institutional Investors in managing their tax compliance and litigation in India. She has also worked on the tax advocacy for some of the institutions in representing the general issues faced by investors with their investments in India.

Smt. Sabnavis is on the Managing Committee of the Bombay Chamber of Commerce one of the oldest Chambers of Commerce where she works actively with Members of the industry on industry related tax and regulatory issues.

She was recognized as one of the top ten leading women tax advisors in India in a survey carried out by International Tax Review in 2015, 2017, 2019, 2020, 2021, 2022, 2023 and 2024.

She is also a certified Mediator having undergone the training conducted by the Indian Institute of Corporate Affairs.



**Prof. Varsha Apte**  
Public Interest Director

**DIN:** 09607394  
**Nationality:** American  
**Age:** 56 years  
**Date of Appointment:** June 05, 2024  
**Tenure on Board:** Appointed w.e.f June 05, 2024  
**Term ending date:** May 30, 2027  
**Shareholding:** Nil

**Profile:**

Prof. Varsha Apte is a Professor in the Department of Computer Science and Engineering at IIT Bombay and currently the Head of the Department. She completed her M.Sc. from Pune University in 1989, and Ph.D. from Duke University in 1994, both in Computer Science. After her PhD., she joined the Teletraffic Theory and Performance Analysis department in AT&T Bell Labs as Member, Technical Staff, which later became the Network Design and Performance Analysis department of AT&T Labs. She joined as faculty in the Computer Science and Engineering Department, IIT Bombay in 2002. During the academic years 2009-2011, she was on leave from IIT Bombay and Visiting Faculty at the Computer Science and Automation Department, Indian Institute of Science, Bangalore. While in Bangalore, she also worked at IBM Research Labs as part-time Visiting Researcher from June 2009-May 2010. From February 2016 to February 2019, she served as the Head of the Network and Computing Infrastructure department (called "Computer Centre") of IIT Bombay. Her areas of interest are performance analysis of computing systems and networks and building applications for online programming education, including AI for programming education.



**Shri Masil Jeya Mohan P**  
Non - Independent Director

**DIN:** 08502007  
**Nationality:** Indian  
**Age:** 63 years  
**Date of Appointment:** October 10, 2019  
**Date of Re-appointment:** October 30, 2023  
**Tenure on Board:** -  
**Term ending date:** N.A.  
**Shareholding:** Nil

**Profile:**

Shri Masil Jeya Mohan P joined LIC in the year 1986. He has a wide range of experience in different assignments in LIC as Asst. Branch Manager, Manager (IT), Manager (NB & Actuarial), Manager (HR), Regional Manager (HR), Regional Manager (Estates), Fund Manager of Pension & Group Scheme Fund, Chief (ULIP Operations) and Executive Director (Investment).

Shri Masil Jeya Mohan P is Science Graduate with MBA Degree.



**Sushri Kamala Kantharaj**  
Non-Independent Director

**DIN:** 07917801  
**Nationality:** Indian  
**Age:** 58 years  
**Date of Appointment:** August 23, 2023  
**Tenure on Board:** -  
**Term ending date:** N.A.  
**Shareholding:** Nil

**Profile:**

Sushri Kamala K is the Chief Regulatory Officer, BSE Limited (Compliance Officer under the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018) heading the Regulatory functions of the Exchange including Membership and Listing Compliance, Surveillance and Investigation, Inspection and Enforcement.

At BSE Sushri Kamala was earlier heading the Enterprise Risk Management across various vectors of risk as Chief Risk Officer. She has rich and diverse experience of more than 33 years in the areas of Finance. She has been long associated with financial markets in general and MII space in particular performing various roles.

She has worked in multiple organisations like PFC, IIM-B, BgSE, BgSE Financials, Invest smart, NSE, Edelweiss Group. She has also been part of various reforms in capital market, actively participating in policy making through various Committees constituted by Regulators and Stock Exchanges.

**Details of attendance of the Directors at the Board Meetings and the last Annual General Meeting are given as under:**

The Company has organized Board and Committee Meetings at regular intervals to discuss and approve Company's business strategy as well as other statutory and general matters. The Board periodically reviews the compliance status with all applicable statutory laws, acts, rules & regulations, Company's policies and steps taken by the Company to rectify the instances of non-compliance, if any.

Each Department establishes the agenda for Board Meeting, in consultation with the Managing Director & Chief Executive Officer (MD & CEO) and the Company Secretary circulates the agenda sufficiently in advance of each Meeting except in case of Unpublished Price Sensitive Information (UPSI) agenda items, after obtaining the prior approval of the Chairperson of the Governing Board as per the SEBI (D&P) Regulations to ensure that the Board Members are apprised of the principal matters to be considered.

The Board meets at least once in a quarter *inter-alia* to review the quarterly financial results and operations of the Company. In addition, the Board also meets when necessary to address specific issues relating to the business. In case of special and urgent business needs, the approval of Board and other Committees are taken by passing resolutions by circulation as permitted under Section 175 of the Companies Act, 2013, which is noted at the subsequent Board and respective Committee Meetings.

The Board/Committee Meetings are pre-scheduled, and a tentative annual calendar of the Board and Committee Meetings is circulated to the Board of Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the Meetings of the Company. The Company Secretary acts as the Secretary to the Board Meetings.

During the year under review, the Board met Thirteen (13) times. The gap between two Board Meetings during this period did not exceed one hundred and twenty (120) days.

**The attendance details of each Director for the Board Meetings and Annual General Meeting are given below:**

Attendance details of Board Meetings and Annual General Meeting																
Name of the Director	AGM as on September 01, 2023	Number of Board Meetings <sup>1</sup>													Held during tenure	% of Attendance of Directors
		1 29/04/ 2023	2 19/05/ 2023 <sup>5</sup>	3 15/06/ 2023	4 24/06/ 2023	5 20/07/ 2023 <sup>5</sup>	6 05/08/ 2023	7 18/08/ 2023	8 25/10/ 2023	9 28/10/ 2023	10 04/12/ 2023	11 15/01/ 2024	12 03/02/ 2024	13 21/03/ 2024		
Shri Balkrishna V Chaulal			Recused			Recused									13	84.62
Shri Nehal Vora			Recused			Recused									13	84.62
Shri Sidhartha Pradhan			Recused			Recused									13	84.62
Prof. (Dr.) Bimalkumar N Patel			Recused			Recused									13	84.62
Shri Gurumoorthy Mahalingam	X		Recused			Recused									13	84.62
Smt. Rajeshree Sabnavis											X				13	92.30
Prof. Umesh Bellur													X	X	13	84.62
Shri Masil Jeya Mohan P <sup>4</sup>									Invitee	Invitee					11	100
Sushri Kamala Kantharaj <sup>3</sup>	X	-	-	-	-	-	-	-			X				6	83.33
Shri Nayan Mehta <sup>2</sup>	-		-	-	-	-	-	-	-	-	-	-	-	-	1	100
<b>Attendance for the Meeting (%)</b>	<b>77.78</b>	<b>100</b>	<b>37.50</b>	<b>100</b>	<b>100</b>	<b>37.50</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>77.78</b>	<b>100</b>	<b>88.89</b>	<b>88.89</b>	-	-

**Notes:**

- Due to business exigencies, certain resolutions were passed through circulation.
- Shri Nayan Mehta, Non- Independent Director, resigned w.e.f. May 16, 2023, from the Governing Board of the Company.
- Sushri Kamala Kantharaj was appointed as Non- Independent Director w.e.f. August 23, 2023, on the Governing Board of the Company in place of Shri Nayan Mehta.
- Shri Masil Jeya Mohan P attended the Board Meeting as invitee from September 01, 2023 (i.e., from the day of AGM) till October 30, 2023 (i.e., SEBI's approval date of re-appointment as Non - Independent Director).
- The Board Meetings conducted on May 19, 2023 and July 20, 2023, pertained to a special matter, as other Members had participated in the Committee discussions leading to a decision. Therefore, they opted to recuse themselves from the Board's decision-making process due to potential conflict of interest.
- Prof. Varsha Apte was appointed as Public Interest Director w.e.f. June 05, 2024 on the Governing Board of the Company.

**Composition of the Board, Number of Meetings and Attendance details of Director:**



**Composition & Category of Directors along with the details of each Member of the Board as on March 31, 2024, are provided in the table below:**

Sr. No.	Name of the Director <sup>1</sup>	Category of Directorship	No. of Directorships in other Companies <sup>2</sup>	Membership/Chairpersonship in Committees of other Companies <sup>3</sup>		Directorship in other Listed Entities (Category of Directorship)
				Members	Chairperson	
1.	Shri Balkrishna V Chaubal (DIN: 06497832)	Chairperson and Public Interest Director	01	01	01	-
2.	Shri Nehal Vora (DIN: 02769054)	Managing Director & CEO	-	-	-	-
3.	Shri Sidhartha Pradhan (DIN: 06938830)	Public Interest Director	02	01	01	1. Petronet LNG Limited (Independent Director)
4.	Prof. (Dr.) Bimalkumar N Patel (DIN: 03006605)	Public Interest Director	-	-	-	-
5.	Shri Gurumorthy Mahalingam (DIN: 09660723)	Public Interest Director	08	04	02	1. City Union Bank Limited (Chairperson and Independent Director) 2. Infrastructure Leasing and Financial Services Limited (Independent Director) 3. Life Insurance Corporation of India (Independent Director) 4. Care Ratings Limited (Independent Director)
6.	Smt. Rajeshree Sabnavis (DIN: 06731853)	Public Interest Director	02	01	01	-
7.	Prof. Umesh Bellur (DIN: 08626165)	Public Interest Director	-	-	-	-
8.	Shri Masil Jeya Mohan P (DIN: 08502007)	Non – Independent Director	-	-	-	-
9.	Sushri Kamala Kantharaj (DIN: 07917801)	Non – Independent Director	2	1	-	-

**Notes:**

- None of the Directors are holding any shares in the Company. The Company has not issued any convertible instruments. Further, none of the Directors on the Governing Board of the Company are related to each other and not falling within the definition of relative as defined in Section 2(77) of the Companies Act, 2013.
- Number of Directorships includes Directorships held in Listed and Public Limited Companies excluding Private Limited Companies, Section 8 Companies and Foreign Companies.
- None of the Directors on the Board is a Member of more than 10 (Ten) Committees and Chairperson of more than 5 (Five) Committees across all the Public Companies in which he/she is a Director and have made necessary disclosures regarding Committee positions occupied by them in other Companies. For the purpose of considering the limit of the Committees on which a Director can serve, all Public Limited Companies, whether listed or not, have been included and all other Companies including Private Limited Companies, Foreign Companies, and Companies under Section 8 of the Companies Act, 2013, have been excluded. For the purpose of reckoning Committee positions, only Audit Committee and Stakeholders' Relationship Committee are considered.



**A. Disclosure of relationships between Directors inter-se:**

There are no inter-se relationships between the Board of Directors and all of them are Independent to each other.

**B. Changes in the composition of the Governing Board from the FY 2023-24 till the date of this Report:**

**i. Re-appointment of Director:**

**Re-appointment of Shri Masil Jeya Mohan P (DIN: 08502007) as a Non-Independent Director:**

Shri Masil Jeya Mohan P, Non-Independent Director, was liable to retire by rotation at the 25<sup>th</sup> Annual General Meeting (“AGM”) of the Company held on September 01, 2023. He was re-appointed as Non-Independent Director of the Company by the Shareholders at the 25<sup>th</sup> AGM of the Company held on September 01, 2023, and further, approval was received by SEBI vide its letter dated October 30, 2023, who shall be liable to retire by rotation and accordingly, the appointment of Shri Masil Jeya Mohan P was effective from October 30, 2023.

**ii. Appointment of Directors:**

**Appointment of Sushri Kamala Kantharaj (DIN: 07917801) as a Non-Independent Director:**

Sushri Kamala Kantharaj was nominated by BSE Limited (Promoter of the Company) vide its letter dated May 12, 2023, as Non-Independent Director on the Governing Board of CDSL in place of Shri Nayan Mehta, Non-Independent Director. The appointment was duly approved by SEBI vide its letter dated August 23, 2023 and her appointment was effective from August 23, 2023.

**Appointment of Prof. Varsha Apte (DIN: 09607394) as a Woman Public Interest Director:**

Prof. Varsha Apte was appointed by SEBI vide its letter dated May 31, 2024 and was appointed as a Woman Public Interest Director on the Governing Board of CDSL with effect from June 05, 2024, for a period of three years till May 30, 2027.

**iii. Resignation of Director:**

**Resignation of Shri Nayan Mehta (DIN: 03320139) as Non-Independent Director:**

Shri Nayan Mehta, Non-Independent Director of the Company had resigned from his post as a Non-Independent Director w.e.f. May 16, 2023.

**C. Details of Familiarization Programmes:**

All new Public Interest Directors undergo a comprehensive induction program upon joining the Company's Board. This detailed program includes the Company's history, background, and growth, significant milestones since its incorporation, organizational structure, various committees, investments, technology overview, and a broad overview of the Company's businesses, services, and functions.

The Company also conducts Familiarization Programmes for its Directors from time to time. The Familiarization Programme ensures Directors are familiarised with their roles, rights & responsibilities in the Company as well as with the nature of industry, business model and performance of the Company, various system and policies adopted, Indian and global market update, Corporate Governance framework, Risk Management framework, achievements/awards, management structure, Human Resource policies, management development and succession planning, operations of subsidiaries, digitisation in business process, digital marketing etc. This enables the Board of Directors to make better informed decisions in the interest of the Company and its Stakeholders.

Pursuant to amendments in the SEBI (D&P) Regulations w.e.f. August 28, 2023, it is mandatory to provide 7 (seven) days training to all the Directors of the Company in a financial year.

The details of the familiarization programmes imparted to Directors is available at the website of the Company: <https://www.cdslindia.com/InvestorRels/CorporateGovernance.html>

**D. Confirmation that Public Interest/Independent Directors are Independent of the Company's Management:**

In the opinion of the Board, the Public Interest Directors are fulfilling the conditions specified in the SEBI Listing Regulations and they are Independent from the Management of the Company.

**E. Detailed reasons for the resignation of a Public Interest/Independent Directors who resigned before expiry of the tenure:**

None of the Public Interest/Independent Directors have resigned before expiry of the tenure.

**F. Criteria for Appointment of Public Interest/Independent Directors:**

The Nomination & Remuneration Committee while considering the proposal for appointment of Public Interest/Independent Directors also considers the criteria of independence as prescribed under the Companies Act, 2013, the SEBI Listing Regulations and the SEBI (D&P) Regulations.

**G. Information Supplied/Available to the Board:**

The Board of Directors are presented with important/critical information on the operations of the Company as well as information which requires deliberations at the highest level. The Board has complete access to all the relevant information within the Company to make informed and timely decisions. All Board and Committee Meetings are governed by structured Agenda Notes which are backed by comprehensive background papers along with relevant annexures.

As per the amendments in the SEBI (D&P) Regulations w.e.f. August 28, 2023, the prior approval of the Chairperson of the Governing Board is also required on all Board agenda items before circulating it to the Board.

As a part of green initiative by the Company, all relevant agenda papers pertaining to the Board/Committee Meetings are being circulated well in advance to the Board of Directors/Committee Members through web-based portal to facilitate easy access of agenda on iPad which would provide sufficient time to the Board for reading and understanding the proposals placed in a Meeting. The Board and other Committees also approve various business proposals and regulatory approvals by passing resolutions through circulation.

**H. Strategy Meeting:**

As part of our annual strategy planning process, the Company organizes a Board Strategy Meeting with the Management of the Company to deliberate on various topics related to strategic planning, progress of ongoing strategic initiatives, risks to strategy execution and the need for new strategic programs to achieve long-term objectives of the Company. This serves the dual purpose of providing the Board Members a platform to bring their expertise to various strategic initiatives, while also providing an opportunity for them to understand detailed aspects of execution and challenges relating to the specific theme. In summary, through this process, Members of the Board get a comprehensive and balanced perspective on the strategic issues faced by the Company, the competitive differentiation being pursued by the Company and an overview of the execution plan.

**I. Governing Board Meeting without the presence of Managing Director:**

The Governing Board met without the presence of the Managing Director, Chief Regulatory Officer, the Chief Risk Officer, the Chief Information Security Officer, the Statutory Auditor of the Depository and other person as determined by the Public Interest Directors and Non-Independent Directors to discuss important issues concerning the depository as per Regulation 27 read with Part B of Schedule III of SEBI (D&P) Regulations. The Meeting was held separately on March 21, 2024.

**J. Managing Director Meeting with the Employees without the presence of Key Management Personnel:**

Pursuant to Regulation 27 read with Part B of Schedule III of SEBI (D&P) Regulations, wherein the Managing

Director of the depository shall meet employees without the presence of other Key Management Personnel (the heads of departments) to discuss important issues pertaining to depository. This Meeting was held on February 08, 2024 wherein Managing Director underscored the importance of fostering a family-like atmosphere within the organization, emphasizing that CDSL is more than just a workplace—it is a family. The Managing Director invited employees to share their feedback and suggestions for potential improvements, highlighting the Company's commitment to continuous growth and employee engagement. This session not only strengthened the collective bond among employees, but also emphasized the significance of each individual's contribution to the Company's success by creating a legacy as we move from silver to century.

**K. Directors and Officers Insurance (D&O):**

Pursuant to the requirements of Regulation 25(10) of the SEBI Listing Regulations, the Company has taken D&O Policy for all its Directors and Officers for such quantum and for such risks as determined by the Board of Directors.

**L. Post Meeting Communication/Follow up System:**

The Company has an effective post-meeting follow-up procedure. The Company has a mechanism to track important decisions taken at the Board/Committee Meetings till the closure of such decisions and a report on ongoing actionables (Action Taken Report) of earlier Meetings along with decisions taken. The same is placed before the Meeting of the Board/Committees of the Board. Action Taken Report on the decisions taken in a Meeting is placed at the succeeding Meeting(s) of the Board/Committees of the Board.

**M. Board Meeting Minutes:**

SEBI vide its letter no. SEBI/HO/MRD-SEC-2/P/OW/2022/30936/1 dated July 29, 2022, had advised Market Infrastructure Institution (MII) to file a copy of Minutes of Meeting of Governing Board within 7 (seven) days of finalization of such Minutes.

Accordingly, the approved Board Meeting Minutes were sent to SEBI within the regulatory timelines.

## N. Committees of the Board:

There are eight (8) Committees of the Governing Board as prescribed under the Companies Act, 2013, the SEBI Listing Regulations and the SEBI (D&P) Regulations.



### A. Audit Committee:

The constitution of Audit Committee is in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations.

#### 1. Terms of reference of Audit Committee:

- a. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- c. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - i. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - ii. changes, if any, in accounting policies and practices and reasons for the same;
  - iii. major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. significant adjustments made in the financial statements arising out of audit findings;
  - v. compliance with listing and other legal requirements relating to financial statements;
  - vi. disclosure of any related party transactions;
  - vii. modified opinion(s) in the draft audit report;
  - viii. the going concern assumption;
  - ix. compliance with accounting standards;
  - x. compliance with stock exchange and legal requirements concerning financial statements, to the extent applicable.
- e. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
- f. reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- g. reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified

- institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
- h. monitoring the end use of funds raised through public offers and related matters;
  - i. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  - j. approval or any subsequent modification of transactions of the listed entity with related parties;
  - k. scrutiny of inter-corporate loans and investments;
  - l. valuation of undertakings or assets of the listed entity, wherever it is necessary;
  - m. evaluation of internal financial controls and Risk Management systems;
  - n. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - o. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit relating to the Company, its depository participants, issuers/RTAs, Vault Managers, clearing corporations or any other entity, reports of internal audits of these entities whether conducted by CDSL or these entities themselves, as may be deemed fit;
  - p. discussion with internal auditors of any significant findings and follow up there on;
  - q. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  - r. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  - s. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  - t. to review the functioning of the whistle blower mechanism;
  - u. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
  - v. reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances /investments existing as on the date of coming into force of this provision;
  - w. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholder;
  - x. The audit Committee shall mandatorily review the following information:
    - i. management discussion and analysis of financial condition and results of operations;
    - ii. statement of significant related party transactions (as defined by the audit Committee), submitted by management;
    - iii. management letters/letters of internal control weaknesses issued by the statutory auditors;
    - iv. internal audit reports relating to internal control weaknesses;
    - v. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit Committee; and
    - vi. statement of deviations:
      - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
      - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

- y. Any related party transactions i.e. transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of company at large;
- z. Reviewing the company’s financial and Risk Management policies;
  - aa. To review the financial statements, in particular, the investments made by the unlisted subsidiary company;
  - bb. To formulate the scope, functioning, periodicity and methodology for conducting the internal audit in consultation with the Internal Auditor;
  - cc. To appoint a person having such qualifications and experience and registered as a valuer in such manner, on such terms and conditions as may be prescribed and appointed by the audit Committee for valuation, if required to be made, in respect of any property, stocks, shares, debentures, securities or goodwill or any other assets or net worth of a company or its liabilities;
- dd. To ensure proper system for storage, retrieval, display or printout of the electronic records as deemed appropriate and such records shall not be disposed of or rendered unusable, unless permitted by law;
- ee. To review the performance of the investments made on time to time basis in line with the investment policy for investment of surplus funds of the Company;
- ff. To review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, and verify that the systems for internal controls are adequate and are operating effectively;
- gg. may make omnibus approval for related party transactions proposed to be entered into by the company subject to such conditions as may be prescribed in the Companies Act, 2013 and rules made thereunder.

**2. Composition of the Committee, Number of Meetings and Attendance details of Audit Committee:**



The Audit Committee consists of Five (5) Non-Executive Directors, out of which two third i.e. Four (4) are/ Public Interest/ Independent Directors.

The members on the Audit Committee possess expertise in the fields of Finance, Accounting, Banking and Capital Market. The scope of activities and terms of reference of the Audit Committee is as set out in Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations along with Section 177 of the Companies Act, 2013.

The Committee met eight (8) times during the FY 2023-24. The composition and attendance details of Audit Committee are provided in the table below:

Name of the Member	Audit Committee Meetings <sup>1</sup>								Held during tenure	% of Attendance of Members
	Committee Meeting Details									
	1	2	3	4	5	6	7	8		
	27/04/2023	28/04/2023	20/07/2023	04/08/2023	27/10/2023	30/11/2023	02/02/2024	21/03/2024		
Shri Sidhartha Pradhan, Chairperson, Public Interest Director	☑	☑	☑	☑	☑	☑	☑	☑	8	100
Shri Balkrishna V Chaubal, Public Interest Director	☑	☑	☑	☑	☑	☑	☑	☑	8	100
Smt. Rajeshree Sabnavis, Public Interest Director	☑	☑	☑	☑	☑	☑	☑	☑	8	100
Shri Gurumoorthy Mahalingam, Public Interest Director	☑	☑	X	☑	☑	☑	X	☑	8	75
Shri Masil Jeya Mohan P, Non-Independent Director <sup>2</sup>	☑	☑	☑	☑	Invitee	☑	☑	☑	7	100
Shri Nayan Mehta, Non-Independent Director <sup>3</sup>	☑	☑	-	-	-	-	-	-	2	100
<b>Attendance for the Meeting (%)</b>	<b>100</b>	<b>100</b>	<b>80</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>80</b>	<b>100</b>	-	-

**Notes:**

1. Due to business exigencies, certain resolutions were passed through Circulation.
2. Shri Masil Jeya Mohan P attended the Audit Committee Meeting as invitee from September 01, 2023 (i.e., from the day of AGM) till October 30, 2023 (i.e., SEBI's approval date of re-appointment as Non – Independent Director).
3. Shri Nayan Mehta, Non- Independent Director has resigned with effect from May 16, 2023, from the Governing Board of the Company.
4. The Company Secretary acts as the Secretary to the Audit Committee Meetings.

**3. Changes in the Audit Committee during the year:**

During the year, there were no changes in the composition of Audit Committee.

**B. Nomination and Remuneration Committee:**

The constitution of Nomination and Remuneration Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013, Regulation 19 of the SEBI Listing Regulations and Regulation 28 of the SEBI (D&P) Regulations.

**1. Terms of reference for Nomination and Remuneration Committee:**

- a. identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- b. shall specify the manner for effective evaluation of performance of Board, its committees and individual directors;
- c. shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- d. formulation of criteria for evaluation of performance of public interest directors and the board of directors;
- e. devising a policy on diversity of board of directors;
- f. evaluate the balance of skills, knowledge and experience on the Board for every appointment of public interest directors and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - i. use the services of an external agencies, if required;
  - ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - iii. consider the time commitments of the candidates.
- g. whether to extend or continue the term of appointment of the Public Interest Director, on the basis of the report of performance evaluation of Public Interest Directors;

- h. recommend to the board, all remuneration, in whatever form, payable to senior management;
- i. Identifying a key management personnel, other than personnel as specifically provided in its definition under SEBI (D&P) Regulations, 2018;
- j. Lay down the policy for compensation of key management personnel in terms of the compensation norms prescribed by SEBI;
- k. Determining the compensation of KMPs in terms of the compensation policy;
- l. Determining the tenure of a key management personnel, other than a director, to be posted in a regulatory department;
- m. selection of CEO/Managing Director/ Executive Director;
- n. Framing & reviewing the performance review policy to carry out evaluation of every director's performance, including that of Public Interest Director (PID); and
- o. To discharge the function as Nomination and Remuneration Committee under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- 2. Composition of the Committee, Number of Meetings held and Attendance details of Nomination and Remuneration Committee:**



The Committee met seven (7) times during FY 2023-24. The composition and attendance details of Nomination and Remuneration Committee are provided in the table below:

Nomination and Remuneration Committee Meetings <sup>1</sup>									
Name of the Member	Committee Meeting Details							Held during tenure	% of Attendance of Members
	1	2	3	4	5	6	7		
	28/04/2023	31/07/2023	25/10/2023	05/12/2023	13/01/2024	04/03/2024	06/03/2024		
Shri Gurumoorthy Mahalingam, Chairperson, Public Interest Director								7	100
Shri Balkrishna V Chaubal, Public Interest Director								7	100
Prof. Umesh Bellur, Public Interest Director			x					7	85.71
Prof. (Dr.) Bimalkumar N. Patel, Public Interest Director								7	100
Smt. Rajeshree Sabnavis, Public Interest Director								7	100
Shri K. Chandrachoodan, Independent External Person <sup>2</sup>	-	-	-	-				3	100
Prof. Rishiksha T. Krishnan, Independent External Person <sup>2</sup>	-	-	-	-				3	100
<b>Attendance for the Meeting (%)</b>	<b>100</b>	<b>100</b>	<b>80</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>	-	-

**Notes:**

- Due to business exigencies, certain resolutions were passed through Circulation.
- Shri K. Chandrachoodan and Prof. Rishiksha T. Krishnan, Independent External Persons were inducted on January 06, 2024 in the Committee only for the limited purpose of recommendation relating to selection of Managing Director as per SEBI Circular dated January 10, 2019.
- The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee Meetings.

**3. Changes in the Nomination and Remuneration Committee during the year:**

The Nomination and Remuneration Committee was re-constituted on January 06, 2024, due to the appointment of Independent External Persons.

**4. Performance Evaluation criteria for Directors:**

The Company has formulated a Policy on Evaluation of the Performance of the Board, for evaluation of the Performance of the Directors including Public Interest/Independent Directors. The Policy on Board Evaluation is available on the website of your Company <https://www.cdslindia.com/InvestorRels/CorporateGovernance.html> which describes the criteria and process for evaluation in detail.

During the previous year, there were no observations on the Board evaluation and accordingly, no actions were required to be taken.

The performance evaluation criteria for Public Interest/Independent Directors were determined by the Nomination and Remuneration Committee of the Board. An indicative list of parameters on which evaluation of performance of Public Interest/Independent Directors was carried out which includes their involvement, contribution, knowledge, competency, initiative taken, commitment and integrity, etc. which were relevant to them in capacity as Member of the Board.

During the year, a comprehensive exercise for evaluation of the performance of every individual Director, the Board as a whole, its Committees and Chairperson of the Company was carried out by the Company as per the evaluation criteria.

The evaluation of Public Interest/Independent Directors was done by the entire Board

of Directors including performance of the Directors and fulfillment of the Independence criteria as specified in SEBI Listing Regulations, SEBI (D&P) Regulations and their Independence from the Management. The Directors who were subject to evaluation did not participate. The overall performance evaluation exercise was completed to the satisfaction of the Board with no observations.

**C. Stakeholders Relationship Committee:**

The constitution of the Stakeholders Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulations.

**1. Terms of reference of Stakeholders Relationship Committee:**

- a. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- b. Review of measures taken for effective exercise of voting rights by shareholders;
- c. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- d. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
- e. To approve the Rematerialisation requests with respect to CDSL shares, received from the shareholders of CDSL.

**2. Composition of the Committee, Number of Meetings held and Attendance details of Stakeholders Relationship Committee:**





The Committee met once during FY 2023-24. The composition and attendance details of Stakeholders Relationship Committee are provided in the table below:

Stakeholders Relationship Committee Meetings			
Name of the Member	Committee Meeting Details	Held during tenure	% of Attendance of Members
	02/02/2024		
Prof. (Dr.) Bimalkumar N Patel, Chairperson, Public Interest Director		1	100
Shri Nayan Mehta, Non-Independent Director <sup>1</sup>	-	-	-
Shri Masil Jeya Mohan P, Non-Independent Director <sup>2</sup>		1	100
Sushri Kamala Kantharaj, Non-Independent Director <sup>3</sup>	x	1	0
Shri Nehal Vora, Managing Director & CEO		1	100
<b>Attendance for the Meeting (%)</b>	<b>75</b>	-	-

**Notes:**

1. Shri Nayan Mehta, Non- Independent Director has resigned with effect from May 16, 2023, from the Governing Board of the Company.
2. Shri Masil Jeya Mohan P, Non-Independent Director was inducted as Member w.e.f. 23.05.2023.
3. Sushri Kamala Kantharaj, Non-Independent Director was inducted as Member w.e.f. 26.09.2023
4. The Company Secretary acts as the Secretary to the Stakeholders Relationship Committee Meetings.

**3. Changes in the Stakeholders Relationship Committee during the financial year:**

The Stakeholders Relationship Committee was re-constituted on May 23, 2023 and September 26, 2023 due to the appointment and resignation of Directors on the Governing Board of CDSL.

**4. Disclosures with respect to Stakeholders Relationship Committee:**

Sr. No.	Particulars	Details
1.	Name of Non-Executive Director heading the Committee	Prof. (Dr.) Bimalkumar N Patel
2.	Name and designation of Compliance Officer	Shri Nilay Shah, Company Secretary and Head Legal
3.	Number of Shareholders' complaints received so far	6
4.	Number not solved to the satisfaction of Shareholders	Nil
5.	Number of pending complaints	Nil

**D. Corporate Social Responsibility Committee:**

In view of the provisions of Section 135 of the Companies Act, 2013, the Company has constituted a Corporate Social Responsibility Committee.

**1. Terms of reference of Corporate Social Responsibility Committee:**

- To formulate and recommend to the Board a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company in areas or subject, specified in Schedule VII;
- To recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- To monitor the Corporate Social Responsibility Policy of the company from time to time;
- To formulate and recommend an annual action plan in pursuance of its CSR policy. The annual action plan will include:

- the list of CSR projects that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
- the manner of execution of such projects or programs as specified in Rule 4(1) of Companies (Corporate Social Responsibility Policy) Rules, 2014;
- the modalities of utilization of funds and implementation schedules for the projects or programs;
- monitoring and reporting mechanism for the projects or programs; and
- details of need and impact assessment, if any, for the projects undertaken by the Company.

- e. Recommend changes to the Board, if any, needed in the annual action plan with reasonable justification to that effect.
- f. The CSR Committee should recommend the approach and direction of CSR activities to be undertaken by the company and provide Guiding principles for:
  - i. Selection of CSR projects/ programmes/activities;
  - ii. Implementation of CSR projects/ programmes/activities;
  - iii. Monitoring of CSR projects/ programmes/activities; and
  - iv. Formulation of the annual action plan.

**2. Composition of the Committee, Number of Meetings held and Attendance details of Corporate Social Responsibility Committee:**



The Committee met twice during FY 2023-24. The composition and attendance details of Corporate Social Responsibility Committee are provided in the table below:

Corporate Social Responsibility Committee Meetings <sup>1</sup>				
Name of the Member	Committee Meeting Details		Held during tenure	% of Attendance of Members
	1	2		
	15/05/2023	20/02/2024		
Smt. Rajeshree Sabnavis, Chairperson, Public Interest Director			2	100
Shri Sidhartha Pradhan, Public Interest Director			2	100
Prof. Umesh Bellur, Public Interest Director			2	100
Shri Masil Jeya Mohan P, Non-Independent Director			2	100
Shri Nehal Vora, Managing Director & CEO			2	100
<b>Attendance for the Meeting (%)</b>	<b>100</b>	<b>100</b>	-	-

**Note:**

1. Due to business exigencies, certain resolutions were passed through Circulation.

**3. Changes in the Corporate Social Responsibility Committee during the year:**

During the year, there were no changes in the composition of Corporate Social Responsibility Committee.

**E. Risk Management Committee:**

The Risk Management Committee constituted is in compliance with Regulation 21 of the SEBI Listing Regulations, Regulation 30 of SEBI (D&P) Regulations and SEBI circular dated January 10, 2019.

**1. Terms of reference of Risk Management Committee:**

- (a) To formulate a detailed Risk Management Policy which shall include:
  - i. A framework for identification of internal and external risks

specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

- ii. Measures for Risk Mitigation including systems and processes for internal control of identified risks.
- iii. Business continuity plan.

- (b) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (c) To monitor and oversee implementation of the Risk Management policy, including evaluating the adequacy of Risk Management systems and keep the Governing Board informed about its implementation and deviation, if any;
- (d) To ensure that the Risk Management Policy is approved by the Governing Board;
- (e) To periodically review the Risk Management Policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (f) To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- (g) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
- (h) To monitor and review enterprise-wide Risk Management Plan and lay down procedures to inform board members about the risk assessment and minimisation procedures;
- (i) The head of the Risk Management Department shall report to the Risk Management Committee and to the Managing Director of the Depository;
- (j) To assess and mitigate the risk involved in Depository and Depository Participants;
- (k) Responsibilities and other requirements provided in SEBI Circular dated January 12, 2015;
- (l) The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;
- (m) To meet periodically in order to continuously identify, evaluate and assess applicable risks in depository system through various sources such as investors complaints, inspections, system audit etc.;
- (n) To suggest measures to monitor and assess the adequacy and effectiveness of the Risk Management framework and the system of internal control and shall suggest measures to mitigate risk wherever applicable;
- (o) To review and update the Risk Management Framework & Risk Mitigation measures from time to time;
- (p) To co-ordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors.

**2. Composition of the Committee, Number of Meetings held and Attendance details of Risk Management Committee:**



The Committee met twice during FY 2023-24. The composition and attendance details of Risk Management Committee are provided in the table below:

Risk Management Committee Meetings				
Name of the Member	Committee Meeting Details		Held during tenure	% of Attendance of Members
	1	2		
	29/06/2023	30/11/2023		
Shri Sidhartha Pradhan, Chairperson, Public Interest Director			2	100
Prof. Umesh Bellur, Public Interest Director			2	100
Smt. Rajeshree Sabnavis, Public Interest Director			2	100
Prof. (Dr.) Bimalkumar N Patel, Public Interest Director			2	100
Shri Viraj Londhe, Independent External Person			2	100
Shri Sidhartha Roy, Independent External Person			2	100
<b>Attendance for the Meeting (%)</b>	<b>100</b>	<b>100</b>	-	-

### 3. Changes in the Risk Management Committee during the year:

During the year, there were no changes in the composition of Risk Management Committee.

### F. Independent Directors (Public Interest Directors) Committee:

For the Governing Board of the Company to exercise free and fair judgment in all matters related to the functioning of the Company as well as the Board, it is important for the Independent Directors to have Meetings without the presence of the Executive Management. As prescribed under clause VII of Schedule IV of the Companies Act, 2013 as well Part B of Schedule III of SEBI (D&P) Regulations and Regulation 25 of the SEBI Listing Regulations, the Public Interest Directors (“PIDs”) have met thrice separately, on April 27, 2023, October 09, 2023 and March 20, 2024 to exchange their views on critical issues and on the action points laid down by SEBI.

#### 1. Terms of reference of Meeting of Public Interest/Independent Directors:

- help in bringing an independent judgment to bear on the Board’s deliberations especially on issues of strategy, performance, Risk Management, resources, key appointments and standards of conduct;
- bring an objective view in the evaluation of the performance of board and management;
- scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- satisfy themselves on the integrity of financial information and that financial

controls and the systems of Risk Management are robust and defensible;

- safeguard the interests of all stakeholders, particularly the minority shareholders;
- balance the conflicting interest of the stakeholders;
- determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder’s interest;
- review the performance of non-independent directors and the board as a whole and its committees;
- review the performance of the Chairperson of the company, considering the views of executive directors and non-executive directors;
- assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties;
- Reviewing the status of compliance with SEBI letters/circulars;

- m. Reviewing the functioning of regulatory departments including the adequacy of resources dedicated to regulatory functions, etc.;
  - n. Preparing a report on the working of the committees of which they are member and circulate the same to other PIDs. The consolidated report in this regard shall be submitted to the governing board of the Company.
  - o. Identifying the important issues which may involve conflict of interest for the Company or may have significant impact on the market and report the same to SEBI, from time to time;
  - p. Exchange views on critical issues;
  - q. PIDs should have regular oversight on observations of SEBI's inspections particularly on issues related to-
    - i. Governance standards – Conflict of interest;
    - ii. Technology and Cyber Security issues; and
    - iii. System Audit & Cyber Security Audit observations.
  - r. Technology related issues are important in the MII space and they may be reviewed by PIDs preferably on a quarterly basis;
  - s. PIDs should be proactive in identifying any issues concerning functioning of MII
- t. PIDs to ensure that appointments of MD/CEO be held within specified timelines. Identifications of KMPs be closely scrutinized as per the laid down procedure and exceptions should be brought to the notice of SEBI;
  - u. PIDs to independently evaluate investments made by MIIs into unrelated areas;
  - v. PID should take proactive part in deliberations of different committees and steer their functioning;
  - w. PIDs to have a mechanism to have a regular review of regulatory requirements. They may also have a regular interaction with SEBI regarding any clarifications, if required;
  - x. PIDs should evaluate the profitability margins of MIIs. Adequacy of resource allocation (both financial & human) towards regulatory compliances to be ensured. It is observed that the EBITDA margins and PAT margins of MIIs are among the highest in the country; and
  - y. The Governing Board should be well-informed about both the qualitative and quantitative flow of information.

**2. Composition of the Committee, Number of Meetings held and Attendance details of Independent Directors (Public Interest Directors) Committee:**



The Committee met thrice during FY 2023-24. The composition and attendance details of Independent Directors (Public Interest Directors) Committee are provided in the table below:

Public Interest Directors Meetings					
Name of the Public Interest Director	Meeting Details			Held during tenure	% of Attendance of Directors
	1	2	3		
	27/04/2023	09/10/2023	20/03/2024		
Shri Balkrishna V Chaubal	🕒	🕒	🕒	3	100
Shri Sidhartha Pradhan	🕒	🕒	🕒	3	100
Prof. (Dr.) Bimalkumar N Patel	🕒	🕒	🕒	3	100
Shri Gurumoorthy Mahalingam	🕒	🕒	🕒	3	100
Smt. Rajeshree Sabnavis	🕒	🕒	🕒	3	100
Prof. Umesh Bellur	🕒	🕒	🕒	3	100
<b>Attendance for the Meeting (%)</b>	<b>100</b>	<b>100</b>	<b>100</b>	-	-

#### O. CRITERIA/DETAILS OF REMUNERATION OF DIRECTORS:

##### i. Non-Executive Directors:

In compliance with the provisions of Section 197 of the Companies Act, 2013 read with Rules made thereunder, the Company pays a sitting fee of ₹ 1,00,000/- for attending each Board Meeting, ₹ 75,000/- for attending each Committee Meeting and ₹ 25,000/- for attending each Sub-Committee Meeting (i.e., Committees constituted for special purposes) to the Non-Executive Directors.

Details of the sitting fees paid to the Non-Executive Directors during the FY 2023-24 are as under:

Name of the Director	Salary (₹)	Commission (₹)	Sitting Fees (₹)	Other Compensation (₹)	Total (₹)
Shri Balkrishna V Chaubal	-	0	31,25,000	-	31,25,000
Shri Sidhartha Pradhan	-	0	30,50,000	-	30,50,000
Prof. (Dr.) Bimalkumar N Patel	-	0	28,25,000	-	28,25,000
Shri Gurumoorthy Mahalingam	-	0	34,50,000	-	34,50,000
Smt. Rajeshree Sabnavis	-	0	35,10,000	-	35,10,000
Prof. Umesh Bellur	-	0	32,00,000	-	32,00,000
Shri Masil Jeya Mohan P	-	0	19,75,000	-	19,75,000
Sushri Kamala Kantharaj <sup>1</sup>	-	0	5,00,000	-	5,00,000
Shri Nayan Mehta <sup>2</sup>	-	0	2,50,000	-	2,50,000

##### Notes:

- Sushri Kamala Kantharaj was appointed as Non – Independent Director on the Governing Board of CDSL w.e.f. August 23, 2023. Further, sitting fees of Sushri Kamala Kantharaj was paid to the Nominating Institution i.e., BSE Limited (Promoter).
- Shri Nayan Mehta, Non – Independent Director resigned w.e.f. May 16, 2023, from the Governing Board of the Company.
- The Company has not granted any stock options to any of its Directors.
- None of the Non-Executive Directors have any other pecuniary relationship or transactions with the Company during the FY 2023-24.

##### ii. Executive Director:

The remuneration paid to Shri Nehal Vora, Managing Director & CEO has been approved by the Nomination and Remuneration Committee, the Board of Directors, the Shareholders and SEBI. The remuneration paid to him commensurate with the responsibility conferred upon him by the Board and the scope of his responsibilities. The service contract does not provide for severance pay. The remuneration paid to the Managing Director & CEO includes basic salary, performance linked incentives, other allowances and taxable value of perquisites as tabulated below:

Remuneration paid to Shri Nehal Vora, Managing Director & CEO	Amount in ₹
Salary	3,12,91,291
Employer's PF Contribution	19,25,316
Perquisites	12,20,602
Variable Pay*	99,88,321
<b>Total</b>	<b>4,44,25,530</b>

\* Includes deferred variable pay for the FY 2019-20.

**P. GENERAL BODY MEETINGS:****a. Details of last three Annual General Meetings (AGM) held:**

Meeting	25 <sup>th</sup> AGM	24 <sup>th</sup> AGM	23 <sup>rd</sup> AGM
<b>Day &amp; Date</b>	Friday, September 01, 2023	Thursday, September 15, 2022	Tuesday, September 21, 2021
<b>Time</b>	11:00 A.M. (IST)	11:00 A.M. (IST)	3:30 P.M. (IST)
<b>Venue</b>	Through Video Conferencing/Other Audio-Visual Means and the Registered Office was deemed to be the venue of the meeting.		
<b>Record date</b>	August 25, 2023	September 08, 2022	September 14, 2021
<b>Payment of Dividend</b>	₹ 16 per share i.e., 160% of Face Value	₹ 15 per share i.e., 150% of Face Value	₹ 9 per share i.e., 90% of Face Value
<b>Dividend payment date</b>	September 06, 2023	September 16, 2022	September 23, 2021
<b>No. of Special Resolutions set out at the AGM</b>	None		
<b>Details of Special Resolution</b>	Not Applicable		

**b. Special Resolution passed last year through Postal Ballot – Details of Voting Pattern:**

No Special Resolutions were passed through Postal Ballot during the FY 2023-24.

**c. Whether any Special Resolution is proposed to be conducted through Postal Ballot:**

Special resolution(s), if any, to be passed through Postal Ballot during the FY 2024-25 will be taken up as and when necessary, in accordance with the relevant provisions of the Companies Act, 2013 and SEBI Listing Regulations and circulars, notifications, etc. issued in this regard from time to time and any other laws applicable to the Company.

**d. Queries at Annual General Meeting (AGM):**

Shareholders seeking any information are requested to write to the Company at [shareholders@cdslindia.com](mailto:shareholders@cdslindia.com), at an early date to enable the Management to have the information ready. The queries relating to operational and financial performance may be raised at the AGM.

**Q. DIRECTORS WITH MATERIALLY SIGNIFICANT, PECUNIARY OR BUSINESS RELATIONSHIP WITH THE COMPANY:**

Notes to the financial statements have furnished the transactions with related parties, as stipulated under Indian Accounting Standards. Apart from the related party transactions mentioned in the notes, there were no transactions of a material nature with the Directors which may have conflict of interest with the Company. Further, there is no pecuniary or business relationship between the Non-Executive Directors and the Company.

**R. DISCLOSURES UNDER REGULATION 31(3) OF SEBI (DEPOSITORIES & PARTICIPANTS) REGULATIONS, 2018:**

The Company being a recognized Listed Depository is governed by SEBI and ensures compliance with various

regulations and guidelines applicable to the Company including the SEBI (D&P) Regulations. The Company aims at implementing the best governance practices and disclosure norms as a Listed Market Infrastructure Intermediary. The regulatory departments constituted to strengthen the regulatory functions and ensuring compliance with the regulatory requirements, are headed by senior officials reporting to Chief Regulatory Officer and Chief Risk Officer, who in turn report to the Managing Director & CEO.

During the year under review, the Company's regulatory division comprised of departments as prescribed under vertical 2 in Fourth Schedule of SEBI (D&P) Regulations, handling various critical aspects of regulatory compliances, as under:

- Risk Management
- Surveillance and investigation
- Participants Registrations
- Issuer or Securities Admission
- Compliance
- Inspection
- Enforcement
- Arbitration and grievance redressal mechanism
- Investor protection and services

The Company has incurred direct and indirect expenses of ₹ 7,075.82 Lakh in FY 2023-24 for resources committed towards strengthening of regulatory functions and ensuring compliance with the regulatory requirements as per activity-based accounting method. This comprises ₹ 2,167.56 Lakh towards human resources expenses pertaining to 101 employees, ₹ 1,604.52 Lakh towards Technology expenses and ₹ 3,303.74 Lakh towards other financial resources.

## S. MATRIX SETTING OUT SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS

The Governing Board consists of Directors having following skill set as prescribed in Regulation 24(14) of SEBI (Depositories & Participants) Regulations, 2018:

Names of Director	Capital Markets	Finance And Accountancy	Legal and Regulatory Practice	Technology	Risk Management	Management or Administration
Shri Balkrishna V Chaubal	✓	✓	✓	-	✓	✓
Shri Nehal Vora	✓	✓	✓	✓	✓	✓
Prof. (Dr.) Bimalkumar N Patel	✓	✓	✓	-	✓	✓
Shri Sidhartha Pradhan	✓	✓	✓	-	✓	✓
Prof. Umesh Bellur	✓	-	-	✓	✓	✓
Shri Gurumoorthy Mahalingam	✓	✓	✓	-	✓	✓
Smt. Rajeshree Sabnavis	✓	✓	✓	✓	✓	✓
Prof. Varsha Apte <sup>1</sup>	-	-	-	✓	-	✓
Shri Masil Jeya Mohan P	✓	✓	-	-	-	✓
Sushri Kamala Kantharaj <sup>2</sup>	✓	✓	✓	✓	✓	✓

### Notes:

1. Appointed as a Public Interest Director w.e.f. June 05, 2024
2. Appointed as a Non-Independent Director w.e.f. August 23, 2023

## T. MEANS OF COMMUNICATIONS:

Your Company focuses on prompt, continuous and efficient communication with all its Stakeholders. All periodical compliances, intimations, disclosures, etc. are filed electronically to National Stock Exchange of India Limited (NSE) through their web-based application viz. NEAPS. Simultaneously, these are uploaded on the website of the Company [www.cdslindia.com](http://www.cdslindia.com). The Company also disseminates information on its operations and initiatives on a regular basis.

### a. Financial Results and Newspaper Publications:

The quarterly, half-yearly and annual financial results of the Company are published at least in one English newspaper circulating in the whole or substantially the whole of India and one in vernacular newspaper of the State of Maharashtra where the registered office of the Company is situated. This information is submitted to NSE and simultaneously also uploaded on the website of the Company [www.cdslindia.com](http://www.cdslindia.com).

During the FY 2023-24, financial results were published in the following newspapers as detailed below:

Quarter ended	Date of Board Meeting	Date of Publication	Name of the Newspaper
June 30, 2023	August 05, 2023	August 06, 2023	Financial Express and Loksatta
September 30, 2023	October 28, 2023	October 29, 2023	Financial Express and Loksatta
December 31, 2023	February 03, 2024	February 04, 2024	Financial Express and Loksatta
March 31, 2024	May 04, 2024	May 05, 2024	Financial Express and Loksatta

### b. Presentation to Analysts:

The Company on a quarterly basis organizes conference calls with analysts. The audio recording and transcripts of the said conference calls are also submitted to the NSE and uploaded on the website of the Company. The presentations made to institutional investors/analysts are also submitted to the NSE and uploaded on the website of the Company.

The corporate announcements made for any material events are submitted to the NSE and uploaded on the website of the Company.

### c. Annual Reports:

The Company sends the Annual Report through e-mail to all the Shareholders of the Company.

As per General Circular No. 09/2023 issued by the Ministry of Corporate Affairs (MCA) dated September 25, 2023 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, the listed entities are granted relaxation till September 30, 2024, from the compliance of sending physical copies of the Annual Report containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013, to the Shareholders who have not registered their email addresses. However, the listed entities are required to send a physical copy of the Annual Report to the Shareholders who request the same.

**d. Press Releases:**

The Company disseminates the press releases on the portal of NSE and on the website of the Company [www.cdslindia.com](http://www.cdslindia.com).

**e. Disclosure of certain type of agreements binding listed entities:**

As per Schedule III, Para A, Clause 5A of SEBI Listing Regulations, there were no agreements impacting management or control of the Company or imposing any restriction or create any liability upon the Company.

**U. GENERAL SHAREHOLDER INFORMATION:****a. Twenty-Sixth Annual General Meeting:**

<b>Day &amp; Date</b>	August 17, 2024
<b>Time</b>	11.00 A.M.
<b>Venue</b>	CDSL Board Room, Unit No. A-3401, Marathon Futurex, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai, Maharashtra, India - 400013 (Deemed Venue) (through Video Conferencing/Other Audio-Visual Means).
<b>Record Date</b>	July 16, 2024
<b>Dividend payment date</b>	Within 30 Days from the date of declaration.

**b. Financial Year:**

The financial year of the Company commences on April 1 every year and ends on March 31 of the following year.

**c. Listing on Stock Exchange:**

The Equity Shares of the Company are listed on-

**National Stock Exchange of India Limited ("NSE")**

Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400051

The listing fees was paid to NSE. The Equity Shares of the Company have not been suspended from trading on NSE by any regulatory/statutory authority. Further, the Company has not issued any debt instrument during FY 2023-24.

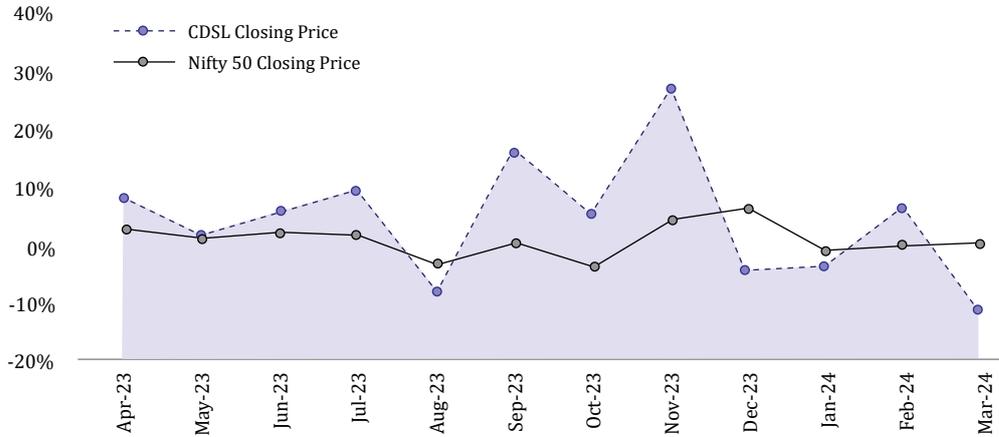
**d. Stock code/Symbol:** CDSL**e. ISIN:** INE736A01011**f. Market Price Data and Stock Performance:**

The monthly high and low market price of the shares and the quantities traded during the FY 2023-24 on NSE are as follows:

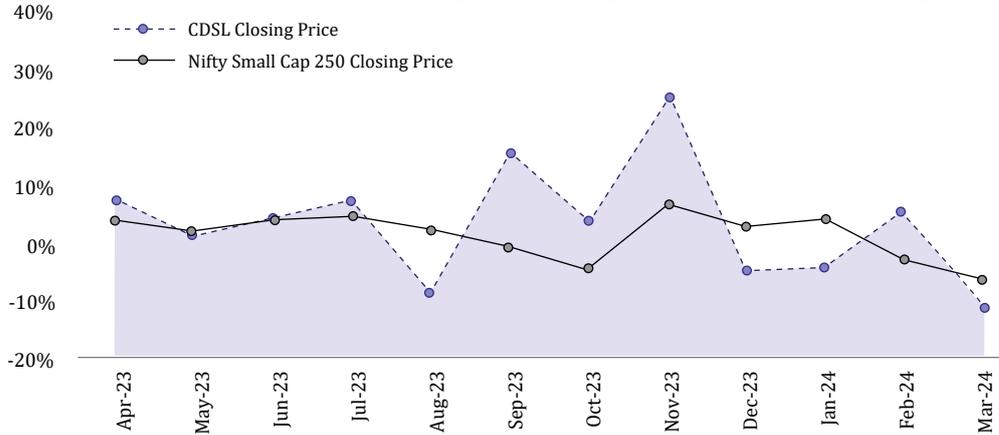
Month	Monthly High Price (₹ Per Share)	Monthly Low Price (₹ Per Share)	No. of Shares Traded
April 2023	1,025	911	50,19,120
May 2023	1,045	974	80,86,632
June 2023	1,129	985	2,49,37,788
July 2023	1,242	1,116	1,46,01,921
August 2023	1,261	1,121	98,31,993
September 2023	1,430	1,107	3,88,57,637
October 2023	1,469	1,262	3,68,49,324
November 2023	1,929	1,465	6,24,89,589
December 2023	1,988	1,737	1,98,92,416
January 2024	1,917	1,717	1,33,50,031
February 2024	2,067	1,758	3,18,89,348
March 2024	1,958	1,622	3,66,47,591

**g. Performance in comparison to broad based indices:**

**Performance of share price vis-a-vis Nifty 50:**



**Performance of share price in comparison to Nifty Small-Cap 250**



**h. Registrar and Share Transfer Agent:**

M/s. Link Intime India Private Limited is the Registrar and Share Transfer Agent (“RTA”) of the Company.

**Communication Address:**

Link Intime India Private Limited  
247 Park, C-101, L.B.S. Marg,  
Vikhroli (West), Mumbai-400083.  
Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

**i. Share Transfer System:**

The entire Equity Shares (except 1 share) of the Company is in dematerialized mode. This share can be transferred through the depositories without the involvement of the Company. Transfer of shares in physical form has been prohibited from April 01, 2019. The Shareholders who continue to hold shares and other types of securities of listed companies in physical form even after this date will not be able to lodge the shares with the Company/its RTA for further transfer. They will need to convert them to dematerialized form compulsorily if they wish to effect any transfer. All the investors who are holding shares etc. in physical form should consider opening a demat account at the earliest and submit request for dematerialization of their shares in order to protect the liquidity of the shares.

Further, SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/ its RTA, for assistance in this regard.



The Company has a Stakeholders Relationship Committee which looks after Demat/Remat/Transfer/Transmission/Name Change/Deletion/Modification of any securities and its review.

Your Company has filed with the Stock Exchange a Certificate from a Company Secretary in Practice confirming that the requirements under Regulation 40(9) of the SEBI Listing Regulations to the effect that all certificates have been issued within the stipulated timelines from the date of lodgement for transfer/transmission/sub-division/consolidation/renewal/exchange as the case may be.

**j. Standard operating procedures for dispute resolution under the Stock Exchange arbitration mechanism:**

SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2022/76 dated May 30, 2022 has prescribed Standard Operating Procedures (“SOPs”) in accordance with Regulation 40 of the SEBI Listing Regulations, for dispute resolution under the Stock Exchange arbitration mechanism for disputes between a Listed Company and/or Registrars to an Issue and Share Transfer Agents and its Shareholder(s)/Investor(s) which are emanating from investor services.

The said SEBI Circular providing SOPs has been made available on the Company’s website at <https://www.cdslindia.com/Publications/Communique.aspx>

**k. Online Dispute Resolution (ODR) Mechanism:**

As per SEBI Circulars issued from time to time, in case of any grievances, the Shareholders are advised to first approach the Company or its RTA. If the response is not received/not satisfactory, Shareholders can raise a complaint on SCORES/with Stock Exchange.

After exhausting all the above available options for resolution of the grievance, if the Shareholder is still not satisfied with the outcome, they can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

During the year, there were nil complaints filed under the SEBI Smart ODR Mechanism.

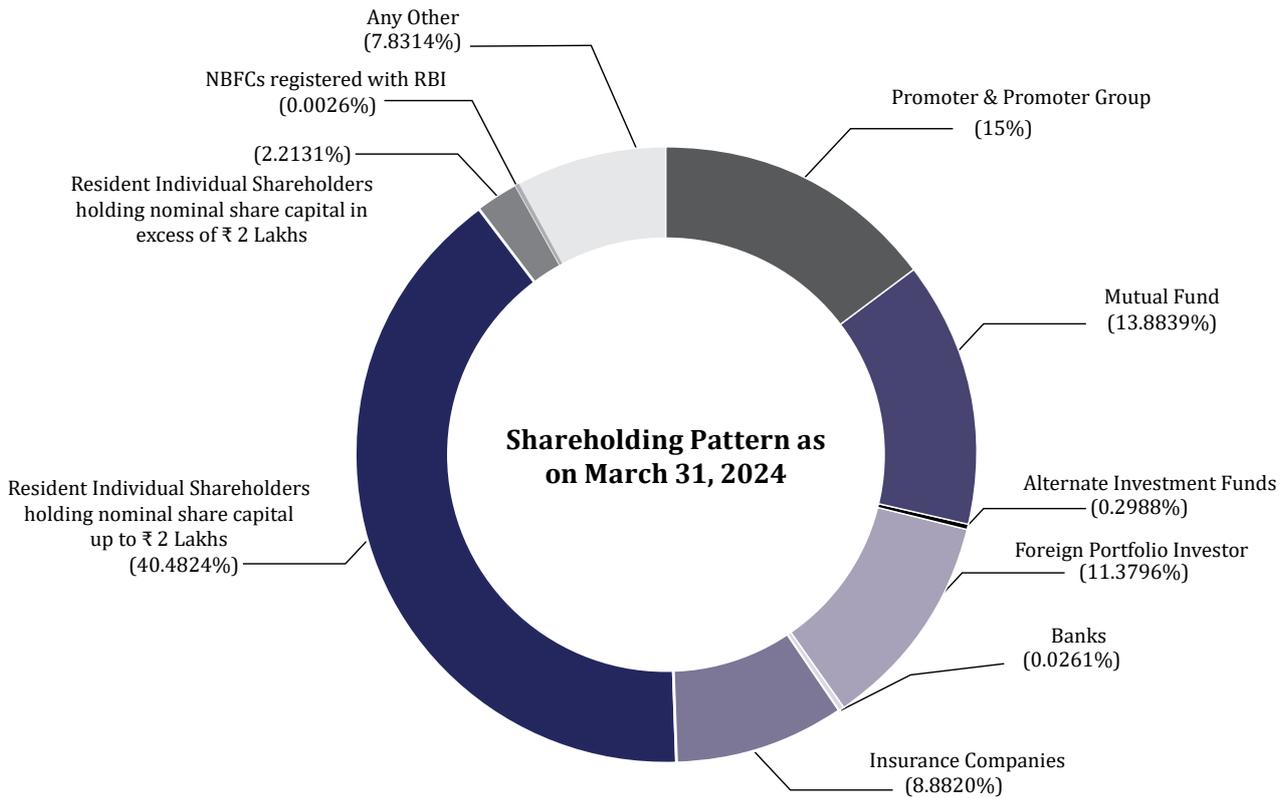
**l. Distribution of Shareholding as on March 31, 2024:**

Sr. No.	Range of Shares	Number of Shareholders	% of Total Shareholders	Number of Shares	% of Total Share Capital
1.	Upto 500	8,54,136	98.66	3,02,26,112	28.92
2.	501 to 1,000	6,550	0.75	48,90,763	4.68
3.	1,001 to 2,000	2,751	0.32	39,91,251	3.82
4.	2,001 to 3,000	853	0.10	21,57,770	2.07
5.	3,001 to 4,000	333	0.04	11,80,520	1.13
6.	4,001 to 5,000	230	0.03	10,80,043	1.03
7.	5,001 to 10,000	404	0.05	29,40,378	2.82
8.	Above 10,000	440	0.05	5,80,33,163	55.53
<b>TOTAL</b>		<b>8,65,697</b>	<b>100</b>	<b>10,45,00,000</b>	<b>100</b>

**m. Top Ten (10) Shareholders of the Company as on March 31, 2024:**

Sr. No.	Shareholder’s Name	Shares	% of total shares
1.	BSE Limited	1,56,75,000	15
2.	PPFAS Mutual Fund - Parag Parikh Flexi Cap Fund	47,99,727	4.59
3.	Life Insurance Corporation of India (through its various schemes)	45,94,231	4.40
4.	Nippon Life India Trustee Ltd-A/C Nippon India Small Cap Fund	20,14,859	1.93
5.	ICICI Prudential Life Insurance Company Limited	19,22,449	1.84
6.	The New India Assurance Company Limited	8,70,252	0.83
7.	Morgan Stanley Asia (Singapore) Pte. - ODI	8,59,891	0.82
8.	Canara Robeco Mutual Fund A/C Canara Robeco Small Cap Fund	8,16,500	0.78
9.	Vanguard Total International Stock Index Fund	7,04,758	0.67
10.	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds	6,93,217	0.66

**n. Category wise Shareholding Pattern as on March 31, 2024:**



**o. Dematerialization of shares and liquidity:**

The Equity Shares of the Company are compulsorily traded in dematerialized form on NSE. The Equity Shares of the Company are liquid and actively traded shares on NSE. As on March 31, 2024, 99.99% of the Equity Share Capital was held in dematerialized form.

Break-up of shares held in physical and dematerialized form as on March 31, 2024, is as under:

Category	Number of Shares	No. of Shareholders	Percentage (%)
CDSL (A)	4,61,79,576	6,61,489	44.19
NSDL (B)	5,83,20,423	2,04,207	55.81
Physical (C)	1	1	0.00
<b>Total (A+B+C)</b>	<b>10,45,00,000</b>	<b>8,65,697</b>	<b>100.00</b>

**p. Outstanding Global Depository Receipts (GDRs) or American Depository Receipts (ADRs) or Warrants or any convertible instruments, conversion date and likely impact on equity:**

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in past years and hence there are no outstanding GDRs/ADRs/Warrants or any convertible instruments.

**q. Commodity price risk or foreign exchange risk and hedging activities:**

The Company is not exposed to any commodity price risk and hence the disclosure is not applicable.

**r. Plant locations:**

The Company is engaged in the business of depository services and therefore, it has no plants.

**s. Address for Correspondence for investors:**

Shri Nilay Shah, Company Secretary and Head Legal  
**Central Depository Services (India) Limited**  
34<sup>th</sup> Floor, A-Wing, Marathon Futurex, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai-400013.  
Email: [cdslagm@cdslindia.com/shareholders@cdslindia.com](mailto:cdslagm@cdslindia.com/shareholders@cdslindia.com)

**t. List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad:**

The Company has not issued any debt instrument or any fixed deposit programme or any scheme involving mobilization of funds and hence, has not obtained any credit ratings during the FY 2023-24.



## V. OTHER DISCLOSURES:

### a. Disclosures on materially significant Related Party Transactions:

All Related Party Transactions entered during FY 2023-24 were in an ordinary course of business and on an arm's length basis. Disclosure of Related Party Transactions has been made in Form AOC-2 enclosed to the Board's Report.

The Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions have been uploaded on the website of the Company <https://www.cdslindia.com/InvestorRels/CorporateGovernance.html>.

### b. Details of non-compliance(s) by the Company: FY 2023-24:

There was no non-compliance reported.

#### FY 2022-23:

In terms of the provisions of SEBI Circular on Committees in Market Infrastructure Institutions ("MIIs") dated January 10, 2019, the Standing Committee on Technology ("SCOT") of a Depository shall have at least two Independent External Persons ("IEP") proficient in technology. The Company could not comply with the same for a period from May 13, 2022, until January 30, 2023, as there was a vacancy of one Independent External Person. The Company had approached various candidates to fill up the said vacancy. However, the said candidates expressed their inability to be appointed as an Independent External Person on the Committee for various reasons. Later, the said vacancy was filled on January 30, 2023, and thereafter the composition of the Committee was in compliance with the aforesaid SEBI Circular.

#### FY 2021-22:

In terms of the provisions of Regulation 29(2) of the SEBI Listing Regulations, prior intimation to Stock Exchange about the Board Meeting of the Company held on May 1, 2021, to consider declaration of dividend was submitted one working day prior to the scheduled Board Meeting as against the requirement of submission of prior intimation at least two working days in advance, excluding the date of the intimation and date of the Board Meeting. The NSE vide letter dated June 14, 2021 levied fine of ₹11,800 inclusive of taxes and the Company paid the fine on June 25, 2021. The Company had requested NSE to condone the delay of one day as the delay was due to the factors beyond Company's control due to COVID-19 pandemic and provide an opportunity of being heard in this matter. The NSE vide its letter dated November 22, 2021 has

condoned the delay and refunded the fine paid by the Company.

### c. Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the Audit Committee:

The Company has established a vigil mechanism by framing a Whistle Blower Policy in compliance with Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations for Directors and Employees to report genuine concerns or grievances. During the FY 2023-24, no personnel has been denied access to the Audit Committee.

The Whistle Blower Policy can be accessed on the website of the Company <https://www.cdslindia.com/InvestorRels/CorporateGovernance.html>.

Further, SEBI vide its letter no. SEBI/HO/MRD-SEC-SE/P/OW/2022/50119/1 dated September 27, 2022 had advised Market Infrastructure Institutions (MII) to file Whistleblower Complaints within 10 days of end of each quarter in prescribed format. In view of the aforesaid, the Company has been sending the details of Whistleblower Complaints to SEBI on a quarterly basis within prescribed timelines.

### d. Statutory Compliance Monitoring Tool:

The Company has in place a web-based Statutory Compliance Monitoring Tool, which has been implemented to streamline and manage compliance tracking of all the statutory & legal compliances needed to be followed by the Company. Automated alerts are sent to compliance owners to ensure compliance within stipulated timelines. The necessary assurance is provided to the Board on a quarterly basis.

### e. Compliance with mandatory requirements:

The Company has complied with all the mandatory requirements of SEBI Listing Regulations, specifically the Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 and para C, D and E of Schedule V of SEBI Listing Regulations. Certificate on Corporate Governance issued by M/s. Vatsal Doshi & Associates, Practising Company Secretaries is attached to this report as "Annexure-II".

### f. Adoption of Non-Mandatory Requirements:

The Company has adopted following non-mandatory requirements of Regulation 27 and Regulation 34, as specified in Part E of Schedule II of the SEBI Listing Regulations.

**i. Separate posts of Chairperson and Managing Director:**

The posts of Chairperson and Managing Director of the Company are separate. The Chairperson is a Public Interest/Independent Director appointed by SEBI.

**ii. The Board of Directors:**

The Board of Directors periodically reviewed the compliance of all the applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of SEBI Listing Regulations.

**iii. Shareholders' rights:**

The Company ensures that the disclosure of all the information is disseminated on a non-discretionary basis to all the Shareholders. The quarterly results along with the press release, investor presentations, recordings and transcripts of earnings call are uploaded on the website of the Company.

**iv. Audit qualifications:**

The Company's financial statements for FY 2023-24 does not contain any audit qualification. The Company's audited financial statements are accompanied with unmodified opinion from the statutory auditors of the Company.

**v. Reporting of Internal Auditor:**

The Internal Auditor of the Company directly reports to the Audit Committee.

**g. Subsidiary Companies:**

The Company has three (3) Subsidiaries as on March 31, 2024, viz., CDSL Ventures Limited, CDSL Insurance Repository Limited and CDSL Commodity Repository Limited. The Audited Annual Financial Statements of all the Subsidiaries have been provided to the Audit Committee of the Company.

**l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

Sr. No.	Particulars	Numbers
a.	Number of complaints filed during the financial year.	NIL
b.	Number of complaints disposed of during the financial year.	NIL
c.	Number of complaints pending as on end of the financial year.	NIL

**m. Disclosure for loans and advances in the nature of loans to firms/companies in which Directors are interested by name and amount:**

The Company has not granted any loans or advances in the nature of loans to firms/companies in which Directors are interested during FY 2023-24.

Further, the minutes of the Board Meetings of the Subsidiary Companies are also placed in the Board Meetings of the Company on a quarterly basis for their review. Statements of significant transactions/arrangements entered into by the unlisted Subsidiary Companies of the Company are also placed at the Meetings of the Board of Directors of the Company on a quarterly basis, for their review.

**h. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of SEBI Listing Regulations:**

During FY 2023-24, the Company has not raised any amount through preferential allotment or qualified institutions placement.

**i. Certificate under Regulation 34(3) of the SEBI Listing Regulations:**

The Company has obtained a certificate from M/s. Vatsal Doshi & Associates, Practicing Company Secretaries, certifying that none of the Director on the Board of the Company has been debarred or disqualified from being appointed or continuing as a Director of companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority. A copy of this certificate is attached to the Report as "Annexure-III".

**j. Disclosure of non-acceptance of any recommendation of any Committee of the Board which is mandatorily required:**

During FY 2023-24, there were no instances where the Board has not accepted any recommendation of any Committee of the Board.

**k. Details of fees paid to the Statutory Auditors:**

The total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part during FY 2023-24 amounts to ₹ 37,39,044.

**n. Details of Material Subsidiary of the Company:**

CDSL Ventures Limited (CVL) is a Material Subsidiary of the Company incorporated on September 25, 2006, in Mumbai, India. Further, M/s. Lodha & Co. are the Statutory Auditors of CVL appointed by its Shareholders in the Annual General Meeting dated September 13, 2019.

**o. Corporate Policies:**

Your Company seeks to promote and follow the highest level of ethical standards in all the business transactions guided by our value system. The SEBI Listing Regulations and any amendments from time to time mandate the formulation of certain policies for all the listed companies. The Corporate Governance policies are available on the website of the Company at <https://www.cdslindia.com/InvestorRels/CorporateGovernance.html>. The Policies are reviewed periodically by the Board and updated as per the regulatory changes.

**Key Policies that have been adopted are as follows:**

Name of the Policy	Web Link
Whistle Blower Policy	<a href="https://www.cdslindia.com/InvestorRels/CorporateGovernance/WhistleBlowerPolicy.html">https://www.cdslindia.com/InvestorRels/CorporateGovernance/WhistleBlowerPolicy.html</a>
Dividend Distribution Policy	<a href="https://www.cdslindia.com/InvestorRels/CorporateGovernance/DividendDistributionPolicy.html">https://www.cdslindia.com/InvestorRels/CorporateGovernance/DividendDistributionPolicy.html</a>
Policy on Determination and Disclosure of Materiality of Events	<a href="https://www.cdslindia.com/InvestorRels/CorporateGovernance/PolicyonDeterminationandDisclosureofMaterialityofEvents.html">https://www.cdslindia.com/InvestorRels/CorporateGovernance/PolicyonDeterminationandDisclosureofMaterialityofEvents.html</a>
Nomination and Remuneration Policy	<a href="https://www.cdslindia.com/InvestorRels/CorporateGovernance/NominationandRemunerationPolicy.html">https://www.cdslindia.com/InvestorRels/CorporateGovernance/NominationandRemunerationPolicy.html</a>
Corporate Social Responsibility Policy	<a href="https://www.cdslindia.com/InvestorRels/CorporateGovernance/CorporateSocialResponsibilityPolicy.html">https://www.cdslindia.com/InvestorRels/CorporateGovernance/CorporateSocialResponsibilityPolicy.html</a>
Policy for determining Material Subsidiary	<a href="https://www.cdslindia.com/InvestorRels/CorporateGovernance/PolicyfordeterminingMaterialSubsidiary.html">https://www.cdslindia.com/InvestorRels/CorporateGovernance/PolicyfordeterminingMaterialSubsidiary.html</a>
Related Party Transactions Policy	<a href="https://www.cdslindia.com/InvestorRels/CorporateGovernance/RelatedPartyTransactionsPolicy.html">https://www.cdslindia.com/InvestorRels/CorporateGovernance/RelatedPartyTransactionsPolicy.html</a>
Archival Policy	<a href="https://www.cdslindia.com/InvestorRels/CorporateGovernance/WebArchivalPolicy.html">https://www.cdslindia.com/InvestorRels/CorporateGovernance/WebArchivalPolicy.html</a>

**p. Changes in Key Managerial Personnels (KMPs)/Senior Management:**

Changes in Key Managerial Personnels (KMPs)/Senior Management forms part of Board's Report.

**q. Code of Conduct:**

The Company is committed to adopting the highest business, governance, ethical and legal standards in the conduct of its operations. The Company has in place a "Code of Conduct for Directors and Senior Management" (the Code) which is available on the website of the Company <https://www.cdslindia.com/InvestorRels/CorporateGovernance.html>. The Code aims at ensuring consistent standards of conduct and ethical business practices across the constituents of the Company. All the Board Members and Senior Management Personnel have affirmed compliance with the Code. The declaration to this effect, signed by Shri Nehal Vora, Managing Director & CEO is attached to this report as "**Annexure-I**".

**r. CEO/CFO Certificate:**

Shri Nehal Vora, Managing Director & CEO and Shri Girish Amesara, Chief Financial Officer of the Company have furnished a signed CEO/CFO Certificate as required under Regulation 17(8) and Part B of Schedule II of SEBI Listing Regulations for the financial year ended March 31, 2024, forming part this Report as "**Annexure-IV**".

**s. Disclosures with respect to demat suspense account/unclaimed suspense account:**

In terms of Regulation 39 read with Part F of Schedule V of the SEBI Listing Regulations, the Company reports that there are no Equity Shares lying in the demat suspense account/unclaimed suspense account which were issued in demat form and physical form, respectively.

For and on behalf of the Board  
**Central Depository Services (India) Limited**

**Balkrishna V Chaubal**  
Chairperson  
(DIN: 06497832)

Place: Mumbai  
Date: July 02, 2024

Annexure-I

## DECLARATION AS REQUIRED WITH RESPECT TO THE CODE OF CONDUCT

The Company has obtained from all the Members of the Board and Key Management Personnel/Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Directors and Senior Management for the financial year ended March 31, 2024.

**Place:** Mumbai  
**Date:** July 02, 2024

**Nehal Vora**  
Managing Director & CEO  
(DIN: 02769054)

Annexure - II

## CERTIFICATE ON CORPORATE GOVERNANCE

*(Pursuant to Para E of Schedule V of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,  
**The Members,**  
**Central Depository Services (India) Limited**  
Unit No. A-2501, Marathon Futurex,  
Mafatlal Mills Compound, N. M. Joshi Marg,  
Lower Parel (E), Mumbai – 400013.

I have examined the compliance of the conditions of Corporate Governance by **Central Depository Services (India) Limited** (“the Company”) for the year ended March 31, 2024 as stipulated under Regulations 17 to 27, Clauses (b) to (i) and (t) of Sub-Regulation (2) of Regulation 46 and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation process adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations and information furnished to me and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India due to the spread of the COVID-19 pandemic, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations as mentioned above for the year ended March 31, 2024.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Vatsal Doshi & Associates**  
**Company Secretaries**

**Vatsal K. Doshi**  
**Proprietor**

FCS No.: 12399  
CP No.: 22976

PR No.: 3191/2023

UDIN: F012399F000647660

**Date:** July 02, 2024  
**Place:** Mumbai

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) read with Schedule V Para C Clause 10(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

**The Members,**

**Central Depository Services (India) Limited**

Unit No. A-2501, Marathon Futurex,  
Mafatlal Mills Compound, N. M. Joshi Marg,  
Lower Parel (E), Mumbai – 400013.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Central Depository Services (India) Limited** having CIN **L67120MH1997PLC112443** having registered office at Unit No. A-2501, Marathon Futurex, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (E), Mumbai – 400013 (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024, have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Shri Nehal Vora <sup>1</sup>	02769054	24/09/2019
2.	Prof (Dr.) Bimalkumar Patel	03006605	27/09/2019
3.	Shri Nayan Mehta <sup>2</sup>	03320139	28/11/2016
4.	Shri Balkrishna Vinayak Chaubal	06497832	30/07/2019
5.	Shri Sidhartha Pradhan	06938830	29/11/2019
6.	Shri Masil Jeya Mohan P <sup>3</sup>	08502007	10/10/2019
7.	Shri Umesh Bellur	08626165	30/11/2019
8.	Smt. Rajeshree Sabnavis	06731853	29/11/2022
9.	Shri Gurumoorthy Mahalingam	09660723	09/03/2023
10.	Sushri Kamala Kantharaj <sup>4</sup>	07917801	23/08/2023

<sup>1</sup> Shri Nehal Vora was appointed as a Shareholder Director of the Company with effect from July 25, 2015 to September 23, 2019 and Shri Vora was appointed as Managing Director & CEO of the Company with effect from September 24, 2019.

<sup>2</sup> Shri Nayan Mehta has resigned from the position of Shareholder Director/Non-Independent Director from the Governing Board of the Company with effect from May 16, 2023.

<sup>3</sup> Shri Masil Jeya Mohan P has been reappointed as a Shareholder Director/Non-Independent Director on the Governing Board of the Company pursuant to the resolution passed by the Shareholders at the 25<sup>th</sup> Annual General Meeting of the Company held on September 01, 2023 and approval of the SEBI vide its letter dated October 30, 2023.

<sup>4</sup> Sushri Kamala Kantharaj has been appointed as a Non-Independent Director on the Governing Board of the Company with effect from August 23, 2023.

Ensuring the eligibility of the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Vatsal Doshi & Associates**  
Company Secretaries

**Vatsal K. Doshi**  
Proprietor

FCS No.: 12399

CP No.: 22976

PR No.: 3191/2023

UDIN: F012399F000647583

**Date:** July 02, 2024

**Place:** Mumbai

## CEO AND CFO CERTIFICATE

*[Pursuant to Regulation 17(8) of the SEBI (LODR) Regulations, 2015]*

To,

**The Board of Directors,  
Central Depository Services (India) Limited**  
Unit No. A-2501, Marathon Futurex,  
Mafatlal Mills Compound, N. M. Joshi Marg,  
Lower Parel (E), Mumbai – 400013.

We, Shri Nehal Vora, Managing Director & CEO and Shri Girish Amesara, Chief Financial Officer certify that:

- (a) We have reviewed financial statements for the quarter and year ended March 31, 2024, and that to the best of our knowledge and belief:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept the responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee that -
  - i. There have not been any significant changes in internal control over financial reporting during the year under reference;
  - ii. There have not been a significant change in accounting policy during the year requiring disclosure in the notes to the financial statements; and
  - iii. There have not been any instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Date:** May 04, 2024  
**Place:** Mumbai

**Nehal Vora**  
Managing Director & CEO  
(DIN: 02769054)

**Girish Amesara**  
Chief Financial Officer



# Management Discussion and Analysis

## About CDSL

Central Depository Services (India) Limited (CDSL) commenced its business 25 years ago with the goal of providing convenient, dependable, and secured depository services to investors and market participants. As a Market Infrastructure Institution (MII), it forms a crucial part of the capital market ecosystem, serving a diverse range of market participants, from exchanges, clearing corporations, depository participants (DPs), to issuers and investors.

CDSL is regulated by the Securities and Exchange Board of India (SEBI). It is listed on the National Stock Exchange of India Limited (NSE) from June 2017, making it the first and only listed depository in the Asia-Pacific region and the second depository in the world to be listed.

CDSL enables investors to securely hold a wide range of asset classes in dematerialised form, providing access to the Indian capital markets. This includes investments in various securities such as equities, debentures, bonds, Exchange Traded Funds (ETFs), units of mutual funds, units of Alternative Investment Funds (AIFs), Certificates of Deposit (CDs), Commercial Papers (CPs), Government Securities (G-Secs), etc. leveraging cutting-edge technologies and robust security measures. CDSL strives to establish a reliable depository ecosystem for the market participants, thereby enhancing trust in the Indian securities market.

As CDSL celebrates 25 years and continues to grow and enable markets and empower investors, it becomes imperative to delve into a comprehensive analysis of the global market landscape. This includes a thorough review of the economies worldwide and an in-depth assessment of India's performance. Such scrutiny is essential for evaluating the outlook of the Indian capital markets and understanding CDSL's role within this dynamic framework.

## Economic Overview

### Global Economy

#### Review

The global economy showed resilience during 2023 despite escalating geopolitical tensions and tight monetary conditions as central banks tried to tame inflation.

According to the World Economic Outlook, July 2024, released by the International Monetary Fund (IMF), global growth stood at 3.3% in 2023. Further, growth for 2024 and 2025 is estimated to stay steady around 3.2% and 3.3% respectively. Further, IMF's World Economic Outlook, April 2024 estimates that median headline inflation is expected to decline from 2.8% at the end of 2024 to 2.4% at the end of 2025. Most of the macroeconomic indicators suggest an improved outlook.

The IMF has projected the world economy to grow at 3.2% in 2024 and at 3.1% in 2025, mainly driven by robust Asian

economies, particularly India and China. The IMF, in its World Economic Outlook, April 2024 has also forecasted global inflation to come down steadily from 6.8% in 2023, to 5.9% in 2024 and 4.5% in 2025.

The United States and several large emerging market and middle-income economies displayed the greatest overperformance. This was mainly driven by higher-than-anticipated consumer spending, despite the slowing improvement in job markets. Households in developed countries also contributed to this trend by using up savings they had built up during the pandemic.

### Global Capital Markets

Global capital markets ended the year on a positive note as global inflation started cooling, commodity prices declined and hopes of rates cut across economies went up. The consolidated world market capitalisation in 2023 increased 13% Y-o-Y, with all regions achieving positive returns. The market performance was driven by accelerating inflation in the world, better than expected growth prospects, slide in dollar index, declining commodity prices including declining crude oil prices and increasing expectations of rate cuts. Global equity markets added over \$ 13 Trillion (₹ 1,079 Lakh Crore) to their total market cap. Many indices provided double digit returns with Dow Jones index jumping 13.7% while NASDAQ index returning 43.4%. For CY (Calendar Year) 2023, Indian equity markets delivered about a ~19% return. Subsequently, The MSCI World Index fell by 3.8% in April, marking its first drop in six months, although it rebounded by 4.7% in May, bringing its year-to-date (YTD) gain to 9.2% as of May 24, 2024. Emerging markets outshone developed ones, with Chinese equities benefiting from supportive fiscal measures and Indian equities maintaining a steady growth. The MSCI EM Index rose modestly by 0.3% in April 2024 and added another 3.5% in May (YTD: +5.8%). In the U.S., the 10- year sovereign yield peaked at a six-month high of 4.7% in April 2024 but eased to 4.5% by May, while yields in the UK and Europe also rose significantly during the year. The US markets tested a T+1 settlement cycle in 2024, and on May 28, 2024, the DTCC (the international depository) officially launched T+1 settlement.

In India, T+1 settlement was launched in January 2023. Going a step further, in the financial year 2023-24, India introduced an optional T+0 settlement for select scrips, making it the first country in the world to offer T+0 settlement for both funds and securities.

## Indian Economy Review

The Indian economy continued to remain the fastest-growing large economy for yet another year. The National Statistical Office (NSO) has pegged India's GDP growth for FY 2023-24 at 8.2%, above its earlier forecast of 7.6%, on the back of government focus on infrastructure spending and a pick-up in consumption growth.

India's manufacturing sector witnessed strong growth during the year, posting GVA (Gross Value Added) growth rate of 9.9% the year. The professional services sector, that contributes 58% to the economy registered GVA growth of 8.4% during FY 2023-24. Gross fixed capital formation or investment grew by almost 9%. Manufacturing as well as services ended the year on a high note, with the headline Purchasing Managers Index (PMI) soaring to a 16-year high of 59.1 in March 2024. India's service sector PMI recorded its strongest growth in 14 years in March 2024, rising to 61.2 on the back of good consumer demand that provided impetus to business activity. A reading above 50 on the index indicates growth in activity.

Private final consumption expenditure (PFCE) grew at just 3% in FY 2023-24, on muted rural demand. However, the green shoots of recovery for rural consumption are now visible. NIQ (NielsenIQ), a customer intelligence firm pegged growth in rural consumption for the quarter ended March 2024 at 7.6%. Other high frequency indicators like tax collections and bank credit also continue to show robust growth. The GST collections increased 12.4% during the fiscal reaching ₹ 20.18 Lakh Crore. Further, March 2024 witnessed the second highest GST collection ever at ₹ 1.78 Lakh Crore, with a 11.5% Y-o-Y growth. The net direct tax collections rose 17.7% Y-o-Y to ₹ 19.58 Lakh Crore in FY 2023-24 and these are mainly led by collections from domestic transactions. The tax collection in FY 2023-24 demonstrates robust economic activity, increased consumer spending on white goods and beverages, increased tax compliance and implementation. Bank credit grew 16.3% Y-o-Y in March 2024 against 12.5% in March 2023. The robust credit growth despite high interest rates reflects increased consumer and investor confidence in the economy.

India's headline inflation eased to 4.75% in May 2024 from 7.44% in July 2023. However, given the volatility in food prices, the RBI kept the policy rate unchanged at 6.5% in its June Monetary Policy Committee (MPC) meeting while reiterating its 'withdrawal of accommodation' stance.

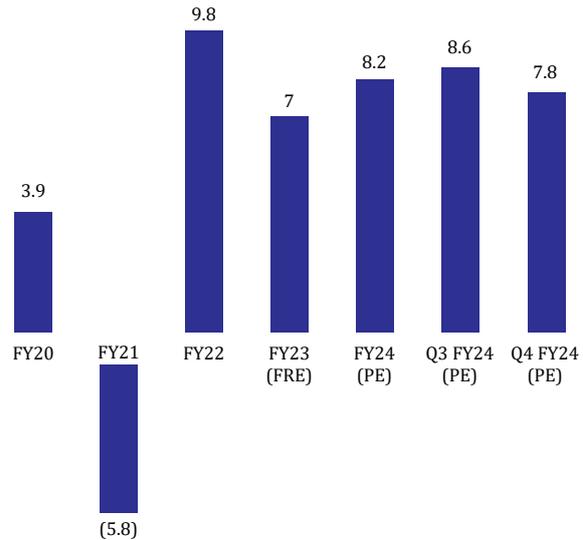
For FY 2023-24, the Central Board of the Reserve Bank of India (RBI) approved the highest-ever dividend, of ₹ 2.11 Lakh Crore to be transferred to the Central government. This can help the government bring down its fiscal deficit by 0.3% of GDP or to increase spending on infrastructure. The government has set the target of containing fiscal deficit at 5.1% for FY 2024-25 and 4.5% for FY 2025-26, in the Interim Budget 2024-25.

Going ahead, revival of agricultural activities on expectations of above normal monsoon, the government's focus on infrastructure spending along with healthy corporate sector, and controlled inflation are poised to be the growth drivers of the Indian economy. According to S&P Global Market

Intelligence, consumer spending in India is expected to grow by 6.9% in FY 2024-25. RBI estimates Indian economy to grow 7.2% in FY 2024-25, slightly higher than the earlier estimate of 7%. With a stable policy environment and continuation of reforms and thrust on capex by the government in its third term, India is expected to sustain the impressive growth trajectory attained post the global pandemic.

## India Growth: Trajectory and Estimates

### India: GDP and Provisional Estimates by the Government



FRE: First Revised Estimates (Feb 2024);

PE: Provisional Estimates (May 2024)

Source: Ministry of Statistics & Programme Implementation, Government of India

India GDP: Global Estimates							
	FY 2022-23	FY 2023-24	FY 2024-25				
IMF*	8.2 (7.8)	7.0 (6.8)	6.5 (6.5)				
OECD	7.8	6.5	6.5				
World Bank**	7	7.5 (6.3)	6.6 (6.4)				
UN#	7.5	6.9 (6.2)	6.6 (6.6)				
RBI@				Q1	Q2	Q3	Q4
				7.2	7.3	7.2	7.3
				7	7.1	6.9	7
				(7)	(7.2)	(6.8)	(7)

Note: Figures in bracket are earlier estimates of respective organizations

Source: \*IMF World Economic Outlook, April 2024 and July 2024,

OECD (OECD Economic Outlook, Volume 2024 Issue 1: Preliminary version),

\*\*World Bank, South Asia Development Update, April 2024,

#UN (World Economic Situation and Prospects 2024: Mid - Year Update),

@RBI (Monetary Policy Statements, April 05, 2024 & February 08, 2024)

India has not only witnessed impressive growth post the pandemic years but the same has also been substantiated by global organisations who have time and again raised their estimates of India's growth. Further, these estimates based on the respective global bodies' assessments of India's macroeconomic situation are in sync with those of RBI.



This suggests a positive and sustainable growth outlook for India including expectations of enhanced growth in major sectors of the economy, healthy growth in the capital markets, companies posting positive results and investor confidence staying high during the upcoming quarters.

## Household Savings – The Untapped Potential

Household savings constitute 60% of India's gross national saving and the latest figures reveal that households continue to be the powerhouses driving fixed capital formation. The National Accounts Statistics 2024, released recently by the Ministry of Statistics & Programme Implementation reveals that total household savings stood in trend at ₹ 49,63,214 Crore in 2022-23 against ₹ 47,42,333 in 2021-22 and constitute 18.4% of nominal GDP. Sustainable trend in savings ring in prospects of larger investments.

The gross financial savings of the household have stood at ₹ 29,73,637 Crore in FY 2022-23 from ₹ 26,11,974 Crore in FY 2021-22 and make up 11% of nominal GDP. Though there is a dip in net financial savings of the household to ₹ 14,16,447 Crore in FY 2022-23 (5.3% of nominal GDP) from ₹ 17,12,704 Crore in FY 2021-22 (5.3% of nominal GDP), it is due to rise in diversion of savings to physical assets/real estate and to tangible assets (gold) over financial ones. It only suggests a shift in household preferences, the increase in their risk appetite along with confidence in the economy's growth trajectory and outlook.

Data for FY 2023-24 reveals that 70% of household savings lie in physical assets. Also, out of gross household financial savings, 37% lie in the form of deposits. This underlines the vast untapped potential for capital formation. As MIIs, we believe in taking up the responsibility of financialising our household savings, channelising those towards more productive investments in financial assets. In the process, we would help households improve the quality of their investments and generate greater returns while also contribute in the country's fixed capital formation and in sustaining the growth trajectory.

## Indian Equity Market

India's robust economic growth has been mirrored in equity market returns. Along with the economic growth, corporate profit growth, positive global market sentiment and expectations of policy continuity in India have boosted India's capital markets. Indian markets touched the US\$ 5 Trillion market cap figure (₹ 415 Lakh Crore) in May this year. Country wise, the Indian capital market today is the fourth-largest in the world, after the US, China and Japan.

The Indian capital market ended FY 2023-24 on a strong note. The BSE Sensex rose 25% while NIFTY 50 returned nearly

30%. The last fiscal year, with flat returns was different, while the previous two fiscal years had delivered bumper returns. The Nifty 50's five-year CAGR stands at 15% while the same stands at ~14% for BSE Sensex.

Market perceptions generally tend to look at calendar years somewhat more, and from that perspective, India's 20% return in calendar 2023 was the 8<sup>th</sup> consecutive year of positive returns. Remarkably, the Indian capital market has delivered positive returns in the past 20 out of 25 years.

### Money Raised through Public Issues (IPOs, FPOs, OFS)\* (₹ in Crore)

	FY20	FY21	FY22	FY23	FY24
Amount raised	37,677	74,708	1,30,376	63,275	86,492
No. of issues	39	69	76	56	107

Source: Prime Database

The positive market sentiment is also reflected in the IPO market.

The Indian IPO market (IPOs, FPOs, and OFS) saw a substantial growth with 107 issues raising ₹ 86,492 Crore in FY 2023-24 as compared to 56 issues raising ₹ 63,275 Crores in FY 2022-23. This marked a significant increase of 37% over FY 2022-23.

The total mobilisation in the equity markets amounted to ₹ 1.86 Lakh Crore, with 49% through IPOs, FPOs & OFS, another 42% through QIPs and 9% of INVITs & REITs

## Market Participation

### Retail

In terms of IPO applications, in comparison to 2022-23, the response of retail investors also increased substantially. The average number of applications from retail investors increased to 13.17 Lakh, in comparison to 5.57 Lakh in FY 2022-23.

### Institutional

Historically, Indian market returns stood driven by FII participation. However, the market reliance on FIIs is gradually decreasing. This fiscal, the FII ownership in the Indian market declined to an 11-year low of 17.7%. However, markets continued to perform well as domestic inflows through domestic institutional investors (DIIs) like systematic investment plans of mutual funds and retail flows remained strong. Assets under management (AUM) in the mutual fund industry surged past the monumental ₹ 50 Lakh Crore milestone. Retail investors channelled average monthly inflows of around US\$ 2 Billion (₹ 16,600 Crore) in equities in FY 2023-24. As of March 2024, mutual funds own 8.9% of listed Indian companies in India, while retail investors own 9.5%.

\* (IPOs) Initial Public Offerings, (FPOs) Follow on Public Offer, (OFS) Offers For Sale, (QIPs) Qualified Institutional Placement, (REITs) Real Estate Investment Trusts and (InvITs) Infrastructure Investment Trusts

## Foreign Portfolio Investors (FPIs) and DIIs Flows:

### FII and DII Net Purchases

	FY20	FY21	FY22	FY23	FY24
FII's (US \$ Bn)	2.1	36.2	(18.5)	(5.1)	25.3
DIIs (₹ Lakh Cr)	1.3	(1.3)	2.2	2.6	2.1

Source: NSE Market Pulse, May 2024

## Indian Debt Market

FPI inflow in the debt market remained at a nine year high of ₹ 1.21 Lakh Crore, the highest since FY 2014-15, when they infused ₹ 1.66 Lakh Crore. The announcements by JP Morgan Chase and Bloomberg Index services about inclusion of Indian government bond in their indices marked a significant way forward for Indian debt market. The 10-year G-sec yield has stayed steady at around 7.1% and is expected to have a downward bias.

## Depository Industry in India: Overview and Outlook

### Market Size

The growth momentum in the Indian capital market during the fiscal year was underscored by a significant rise in the number of demat accounts opened. This surge can be largely attributed to positive market sentiments and the continued simplification of dematerialisation processes and ease of doing business.

As of March 31, 2023, the number of demat accounts in India stood at 11.45 Crore, which escalated to 15.14 Crore by March 2024, marking a robust year-over-year increase of approximately 32%.

Total number of demat accounts added this fiscal year amounted to 3.69 Crore. Of this 3.26 demat accounts have been opened by CDSL alone achieving an 88% market share during the fiscal year.

On an average, nearly 30 Lakh new accounts were added each month throughout the fiscal year, representing the highest annual growth in demat account openings in the history of Indian capital markets.

This surge not only highlights increasing investor participation but also the growing trust, inclusion and innovation along with the security of digital platforms for access and operation of Indian capital markets. The rise in demat accounts signifies a broader trend towards financial inclusion and the democratisation of access to capital markets, aligning with our strategic focus on enhancing investor engagement and market penetration.

### Total Demat Accounts in India (in Crore)

FY19	FY20	FY21	FY22	FY23	FY24
3.59	4.09	5.51	8.96	11.45	15.14

Source: CDSL and NSDL

## More Insights of our Business

The depository industry in India is a duopoly, with CDSL being the leading player. It is currently the largest depository in India in terms of the number of demat accounts opened. **In FY 2023-24, CDSL became the first depository in India to open more than 11 Crore active demat accounts.**

As on March 31, 2024, CDSL held assets worth ₹ 64 Lakh Crore, with over 23,060 issuers associated with it. The depository has in place a robust infrastructure system, with multiple back-up levels and world class information security and cyber security practices.

### Market Share

Indian securities market has been expanding impressively across years with a remarkable growth in the number of market participants including the investors. With growing retail participation in Indian equity markets, CDSL has steadily gained market share, which today stands at 76%, up from 48% six years back.

### CDSL: Market Share

	FY19	FY20	FY21	FY22	FY23	FY24
CDSL Demat Accounts (Crore)	1.73	2.11	3.34	6.30	8.30	11.56
CDSL's Market Share (%)	48%	52%	61%	70%	72%	76%

### Strong ecosystem with Depository Participants (DPs)

Our extensive network of DPs acts as dedicated points of contact for providing service to our customers. As on March 31, 2024, CDSL has over 580 registered DPs from all over India.

## Strategy

At CDSL, we have established a well-defined strategic roadmap to drive growth to stay ahead of the curve and create sustainable value for our stakeholders, while contributing to the development of the Indian securities market. Our strategy is built on three key levers - technological advancement and infrastructure development, market expansion and service diversification.

### Technological Advancement and Infrastructure Enhancement

Technology is the backbone of the market infrastructure ecosystem. It is key to maintaining our market leadership. At CDSL, we invest in state-of-the-art systems and tools, to empower our clients transact securely and seamlessly while enhancing our operational efficiency. We also explore emerging technologies to aspire to remain ahead of the curve.

During FY 2023-24, CDSL implemented a host of technology initiatives such as Multilingual Consolidated Account Statement - 'Aapka CAS Aapki Zubaani' and 'CDSL Buddy Sahayta 24\*7' chatbot.



**Market Expansion:** CDSL is focused on increasing its annuity income that will come through expansion of its market presence. CDSL has deployed targeted investor awareness campaigns to reach emerging investor segments focusing on educating, enabling and empowering investors to be an Atmanirbhar Niveshak (self-sufficient investors).

By giving the utmost priority to investor interests, we seek to build long-term relationships with our DPs, other market participants including investors and become their preferred choice in the industry. We have improved our market share in demat accounts from 72% FY 2022-23 to 76% in FY 2023-24.

**Service:** Focused on our growth objectives, we have been expanding our service portfolio including our e-services that facilitate holding, transfer and trading of securities. The introduction of new offerings, such as the account aggregator model, showcases our ability to respond to market needs. Looking ahead, we plan to expand opportunities in sectors like the commodities repository and the insurance repository.

## Operational Performance

### Revenue Streams

The Company offers services to several sub-sectors of the Indian capital markets, including securities, mutual funds, and insurance companies. CDSL derives its operating income from fixed annual charges collected from the registered issuer companies and transaction-based fees collected from DPs. The Company offers dematerialisation for a wide spectrum of securities, including equity shares, preference shares and bonds of public (listed and unlisted) and private companies, units of mutual funds, government securities, commercial papers, and certificates of deposits. CDSL also charges account maintenance charges from corporate account holders, and monthly maintenance charges from clearing members for maintenance of settlement accounts. Other consistent revenue-generating services offered by the Company include e-voting, email address updation facility for companies/issuers and e-notice services to registered companies, enabling their shareholders to receive notices in electronic form and to allow shareholders to cast their votes electronically, remotely or at the meeting venue.

### Operational Income Break-up FY 2023-24

Annual Issuer charges increased by 39% to ₹ 25,377.93 Lakh in FY 2023-24 as compared to ₹ 18,321.51 Lakh for FY 2022-23. Transaction charges increased by 40% to ₹ 22,158.42 Lakh in FY 2023-24 as compared to ₹ 15,864.92 Lakh for FY 2022-23. IPO and Corporate Action charges increased by 86% to ₹ 9,256.12 Lakh in FY 2023-24 as compared to ₹ 4,976.15 Lakh for FY 2022-23. Online Data charges increased by 74% to ₹ 15,945.53 Lakh in FY 2023-24 as compared to ₹ 9,180.54 Lakh in FY 2022-23. Income from others increased by 18% to ₹ 8,487.66 Lakh for FY 2023-24 as compared to ₹ 7,165.56 Lakh for FY 2022-23.

## Financial Performance

### Standalone:

Operational Revenue increased by 42% to ₹ 64,095.70 Lakh in FY 2023-24 as compared to ₹ 45,059.96 Lakh in FY 2022-23. Other Income increased by 9% to ₹ 10,193.31 Lakh in FY 2023-24 as against ₹ 9,346.79 Lakh in FY 2022-23. CDSL's main costs are Employee Benefits, Computer Technology Related Expenses and these are largely fixed in nature.

Total expenditure increased by 35% to ₹ 27,009.60 Lakh in FY 2023-24 as compared to ₹ 19,957.86 Lakh in FY 2022-23. Employee benefit expenses increased by 17%, Computer Technology Related Expenses increased by 59%, Depreciation and amortisation expenses increased by 34% and Other Expense increased by 41% as compared to previous year.

EBITDA increased to ₹ 49,403.03 Lakh in FY 2023-24 as against ₹ 36,035.77 Lakh in FY 2022-23. PAT increased by 34% to ₹ 36,331.92 Lakh as compared to the previous year. The Net Worth of the Company stood at ₹ 1,15,987.76 Lakh as on March 31, 2024 as compared to ₹ 96,585.54 Lakh as on March 31, 2023.

### Consolidated

Revenue from operations includes transaction charges, account maintenance charges and settlement charges paid by DP's, annual issuer charges, corporate action charges and e-voting charges paid by companies and KYC charges paid by intermediaries. Operational Revenue increased by 46% to ₹ 81,225.66 Lakh in FY 2023-24 as against ₹ 55,508.68 Lakh in FY 2022-23. As compared to the previous year, Annual Issuer Charges increased by 39%, Transaction Charges increased by 40%, IPO Corporate Action Charges increased by 86% and Online Data Charges that is income from KYC increased by 74%.

Other Income increased by 44% to ₹ 9,504.73 Lakh in FY 2023-24 as against ₹ 6,584.83 Lakh in FY 2022-23, due to higher investment income as compared to previous year.

CDSL's expenditure consists of employee benefit expenses, computer technology related expenses which are largely fixed in nature. Total expenditure increased by 39% in FY 2023-24 to ₹ 35,020.92 Lakh as compared to ₹ 25,135.74 Lakh in FY 2022-23. Employee benefit expenses increased by 19%, Computer Technology Related Expenses increased by 65%, Depreciation and amortisation expenses increased by 40% and Other Expense increased by 45% as compared to previous year.

EBITDA increased to ₹ 58,443.85 Lakh in FY 2023-24 as against ₹ 38,919.16 Lakh in FY 2022-23. Profit after tax increased by 52% to ₹ 41,955.41 Lakh, over the previous year.

The Net Worth of the Company stood at ₹ 1,46,334.34 Lakh as on March 31, 2024 as compared to ₹ 1,21,372.99 Lakh as on March 31, 2023. The Net cash generated from operations stood at ₹ 38,594.09 Lakh during FY 2023-24.

## Change in Key Financial Ratios

Particular	Sr. No. Ratios	Formula	Consolidated			Standalone		
			FY 2022-23	FY 2023-24	% Change	FY 2022-23	FY 2023-24	% Change
i)	Debtors Turnover ratio (times)	Turnover / Average Debtors	13.30	15.55	17.00	17.61	23.67	34.00

Particular	Sr. No. Ratios	Formula	Consolidated			Standalone		
			FY 2022-23	FY 2023-24	% Change	FY 2022-23	FY 2023-24	% Change
ii)	Current Ratio (times)	Current Assets/ Current Liabilities	3.56	3.33	(6.00)	3.14	3.09	(2.00)
iii)	Operating Profit Margin (%)	Operating Profit/ Turnover	54.74	56.90	4.00	55.71	57.86	4.00
iv)	Net Profit Margin (%)	Net Profit / Turnover	49.71	51.65	4.00	60.38	56.68	(6.00)
v)	Sector-specific equivalent ratios, as applicable.	-	-	-	-	-	-	-

Note:

- 1) Considering the operations of the company and no borrowings the Inventory Turnover ratio, Interest Coverage Ratio and Debt Equity Ratio is not applicable.
- 2) The increase in Standalone Debtors Turnover ratio is due to increase in turnover and efficiency in collecting dues from debtors.

## Change in Return on Net Worth (RONW) as compared to the immediately previous financial year

Ratio	Formula	Consolidated		Standalone	
		FY 2022-23	FY 2023-24	FY 2022-23	FY 2023-24
RONW	PAT/Net worth	22.74	28.67	28.17	31.32

The Consolidated RONW has increased due to 52% increase in Profit after tax as compared to previous year.

## Internal Financial Control Systems and its Adequacy:

The Company has maintained adequate internal financial controls over financial reporting. These includes policies and procedures:

- a. Pertaining to the maintenance of records that is reasonably detailed, accurately, and fairly reflects the transactions and disposal of the assets of the Company.
- b. Providing reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and that receipts and expenditures of the Company are being made only in accordance with authorisation of management and Directors of the Company.

During the year, such internal controls over financial reporting were tested by management, internal auditors and statutory auditors. No reportable material weakness in design and effectiveness was observed.

## Risks, Threats and Challenges

- **Competition in securities depository business:** Although depository business in Indian Capital Markets is a duopoly, our securities depository business operates in a highly competitive environment, constantly vying for DPs, investor accounts, and a diverse range of securities on our depository systems. In January 2021, SEBI released a discussion paper on 'Review of Ownership and Governance norms for facilitating new entrants to

set up Stock Exchange/Depository'. The purpose was to contemplate on the formation of more depositories. While it is still unclear when the regulators will allow the setting up of more such entities, this indicates that CDSL's premier market position may be challenged. The ability to effectively manage our growing DP network and our infrastructure is crucial. Failure in these areas could have adverse implications for our business, financial condition, and overall performance.

- **CDSL Tariff Constraints:** CDSL's tariff charges for DPs as well as Issuers and Registrar and Transfer Agents (RTAs) are approved by SEBI. The Company's operational income is dependent on capital market activities. If the markets remain volatile due to geopolitical crisis, economic factors or health crisis or for any other reason, the Company's market driven revenues could be challenged.
- **Technological change and IT system interruptions:**

Technology is a key driver of innovation and productivity for us. However, it also brings with it some risks and challenges that need to be addressed and managed effectively. Also, as we are part of a national critical information ecosystem, we may be considered high-value targets for cyber-attacks. One of the most common and serious issues that businesses face is the disruption or malfunction of their IT systems. IT system interruptions can be defined as any events or situations that disrupt the normal functioning or availability of the IT infrastructure, services, or applications that support the business processes and activities. IT system interruptions can vary in their frequency, duration, severity, and scope, depending on the nature and extent



of the underlying causes and the characteristics and complexity of the affected IT systems.

Some of the common causes of IT system interruptions are:

- a) **Cyberattacks:** malicious attempts by hackers, criminals, competitors, or other actors to compromise, damage, or disrupt the IT systems or data of a business, either for financial gain, espionage, sabotage, or ideological motives. Cyberattacks can take various forms, such as phishing, malware, ransomware, denial-of-service, data breaches, or identity theft. Cyberattacks may not only affect availability of services but may also compromise confidentiality & integrity of IT systems and related services.
- b) **Hardware failures:** physical or mechanical breakdowns or malfunctions of the IT equipment or devices, such as servers, routers, switches, storage devices, or computers, that can result from wear and tear, manufacturing defects, power surges, overheating, or environmental factors.
- c) **Software errors:** logical or functional faults or bugs in the IT software or applications, such as operating systems, databases, or web services, that can result from coding mistakes, design flaws, compatibility issues, or configuration errors.
- d) **Human errors:** unintentional or deliberate actions or omissions by the IT staff, users, or third parties, that can result in IT system interruptions, such as misconfiguration, data entry, deletion, or modification, unauthorized access, or physical damage.
- e) **Natural disasters:** extreme or unpredictable events or phenomena, such as earthquakes, floods, fires, storms, or pandemics, that can affect the IT infrastructure, services, or applications, either directly or indirectly, by causing power outages, network failures, or physical damage.  
  
Such incidents can have negative impacts on the business operations, performance, reputation, and profitability, as well as on the customer satisfaction, trust, and loyalty.
- f) **Operational impacts:** delays, disruptions, or failures in the business processes and activities, such as production, distribution, communication, or customer service, that can affect the quality, efficiency, or timeliness of the services delivered by us.
- g) **Financial impacts:** losses, costs, or penalties incurred by the business as a result of IT system interruptions, such as reduced revenues, increased expenses, compensation claims, fines, or lawsuits.

- h) **Reputational impacts:** damage or erosion of the trust, confidence, or loyalty of the customers, partners, suppliers, regulators, or other stakeholders of the business, due to the IT system interruptions, which can affect the brand image, market share, or competitive advantage of the business.
  - i) **Legal and regulatory impacts:** violations or non-compliance of the laws, rules, standards, or contracts that govern the IT systems or data of the business, such as data protection, privacy, security, or quality, which can result in legal actions, sanctions, or audits.
  - j) **Human and social impacts:** harm or distress caused to the employees, customers, or other individuals or groups affected by the IT system interruptions, such as stress, frustration, anxiety, or dissatisfaction, which can affect the morale, motivation, or well-being of the people involved.
- **Shifting consumer preferences:** If there is a significant shift in consumer preferences, with investors and traders diverting their focus away from securities, it could considerably reduce the demand for our services. Consequently, this shift may adversely impact our business, financial condition, and overall performance.
  - **Fraud:** The occurrence of unauthorised transfers of securities or service deficiencies could lead to legal and regulatory repercussions and result in substantial financial and reputational loss.
  - **Data errors:** If the demat account data contains undetected errors, it may have a material adverse effect on our business, financial condition, operations and reputation.
  - **Market trends and economic conditions:** Our business is subject to broad market trends, economic fluctuations, and various external factors beyond our control. Unfavourable changes in these conditions could significantly decrease the demand for our services and harm our business, financial condition, and overall performance.
  - **Insufficient capacity management and cyber security risks:** Inadequate capacity management and system failures pose significant risks to our business operations. As we increasingly rely on technology, the potential for cyber threats and data privacy breaches has also escalated. Addressing these risks is crucial to safeguarding our business interests.
  - **Talent acquisition:** Attracting and retaining talented professionals is essential for the successful implementation of our strategic initiatives. Effective succession planning is crucial, as the loss of key management personnel and the inability to promptly replace them could have adverse consequences for our business.

- **Regulatory compliance:** Operating in a highly regulated industry, we must ensure strict compliance with legal and regulatory obligations. Failure to meet these obligations could lead to fines, legal proceedings, and reputational damage. Also, in a tightly regulated environment, any changes in processes and procedures mandated by regulatory authorities may impact our growth trajectory unless we adjust to these changes while ensuring compliance.

## Risk Management

We continue to refine our strategies to manage these dynamic risks and their impact on our Company's business and operations.

Strict internal processes and controls enable the Company to effectively manage the business risks it encounters. The Risk Management Framework of the Company ensures achievement of its strategic and operational objectives. The Framework is supported by risk processes, identification, assessment, response, action, mitigation, and control.

The Board of Directors has constituted a Risk Management Committee (RMC) to frame, monitor and oversee the implementation of Risk Management Framework of the Company. The RMC administers and supervises its functions through the Chief Risk Officer who is part of the management team of CDSL. The Framework is periodically reviewed and monitored by the RMC to improve the standard operating procedures and align them to reflect changes in market condition and business activities. The focus of the RMC is to assess the constantly evolving business environment and to mitigate potential adverse effects on overall performance.

The Company's Risk Management Framework includes Risk Management Policy, which is regularly reviewed to reflect changes in market conditions and business activities, with any new activity or deviation from existing procedures being referred to the RMC. The Company's Risk Management Framework covers various aspects of the business, including operations, technology, regulatory, finance, etc.

The Company also has in place a special contingency insurance policy to cover risks associated with depository operations, which covers the Company and registered DPs against losses.

The Company ensures that its clients comply with applicable regulatory provisions by conducting regular inspections of both DPs and RTAs and provides compliance training across the country for DPs and RTAs. In addition to bi-annual internal audits, the Company has made it mandatory for all registered DPs to appoint independent Chartered Accountant or Company Secretary or Cost Accountant in practice to conduct concurrent audits of risk prone areas. The Company has also made it mandatory for the registered DPs to conduct annual

Cyber & System Audit along with mandatory annual VAPT exercise and submit these reports to the Company within the prescribed timelines.

India is witnessing a digital revolution at an unprecedented scale and digital technology has become a key driver of India's economic growth. While the digital revolution has brought unprecedented convenience and accessibility, it has led to significant dependence on and increased usage of digital technologies. CDSL continues to focus on large scale digital transformation/adoption of technology across its operations. A digital security breach or disruption to digital infrastructure caused by intentional or unintentional actions, such as cyber-attacks, data breaches or human error, could have a serious impact on business.

The Company subjects its networks and systems to security penetration tests on a continuous basis. CDSL invests significant resources to ensure cybersecurity resilience and data protection. Periodically, regulatory as well as independent assessments are carried out to validate and improve resilience to cybersecurity attacks. These encompass technical security controls, secure operational processes, cybersecurity incident monitoring mechanisms, disaster recovery controls and recruitment of trained manpower. CDSL's cybersecurity measures are aligned to the growth and diversification of the Company. Its information security and business continuity management systems have been recertified with ISO 27001 and ISO 22301 standards. CDSL regularly exchanges cybersecurity intelligence with industry peers and government bodies. Cybersecurity awareness training and tests are also conducted regularly.

## Human Resources

As part of the recruitment of key resources, the Chief Information Security Officer and Vice President - Admission Cell & Regulatory Compliance Department (RCD) have been appointed during FY 2023-24. Apart from this, a total of 89 employees were hired; 33 employees left or retired, from the Company during the FY 2023-24. There were 335 employees as on March 31, 2024.

For and on behalf of the Board  
**Central Depository Services (India) Limited**

**Balkrishna V Chaubal**  
Chairperson  
(DIN: 06497832)

**Place:** Mumbai  
**Date:** July 02, 2024



## Annexure-D

**FORM NO. MR-3  
SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024***[Pursuant to Section 204(1) of the Companies Act, 2013 and  
Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,  
**The Members,**  
**Central Depository Services (India) Limited**  
Unit No. A-2501, Marathon Futurex,  
Mafatlal Mills Compound,  
N. M. Joshi Marg, Lower Parel (E),  
Mumbai – 400013.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Central Depository Services (India) Limited (CIN: L67120MH1997PLC112443)** (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2024** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(To the extent applicable to the Company)**

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) as amended from time to time:
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d) The Securities and Exchange Board of India (Share-Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the audit period)**
  - e) 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)**
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the audit period)**
  - h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)** and
  - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) I further report that, based on the representation made by the Company and its Officers, compliance mechanism prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

- a) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and Circulars, Guidance and Notifications issued thereunder.
- b) Securities and Exchange Board of India Act, 1992 & Circulars, Master Circulars and Regulations issued by SEBI and applicable to the Company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India (SS - 1 and SS - 2).
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors, Non-Independent Directors and Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

**Date:** May 15, 2024  
**Place:** Mumbai

All decisions at the Board and Committees Meetings are carried out unanimously as recorded in the minutes of the Meetings of the Board of Directors and Committees of the Board, as the case may be and no dissenting views have been recorded.

**I further report that** based on the review of the compliance mechanism established by the Company and on the basis of compliance certificate(s) issued by various departments and taken on record by the Board of Directors at their Meetings, I am of the opinion that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period there were following events/actions reported having major bearing on Company's affairs:

- (i) The Company has re-appointed **S. R. Batliboi & Company LLP** as **Statutory Auditors** of the Company for a period of 5 years for financial years from FY 2023-24 to FY 2027-28 at the Annual General Meeting of the Company held on September 01, 2023.
- (ii) The **Promoter** of the Company i.e. BSE Limited has **reduced its stake from 20% to 15%** in order to comply with the **SEBI directives** to achieve post divestment equity stake in CDSL of 15%.
- (iii) **Shri Nayan Mehta** ceased to be Shareholder Director/ Non-Independent Director of the Company with effect from May 16, 2023.
- (iv) **Sushri Kamala Kantharaj** appointed as a Non-Independent Director of the Company with effect from August 23, 2023.
- (v) **Shri Masil Jeya Mohan P.** re-appointed as Non-Independent Director of the Company with effect from October 30, 2023.

For **Vatsal Doshi & Associates**  
**Company Secretaries**

**Vatsal K. Doshi**  
**Proprietor**

FCS No.: 12399

CP No.: 22976

PR No.: 3191/2023

UDIN: F012399F000371615

This Report is to be read with my letter of even date which is annexed as **Annexure-I** and forms an integral part of this report.

**Annexure-I**

(To the Secretarial Audit Report)

To,  
**The Members,**  
**Central Depository Services (India) Limited**  
Unit No. A-2501, Marathon Futurex,  
Mafatlal Mills Compound,  
N. M. Joshi Marg, Lower Parel (E),  
Mumbai – 400 013.

Our Secretarial Audit Report for the Financial Year ended March 31, 2024 of even date is to be read along with this letter.

**Auditor's responsibility**

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. I conducted the audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

- 1) Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
- 3) I have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
- 4) Wherever required, I have obtained the Management representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Vatsal Doshi & Associates**  
**Company Secretaries**

**Vatsal K. Doshi**  
**Proprietor**

FCS No.: 12399

CP No. : 22976

PR No.: 3191/2023

UDIN: F012399F000371615

**Date:** May 15, 2024

**Place:** Mumbai

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and  
Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,  
**The Members,**  
**CDSL Ventures Limited**  
Unit No. A-2501, Marathon Futurex,  
Mafatlal Mills Compound,  
N. M. Joshi Marg, Lower Parel (E),  
Mumbai – 400013.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CDSL Ventures Limited (CIN:U93090MH2006PLC164885)** (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the CDSL Ventures Limited’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2024** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder; **(Not applicable to the Company during the audit period)**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **(Not applicable to the Company during the audit period)**
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the audit period)**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) as amended from time to time:

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company during the audit period)**
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992\*;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the audit period)**
- d) The Securities and Exchange Board of India (Share-Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the audit period)**
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period)**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(To the extent applicable to the Company)**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the audit period)**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)** and

\*The Company being a material subsidiary of the Central Depository Services (India) Limited (‘CDSL’), employees of the Company have been categorised as Designated Persons and are covered by the Code of Conduct under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, of CDSL.

(vi) I further report that, based on the representation made by the Company and its Officers, compliance mechanism prevailing in the Company and on examination of the relevant documents and records in pursuance thereof



on test-check basis, the Company has generally complied with the following laws applicable specifically to the Company:

- a) SEBI {KYC (Know your client) Registration Agency} Regulations, 2011.
- b) Securities and Exchange Board of India Act, 1992 & Circulars, Master Circulars and Regulations issued by SEBI and applicable to the Company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India (SS – 1 and SS – 2).
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (To the extent applicable to material subsidiary of the listed entity).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above;

**I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at the Board and Committees Meetings are carried out unanimously as recorded in the minutes of the

Meetings of the Board of Directors and Committees of the Board, as the case may be and no dissenting views have been recorded.

**I further report that** based on the review of the compliance mechanism established by the Company and on the basis of Compliance certificate(s) issued by various departments and taken on record by the Board of Directors at their Meetings, I am of the opinion that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period there were following events/actions reported having major bearing on Company's affairs:

- (i) **Mr. Nayan Mehta** ceased to be a Director of the Company with effect from May 16, 2023.
- (ii) **Dr. Ramabhadran Thirumalai** appointed as a Director of the Company with effect from June 30, 2023, who was earlier appointed as an Additional Director of the Company with effect from August 26, 2022.
- (iii) The Securities and Exchange Board of India ('SEBI') vide its adjudication order dated September 27, 2023 has levied a penalty of ₹ 2,00,000/- (Rupees Two Lakhs only), for the following observations stated during the inspection conducted by SEBI:
  - a) Delay in submission of the System Audit Report for the audit period 2021- 2022.
  - b) Non-segregation between cyber security services and infrastructure of CVL and CDSL.
  - c) Delay in processing of fresh KYCs (about 10 Lakhs) within the turnaround time of two days. This delay was due to precautions required to be taken after the detection of the malware incident at CDSL.

The Company has made the payment of aforesaid penalty as levied by SEBI in the adjudication order as per the directions received by SEBI.

For **Vatsal Doshi & Associates**  
Company Secretaries

**Vatsal K. Doshi**  
Proprietor

FCS No.: 12399

CP No. : 22976

PR No.: 3191/2023

UDIN: F012399F000206087

**Date:** April 22, 2024

**Place:** Mumbai

This Report is to be read with my letter of even date which is annexed as **Annexure-I** and forms an integral part of this report.

**Annexure-I**  
(To the Secretarial Audit Report)

To,  
**The Members,**  
**CDSL Ventures Limited**  
Unit No. A-2501, Marathon Futurex,  
Mafatlal Mills Compound,  
N. M. Joshi Marg, Lower Parel (E),  
Mumbai – 400013.

**Auditor's responsibility**

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. I conducted the audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our report of even date is to be read along with this letter.

- 1) Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
- 3) I have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
- 4) Wherever required, I have obtained the Management representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Vatsal Doshi & Associates**  
**Company Secretaries**

**Vatsal K. Doshi**  
**Proprietor**

FCS No.: 12399

CP No. : 22976

PR No.: 3191/2023

UDIN: F012399F000206087

**Date:** April 22, 2024

**Place:** Mumbai

## Annexure-F

# Report on Corporate Social Responsibility Activities

## 1. Brief outline on CSR Policy of the Company:

Central Depository Services (India) Limited (CDSL) is committed to integrating social, environmental, and ethical considerations into its operational framework through its CSR Policy. Our CSR initiatives primarily focus on education, healthcare, environmental sustainability, and research. We collaborate with credible NGOs and partners to implement impactful projects that uplift underprivileged communities and promote sustainable practices. Monitoring and evaluation, as outlined in our CSR Policy, are integral to ensuring the effectiveness and alignment of our CSR efforts with our goals. As mandated by the Companies Act, we maintain strict compliance with CSR regulations and provide transparent reporting of our activities and expenditures in our Annual Report.

## 2. Composition of CSR committee

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of Meetings of CSR Committee held during the year	Number of Meetings of CSR Committee attended during the year
1.	Smt. Rajeshree Sabnavis	Public Interest Director (Chairperson)	2	2
2.	Shri Sidhartha Pradhan	Public Interest Director (Member)	2	2
3.	Prof. Umesh Bellur	Public Interest Director (Member)	2	2
4.	Shri Masil Jeya Mohan P.	Non-Independent Director - (Member)	2	2
5.	Shri Nehal Vora	Managing Director & CEO - (Member)	2	2

## 3. Provide the weblink where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:

Committee: <https://www.cdslindia.com/InvestorRels/CorporateGovernance.html>

Policy: <https://www.cdslindia.com/downloads/InvestorRels/CorporateGovernance>

Projects: <https://www.cdslindia.com/About/CSR.html>

## 4. Provide the executive summary along with-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Not Applicable

## 5. (a) Average net profit of the Company as per sub-section (5) of Section 135:

₹ 2,77,85,04,175 (Rupees Two Hundred Seventy-Seven Crore Eighty-Five Lakh Four Thousand One Hundred and Seventy-Five Only) (FY 2023-24)

## (b) Two percent of average net profit of the Company as per sub-section (5) of Section 135:

₹ 5,55,70,084 (Rupees Five Crore Fifty-Five Lakh Seventy Thousand and Eight Four Only) (FY 2023-24)

## (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years:

NIL

## (d) Amount required to be set off for the financial year, if any:

NIL

## (e) Total CSR obligation for the financial year [(b)+(c)-(d)]:

₹ 5,55,70,084 (Rupees Five Crore Fifty-Five Lakh Seventy Thousand and Eight Four Only) (FY 2023-24)

## 6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):

₹ 5,58,00,000 (Rupees Five Crore Fifty-Eight Lakh Only) (FY 2023-24) (Other than Ongoing Projects)

## (b) Amount spent in Administrative Overheads:

₹ 3,90,000 (Rupees Three Lakh Ninety Thousand Only) (FY 2023-24)

## (c) Amount spent on Impact Assessment, if applicable:

NIL as Not Applicable

## (d) Total amount spent for the Financial Year [(a)+(b)+(c)]:

₹ 5,61,90,000 (Rupees Five Crore Sixty-One Lakh and Ninety Thousand Only) (FY 2023-24)

**(e) CSR amount spent or unspent for the Financial Year:**

Total Amount Spent for the Financial Year (in ₹)	Amount Spent (in ₹)				
	Total Amount transferred to unspent CSR Account as per sub-section (6) of Section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135.		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of Transfer.
₹ 5,61,90,000	NIL	NA	NA	NIL	NA

**(f) Excess amount for set-off, if any:**

Sl.No.	Particular	Amount (in ₹)
(1)	(2)	(3)
(i)	Two percent of average net profit of the Company as per sub-section (5) of Section 135	5,55,70,084
(ii)	Total amount spent for the Financial Year	5,61,90,000
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	6,19,916
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	6,19,916

**7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:**

1	2	3	4	5	6	7	8	
Sr. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of Section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1	FY 22 - 23	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2	FY 21 - 22	NIL	NIL	NIL	NIL	NIL	NIL	NIL
3	FY 20 - 21	1,62,500	1,62,500	1,62,500	NIL	NIL	NIL	NIL

**8. Whether any capital assets have created or acquired through Corporate Social Responsibility amount spent in the Financial Year:**

Yes  No

If Yes, enter the number of Capital assets created/acquired : Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or assets (s)	Date of creation	Amount of CSR amount spent	Details of entity/Authority/beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
				NIL			

(All the fields should be captured as appearing in the revenue record, flat no., house no., Municipal Office/Municipal Corporation/Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

**9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub-section (5) of Section 135.**

Not Applicable

Place: Mumbai  
Date: July 02, 2024

**Nehal Vora**  
Managing Director and CEO  
(DIN: 02769054)

**Rajeshree Sabnavis**  
Chairperson of CSR Committee  
(DIN: 06731853)



## Annexure-G

## Form No. AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Section 188 (1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

(Pursuant to clause (h) of Section 134 (3) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

### 1. Details of contracts or arrangements or transactions not at arm's length basis: NONE

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188

### 2. Details of material contracts or arrangement or transactions at arm's length basis

(a)	(b)	(c)	(d)	(e)	(f)
Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
CDSL Ventures Limited Subsidiary Company	Rendering Services	As per approval	3,20,78,117	Audit Committee & Board Meeting approval dated April 28, 2023 and April 29, 2023 respectively	
CDSL Ventures Limited Subsidiary Company	Dividend Received	As per approval	29,50,00,000	Audit Committee & Board Meeting approval dated August 04, 2023 and August 05, 2023 respectively	
CDSL Ventures Limited Subsidiary Company	Receiving Services	As per approval	55,83,954	Audit Committee Meeting approval dated April 28, 2023 and August 04, 2023 & Board Meeting approval dated April 29, 2023 and August 05, 2023	
CDSL Ventures Limited Subsidiary Company	Transfer of Employee Gratuity Liabilities from Subsidiary	As per approval	68,842	Audit Committee Meeting approval dated April 28, 2023 and August 04, 2023 & Board Meeting approval dated April 29, 2023 and August 05, 2023	
CDSL Ventures Limited Subsidiary Company	Transfer of Employee Leave Encashment Liabilities from Subsidiary	As per approval	96,671	Audit Committee Meeting approval dated April 28, 2023 and August 04, 2023 & Board Meeting approval dated April 29, 2023 and August 05, 2023	
CDSL Ventures Limited Subsidiary Company	Transfer of Employee Profit Linked Bonus Liabilities from Subsidiary	As per approval	1,03,376	Audit Committee & Board Meeting approval dated August 04, 2023 and August 05, 2023 respectively	
CDSL Insurance Repository Limited Subsidiary Company	Rendering Services	As per approval	26,15,167	Audit Committee & Board Meeting approval dated April 28, 2023 and April 29, 2023 respectively	
CDSL Commodity Repository Limited Subsidiary Company	Rendering Services	As per approval	36,45,010	Audit Committee & Board Meeting approval dated April 28, 2023 and April 29, 2023 respectively	

(a)	(b)	(c)	(d)	(e)	(f)
Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
BSE Limited Entity having significant influence	Rendering Services	As per approval	38,92,433	Audit Committee & Board Meeting approval dated April 28, 2023 and April 29, 2023 respectively	
BSE Limited Entity having significant influence	Receiving Services	As per approval	34,47,250	Audit Committee & Board Meeting approval dated April 28, 2023 and April 29, 2023 respectively	
BSE Limited Entity having significant influence	Dividend Paid	As per approval	25,08,00,000	Approval by Shareholder in AGM held on September 01, 2023	
BSE Technologies Pvt Ltd (Erstwhile Marketplace Technologies Pvt Ltd) Subsidiary of entity having significant influence	Rendering Services	As per approval	75,000	Audit Committee & Board Meeting approval dated April 28, 2023 and April 29, 2023 respectively	
Indian Clearing Corporation Limited Subsidiary of entity having significant influence	Rendering Services	As per approval	3,69,755	Audit Committee & Board Meeting approval dated April 28, 2023 and April 29, 2023 respectively	
BSE Administration & Supervision Limited Subsidiary of entity having significant influence	Rendering Services	As per approval	5,000	Audit Committee & Board Meeting approval dated April 28, 2023 and April 29, 2023 respectively	
BSE E-Agricultural Markets Limited Subsidiary of entity having significant influence	Rendering Services	As per approval	22,500	Audit Committee & Board Meeting approval dated April 28, 2023 and April 29, 2023 respectively	
India INX Global Access IFSC Limited Subsidiary of entity having significant influence	Rendering Services	As per approval	22,500	Audit Committee & Board Meeting approval dated April 28, 2023 and April 29, 2023 respectively	
BIL- Ryerson Technology Startup Incubator Foundation Subsidiary of entity having significant influence	Rendering Services	As per approval	5,000	Audit Committee & Board Meeting approval dated April 28, 2023 and April 29, 2023 respectively	
BSE CSR Integrated Foundation Subsidiary of entity having significant influence	Rendering Services	As per approval	5,000	Audit Committee & Board Meeting approval dated April 28, 2023 and April 29, 2023 respectively	
BFSI Sector Skill Council of India Subsidiary of entity having significant influence	Rendering Services	As per approval	5,000	Audit Committee & Board Meeting approval dated April 28, 2023 and April 29, 2023 respectively	
India International Clearing Corporation (IFSC) Limited Subsidiary of entity having significant influence	Rendering Services	As per approval	76,000	Audit Committee & Board Meeting approval dated April 28, 2023 and April 29, 2023 respectively	
India International Exchange (IFSC) Limited Subsidiary of entity having significant influence	Rendering Services	As per approval	76,000	Audit Committee & Board Meeting approval dated April 28, 2023 and April 29, 2023 respectively	
Multi Commodity Exchange Of India Limited Entity having significant influence in subsidiary	Rendering Services	As per approval	14,98,059	Audit Committee & Board Meeting approval dated April 28, 2023 and April 29, 2023 respectively	
Multi Commodity Exchange Clearing Corporation Limited Entity having significant influence in subsidiary	Rendering Services	As per approval	1,20,677	Audit Committee & Board Meeting approval dated April 28, 2023 and April 29, 2023 respectively	



(a)	(b)	(c)	(d)	(e)	(f)
Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
India International Depository IFSC Limited (Erstwhile CDSL IFSC Limited) Associate	Rendering Services	As per approval	1,08,55,988	Audit Committee & Board Meeting approval dated April 28, 2023 and April 29, 2023 respectively	
India International Bullion Holding IFSC Limited Associate	Rendering Services	As per approval	75,000	Audit Committee & Board Meeting approval dated April 28, 2023 and April 29, 2023 respectively	
India International Bullion Exchange IFSC Limited Associate	Rendering Services	As per approval	75,720	Audit Committee & Board Meeting approval dated April 28, 2023 and April 29, 2023 respectively	
Credavenue Private Limited Private Company in which common director	Rendering Services	As per approval	77,500	Audit Committee & Board Meeting approval dated August 04, 2023 and August 05, 2023 respectively	

## Annexure-H

### Details pertaining to remuneration as required under Section 197(12) of the Companies Act 2013 read with the Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Depositories and Participants) (Amendment) Regulations 2012

- The ratio of the remuneration of MD & CEO to the median remuneration of the employees of the Company for FY 2023-24 is 43.71%
- The remuneration of MD & CEO saw an increase of 21%. The remuneration of Chief Financial Officer saw an increase of 35% and the remuneration of the Company Secretary saw an increase of 26% during the financial year. The same is explained in the below tables

#### Remuneration of Managing Director & Chief Executive Officer (MD & CEO):

Sr. No.	Particulars	Year		Amount (₹)
1.	Shri Nehal Vora, MD & CEO, Remuneration paid	2023-24	A	4,44,25,530
2.	Shri Nehal Vora, MD & CEO, Remuneration paid	2022-23	B	3,68,12,350
3.	Difference in remuneration to MD & CEO between 2022-23 and 2023-24		C = (A - B)	76,13,180
4.	Increase in remuneration of MD & CEO	2023-24	C/B*100	21%

#### Notes:

- The annual increment approved by the Nomination and Remuneration Committee (NRC) and Board on annual total fixed pay is 15%.
- Apart from above, during FY 2023-24 the Leave Travel Allowance (LTA) for one financial year i.e., FY 2022-23 was paid amounting to ₹ 9.03 Lakhs (During the FY 2022-23, LTA for the two financial years i.e., FY 2020-21 & 2021-22 was paid amounting to ₹ 18.05 Lakhs).
- Apart from above, Leave Encashment paid during FY 2023-24 was ₹ 18.99 Lakhs (Previous year ₹ 17.12 Lakhs).
- Apart from above, the increase in perquisite value on account of 'contribution to Employer's Provident Fund beyond prescribed limit as per Income Tax Act' during FY 2023-24 amounting to ₹ 12.21 Lakhs. (Previous year ₹ 9.49 Lakhs).
- Payment of deferred portion of Variable pay for the FY 2019-20 that was paid during the FY 2023-24 amounting to ₹ 30.12 Lakhs. (Previous year Nil).

#### Remuneration of Chief Financial Officer (CFO):

Sr. No.	Particulars	Year		Amount (₹)
1.	Shri Girish Amesara, Chief Financial Officer, Remuneration paid	2023-24	A	1,72,34,425
2.	Shri Girish Amesara, Chief Financial Officer, Remuneration paid	2022-23	B	1,27,40,191
3.	Difference in remuneration paid to CFO between 2022-23 and 2023-24		C = (B - A)	44,94,234
4.	Increase in remuneration of CFO	2023-24	C/B*100	35%

#### Notes:

- The annual increment approved by the Nomination and Remuneration Committee (NRC) and Board on annual total fixed pay is 10%.
- Apart from the above, Shri Girish Amesara was promoted to the grade of Executive Vice President and received promotional increase of 10% in salary over and above the regular annual increment.
- Apart from the above, as a result of salary benchmarking exercise undertaken by CDSL, Shri Girish Amesara has received salary correction increase of around 15% on his annual fixed pay.

#### Remuneration of Company Secretary:

Sr. No.	Particulars	Year		Amount (₹)
1.	Shri Nilay Shah, Company Secretary, Remuneration paid	2023-24	A	70,32,365
2.	Shri Nilay Shah, Company Secretary, Remuneration paid	2022-23	B	55,77,459
3.	Difference in remuneration paid to Company Secretary between 2022-23 and 2023-24		C = (B - A)	14,54,906
4.	Increase in remuneration of Company Secretary	2023-24	C/B*100	26%

**Notes:**

- The annual increment approved by the Nomination and Remuneration Committee (NRC) and Board on annual total fixed pay is 10%.
  - Apart from the above, as a result of salary benchmarking exercise undertaken by CDSL, Shri Nilay Shah has received salary correction increase of around 11% on his annual fixed pay.
  - Apart from the above, Shri Nilay Shah has received certain other payouts during FY 2023-24 such as Leave Encashment, Housing Loan interest subsidy etc. amounting to ₹ 3.01 Lakhs. (Previous year Nil)
3. In the financial year, there was an increase of 44.57% in the median remuneration of employees.
  4. There were 335 employees on the rolls of the Company as on March 31, 2024.
  5. There has been 36.09 percentile increase in the salaries of employees other than the managerial remuneration than the last financial year and there has been 27.35 percentile increase in the managerial remuneration than the last financial year.
  6. We affirm that the remuneration paid to Managing Director & CEO, Key Managerial Personnel and other employees is as per the Remuneration Policy.

**Information as per Section 197 of the Companies Act, 2013 read with Rule 5 (2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

Name	Designation	Date of Joining	Total Cost	Qualification	Age	Experience in Years	Last Employment & Designation
Shri Nehal Vora	Managing Director & CEO	24/09/2019	4,44,25,530	B. Com, MMS	51	28	BSE Limited - Chief Regulatory Officer
Shri Ramkumar K.	Executive Vice President, Chief of Business Development, & New Projects (Resigned & relieved on 31-Dec-2023)	27/09/2000	1,05,71,276	B.Sc., MBA	53	30	Tata Share Registry Ltd. - Executive
Smt. Nayana Ovalekar	Executive Vice President, Chief Regulatory Officer	13/10/2003	2,07,03,646	B. Com, CS	56	34	Stock Holding Corporation of India Ltd. - Officer on Special Duty
Shri Amit Mahajan	Executive Vice President - Chief Technology Officer	18/10/2019	1,99,00,676	B. E., MMS	52	29	BSE Limited - Senior General Manager
Shri Girish Amesara	Executive Vice President, Chief Financial Officer	07/11/2019	1,72,34,425	B. Com, CA	55	32	Indian Clearing Corporation Limited - Chief Financial Officer
Shri Vinay Madan	Executive Vice President, Chief Risk Officer	10/08/2021	1,54,04,001	B. Com, CA	46	22	Sharekhan by BNP Paribas - Chief Risk Officer
Shri Rajesh Saraf	Executive Vice President, Chief Data & Operations Officer	19/10/2022	1,26,51,947	B. E., MMS	55	30	BSE Limited - Chief General Manager
Shri Yogesh Kundnani	Senior Vice President - Business Development	01/06/1998	1,04,21,817	B.E., MBA	54	25	-

**Notes:**

1. Remuneration includes basic salary, other allowances, Company's contribution to provident fund, variable pay and taxable value of perquisites.
2. Nature of employment in case of Managing Director & CEO is contractual as per the agreement entered with the Company. For all others, the employment is as per their employment terms and Company's Service Rules.
3. None of the above is covered under Rule 5(3)(viii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
4. None of the above is a relative of any Director or Manager of the Company.

# Business Responsibility & Sustainability Report

## SECTION A: GENERAL DISCLOSURES

### I. Details of the listed entity

1	Corporate Identity Number (CIN) of the Listed Entity	L67120MH1997PLC112443		
2	Name of the Listed Entity	Central Depository Services (India) Limited		
3	Year of incorporation	12-12-1997		
4	Registered office address	Unit No. A-2501, Marathon Futurex, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai - 400013		
5	Corporate address	Unit No. A-3401, Marathon Futurex, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai - 400013		
6	E-mail	<a href="mailto:shareholders@cdslindia.com">shareholders@cdslindia.com</a>		
7	Telephone	02262343000/3001		
8	Website	<a href="http://www.cdslindia.com">www.cdslindia.com</a>		
9	Date Of Start Of Financial Year	Start Date	End Date	
	Current Financial Year	01-04-2023	31-03-2024	
	Previous Financial Year	01-04-2022	31-03-2023	
	Prior to Previous Financial year	01-04-2021	31-03-2022	
10	Name of the Stock Exchange(s) where shares are listed			
	<b>Sr. No.</b>	<b>Name of the Stock exchange</b>	<b>Description of other stock exchange</b>	<b>Name of the Country</b>
	1	National Stock Exchange of India Limited	-	-
11	Paid-up Capital	₹1,04,50,00,000		
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report			
	Name of Contact Person	Shri Nilay Shah		
	Contact Number of Contact Person	02262343000/3001		
	Email of Contact Person	<a href="mailto:shareholders@cdslindia.com">shareholders@cdslindia.com</a>		
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone basis		
14	Whether the Company has mandatorily undertaken reasonable assurance of the BRSR Core?	No		

### II. Products/services

#### 15. Details of business activities

Sr. No.	Description of main activity	Description of business activity	% of turnover
1	Depository Services	Financial Services	100

#### 16. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Depository Services	64990	100

### III. Operations

#### 17. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	0	14	14
International	0	0	0

**18. Markets served by the entity:****a) Number of locations**

Location	Number
National(No. of States)	28 States and 8 Union Territories
International(No. of Countries)	0

**b) What is the contribution of exports as a percentage of the total turnover of the entity?**

Not Applicable.

**c) A brief on types of customers**

The depository's business lines cater to a diverse group of customers such as Depository Participants (DPs), Issuers, Registrar & Transfer Agents (RTAs), Clearing Members (CMs), Clearing Corporations (CCs).

**IV. Employees****19. Details as at the end of Financial Year:****a) Employees and workers (including differently abled):**

S. No	Particulars	Total (A)	Male		Female		Others	
			No. (B)	% (B/A)	No. (C)	% (C/A)	No. (H)	% (H/A)
<b>EMPLOYEES</b>								
1.	Permanent (D)	335	244	72.84	91	27.16	0	0.00
2.	Other than Permanent (E)	0	0	0.00	0	0.00	0	0.00
3.	Total employees (D + E)	335	244	72.84	91	27.16	0	0.00
<b>WORKERS</b>								
4.	Permanent (F)	NA	NA	NA	NA	NA	NA	NA
5.	Other than Permanent (G)	NA	NA	NA	NA	NA	NA	NA
6.	Total workers (F + G)	NA	NA	NA	NA	NA	NA	NA

Note: The Company does not have any 'worker', as defined in the guidance note on BRSR, issued by SEBI.

**b) Differently abled Employees and workers:**

S. No	Particulars	Total (A)	Male		Female		Others	
			No. (B)	% (B/A)	No. (C)	% (C/A)	No. (H)	% (H/A)
<b>DIFFERENTLY ABLED EMPLOYEES</b>								
1.	Permanent (D)	3	2	66.67	1	33.33	0	0.00
2.	Other than Permanent (E)	0	0	0.00	0	0.00	0	0.00
3.	Total differently abled employees (D + E)	3	2	66.67	1	33.33	0	0.00
<b>DIFFERENTLY ABLED WORKERS</b>								
4.	Permanent (F)	NA	NA	NA	NA	NA	NA	NA
5.	Other than Permanent (G)	NA	NA	NA	NA	NA	NA	NA
6.	Total differently abled workers (F + G)	NA	NA	NA	NA	NA	NA	NA

Note: The Company does not have any 'worker', as defined in the guidance note on BRSR, issued by SEBI.

**20. Participation/ Inclusion/ Representation of women**

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors@	9	2	22.22
Key Management Personnel*	17	2	11.76

@Board of Directors includes MD & CEO and Directors on Governing Board as on March 31, 2024.

\*Key Management Personnel refers to KMP as defined under Section 203(1) of the Companies Act, 2013 and SEBI (Depositories & Participants) Regulations, 2018 and does not include MD & CEO as on March 31, 2024.

## 21. Turnover rate for permanent employees and workers

(Disclose trends for the past 3 years)

	FY 2023-24 (Turnover rate in current FY) [values in %]				FY 2022-23 (Turnover rate in previous FY) [values in %]				FY 2021-22 (Turnover rate in the year prior to the previous FY) [values in %]			
	Male	Female	Others	Total	Male	Female	Others	Total	Male	Female	Others	Total
Permanent Employees	10.99	10.06	0.00	10.75	13.79	6.61	0.00	12.14	9.78	13.86	0.00	10.66
Permanent Workers	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Notes: 1) Average is calculated based on opening and closing count of employees for the financial year.

2) The Company does not have any 'worker', as defined in the guidance note on BRSR, issued by SEBI.

## V. Holding, Subsidiary and Associate Companies (including joint ventures)

### 22. (a) Names of holding/ subsidiary/ associate companies/ joint ventures

Sr. No.	Name of the holding/ subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	CDSL Ventures Limited	Subsidiary	100	No
2	CDSL Insurance Repository Limited	Subsidiary	54.25*	No
3	CDSL Commodity Repository Limited	Subsidiary	52.00	No
4	India International Bullion Holding IFSC Limited	Associate	20.00	No

\*3.25% is held through CDSL Ventures Limited, Wholly Owned Subsidiary.

## VI. CSR Details

### 23. CSR Details

Whether CSR is applicable as per Section 135 of Companies Act, 2013	Yes
Turnover (in ₹)	6,40,95,70,000
Net worth (in ₹)	11,59,87,76,000

## VII. Transparency and Disclosures Compliances

### 24. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	if Yes, then provide web-link for grievance redress policy	FY 2023-24			FY 2022-23		
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	NA	-	-	-	-	-	-	-
Investors (other than Shareholders)	NA	-	-	-	-	-	-	-
Shareholders#	Yes		6	0	Complaints were suitably resolved in a timely manner	15	0	Complaints were suitably resolved in a timely manner
Employees and workers	Yes		0	0	-	1	0	Complaints were suitably resolved in a timely manner
Customers*	Yes		13082	485**	-	6620	124	-
Value Chain Partners*	Yes		0	0	-	0	0	-

\* Customers/Value chain Partners can register their complaints/grievances at the Company's following weblink: <https://www.cdslindia.com/Footer/grievances.aspx>

\*\* All pending complaints as on March 31, 2024 stands resolved.

#<https://www.cdslindia.com/InvestorRels/ShareholderCorner.html>

Shareholders can register their complaints/grievances at the Company's following email id: [shareholders@cdslindia.com](mailto:shareholders@cdslindia.com)



## 25. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Social Responsibility towards Society	0	CDSL through its Corporate Social Responsibility (CSR) programmes endeavours to enrich the lives of the citizens of this country. CDSL believes that a nation progresses when its communities are empowered. Extending this belief to our Corporate Social Initiatives, we remain committed to enriching the lives of the citizens of India. Our vision is to create a world in which everyone can thrive through social, environmental, and economic progress. We reached out to the socially and economically disadvantaged communities in association with 10 CSR partners in FY 2023-24. CDSL focused on health, education, environment, and research to leave a visible impact.	Not Applicable	Positive Implications
2	Financial Literacy/ Investor Awareness	0	As the number of investors entering the Indian capital market is increasing at a steady pace, there is a need to protect the interests of investors.  CDSL IPF, through its various investor awareness and education initiatives, endeavours to equip the investors with knowledge and resources to enable them to become self-sufficient investors	Not Applicable	Positive Implications
3	Governance and Compliance	0	Effective compliance can help in building brand trust	Not Applicable	Positive Implications
4	Data Security	R&O	Privacy and data security present a significant risk for CDSL, especially considering the increasing digitisation of financial services and the growth in the number of digital users. As more transactions and sensitive information are being exchanged digitally, the risk of cyber threats and unauthorised access to privileged information becomes increasingly prominent. Any breach in data security could result in severe consequences, including financial loss, reputational damage, legal implications, and loss of trust from stakeholders.	To address the risk of privacy and data security, CDSL can implement several measures:  <b>Robust Information Security Infrastructure:</b> CDSL invests in advanced software solutions, firewalls, encryption techniques, and intrusion detection systems to create a secure environment for data storage and transmission. This infrastructure should be regularly updated and tested to ensure its effectiveness against emerging cyber threats.  <b>Expert Manpower:</b> CDSL employs a team of skilled professionals with expertise in information security to continuously monitor and respond to potential threats. These experts should be well-versed in the latest security practices, industry standards, and regulations to ensure the implementation of effective security measures.  <b>Training and Awareness:</b> Conducting regular training sessions and awareness programmes for employees, clients, and other stakeholders is vital. These initiatives should focus on educating them about best practices for data security, including strong password management, safe browsing habits, and identifying potential phishing attempts or social engineering attacks.	Positive Implications

## SECTION B: Management and Process Disclosures

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
<b>Policy and management processes</b>									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	<a href="https://www.cdslindia.com/InvestorRels/CorporateGovernance.html">https://www.cdslindia.com/InvestorRels/CorporateGovernance.html</a> Some of the policies being internal documents are accessible only to the employees through the Company's intranet portal.								
2. Whether the entity has translated the policy into procedures. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes/ certifications / labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 27001:2022 and ISO 22301:2019 Standard								

*Note: The policies are applicable to the value chain partners wherever relevant*

### 5. Specific commitments, goals and targets set by the entity with defined timelines, if any.

As a Market Infrastructure Institution (MII), CDSL recognises its responsibility to foster sustainable progress with purpose. The Company has set forth distinct commitments, goals, and targets. Although there are currently no mandatory targets or standardised evaluation processes for all policies, CDSL rigorously monitors diverse aspects through its ESG and CSR initiatives.

### 6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.

CDSL is dedicated to upholding sustainability objectives and promptly implements necessary measures, bolstered by robust governance framework. This approach aids the Board in supervising the effectiveness of the ESG & CSR strategy, governance, progress monitoring, and the review of associated policies, practices, initiatives, and goals. While notable strides have been achieved, CDSL remains committed to enhancing performance and addressing any identified gaps. The Company remains unwavering in its dedication to sustainability and social responsibility, striving to create a positive impact on both society and the environment.

For detailed information about CDSL's CSR initiatives, please refer to the Annual Report.

## Governance, leadership and oversight

### 7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements

CDSL is dedicated to conducting business responsibly and sustainably, upholding the highest standards of integrity. We prioritise ESG initiatives such as responsible energy and water usage, safeguarding human rights, and engaging with stakeholders, employees, and promoting social welfare. Additionally, we recognise the importance of educating consumers about capital market investments. CDSL has established the Investor Protection Fund (IPF), which plays a crucial role in raising awareness about capital markets among investors in India.

CDSL will remain committed to a robust governance framework. The adoption of various policies and controls has strengthened our governance structure significantly.

### 8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).

The Board of Directors particularly the Managing Director & CEO is responsible for implementation of Business Responsibility policies.



**9. Does the entity have a specified Committee of the Board/Director responsible for decision-making on sustainability related issues? (Yes/No). If yes, provide details.**

Yes, Corporate Social Responsibility Committee and Risk Management Committee are the specified Committees of the Board responsible for decision-making on sustainability related issues.

**10. Details of Review of NGRBCs by the Company:**

Subject for Review	Indicate whether review was undertaken by Director/ Committee of the Board/ Any other Committee								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action review was undertaken by Director/ Committee	Indicate whether Policies mandated by existing regulations and as outlined in the report have been officially endorsed by the Board or its Committee as required.								
<b>Subject for Review</b>	<b>Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)</b>								
Performance against above policies and follow up action if Any other, provide details	Frequency Any other (Annually/ Half yearly/ Quarterly/ Any other - please specify)								
<b>Subject for Review</b>	<b>Indicate whether review was undertaken by Director/ Committee of the Board/ Any other Committee</b>								
Compliance with statutory requirements of relevance to the principles and, rectification of any non-compliances. Indicate whether review was undertaken by Director/ Committee of the Board/ Any other Committee	The necessary Committees and the Board of Directors ensure compliance with relevant statutory requirements and promptly rectify any non-compliance. Additionally, the Company adheres to all applicable regulations.								
<b>Subject for Review</b>	<b>Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)</b>								
Compliance with statutory requirements of relevance to the principles and, rectification of any non-compliances. Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)	Any other Relevant policies of the Company are reviewed periodically or on a need basis								
If NA, provide details.	-								

**11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No)**

No

**12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:**

Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)						NA			
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

## Section C: Principle Wise Performance Disclosure

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

### PRINCIPLE 1

**BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE.**

#### Essential Indicators

##### 1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	Percentage of persons in respective category covered by the awareness programmes
Board of Directors	7	1. Training to Directors on: <ol style="list-style-type: none"> <li>Recent Amendments under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>SEBI (Depositories &amp; Participants) Regulations (Amendment) 2023.</li> </ol> 2. Training to Directors on CDSL DP's online platform for better understanding of the trading and settlement process. 3. Masterclass for Directors by the Institute of Directors (IOD) on – Corporate Strategy. 4. Masterclass for Directors by the Institute of Directors (IOD) on – Enterprise Risk Management. 5. Masterclass for Directors by the Institute of Directors (IOD) on – The Board's Legal Environment: The Duties, Responsibilities and Liabilities of a Director. 6. Masterclass for Directors by the Institute of Directors (IOD) on – Corporate Sustainability: ESG & Resilience. 7. Masterclass for Directors by the Institute of Directors (IOD) on – Board Committees: Enhancing Effectiveness and Accountability.	100.00
Key Managerial Personnel*	6	1. Business Communication 2. Power BI 3. Code of conduct 4. POSH 5. Crisis Management 6. Infosec	85.00
Employees other than BoD and KMPs	20	1. Communication 2. Teamwork & Collaboration 3. Time Management & Prioritisation 4. Focus & Concentration 5. Articulation & Presentation 6. Positive Mindset and Self confidence 7. Crisis Management 8. Power BI 9. Business Communication 10. Medical Emergency 11. Cyber Awareness and Hygiene 12. Tableau 13. Prevention of Sexual Harassment at Workplace (POSH) Training 14. Code of Conduct 15. Troubleshooting and Problem solving 16. Infosec 17. Leadership development programme 18. Strategic Management for leadership excellence 19. Interpersonal effectiveness and leadership excellence 20. Managerial leadership and conflict resolution.	93.40
Workers	0	NA	0.00

Note: The Company does not have any 'worker', as defined in the guidance note on BRSR, issued by SEBI.

\*Key Managerial Personnel refers to KMP as defined under Section 203 (1) of the Companies Act, 2013 and SEBI (Depositories & Participants) Regulations, 2018.



**2. Details of fines/ penalties/ punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):**

<b>Monetary</b>				
NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
<b>Penalty/Fine</b>				
Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable.	Arbitral Tribunal Arbitration Petition No. 2/2023 filed by Mr. Nimish Shah	34,52,75,447	In the arbitration petition the Claimant has alleged that Anugrah (being the Stock-Broker/Trading Member of the Claimant) had allegedly and without the consent of the Claimant, mis-utilised the securities belonging to the Claimant, had failed to return them to the Claimant and had allegedly pledged them as collaterals towards its own obligations. It has further been contended that Edelweiss Custodial Services Limited (being the Clearing Member) had thereafter allegedly illegally sold the said securities to recover the outstanding debit balance of Anugrah. The Claimant has contended that the aforesaid alleged fraudulent transfers had taken place on account of failure of CDSL (being the Depository) to stop the same. By present arbitration case the Claimant is seeking indemnification in respect of the alleged losses caused to him on account of the purported negligence. The Arbitral Tribunal vide Award dated April 29, 2024, dismissed the Arbitration Petition No. 2/2023.	No
Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable	Arbitral Tribunal Arbitration Petition No. 3/2023 filed by Mr. Ketan Shah	46,18,90,057	In the arbitration petition the Claimant has alleged that Anugrah (being the Stock-Broker/Trading Member of the Claimant) had allegedly and without the consent of the Claimant, mis-utilised the securities belonging to the Claimant, had failed to return them to the Claimant and had allegedly pledged them as collaterals towards its own obligations. It has further been contended that Edelweiss Custodial Services Limited (being the Clearing Member) had thereafter allegedly illegally sold the said securities to recover the outstanding debit balance of Anugrah. The Claimant has contended that the aforesaid alleged fraudulent transfers had taken place on account of failure of CDSL (being the Depository) to stop the same. By present arbitration case the Claimant is seeking indemnification in respect of the alleged losses caused to her on account of the purported negligence. The Claimant vide letter March 28, 2024 informed the Arbitral Tribunal about withdrawing its claim and accordingly the Arbitral Tribunal vide Award dated April 18, 2024, disposed the Arbitration Petition No. 3/2023, 4/2023 and 6/2023 as withdrawn by the Claimant, with the liberty to file fresh proceedings.	Yes
Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable	Arbitral Tribunal Arbitration Petition No. 4/2023 filed by Mr. Ketan Lalit Shah (legal heir of deceased Mr. Lalit Shah)	96,94,70,596	In the arbitration petition the Claimant has alleged that Anugrah (being the Stock-Broker/Trading Member of the Claimant) had allegedly and without the consent of the Claimant, mis-utilised the securities belonging to the Claimant, had failed to return them to the Claimant and had allegedly pledged them as collaterals towards its own obligations. It has further been contended that Edelweiss Custodial Services Limited (being the Clearing Member) had thereafter allegedly illegally sold the said securities to recover the outstanding debit balance of Anugrah. The Claimant has contended that the aforesaid alleged fraudulent transfers had taken place on account of failure of CDSL (being the Depository) to stop the same. By present arbitration case the Claimant is seeking indemnification in respect of the alleged losses caused to her on account of the purported negligence. The Claimant vide letter March 28, 2024 informed the Arbitral Tribunal about withdrawing its claim and accordingly the Arbitral Tribunal vide Award dated April 18, 2024, disposed the Arbitration Petition No. 3/2023, 4/2023 and 6/2023 as withdrawn by the Claimant, with the liberty to file fresh proceedings.	Yes
Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable	Arbitral Tribunal Arbitration Petition No. 6/2023 filed by Mrs. Prafulla Shah	53,00,10,566	In the arbitration petition the Claimant has alleged that Anugrah (being the Stock-Broker/Trading Member of the Claimant) had allegedly and without the consent of the Claimant, mis-utilised the securities belonging to the Claimant, had failed to return them to the Claimant and had allegedly pledged them as collaterals towards its own obligations. It has further been contended that Edelweiss Custodial Services Limited (being the Clearing Member) had thereafter allegedly illegally sold the said securities to recover the outstanding debit balance of Anugrah. The Claimant has contended that the aforesaid alleged fraudulent transfers had taken place on account of failure of CDSL (being the Depository) to stop the same. By present arbitration case the Claimant is seeking indemnification in respect of the alleged losses caused to her on account of the purported negligence. The Claimant vide letter March 28, 2024 informed the Arbitral Tribunal about withdrawing its claim and accordingly the Arbitral Tribunal vide Award dated April 18, 2024, disposed the Arbitration Petition No. 3/2023, 4/2023 and 6/2023 as withdrawn by the Claimant, with the liberty to file fresh proceedings.	Yes
<b>Settlement</b>				
NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
NA				
<b>Compounding fee</b>				
NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
NA				

Non-Monetary Imprisonment				
NGRBC Principle	Name of the regulatory/enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
NA				
Punishment				
NGRBC Principle	Name of the regulatory/enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
NA				

**3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Case Details	Name of the regulatory/enforcement agencies/ judicial institutions
Arbitral Tribunal in Arbitration Petition No. 3/2023 filed by Mr. Ketan Shah vide Award dated April 18, 2024, disposed the Arbitration Petition No. 3/2023 as withdrawn by the Claimant, with the liberty to file fresh proceedings. CDSL has challenged the liberty granted to the Claimant to file fresh proceedings by filing a Writ Petition before the Hon'ble Bombay High Court and the same is pending for adjudication.	The Hon'ble Bombay High Court
Arbitral Tribunal in Arbitration Petition No. 4/2023 filed by Mr. Ketan Lalit Shah (legal heir of deceased Mr. Lalit Shah) vide Award dated April 18, 2024, disposed the Arbitration Petition No. 4/2023 as withdrawn by the Claimant, with the liberty to file fresh proceedings. CDSL has challenged the liberty granted to the Claimant to file fresh proceedings by filing a Writ Petition before the Hon'ble Bombay High Court and the same is pending for adjudication.	The Hon'ble Bombay High Court
Arbitral Tribunal in Arbitration Petition No. 6/2023 filed by Mr. Prafulla Shah vide Award dated April 18, 2024, disposed the Arbitration Petition No. 6/2023 as withdrawn by the Claimant, with the liberty to file fresh proceedings. CDSL has challenged the liberty granted to the Claimant to file fresh proceedings by filing a Writ Petition before the Hon'ble Bombay High Court and the same is pending for adjudication.	The Hon'ble Bombay High Court

**4. Does the entity have an anti-corruption or anti-bribery policy?**

Yes

**If yes, provide details in brief**

We have implemented an Anti-Bribery & Anti-Corruption (ABC) policy at CDSL. This policy underscores our unwavering stance against bribery and corruption, underscoring CDSL's dedication to upholding the highest ethical standards and best practices in corporate governance.

Our policy strictly prohibits all forms of bribery and corruption, whether involving public officials, private sector individuals, or companies.

**Provide a web-link if the entity has anti-corruption or anti-bribery policy**

<https://www.cdslindia.com/Anti-BriberyandAnti-CorruptionPolicy.pdf>

**5. Number of Directors/ KMPs/ employees/ workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

	FY 2023-24		FY 2022-23	
	Number	Remarks	Number	Remarks
Directors	0		0	
KMPs	0		0	
Employees	0		0	
Workers	NA		NA	

Note: The Company does not have any 'worker', as defined in the guidance note on BRSR, issued by SEBI.

**6. Details of complaints with regard to conflict of interest:**

	FY 2023-24		FY 2022-23	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	0	0	0
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	0	0	0



**7. Provide details of any corrective action taken or underway on issues related to fines/ penalties/ action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

During the reporting period, there have been no instances of cases of corruption and conflicts of interest that requires action by regulators/law enforcement agencies/judicial institutions.

**8. Number of days of accounts payables :**

	FY 2023-24	FY 2022-23
Number of days of accounts payables	11.60	1.47

**9. Open-ness of business Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:**

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases	a) Purchases from trading houses as % of total purchases	-	-
	b) Number of trading houses where purchases are made from	-	-
	c) Purchases from top 10 trading houses as % of total purchases from trading houses	-	-
Concentration of Sales	a) Sales to dealer/distributors as % of total sales	-	-
	b) Number of dealers/distributors to whom sales are made	-	-
	c) Sales to top 10 dealers/ distributors as % of total sales to dealer/ distributors	-	-
Share of RPTs in	a) Purchases (Purchases with related parties as % of Total Purchases)	0.56	0.92
	b) Sales (Sales to related parties as % of Total Sales)	0.10	0.23
	c) Loans & advances given to related parties as % of Total loans & advances	-	-
	d) Investments in related parties as % of Total Investments made	10.20	12.48

**Leadership Indicators**

**1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:**

Sr. no	Total number of awareness programmes held in Financial Year 2023-2024	Topics/principles covered under the training	Percentage of value chain partners covered (by value of business done with such partners) under the awareness programmes
1	4	Depository Participants Training - Includes functional and operational overview	100%
2	2	Registrar & Transfer Agents Training (RTA) - Includes overview on CDSL.	100%
3	4	NISM CPE Programmes for Depository Operations Certification Examination (DOCE)	100%
4	1	Compliance Officers/Internal & Concurrent Auditors Training	100%

Additionally, around 2,345 Investor Awareness Programmes are conducted by CDSL IPF for general investors.

**2. Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board?**

Yes

**If Yes, provide details of the same.**

CDSL has Code of Conduct for Directors and Senior Management that addresses actual or potential conflict of interest and ensures that business is conducted in an ethical manner. Our Company's Code of Conduct complies with all the governed laws and regulations; including mechanisms to resolve ethical issues & unethical conduct, legitimate handling of conflicts of interest and fostering culture of transparency, honesty and accountability. Directors are required to make appropriate disclosures on potential areas of conflict of interest which would impair its ability to render fair, objective and unbiased services. Additionally, Annual Declarations regarding their compliance with the Code of Conduct is also taken by the Company. The policy is available on our website and can be viewed at <https://www.cdslindia.com/InvestorRels/CorporateGovernance.html>. Further, Interested Directors recuse from participating in the interested Agenda items.

## PRINCIPLE 2

### BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

#### Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2023-24	FY 2022-23	Details of improvements in environmental and social impacts
R&D	0	0	NA
Capex	0	0	NA

2. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

No

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for**

**(a) Plastics (including packaging)**

As the Company provides Depository services, this is Not Applicable to the Company. Empty plastic bottles at the Company level are handed over to Bisleri International Pvt Ltd for recycling.

**(b) E-waste**

Battery waste generated at the Company level are handed over to the authorised recyclers for safe disposal and extended life. In FY 2023-24, 237 numbers of hard disks were degaussed through authorised vendors.

**(c) Hazardous waste**

Not Applicable

**(d) other waste.**

Not Applicable

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No).**

No

#### Leadership Indicators

1. **Has the entity conducted Life Cycle Perspective/Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

NA

**If NA, provide details**

This is not applicable to CDSL as the Company does not have any physical products as a part of its offerings to customers.

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products/services, as identified in the Life Cycle Perspective/Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Name of Product/Service	Description of the risk/concern	Action Taken
-------------------------	---------------------------------	--------------

Not applicable, as CDSL solely provides Depository Services without any associated social or environmental concerns related to its offerings.

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Indicate input material	Recycled or re-used input material to total material	
	FY 2023-24	FY 2022-23
	Nil	Nil



4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2023-24			FY 2022-23		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	0	0	0	0	0	0
E-waste	0	0	0	0	0	0
Hazardous waste	0	0	0	0	0	0
Other waste	0	0	0	0	0	0

Not applicable as the Company does not have any physical products as a part of its offerings to customers.

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
---------------------------	---

Not applicable as the Company does not have any physical products as a part of its offerings to customers.

### PRINCIPLE 3

#### BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

#### Essential Indicators

1. a) Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
<b>Permanent employees</b>											
Male	244	244	100.00	244	100.00	0	0.00	244	100.00	244	100.00
Female	91	91	100.00	91	100.00	91	100.00	0	0.00	91	100.00
Others	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
<b>Total</b>	<b>335</b>	<b>335</b>	<b>100.00</b>	<b>335</b>	<b>100.00</b>	<b>91</b>	<b>27.16</b>	<b>244</b>	<b>72.84</b>	<b>335</b>	<b>100.00</b>
<b>Other than Permanent employees</b>											
Male	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Female	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Others	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>

b) Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
<b>Permanent workers</b>											
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Others	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
<b>Total</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>
<b>Other than Permanent workers</b>											
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Others	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
<b>Total</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>

Note: The Company does not have any 'worker', as defined in the guidance note on BRSR, issued by SEBI.

c) **Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format -**

	FY 2023-24	FY 2022-23
i) Cost incurred on well-being measures (well-being measures means well-being of employees and workers (including male, female, permanent and other than permanent employees and workers))	1,29,05,860	89,18,013
ii) Total revenue of the Company	7,42,89,01,000	5,44,06,75,000
iii) Cost incurred on well-being measures as a % of total revenue of the Company	0.17	0.16

**2. Details of retirement benefits :**

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	NA	Yes	100	0	Yes
Gratuity	100	NA	Yes	100	0	Yes
ESI	0	NA	NA	0	0	NA
Others - please specify						
NA						

Note: The Company does not have any 'worker', as defined in the guidance note on BRSR, issued by SEBI.

**3. Accessibility of workplaces**

Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016?**

Yes

If so, provide a web-link to the policy.

The equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016 is a part of internal service rules document which is not in public domain and hence not uploaded on the website of the Company. The Company is committed to providing a safe, fair, and inclusive work environment where employees can excel without barriers. Our framework promotes equality and meritocracy, ensuring all individuals, regardless of gender, colour, religion, caste, race, age, community, physical ability, or sexual orientation, have equal opportunities.

**5. Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	NA	NA
Female	100%	100%	NA	NA
Others	-	-	NA	NA
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>NA</b>	<b>NA</b>

Note: The Company does not have any 'worker', as defined in the guidance note on BRSR, issued by SEBI.

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker?**

Yes

If yes, give details of the mechanism in brief.

Yes/No (If Yes, then give details of the mechanism in brief)	Remark
Permanent Workers Other than Permanent Workers	Not Applicable
Permanent Employees Other than Permanent Employees	Yes Yes, we have a Grievance redressal mechanism as a part of Service rule. The Company has implemented a Whistleblower Policy to enable Employees to report concerns regarding unethical behaviour, suspected fraud, or violations. This policy ensures a secure environment for reporting and safeguards whistleblowers against victimisation. Whistleblowers can access the Chairperson of the Audit Committee for assistance.



## 7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2023-24			FY 2022-23		
	Total employees/workers in respective category (A)	No. of employees/workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees/workers in respective category (C)	No. of employees/workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	-	-	-	-	-	-
- Male	-	-	-	-	-	-
- Female	-	-	-	-	-	-
- Others	-	-	-	-	-	-
Total Permanent Workers	-	-	-	-	-	-
- Male	-	-	-	-	-	-
- Female	-	-	-	-	-	-
- Others	-	-	-	-	-	-

Note: The Company does not have any 'worker', as defined in the guidance note on BRSR, issued by SEBI.

## 8. Details of training given to employees and workers:

Category	FY 2023-24					FY 2022-23				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
<b>Employees</b>										
Male	244	10	4.10	229	93.85	211	-	-	110	52.13
Female	91	4	4.40	85	93.41	68	-	-	44	64.71
Others	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>335</b>	<b>14</b>	<b>4.18</b>	<b>314</b>	<b>93.73</b>	<b>279</b>	<b>-</b>	<b>-</b>	<b>154</b>	<b>55.20</b>
<b>Workers</b>										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Note: The Company does not have any 'worker', as defined in the guidance note on BRSR, issued by SEBI.

## 9. Details of performance and career development reviews of employees and worker:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
<b>Employees</b>						
Male	244	229	93.85	211	203	96.21
Female	91	80	87.91	68	63	92.65
Others	-	-	-	-	-	-
<b>Total</b>	<b>335</b>	<b>309</b>	<b>92.24</b>	<b>279</b>	<b>266</b>	<b>95.34</b>
<b>Workers</b>						
Male	-	-	-	-	-	-
Female	-	-	-	-	-	-
Others	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Note: The Company does not have any 'worker', as defined in the guidance note on BRSR, issued by SEBI.

## 10. Health and safety management system:

### a) Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No/ NA).

Yes, Employee well-being and safety continue to be a priority of the Company. The Company conducts periodic trainings on fire safety and fire-fighting equipment along with the evacuation drills. Further, inspection of extinguishers is undertaken regularly. Apart from Health Insurance and Accident Policy, the Company is arranging annual Health check up facility for all employees free of cost.

### b) What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Since our Company is a financial services entity, it is not applicable. However, the Company undertook several precautions at its offices, which included:

- Installation of hands-free sanitiser dispenser
- The Company has made available instruments to monitor Blood Pressure, Diabetes and Oxygen levels.

**c) Whether you have processes for workers to report the work related hazards and to remove themselves from such risks.**

NA

**If NA, provide details**

Since our Company is a financial services entity, it is not applicable. A grievance redressal mechanism is in place under which the employees can report grievances resulting from working conditions due to poor safety and bad physical conditions. The employees are encouraged to offer their suggestions for improvements in safety, considering the nature of activity of the Company.

**d) Do the employees/worker of the entity have access to non-occupational medical and healthcare services?**

Yes, all employees of the Company are covered under our health insurance and accident policy. The Company has well-defined medical and healthcare policies and allied services. Apart from Health Insurance and Accident Policy, Company provides facility of annual Health check up facility for all employees free of cost. Certain employees are given periodic training on basic and advanced fire safety including evacuation drills.

**11. Details of safety related incidents, in the following format:**

Safety Incident/Number	Category	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	-
	Workers	NA	-
Total recordable work-related injuries	Employees	-	-
	Workers	NA	-
No. of fatalities	Employees	-	-
	Workers	NA	-
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	NA	-

*Note: The Company does not have any 'worker', as defined in the guidance note on BRSR, issued by SEBI.*

**12. Describe the measures taken by the entity to ensure a safe and healthy work place.**

Well-being and providing health, safe and secure workplace to all employees is a key priority for the Company. Considering nature of business, following are the key measures taken by the Company:

- Premise Floorplans are displayed at crucial locations.
- Frequent equipment checks are carried out to mitigate any wear and tear due to continued use, E.g.: Air Conditioners.
- Fire alarm systems and smoke detectors are installed at all premises.
- Health and Accident Insurance.
- Medclaim Insurance.

**13. Number of Complaints on the following made by employees and workers:**

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	-	-		-	-	
Health & Safety	-	-		-	-	

**14. Assessments for the year:**

Percentage of your plants and offices that were assessed (by entity or statutory authorities or third parties)	
Health and safety practices	-
Working Conditions	-

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions.**

NA



## Leadership Indicators

### 1. Does the entity extend any life insurance or any compensatory package in the event of death of

#### a) Employees (Y/N)

Yes, The Company provides life insurance cover.

#### b) Workers (Y/N).

NA

### 2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

Necessary due diligence is undertaken by the concerned department for appropriate steps to ensure that the statutory dues have been deducted before the settlement of dues.

### 3. Provide the number of employees/ workers having suffered high consequence work-related injury/ ill-health/ fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Employees	-	-	-	-
Workers	NA	NA	NA	NA

Not applicable, as CDSL solely provides Depository Services without any associated social or environmental concerns related to its offerings.

### 4. Does the entity provide transition assistance programmes to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No/ NA)

No

### 5. Details on assessment of value chain partners:

Percentage of value chain partners (by value of business done with such partners) that were assessed	
Health and safety practices	-
Working Conditions	-

We are in the business of depository services and assessment of value chain partners are not required.

### 6. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.

NA

## PRINCIPLE 4

### BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

## Essential Indicators

### 1. Describe the processes for identifying key stakeholder groups of the entity.

Individuals and organisations having significant impact on the operations of the Company are considered as stakeholders of the Company. The key stakeholders identified by CDSL are:

- |                             |  |
|-----------------------------|--|
| a) Capital Market Investors | f) Depository Participants               |
| b) Employees                | g) Issuers                               |
| c) Shareholders             | h) Registrar and Transfer Agents         |
| d) Regulatory Bodies        | i) Stock Exchanges/Clearing Corporations |
| e) Vendors and Bankers      |  |

## 2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group	Channels of communication	Details of Other Channels of communication	Frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
Capital Market Investors	No	Other	Emails, Investor awareness programmes, SMSs, Social Media, Website	On need basis	To educate investor from the Capital Market point of view in particular to take informed decision
Employees	No	Other	Direct, Email, Town Halls, whistleblower mechanism, Annual performance appraisals and Other employee engagement events	On need basis	- Training & Development; - Update on Organisation's development/ changes/ progress; - Update on employee-related policy changes; - Update on Employee Wellness/ welfare measures.
Shareholders	No	Other	Email, SMS, Newspaper, Advertisement, Notice, Website, Annual General Meeting, intimation to stock exchange, press release, investors meeting, and annual report	Quarterly, Annual and Event based	- Awareness about developments and performance of the Company; - To address concerns/grievances.
Regulatory Bodies	No	Other	Emails, Meetings, Website, Quarterly/Annual and event based filing	Quarterly, Annual and Event based	- To make them aware about developments in the Company; - To make them aware about material changes in the Company; - Compliances with regulatory requirements.
Vendors and Bankers	No	Other	Email, SMS, Calls, Digital Platforms	Event based	- Due diligence during Onboarding product and Service Support; - Commercial Services.
Depository Participants	No	Other	Email, SMS, Calls, Communiques, Digital Platforms	Quarterly/ Half yearly/ Annually and Event based	Inspection/Compliances and support
Issuers	No	Other	Email, SMS, Calls, Communiques	Event based	Statutory Compliances
Registrar and Transfer Agents	No	Other	Email, SMS, Calls, Digital Platforms	Quarterly and Event based	Compliances, Data storage
Stock Exchanges/ Clearing Corporations	No	Other	Email, SMS, Calls, Digital Platforms	Quarterly and Event based	- Statutory and Regulatory compliances; - Clearing and settlement of all trades

### Leadership Indicators

#### 1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

CDSL recognises the importance of engaging with stakeholders regarding economic, environmental, and social matters, valuing their feedback in guiding our operations and decisions. To support this engagement, CDSL has developed a thorough consultation framework. This process includes consistent interactions and communications with stakeholders such as vendors, market participants, and other relevant parties. These engagements offer CDSL crucial insights and perspectives on a variety of issues, allowing the Company to better understand its stakeholders' concerns and expectations.

Furthermore, the Company has established a reporting mechanism to provide feedback from these consultations to the Board. This includes timely reports that summarise the main findings, concerns, and suggestions gathered during the consultations. By sharing this information with the Board, we ensure they remain informed about stakeholders' views on economic, environmental, and social topics.

The Company conducts Investor/Analysts calls from time to time to address the queries/concerns of the investors.

Ultimately, CDSL is committed to fostering an inclusive and transparent consultation process, ensuring effective communication between stakeholders and the Board on issues related to the economy, environment, and society.

#### 2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No).

Yes



**If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Enhancing stakeholder value is a continuous endeavour at CDSL. The Company engages regular consultations with a diverse group of stakeholders, including investors, market participants, regulatory bodies, and community representatives. These interactions provide CDSL with essential insights and viewpoints on significant environmental and social matters.

The feedback gathered from these consultations is carefully reviewed and analysed by our team. We assess its relevance and importance, considering how it fits with our strategic objectives and commitments. This valuable information is then integrated into the development and evaluation of our policies and activities related to environmental and social issues.

For example, if stakeholders voice concerns about the environmental or social impacts of our operations, we take these concerns seriously, evaluate them, and look for ways to improve.

This process helps us identify areas that need improvement, incorporate a range of perspectives, and ensure our actions align with stakeholder expectations, promoting a more sustainable future.

**3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalised stakeholder groups.**

CDSL is committed to enriching lives and building a better future through its Corporate and Social Responsibility (CSR) initiatives. We focus on creating positive impacts in the society by contributing to the social causes like promoting education and healthcare, empowering women, and support children/elderly, fostering environmental sustainability and also committed towards research & innovation projects. These initiatives strive to create a positive ripple effect and fosters a bright future.

**Healthcare:**

**Smile Foundation:** CDSL, in collaboration with Smile Foundation, has deployed one fully equipped mobile healthcare unit navigating the challenging terrains of Jaisalmer and Ladakh each. These units bring essential medical services to the doorsteps of remote communities, staffed by skilled medical professionals dedicated to addressing the healthcare needs of women, children and individuals in need. The aim is to reduce out-of-pocket expenses by providing outpatient services, encourage healthier behaviours, increase demand for quality healthcare, and ensure safe motherhood for pregnant and lactating mothers.

Medical support provided to ~11,400 beneficiaries from Jaisalmer, Rajasthan and 4,000+ from Ladakh

**Lions Charitable Trust:** CDSL has collaborated with Lions Charitable Trust to provide a life support Ambulance service, catering to underprivileged below-poverty-line patients on a daily basis. The ambulance has been deployed for medical camps in Mumbai as well as rural areas across Maharashtra.

3,000+ lives have been benefitted from Life Support Ambulance Service

**Narayana Hrudayalaya Charitable Trust (NHCT):** We collaborated with NHCT to delivering medical support to individuals from marginalised backgrounds across Maharashtra, Karnataka, Haryana, Rajasthan, West Bengal, Assam, Chhattisgarh and Gujarat. These patients are facing life-threatening conditions and life-altering disorders. Through our combined efforts, we provided them with hope and a chance for a better future.

168 patients from marginalised backgrounds were provided with Medical Support

**Education:**

**Educate Girls:** Our dedication lies in ensuring that every girl has access to education. In pursuit of this goal, we collaborate with "Educate Girls" to deploy programmes aimed at reaching out-of-school girls in educationally disadvantaged regions of Maharajganj district, Uttar Pradesh. Working alongside Team Balika, their field staff actively identify and engage with girls who have never been enrolled in school or had to interrupt their primary education.

Enrollment, Retention and Learning provided to 8,900+ out-of-school girls.

**Rotary Charitable Trust:** CDSL has collaborated with Rotary Charitable Trusts to introduce Adult Literacy Programme for Women, targeting the empowerment of illiterate tribal women in Palghar, Maharashtra. This initiative focuses on teaching them functional literacy and digital skills in their native language. Trained educators referred to as "Prerikas", utilise computer-based learning methods to educate these women, equipping them to thrive, with the world and navigate changing circumstances.

Educated ~11,500 non-literate adult women of Palghar, Maharashtra.

**AARTH by Rotary:** AARTH by Rotary, CDSL's online financial education initiative in partnership with Rotary, delivers comprehensive financial knowledge to learners in the age group of 18-25 years and underprivileged section of the society living in Tier II and Tier III cities. Through our platform, learners can easily access in-depth resources and take free online exams to earn certifications, enhancing their understanding of finance.

100 Webinars/Seminars conducted PAN India

**Yuva Unstoppable:** CDSL partnered with Yuva Unstoppable to launch a School Transformation Project, utilising modern technology to deliver education through Smart Classrooms with audio-video interactive learning platforms across various region including Maharashtra, Odisha, Uttar Pradesh, Madhya Pradesh, Tamil Nadu, Karnataka, West Bengal, Delhi and Andaman & Nicobar. Yuva Unstoppable ensures that all students comprehend the curriculum while digital technology aids teachers in addressing new challenges and improving their performance.

27 Govt. Schools transformed benefitting 17,000+ under-privileged students.

**Environment:**

**SankalpTaru Foundation:** By partnering with the SankalpTaru Foundation, we have participated in an impactful tree plantation initiative, planting saplings across different locations in Kutch, Pune & Hyderabad. Through the visionary Urban Plantation Programme, we are tackling the serious problem of pollution in urban cities by strategically planting native plant species that are prolific oxygen producers in Pune and Hyderabad. Furthermore, through the Barren Community Land Transformation Programme, we are dedicatedly converting barren lands into thriving, biodiverse forests, positively impacting both communities and wildlife in the border areas of Kutch.

5,400+ native trees were planted.

**Research Projects:**

**Indian Institute of Technology (IIT), Bombay:** We supported Project Vajra initiated by IIT Bombay, an initiative aimed at empowering micro, small, and medium enterprises (MSMEs) with limited financial resources to defend against cyberattacks. Vajra involves transitioning from a developed version to a production version to enhance cybersecurity defences and mitigate potential damages.

Vajra has been released for use.

**Rashtriya Raksha University (RRU), Gandhinagar:** We collaborated with Rashtriya Raksha University (RRU) to introduce a programme centred on the Prevention of Victimisation from Forgeries and Financial Frauds. This initiative aims to enhance awareness and equip law enforcement agencies, Central Armed Police Forces (CAPFs), defence personnel, and the public with essential knowledge to effectively protect their finances.

Conducted 8 Awareness Programmes, 4 Workshops and released a Research paper on Gender Dynamics in Reporting Financial Crimes.

**PRINCIPLE 5**  
**BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS**

**Essential Indicators**

**1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees/ workers covered (D)	% (D / C)
<b>Employees</b>						
Permanent	335	267	79.70	279	209	74.91
Other than permanent	-	-	-	-	-	-
<b>Total Employees</b>	<b>335</b>	<b>267</b>	<b>79.70</b>	<b>279</b>	<b>209</b>	<b>74.91</b>
<b>Workers</b>						
Permanent	-	-	-	-	-	-
Other than permanent	-	-	-	-	-	-
<b>Total Workers</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Note: The Company does not have any 'worker', as defined in the guidance note on BRSR, issued by SEBI.



## 2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2023-24					FY 2022-23				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
<b>Employees</b>										
Permanent	335	-	-	335	100.00	279	-	-	279	100.00
Male	244	-	-	244	100.00	211	-	-	211	100.00
Female	91	-	-	91	100.00	68	-	-	68	100.00
Others	-	-	-	-	-	-	-	-	-	-
Other than permanent	-	-	-	-	-	-	-	-	-	-
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
<b>Workers</b>										
Permanent	-	-	-	-	-	-	-	-	-	-
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Other than permanent	-	-	-	-	-	-	-	-	-	-
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-

Note: The Company does not have any 'worker', as defined in the guidance note on BRSR, issued by SEBI.

## 3. Details of remuneration/ salary/ wages, in the following format:

### a) Median remuneration/wages:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)*	1	4,44,25,530	-	-
Key Managerial Personnel®	15	73,63,053	2	1,15,26,104
Employees other than BoD and KMP	229	10,51,877	89	7,72,438
Workers	-	-	-	-

Note: Non-Executive Director do not draw any remuneration from the Company except the Sitting fees.

\* includes Managing Director and CEO.

@ Key Management Personnel refers to KMP as defined under Section 203 (1) of the Companies Act, 2013 and SEBI (Depositories & Participants) Regulations, 2018, and does not include MD & CEO

### b) Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023-24	FY 2022-23
Gross wages paid to females	11,43,43,413	8,68,62,778
Total wages	61,60,42,285	53,39,51,242
Gross wages paid to females (Gross wages paid to females as % of total wages)	18.56	16.27

## 4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, there are committees responsible for human rights impacts and issues. For instance, the Company has zero tolerance for sexual harassment at workplace and is compliant with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## 5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Policy on prevention of Sexual Harassment (POSH) is in place as a part of Service Rules of the Company wherein, it is mentioned that Complainants or Witnesses will not be victimised or discriminated against while dealing with complaints.

## 6. Number of Complaints on the following made by employees and workers:

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	-	-	NA	1	-	Disposed Off
Discrimination at workplace	-	-	NA	-	-	Not Applicable
Child Labour	-	-	NA	-	-	Not Applicable
Forced Labour/Involuntary Labour	-	-	NA	-	-	Not Applicable
Wages	-	-	NA	-	-	Not Applicable
Other human rights related issues	-	-	NA	-	-	Not Applicable

## 7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023-24	FY 2022-23
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	-	1
Total female employees/workers	91	68
Complaints on POSH as a % of female employees/workers	-	1.47
Complaints on POSH upheld	-	-

## 8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Our policies and Code of Conduct strictly prohibits any kind of discrimination and harassment and also spells out action that can be taken against any such activity. The Company has formulated a Whistle Blower Policy to encourage employees to report matters without the risk of subsequent victimisation, discrimination or disadvantage which is available on our website.

In addition to the above, the Company has instituted several policies to ensure adherence to existing statutory laws and regulations such as the Prevention of Sexual Harassment at the Workplace Policy (POSH) as part of Service Rule which is available on Company's Intranet Portal.

The Company's Code of Conduct and Ethics complies with all the governed laws and regulations; including mechanisms to resolve ethical issues & unethical conduct, legitimate handling of conflicts of interest and fostering culture of transparency, honesty, and accountability.

## 9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, the business agreements and contracts which are entered into by the Company with any party include affirmation of the applicable regulatory requirement, including those pertaining to Human Rights as and where relevant.

## 10. Assessments for the year:

Percentage of your plants and offices that were assessed (by entity or statutory authorities or third parties)	
Child labour	During the reporting period, no external audits were carried out by the Company or statutory authorities or third parties
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others - please specify	

## 11. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 10 above.

NA

## Leadership Indicators

### 1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.

The Company recognises its Human assets as a critical resource essential for the growth of the Company. It, therefore, accords high importance to human resource development and consciously endeavours to enhance the quality and competence of its employees across cadres. It conducts an induction programme for new entrants. Nominating employees for training at reputed institutions and for attending seminars in capital market related areas, particularly relating to depositories, has always been a part of human resource development programme of the Company.

The Company regularly sensitises its employees regarding the basis principles of human rights and on the Code of Conduct through various training programme.

**2. Details of the scope and coverage of any Human rights due-diligence conducted.**

NA

**3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes

**4. Details on assessment of value chain partners:**

Percentage of value chain partners (by value of business done with such partners) that were assessed	
Child labour	
Forced/involuntary labour	
Sexual harassment	The Value chain partners are expected to comply to all the applicable rules and regulations. No particular assessment has been carried out during the reporting period.
Discrimination at workplace	
Wages	
Others - please specify	

**5. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 4 above.**

NA

**PRINCIPLE 6****BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT****Essential Indicators****1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Whether total energy consumption and energy intensity is applicable to the Company?

Yes

Parameter	Please specify unit	FY 2023-24	FY 2022-23
<b>From renewable sources</b>			
Total electricity consumption (A)	Joule	0	0
Total fuel consumption (B)	Joule	0	0
Energy consumption through other sources (C)	Joule	0	0
Total energy consumed from renewable sources (A+B+C)	Joule	0	0
<b>From non-renewable sources</b>			
Total electricity consumption (D)	Joule	513434000	1831291200000
Total fuel consumption (E)	Joule	0.0029411765	0.2
Energy consumption through other sources (F)	Joule	11536200000	10270440000
Total energy consumed from non-renewable sources (D+E+F)	Joule	12049634000	1841561640000
Total energy consumed (A+B+C+D+E+F)	Joule	12049634000	1841561640000
Energy intensity per rupee of turnover (Total energy consumed/Revenue from operations)	Joule	1.87994	408.69136
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed/Revenue from operations adjusted for PPP)	Joule	0	0
Energy intensity in terms of physical output	Joule	0	0
Energy intensity (optional) - the relevant metric may be selected by the entity		0	0

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

No

**2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N)**

No

### 3. Provide details of the following disclosures related to water, in the following format:

Parameter	Please specify unit	FY 2023-24	FY 2022-23
<b>Water withdrawal by source (in kilolitres)</b>			
(i) Surface water	kilolitres	0	0
(ii) Groundwater	kilolitres	0	0
(iii) Third party water	kilolitres	120	99.28
(iv) Seawater/desalinated water	kilolitres	0	0
(v) Others	kilolitres	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	kilolitres	120	99
Total volume of water consumption (in kilolitres)	kilolitres	0	0
Water intensity per rupee of turnover (Total water consumption/Revenue from operations)	kilolitres	0.00	0
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)(Total water consumption/Revenue from operations adjusted for PPP)	kilolitres	0	0
Water intensity in terms of physical output	kilolitres	0	0
Water intensity (optional) - the relevant metric may be selected by the entity	kilolitres	0	0

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)**

No

### 4. Provide the following details related to water discharged:

Parameter	Please specify unit	FY 2023-24	FY 2022-23
<b>Water discharge by destination and level of treatment (in kilolitres)</b>			
(i) To Surface water	kilolitres	0.00	0.00
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
(ii) To Groundwater	kilolitres	0.00	0.00
- No treatment)	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
(iii) To Seawater	kilolitres	0.00	0.00
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
(iv) third party water	kilolitres	0.00	0.00
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
(v) Others	kilolitres	0.00	0.00
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
Total water discharged (in kilolitres)	kilolitres	0.00	0.00

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)**

No

### 5. Has the entity implemented a mechanism for Zero Liquid Discharge?

NA

### 6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

**Whether air emissions (other than GHG emissions) by the entity is applicable to the Company?**

No



## 7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Whether greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity is applicable to the Company?

No

## 8. Does the entity have any project related to reducing Green House Gas emission?

CDSL has implemented several initiatives aimed at reducing greenhouse gas (GHG) emissions associated with its operations, in alignment with the “Green Initiative” in Corporate Governance promoted by the Ministry of Corporate Affairs. Here are the key projects focused on GHG reduction:

- CDSL provides companies with services for electronically delivering documents to Shareholders. This initiative aims to minimise paper usage and promote paperless transactions, contributing to a greener and more sustainable business environment.
- CDSL has installed energy-efficient equipment such as Variable Refrigerant Flow (VRF) systems and 5-star rated inverter Air Conditioners (ACs) in its offices. LED lighting systems have also been implemented. These measures help to lower electricity consumption and indirectly reduce GHG emissions.

Through these initiatives and a shift towards electronic operations, CDSL actively promotes environmental sustainability, supports a transition to a greener future. These efforts underscore the Company’s commitment to mitigating GHG emissions and practicing responsible corporate citizenship.

## 9. Provide details related to waste management by the entity, in the following format:

Parameter	Parameter	FY 2023-24	FY 2022-23
<b>Total Waste generated (in metric tonnes)</b>			
Plastic waste (A)	metric tonnes	0	0
E-waste (B)	metric tonnes	0	0
Bio-medical waste (C)	metric tonnes	0	0
Construction and demolition waste (D)	metric tonnes	0	0
Battery waste (E)	metric tonnes	0.03555	0.5
Radioactive waste (F)	metric tonnes	0	0
Other Hazardous waste. Please specify, if any. (G)	metric tonnes	0	0
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	metric tonnes	0	0
<b>Total (A+B + C + D + E + F + G + H)</b>	metric tonnes	<b>0.04</b>	<b>0.50</b>
<b>Waste intensity per rupee of turnover (Total waste generated/Revenue from operations)</b>			
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated/Revenue from operations adjusted for PPP)	metric tonnes	0	0
Waste intensity in terms of physical output	metric tonnes	0	0
Waste intensity (optional) - the relevant metric may be selected by the entity	metric tonnes	0	0
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>			
<b>Category of waste</b>			
(i) Recycled	metric tonnes	0	0
(ii) Re-used	metric tonnes	0	0
(iii) Other recovery operations	metric tonnes	0	0
<b>Total</b>	metric tonnes	<b>0.00</b>	<b>0.00</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>			
<b>Category of waste</b>			
(i) Incineration	metric tonnes	0	0
(ii) Landfilling	metric tonnes	0	0
(iii) Other disposal operations	metric tonnes	0	0
<b>Total</b>	metric tonnes	<b>0.00</b>	<b>0.00</b>

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

No

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

Our waste consists of E-Waste, used paper and single-use plastic water bottles waste. E-Waste contains off data storage devices which are digitally degaussed to destroy the data. Used plastic water bottles and waste paper are disposed off to authorised recycling facilities.

**11. If the entity has operations/ offices in/ around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:**

Sr. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N)	If no, the reasons there of and corrective action taken, if any.
Not Applicable				

**12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
Not Applicable					

**13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N/NA).**

Yes

**Leadership Indicators**

**1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):**

Water withdrawal, consumption and discharge in areas of water stress	
(i) Name of the area	NA
(ii) Nature of operations	NA
(iii) Water withdrawal, consumption and discharge in the following format:	

Parameter	Please specify unit	FY (Current Financial Year)	PY (Previous Financial Year)
<b>Water withdrawal by source (in kilolitres)</b>			
Surface water	kilolitres	0	0
Groundwater	kilolitres	0	0
Third party water	kilolitres	0	0
Seawater/desalinated water	kilolitres	0	0
Others	kilolitres	0	0
Total volume of water withdrawal (in kilolitres)	kilolitres	0	0
Total volume of water consumption (in kilolitres)	kilolitres	0	0
Water intensity per rupee of turnover (Water consumed/turnover)	kilolitres	0	0
Water intensity (optional) - the relevant metric may be selected by the entity	kilolitres	0	0
<b>Water discharge by destination and level of treatment (in kilolitres)</b>			
(i) Into Surface water	kilolitres	0	0
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
(ii) Into Groundwater	kilolitres	0	0
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
(iii) Into Seawater	kilolitres	0	0
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0



Parameter	Please specify unit	FY (Current Financial Year)	PY (Previous Financial Year)
(iv) third party water	kilolitres	0	0
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
(v) Others	kilolitres	0	0
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
<b>Total water discharged (in kilolitres)</b>	kilolitres	0	0

Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N)

No

**2. Please provide details of total Scope 3 emissions & its intensity, in the following format:**

Whether total Scope 3 emissions & its intensity is applicable to the Company?

No

**3. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

NA

**4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/ effluent discharge/ waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

Sr. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative	Corrective action taken, if any
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NA

**5. Does the entity have a business continuity and disaster management plan?**

Yes

**Details of entity at which business continuity and disaster management plan is placed or weblink.**

CDSL has been accredited with the ISO 22301:2019 certification for its business continuity management systems. CDSL has a Business Continuity Management (BCM) framework to ensure resilience and continuity of its Depository services, e-voting Services. CDSL conducts Business impact analysis and risk assessment annually to assess the likely impact on the Company's business processes due to adverse events like, natural disaster, pandemic, technical disruption etc.

**6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

NA

**7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

0

## PRINCIPLE 7

### BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

#### Essential Indicators

1. a) Number of affiliations with trade and industry chambers/ associations.  
5
- b) List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.  
5

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	ACG-Asia Pacific Central Securities Depository Group	International
2	Association of Eurasian Central Securities Depositories (AECSD)	International
3	International Securities Services Association	International
4	Association of National Exchanges Members of India (ANMI)	National
5	Bombay Stock Exchange Brokers Forum (BBF)	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
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During FY 2023-24, the Company has not received any adverse orders from regulatory authorities

#### Leadership Indicators

1. Details of public policy positions advocated by the entity:

Sr. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Halfyearly/ Quarterly/ Others - please specify)	Web Link, if available
Not Applicable					

## PRINCIPLE 8

### BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

#### Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web Link
Not Applicable					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Sr. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	Percentage of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

3. Describe the mechanisms to receive and redress grievances of the community.

The Company has adequate grievance redressal mechanism in place to understand and resolve complaints from all stakeholders

**4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/ small producers	0	0
Directly from within India	0	0

Not applicable considering the nature of business.

**5. Job creation in smaller towns - Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as percentage of total wage cost**

Location	FY 2023-24	FY 2022-23
<b>Rural</b>		
i) Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis)	0	0
ii) Total Wage Cost	0	0
iii) % of Job creation in Rural areas	0.00	0.00
<b>Semi-urban</b>		
i) Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis)	0	0
ii) Total Wage Cost	0	0
iii) % of Job creation in Semi-Urban areas	0.00	0.00
<b>Urban</b>		
i) Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis)	1,04,04,313	99,78,679
ii) Total Wage Cost	61,60,42,285	53,39,51,242
iii) % of Job creation in Urban areas	1.69	1.87
<b>Metropolitan</b>		
i) Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis)	60,56,37,972	52,39,72,563
ii) Total Wage Cost	61,60,42,285	53,39,51,242
iii) % of Job creation in Metropolitan area	98.31	98.13

**Leadership Indicators****1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

Details of negative social impact identified	Corrective action taken
Not Applicable	

**2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

Sr. No.	State	Aspirational District	Amount spent (In INR)
1	Karnataka	Raichur	3,63,879
2	Karnataka	Yadgir	1,28,364
3	West Bengal	Nadia	85,000
4	Bihar	Katihar	80,000
5	Odisha	Balangir	75,000
6	Jharkhand	Dumka	70,000
7	Uttar Pradesh	Fatehpur	69,578
8	Kerala	Wayanad	62,500
9	West Bengal	Dinajpur	50,000
10	Bihar	Purnea	50,000
11	Jharkhand	Ranchi	37,500
12	Uttarakhand	Udham Singh Nagar	37,500
13	Andhra Pradesh	Y S R Kadapa	37,500
14	Chhattisgarh	Mahasamund	35,000
15	Jammu & Kashmir	Baramulla	25,000
16	Maharashtra	Osmanabad	12,500
17	Jammu & Kashmir	Kupwara	12,500

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised/vulnerable groups? (Yes/No)  
 Equal opportunity is provided to all our vendors. In this regard, the Company does not have a preferential procurement policy
- (b) From which marginalised/vulnerable groups do you procure?  
 Not Applicable
- (c) What percentage of total procurement (by value) does it constitute?  
 Not Applicable

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

Sr. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes/No)	Basis of calculating benefit share
1	Nil	No	No	Nil

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Name of authority	Brief of the Case	Corrective action taken
Nil	Nil	Nil

6. **Details of beneficiaries of CSR Projects:**

Sr. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalised groups
1	Smile Foundation	15,565	100
2	Lions Charitable Trust	3,079	100
3	Narayana Hrudayalaya Charitable Trust	168	100
4	Educate Girls	8,953	100
5	Rotary Charitable Trust	11,500	100
6	Yuva Unstoppable	17,303	100

## PRINCIPLE 9

### BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

#### Essential Indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

The grievance redressal policy for customers includes redressal framework to ensure prompt and effective resolution of grievances. We have a centralised investor grievance redressal team, who is responsible for addressing all grievances effectively in a time bound manner. We offer multiple channels to report grievances such as e-mail, letter, website, SEBI's SCORES portal, SMART ODR portal and social media. We offer the best possible solution after a review of the customer's complaint and after taking feedback from the Depository Participant/RTA (as applicable). If an investor is not satisfied with the resolution, he or she can escalate it to our Multi-level complaint resolution mechanism available with CDSL such as SMARTODR (Level 1), Arbitration (Level 2) and Appellate Arbitration (Level 3).

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

	As a percentage to total turnover
Environmental and social parameters relevant to the product	0
Safe and responsible usage	0
Recycling and/or safe disposal	0

These fields are not applicable as the Company does not provide any physical products



### 3. Number of consumer complaints in respect of the following:

	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0	-	0	0	-
Advertising	0	0	-	0	0	-
Cyber-security	0	0	-	0	0	-
Delivery of essential services	1687	32*	-	1030	16	-
Restrictive Trade Practices	0	0	-	0	0	-
Unfair Trade Practices	0	0	-	0	0	-
Other	0	0	-	0	0	-

\*All pending complaints as on March 31, 2024 stands resolved.

### 4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	0	NA
Forced recalls	0	NA

### 5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No)

CDSL has formed and periodically reviews its Information Security Policy, Cyber Security Policy, Business Continuity Policy, and Personal Data-Information Privacy Policy. These policies are accessible on the Company's intranet portal.

### 6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/ action taken by regulatory authorities on safety of products/ services.

No penalties/regulatory action has been levied or taken on the above-mentioned parameters.

### 7. Provide the following information relating to data breaches:

#### a) Number of instances of data breaches along-with impact

0

#### b) Percentage of data breaches involving personally identifiable information of customers

0

#### c) Impact, if any, of the data breaches

0

## Leadership Indicators

### 1. Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).

Channels and platforms where information on the products and services of the Company can be accessed are below mentioned:



### 2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

The Company is committed to educating investors to make an informed decisions regarding Capital Market. During FY 2023-24, CDSL IPF conducted 2,345 Investor Awareness Programmes (IAPs) in English, Hindi and 16 other Indian languages reaching out to more than 1.45 Lakh investors across India.

We utilised social media channels to connect with a younger audience and enhance investor awareness. The 'NoShakNiveshak' campaign served as the focal point of our digital strategy, featuring a variety of content types including quizzes, videos, static posts, and more to offer interesting and informative material.

SEBI, CDSL, and other MIIs have jointly prepared an informative booklet, 'Securities Market Understanding from Investor's Perspective,' in 13 regional languages. It's been distributed to investors for future reference and knowledge.

In addition to IAPs, CDSL utilises various social media platforms like Facebook: @cdslindia, X (formerly known as Twitter): (@cdslindia), LinkedIn (@cdslindia), Koo App (@cdslindia), Instagram: (@cdslindia) and YouTube (@CDSLIndiaLtd) to engage with investors. Posts including pictures, GIFs & videos related to IAPs and CDSL services are regularly uploaded for the benefit of investors.

Furthermore, investors can access valuable information on the 'Investors Corner' section of the CDSL website at <https://www.cdslindia.com/Investors/InvestorCorner.aspx>

### **3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

#### **E-mail/Website:**

Investors can email us at our dedicated Email ID - [complaints@cdslindia.com](mailto:complaints@cdslindia.com) for any queries, complaints or feedback. CDSL has also provided facility to post the complaints through CDSL website. A user friendly format is made available on the website to enable the investors to send their complaints with ease on the 'Post your Grievance' link available on the website (<https://www.cdslindia.com/Footer/grievances.aspx>).

Call centre: Investors can call us from 10.00 am to 6.15 pm (Monday to Friday) on the tollfree number 1800-21-09911.

SCORES/SEBI Letter: The investors can also send their complaints directly to SEBI or upload through dedicated website - [www.scores.sebi.gov.in](http://www.scores.sebi.gov.in). SEBI also forwards the letters received from the investors by them to CDSL for redressal.

#### **Mechanism for processing of consumer complaints:**

The Company has a digital grievance management platform to upload, respond and monitor disposal of customer grievances. All complaints received across various above-mentioned sources are auto uploaded into a Complaint Management Platform which has a rule-based allotment to the Depository Participants and RTA who respond to investors. All complaints are handled by the Investor Grievance Redressal team to ensure a prompt, and an effective resolution. The team takes a decision for the resolution of the complaint. Feedback is also provided to the relevant department to ensure that the same problem does not recur.

#### **Mechanism to respond to consumer complaints:**

- The officials of the Investor Grievance Cell, reviews the response/resolution provided by the intermediary and informs the investor accordingly. If the investor is not satisfied with the resolution, they can escalate the matter/complaint to our Multi-level complaint resolution mechanism available at CDSL.
- The Grievance team monitors the redressal of all complaints and the response provided to the investor. The team also monitors pendency and regularly shares its analysis with the Company. The summary of grievances is reported to Regulatory Oversight Committee and to the Governing Board of the Company.

### **4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not applicable)**

Yes

#### **If yes, provide details in brief.**

The information on various services offered by the Company is available on <https://www.cdslindia.com/> and detailed description of our services is mentioned on <https://www.cdslindia.com/About/overview.html>

**Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

No



# Independent Auditor's Report

To the Members of  
Central Depository Services (India) Limited

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of Central Depository Services (India) Limited ("the Company"), which comprise the Balance sheet as at March 31, 2024, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of

the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
<p><b>Valuation of investments and its impairment (as described in Note 4, 5 and 5A of the standalone financial statements)</b></p> <p>Quoted investments and unquoted investments represent the most significant amount on the balance sheet. The total of the aggregating to ₹90,478.36 Lakh represent 64% of the total assets of the Company as at March 31, 2024.</p> <p>There is a risk that the fair value of investments is not determined appropriately. Accordingly, the valuation of investments and its impairment is considered as a key audit matter.</p>	<p><b>Our audit procedures included the following:</b></p> <ul style="list-style-type: none"> <li>Assessed the design and implementation of controls over valuation and existence of investments</li> <li>Traced the quantity held from the confirmation obtained independently from Custodian and Fund houses</li> <li>Tested the valuation of the quoted and unquoted investments to independent price sources</li> <li>Assessed and tested the management procedures for performing impairment analysis of investments, wherever necessary</li> </ul>
<p><b>Information Technology (IT) systems and controls</b></p> <p>The reliability of IT systems plays a key role in the business operations. Since large volume of transaction are processed, the IT controls are required to ensure that systems process data as expected and there are adequate controls in respect of changes made to the IT systems.</p> <p>The IT infrastructure is critical for smooth functioning of the Company's business operations as well as for timely and accurate financial accounting and reporting.</p> <p>Due to the pervasive nature and complexity of the IT environment and large volume of transactions, we have considered IT systems and controls as a key audit matter.</p>	<p><b>Our audit procedures included the following:</b></p> <ul style="list-style-type: none"> <li>Assessed the information systems used by the Company for IT General Controls (ITGCs) and Application controls;</li> <li>The aspects covered in the IT systems General Control audit were (i) User Access Management (ii) Programme Change Management (iii) Other related ITGCs; - to understand the design and test the operating effectiveness of such controls in the system;</li> <li>Performed test of controls on the IT application controls and IT dependent manual controls in the system;</li> <li>Tested the design and operating effectiveness of compensating controls, where deficiencies were identified and, where necessary, extended the scope of our substantive audit procedures.</li> </ul>

## Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

## Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

- (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid/provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 34 to the standalone financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv.
    - a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - b) The management has represented that, to the best of its knowledge and belief, no funds have been received

- by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in note 14.4 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend

(including special dividend) for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

- vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software (refer Note 49 to the financial statements). Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

For **S.R. Batliboi & Co. LLP**  
Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

**per Jayesh Gandhi**  
Partner

Membership Number: 037924  
UDIN: 24037924BKELVR3569

Place: Mumbai  
Date: May 04, 2024



## ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 OF CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED

### Referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of Intangible assets.
- (b) Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment or intangible assets during the year ended March 31, 2024.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) The Company has not been sanctioned any working capital limit from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) (a) During the year, the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. However, there are balances outstanding as at balance sheet date in respect of loans given

to other parties (employees) in earlier years, as provided below:

Particulars	Amount of Loans (₹ in Lakh)
<b>Aggregate amount granted/ provided during the year:</b>	
- Subsidiaries	-
- Joint Ventures	-
- Associates	-
- Others	-
<b>Balance outstanding as at balance sheet date:</b>	
- Subsidiaries	-
- Joint Ventures	-
- Associates	-
- Others (Employees)	5.64

- (b) During the year, the investments made are not prejudicial to the Company's interest. The Company has not provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties.
- (c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties, during the year. In respect of loans granted to employees in earlier years, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular.
- (d) There are no amounts of loans and advances in the nature of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days.
- (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which had fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees and securities given in respect

of which provisions of Section 185 of the Companies Act, 2013 are applicable. According to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of investments made by the Company during the year.

- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) The Company is not in the business of sale of any goods or provision of such services as prescribed. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) The dues of goods and services tax, provident fund, employees' state insurance, income tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess, and other statutory dues which have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (₹ in Lakh)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	0.57	FY 17-18	Commissioner of Income Tax (Appeals)

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company did not have any outstanding loans or borrowings or interest thereon due to any lender during the year. Accordingly, the requirement to report on clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

- (c) The Company did not have any term loans outstanding during the year and hence, the requirement to report on clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) The Company did not raise any funds during the year and hence, the requirement to report on clause 3(ix)(d) of the Order is not applicable to the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer/further public offer (including debt instruments) and hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by us in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013, where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size of the Company and nature of its business.
- (b) The internal audit reports of the Company for the period under audit have been considered by us.



- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence, requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) As informed to us, there is no Core Investment Company as a part of the Group and hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has neither incurred cash losses in the current financial year nor in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in note 45 to the financial statements, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing

has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub-section 5 of Section 135 of the Act. This matter has been disclosed in note 26 to the financial statements.
- (b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub-section (6) of Section 135 of Companies Act. This matter has been disclosed in note 26 to the financial statements.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

**per Jayesh Gandhi**

Partner

Membership Number: 037924

UDIN: 24037924BKELVR3569

Place: Mumbai

Date: May 04, 2024

## **ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 OF CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED**

**Referred to in paragraph 2(f) under the heading "Report on other legal and regulatory requirements" of our report of even date**

### **Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with reference to standalone financial statements of Central Depository Services (India) Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone

financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

### **Meaning of Internal Financial Controls with reference to these Standalone Financial Statements**

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.



## Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

**per Jayesh Gandhi**

Partner

Membership Number: 037924

UDIN: 24037924BKELVR3569

Place: Mumbai

Date: May 04, 2024

# Standalone Balance Sheet

as at March 31, 2024

(₹ in Lakh)

Particulars	Note No.	As at	
		March 31, 2024	March 31, 2023
<b>ASSETS</b>			
<b>1. Non-current assets</b>			
a) Property, plant and equipment	3	29,974.93	8,918.03
b) Capital work-in-progress	3.2	-	17,316.32
c) Intangible assets	3	2,428.28	1,998.43
d) Intangible asset under development	3.1	382.23	113.10
e) Right-of-use assets	3	25.77	9.22
f) Financial Assets			
i. Investments			
Investments in subsidiaries	4	6,230.00	6,230.00
Investments in associates	4	3,000.00	3,000.00
Other investments	5	29,078.04	21,269.05
ii. Loans	6	1.83	5.64
iii. Other financial assets	7	1,029.66	489.46
g) Non current tax assets (net)	9	1,194.10	1,742.80
h) Other non current assets	10	581.46	182.33
<b>Total Non-Current Assets</b>		<b>73,926.30</b>	<b>61,274.38</b>
<b>2. Current assets</b>			
a) Financial Assets			
i. Investments	5	52,170.32	43,460.92
ii. Trade receivables	11	3,071.67	2,343.48
iii. Cash and cash equivalents	12	1,025.53	4,759.02
iv. Bank balances other than (iii) above	12	3,436.27	-
v. Loans	6	3.81	4.25
vi. Other financial assets	7	4,339.14	1,749.38
b) Other current assets	10	2,329.61	1,225.84
<b>Total Current Assets</b>		<b>66,376.35</b>	<b>53,542.89</b>
<b>Total Assets (1+2)</b>		<b>1,40,302.65</b>	<b>1,14,817.27</b>
<b>EQUITY AND LIABILITIES</b>			
<b>1. Equity</b>			
a) Equity Share capital	13	10,450.00	10,450.00
b) Other Equity	14	1,05,537.76	86,135.54
<b>Total Equity</b>		<b>1,15,987.76</b>	<b>96,585.54</b>
<b>LIABILITIES</b>			
<b>2. Non-current liabilities</b>			
a) Financial Liabilities			
i. Lease liabilities	15	15.31	7.46
ii. Other financial liabilities	16	922.40	384.88
b) Provisions	18	324.43	534.28
c) Deferred tax liabilities (Net)	8	1,566.06	245.70
d) Other non-current liabilities	19	1.12	0.63
<b>Total Non-current Liabilities</b>		<b>2,829.32</b>	<b>1,172.95</b>
<b>3. Current liabilities</b>			
a) Financial Liabilities			
i. Lease liabilities	15	11.60	2.20
ii. Trade payables	17	-	-
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		1,692.37	1,305.73
iii. Other financial liabilities	16	14,645.21	11,644.26
b) Provisions	18	2,595.56	2,039.95
c) Current tax liabilities (net)	9	326.40	239.17
d) Other current liabilities	19	2,214.43	1,827.47
<b>Total Current Liabilities</b>		<b>21,485.57</b>	<b>17,058.78</b>
<b>4. Total Liabilities (2+3)</b>		<b>24,314.89</b>	<b>18,231.73</b>
<b>Total Equity and Liabilities (1+4)</b>		<b>1,40,302.65</b>	<b>1,14,817.27</b>
<b>Material accounting policies and accompanying notes form an integral part of the standalone financial statements</b>	<b>1-50</b>		

In terms of our report of even date attached

 For **S. R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm registration No. 301003E/E300005

 Per **Jayesh Gandhi**

Partner

Membership No. 037924

Place: Mumbai

Date: May 04, 2024

 For and on behalf of the Board of Directors of  
 Central Depository Services (India) Limited

**Balkrishna V Chaubal**

Chairman

DIN: 06497832

**Nilay Shah**

Company Secretary

Membership No. A20586

Place: Mumbai

Date: May 04, 2024

**Nehal Vora**

Managing Director &amp; CEO

DIN: 02769054

**Girish Amesara**

Chief Financial Officer



# Standalone Statement of Profit and Loss

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	Note No.	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>1. Income</b>			
Revenue From Operations	20	64,095.70	45,059.96
Other Income	21	10,193.31	9,346.79
<b>Total Income</b>		<b>74,289.01</b>	<b>54,406.75</b>
<b>2. Expenses</b>			
Employee benefits expenses	22	8,022.45	6,855.73
Depreciation and amortisation expenses	23	2,121.89	1,586.33
Finance Cost	29	1.73	0.55
Impairment loss on financial assets	24	796.42	700.23
Other expenses	25	16,067.11	10,815.02
<b>Total expenses</b>		<b>27,009.60</b>	<b>19,957.86</b>
<b>3. Profit before tax (1-2)</b>		<b>47,279.41</b>	<b>34,448.89</b>
<b>4. Tax expenses:</b>			
Current tax	27	9,667.09	7,593.00
Deferred tax	8	1,390.89	(141.45)
Adjustment of tax relating to earlier periods		(110.49)	(210.83)
<b>Total tax expenses</b>		<b>10,947.49</b>	<b>7,240.72</b>
<b>5. Net Profit after tax (3-4)</b>		<b>36,331.92</b>	<b>27,208.17</b>
<b>6. Other Comprehensive Income/(Loss)</b>			
Items that will not be reclassified to profit or loss:			
i. Re-measurement gains/(losses) of the defined benefit plans;		(280.24)	53.03
ii. Income tax on above		70.54	(13.35)
<b>Total other comprehensive income/(loss) (net of tax) (i+ii)</b>		<b>(209.70)</b>	<b>39.68</b>
<b>7. Total Comprehensive Income (5+6)</b>		<b>36,122.22</b>	<b>27,247.85</b>
<b>8. Earnings per equity share (EPS):</b>			
Basic and Diluted EPS (₹)		34.77	26.04
Face value of share (₹)		10.00	10.00
<b>Material accounting policies and accompanying notes form an integral part of the standalone financial statements</b>	<b>1-50</b>		

In terms of our report of even date attached

For **S. R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm registration No. 301003E/E300005

Per **Jayesh Gandhi**

Partner

Membership No. 037924

Place: Mumbai

Date: May 04, 2024

For and on behalf of the Board of Directors of  
Central Depository Services (India) Limited

**Balkrishna V Chaubal**

Chairman

DIN: 06497832

**Nilay Shah**

Company Secretary

Membership No. A20586

Place: Mumbai

Date: May 04, 2024

**Nehal Vora**

Managing Director & CEO

DIN: 02769054

**Girish Amesara**

Chief Financial Officer

# Standalone Statement of Changes in Equity

for the year ended March 31, 2024

## A. Equity Share Capital (Refer note 13)

As at March 31, 2024

Particulars	(₹ in Lakh)	
	No. in Lakh	Amount
<b>Balance as at April 01, 2023</b>	1,045.00	10,450.00
Changes in Equity Share Capital due to prior period errors	-	-
<b>Restated Balance as at April 01, 2023</b>	<b>1,045.00</b>	<b>10,450.00</b>
Changes in equity share capital during the year	-	-
<b>Balance as at March 31, 2024</b>	<b>1,045.00</b>	<b>10,450.00</b>

As at March 31, 2023

Particulars	(₹ in Lakh)	
	No. in Lakh	Amount
<b>Balance as at April 01, 2022</b>	1,045.00	10,450.00
Changes in Equity Share Capital due to prior period errors	-	-
<b>Restated Balance as at April 01, 2022</b>	<b>1,045.00</b>	<b>10,450.00</b>
Changes in equity share capital during the year	-	-
<b>Balance as at March 31, 2023</b>	<b>1,045.00</b>	<b>10,450.00</b>

## B. Other Equity (Refer note 14)

As at March 31, 2024

Particulars	Reserves and Surplus			Total
	General Reserve	Retained Earnings	Other comprehensive income/(Loss)	
<b>Balance as at April 01, 2023</b>	1,094.93	85,177.09	(136.48)	86,135.54
Changes in accounting policy or prior period errors	-	-	-	-
<b>Restated Balance as at April 01, 2023</b>	<b>1,094.93</b>	<b>85,177.09</b>	<b>(136.48)</b>	<b>86,135.54</b>
Profit for the year	-	36,331.92	-	36,331.92
Other comprehensive income for the year (net of tax)	-	-	(209.70)	(209.70)
Payment of dividend during the year	-	(16,720.00)	-	(16,720.00)
<b>Balance as at March 31, 2024</b>	<b>1,094.93</b>	<b>1,04,789.01</b>	<b>(346.18)</b>	<b>1,05,537.76</b>

As at March 31, 2023

Particulars	Reserves and Surplus			Total
	General Reserve	Retained Earnings	Other comprehensive income/(Loss)	
<b>Balance as at April 01, 2022</b>	1,094.93	73,643.92	(176.16)	74,562.69
Changes in accounting policy or prior period errors	-	-	-	-
<b>Restated Balance as at April 01, 2022</b>	<b>1,094.93</b>	<b>73,643.92</b>	<b>(176.16)</b>	<b>74,562.69</b>
Profit for the year	-	27,208.17	-	27,208.17
Other comprehensive income for the year (net of tax)	-	-	39.68	39.68
Payment of dividend during the year	-	(15,675.00)	-	(15,675.00)
<b>Balance as at March 31, 2023</b>	<b>1,094.93</b>	<b>85,177.09</b>	<b>(136.48)</b>	<b>86,135.54</b>

**Material accounting policies and accompanying notes form an integral part of the standalone financial statements** 1-50

In terms of our report of even date attached

For **S. R. Batliboi & Co. LLP**  
 Chartered Accountants  
 ICAI Firm registration No. 301003E/E300005

**Per Jayesh Gandhi**  
 Partner  
 Membership No. 037924

Place: Mumbai  
 Date: May 04, 2024

For and on behalf of the Board of Directors of  
 Central Depository Services (India) Limited

**Balkrishna V Chaubal**  
 Chairman  
 DIN: 06497832

**Nilay Shah**  
 Company Secretary  
 Membership No. A20586

Place: Mumbai  
 Date: May 04, 2024

**Nehal Vora**  
 Managing Director & CEO  
 DIN: 02769054

**Girish Amesara**  
 Chief Financial Officer



# Standalone Cash Flow Statement

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES</b>		
<b>Profit before tax</b>	<b>47,279.41</b>	<b>34,448.89</b>
<b>Adjustments for</b>		
Depreciation and Amortisation expenses	2,121.89	1,586.33
Gain on sale/disposal of Property, plant and equipment and Intangible assets (Net)	(6.38)	(19.91)
Advances written back	(64.38)	(109.72)
Amortisation of premium on Bonds	(13.63)	0.07
Interest cost	1.73	0.55
Dividend received from Subsidiaries	(2,950.00)	(4,150.00)
Dividend received from Others	-	(30.00)
Interest income recognised on fixed deposit and bonds in profit or loss	(2,216.41)	(1,613.22)
Net gain arising on financial assets measured at FVTPL	(4,118.01)	(2,387.34)
Net gain arising on financial assets measured at Amortised cost	(1.51)	-
Impairment loss on financial assets	796.42	700.23
<b>Operating cash flows before working capital changes</b>	<b>40,829.13</b>	<b>28,425.88</b>
<b>Movements in working capital</b>		
(Increase)/Decrease in trade receivables	(1,524.61)	(268.58)
(Increase)/Decrease in loans	4.25	(1.73)
(Increase)/Decrease in other financial assets	102.66	(280.55)
(Increase)/Decrease in other assets	(1,502.90)	(511.18)
Increase/(Decrease) in trade payables	386.64	670.48
Increase/(Decrease) in provisions	65.52	43.44
Increase/(Decrease) in other financial liabilities	3,538.47	(130.09)
Increase/(Decrease) in other liabilities	451.83	290.20
<b>Total working capital changes</b>	<b>1,521.86</b>	<b>(188.01)</b>
<b>Cash flows generated from operations</b>	<b>42,350.99</b>	<b>28,237.87</b>
Direct taxes paid (net of refunds)	(8,920.66)	(7,581.08)
<b>Net cash flows generated from operating activities (A)</b>	<b>33,430.33</b>	<b>20,656.79</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment (Including Capital work-in-progress)	(4,756.39)	(18,599.32)
Purchase of intangible assets (Including Intangible asset under development)	(1,796.17)	(693.60)
Proceeds from sale of property, plant and equipment	7.33	26.90
Purchase of investments	(33,123.96)	(48,415.89)
Proceeds from sale of investments	22,938.18	50,177.80
Proceeds from Sale of Investment in Subsidiary	-	2,000.00
Investments in fixed deposits with banks	(7,368.21)	(1,248.72)
Proceeds from maturity of fixed deposits with banks	1,029.90	5,925.47
Dividend received from Subsidiary	2,950.00	4,150.00
Dividend received from Others	-	30.00
Investment in Associate	-	(1,000.00)
Investment in equity shares	(1,000.00)	-
Interest received	686.37	906.86
<b>Net cash flows used in investing activities (B)</b>	<b>(20,432.95)</b>	<b>(6,740.50)</b>

# Standalone Cash Flow Statement

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Dividend paid	(16,720.00)	(15,675.00)
Payment of lease rental	(10.87)	(2.11)
<b>Net cash flows used in financing activities (C)</b>	<b>(16,730.87)</b>	<b>(15,677.11)</b>
<b>Net (Decrease)/Increase in cash and cash equivalents (A+B+C)</b>	<b>(3,733.49)</b>	<b>(1,760.82)</b>
Cash and cash equivalents at the beginning of the year	4,759.02	6,519.84
<b>Cash and cash equivalents at the end of the year</b>	<b>1,025.53</b>	<b>4,759.02</b>
Cash and cash equivalents at the end of the year comprises		
Balances with banks		
- In unpaid dividend account (Refer note 2 below)	119.62	102.48
- In current account (Earmarked against liability) (Refer note 2 below)	529.73	4,406.59
- In Current Accounts	376.18	249.95
<b>Material accounting policies and accompanying notes form an integral part of the standalone financial statements</b>	<b>1-50</b>	

- The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard - 7 "Statement of Cash Flows".
- The balances are not available for use by the Company as those are towards earmarked liabilities.
- Previous year figures have been regrouped/rearranged/reclassified wherever necessary, to conform with current year classification.

In terms of our report of even date attached

**For S. R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm registration No. 301003E/E300005

**Per Jayesh Gandhi**

Partner

Membership No. 037924

Place: Mumbai

Date: May 04, 2024

For and on behalf of the Board of Directors of  
Central Depository Services (India) Limited

**Balkrishna V Chaulal**

Chairman

DIN: 06497832

**Nilay Shah**

Company Secretary

Membership No. A20586

Place: Mumbai

Date: May 04, 2024

**Nehal Vora**

Managing Director & CEO

DIN: 02769054

**Girish Amesara**

Chief Financial Officer



# Material Accounting Policies to the Standalone Financial Statements

for the year ended March 31, 2024

## 1 Company Overview

**1.1** Central Depository Services (India) Limited (“CDSL”) herein after referred to as “the Company” is a limited company incorporated in India. The Company is a Depository registered with Securities and Exchange Board of India (“SEBI”) under the provisions of Depositories Act, 1996, and Rules and Regulations framed thereunder. The registered office of the Company is at A-2501, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai – 400 013. CDSL was set up with the objective of providing convenient, dependable and secure depository services at affordable cost to all market participants. A depository facilitates holding of securities in the electronic form and enables securities transactions to be processed by book entry by a Depository Participant (DP) who acts as an agent of the depository, offers depository services to investors.

**1.2** The equity shares of the Company are listed on the National Stock Exchange of India Limited.

**1.3** The Standalone financial statements for the year ended March 31, 2024 were approved for issue by the Company’s Board of Directors on May 04, 2024.

## 2 Material Accounting Policies

### 2.1 Basis of preparation and presentation

#### 2.1.1 Statement of compliance

The standalone financial statements as at and for the year ended March 31, 2024 have been prepared in accordance with Indian Accounting Standards (“Ind AS”) notified under Section 133 of the Companies Act, 2013, read together with the companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 as amended time to time and the standalone financial statement also complies with presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III).

#### 2.1.2 Basis of measurement

The standalone financial statements have been prepared and presented under the historical cost convention, except for certain items that have been measured at fair values at the end of each reporting period as required by the relevant Ind AS:

- i. Financial assets and liabilities measured at fair value or amortised cost (refer accounting policy at 2.2.3, 2.2.4 and 2.2.5).
- ii. Employee benefits (Gratuity and Compensated absences) (refer accounting policy at 2.2.11).

#### 2.1.3 Functional and presentation currency

The Standalone financial statements of the Company are presented in Indian rupees, the national currency of India, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates. All financial information presented in Indian rupees has been rounded off to the nearest Lakh up to two decimal except share and per share data in terms of Schedule III unless otherwise stated.

#### 2.1.4 Use of estimates and judgement

a) The preparation of standalone financial statements in conformity with Ind AS requires the management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses, disclosure of contingent assets and disclosure of contingent liabilities. Actual results may differ from these estimates.

b) Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

- i. **Income taxes:** The Company’s tax jurisdiction is in India. Significant judgements are involved in determining the provision for income taxes, deferred tax assets and liabilities including the amount expected to be paid or recovered in connection with uncertain tax positions.
- ii. **Employee Benefits:** Defined employee benefit assets/liabilities determined based on the present value of future obligations using assumptions determined by the Company with advice from an independent qualified actuary.
- iii. **Property plant and equipment and Intangible assets:** The charge in respect of periodic depreciation/amortisation is derived after determining an estimate of an asset’s expected useful life and the expected residual value at the end of its life. The useful lives and residual values of the Company’s assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The

## Material Accounting Policies to the Standalone Financial Statements

for the year ended March 31, 2024

- lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.
- iv. **Impairment of trade receivables:** The Company estimates the probability of collection of accounts receivable by analysing historical payment patterns, customer status, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.
  - v. **Fair value measurement of financial instruments:** The Company estimates fair values of the unquoted equity shares using discounted cash flow model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility, the probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments (Refer note 30).
- b) Revenues are shown net of goods and service tax and applicable discounts and allowances.
  - c) **Trade receivables:** A receivable is recognised if an amount of consideration that is unconditional (i.e. only the passage of time is required before payment of the consideration is due).
  - d) **Contract Liabilities:** A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e. transfers control of the related services to the customer).

### 2.2.2 Investments in subsidiaries and associates

Investments in subsidiaries and associates are measured at cost are tested for impairment at the end of each reporting period. Any impairment loss is recognised in the statement of profit and loss. Dividend income if any from subsidiaries and associates is recognised when its right to receive the dividend is established.

### 2.2.3 Financial instruments

- a) Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.
  - b) The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at initial recognition. All financial instruments are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.
  - c) Purchase or sales of financial assets are recognised on trade date.
  - d) For the purpose of subsequent measurement, financial instruments of the Company are classified in the following categories: financial assets (debt instrument) at amortised cost, financial asset (equity instruments) at Fair value Through Profit
- a) The Company derives revenue primarily from services to corporates and capital market intermediary services. The Company recognises revenue when the significant terms of the arrangement are enforceable, services have been delivered and the collectability is reasonably assured. The method for recognising revenues and costs depends on the nature of the services rendered:
    - i. **Time and service contracts:** Revenues and costs relating to time and service contracts are recognised as the related services are rendered.
    - ii. **Annual fee contracts:** Revenue from annual fee contracts is recognised proportionately over the period of the contract. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognised on a straight-line basis over the specified period or under some other method that better represents the stage of completion.

## 2.2 Summary of material accounting policies

### 2.2.1 Revenue

## Material Accounting Policies to the Standalone Financial Statements

for the year ended March 31, 2024

and Loss account (“FVTPL”) and financial liabilities at amortised cost or FVTPL.

- e) The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognised from the Company’s Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.
- f) All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

**Level 1** — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

**Level 2** — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

**Level 3** — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

### 2.2.4 Financial Assets

#### a) Financial assets (debt instruments) at amortised cost

- i. A financial asset shall be measured at amortised cost if both of the following conditions are met:
- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
  - the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding (SPPI).
- ii. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortised cost using the effective interest method, less any impairment loss.

- iii. Financial assets measured at amortised cost are represented by investment in interest bearing debt instruments, trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.
- iv. Cash and cash equivalents comprise cash on hand and in banks and demand deposits with banks with original maturity less than 3 months. These can be withdrawn at any time without prior notice or penalty on the principal except for earmarked balances
- v. For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand, book overdraft and are considered part of the Company’s cash management system.

#### b) Equity instruments at FVTPL

All equity instruments are measured at fair value other than investments in subsidiaries and associates. These are classified as FVTPL.

#### c) Financial assets at FVTPL

FVTPL is a residual category for financial assets. Any financial asset which does not meet the criteria for categorisation as at amortised cost or as FVTOCI, is classified as FVTPL. In addition the Company may elect to designate the financial asset, which otherwise meets amortised cost or FVTOCI criteria, as FVTPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency.

#### d) Earmarked Funds

Earmarked Fund is in respect of variable pay payable to Key Management Personnel (“KMP”) of the Company, held for specific purposes as per the SEBI (Depositories and Participants) Regulations 2018, variable pay payable to employees other than KMP as per service rules, Security against Bank Guarantees, Amount Unpaid against Dividend, Government Securities, Stamp duty collected and Proceeds received for auction of demat accounts. These amounts are either invested in bank fixed deposits or available in current bank account and the same are earmarked in the Balance Sheet. Investment income earned on these financial instruments is credited to respective liabilities and not credited to the Statement of Profit or Loss except for fixed deposit against Bank Guarantees.

## Material Accounting Policies to the Standalone Financial Statements

for the year ended March 31, 2024

### 2.2.5 Financial liabilities

#### Financial liabilities at amortised cost

Financial liabilities at amortised cost represented by trade payables, lease liabilities and other financial liabilities are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

### 2.2.6 Equity

**Ordinary shares:** Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are recognised as a deduction from equity, net of any tax effect (if any).

### 2.2.7 Property, plant and equipment (PPE)

#### a) Recognition and measurement:

- i. Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. The cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use.
- ii. Capital work-in-progress is stated at cost, net of accumulated impairment loss, if any.

#### b) Derecognition of PPE:

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

### 2.2.8 Intangible assets

- a) Intangible assets are measured at cost as of the date of acquisition less accumulated amortisation and accumulated impairment losses, if any.
- b) Intangible assets consists of computer software.
- c) Intangible assets under development is stated at cost, net of accumulated impairment loss, if any.

### 2.2.9 Depreciation/Amortisation:

- a) Depreciation/Amortisation has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been

assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Name of Asset	Useful life as per Company's Act, 2013 (Years)	Useful Life as per Company Policy (Years)
Computer software – Subscription License	3	As per license period
Furniture and Fixtures	10	5
Vehicle	8	4

- b) Depreciation/Amortisation methods, useful life and residual values are reviewed at each reporting date, with the effect of any changes in estimate accounted for on a prospective basis.
- c) Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use are disclosed under capital work-in-progress. Depreciation is not charged on capital work-in-progress until construction and installation are complete and the asset is ready for its intended use.

### 2.2.10 Impairment

#### Financial assets carried at amortised cost

- i. In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.
- ii. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.
- iii. The Company has used a practical expedient by computing the expected credit loss allowance for trade receivable based on a detailed analysis of trade receivables.
- iv. ECL impairment loss allowance (or reversal) during the year is recognised as expense/income in the Statement of Profit and Loss.



## Material Accounting Policies to the Standalone Financial Statements

for the year ended March 31, 2024

- v. Financial assets measured at amortised cost, contractual revenue receivable: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

### 2.2.11 Employee benefits

The Company participates in various employee benefit plans. Post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognised as expense during the period when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company. The present value of the defined benefit obligations is calculated using the projected unit credit method.

- i. Short-term employee benefits: Performance linked bonus is provided as and when the same is approved by the Board of Directors.
- ii. Post-employment benefits and other long-term employee benefits are treated as follows:

- **Defined Contribution Plans**

**Provident Fund:** The Provident fund plan is operated by Regional Provident Fund Commissioner (RPFC) and the contribution thereof are paid/provided for.

Contributions to the defined contribution plans are charged to profit or loss for the respective financial year as and when services are rendered by the employees.

- **Defined Benefits Plans**

**Gratuity:** In accordance with the Payment of Gratuity Act, 1972, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company. Gratuity for employees is covered by Gratuity Scheme with Life Insurance Corporation of India and the contribution thereof is paid/provided for. Provision for gratuity is made on the basis of actuarial valuation on Projected Unit Credit Method as at the end of the year.

Remeasurement gains or losses are recognised in other comprehensive income. Further, the profit or loss does not include an expected return on plan assets. Instead net interest recognised in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the plan assets above or below the discount rate is recognised as part of re-measurement of net defined liability or asset through Other Comprehensive Income.

Remeasurements comprising gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are not reclassified to profit or loss in subsequent periods.

**Compensated absences:** Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short-term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as non-current employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of year.

### 2.2.12 Provisions

- a) Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.
- b) The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

### 2.2.13 Investment income

- a) Investment income consists of interest income on funds invested, dividend income and gains on the disposal of financial assets measured at FVTPL and amortised cost.
- b) Interest income on bond is recognised as it accrues in the statement of Profit or Loss, using the effective interest method and interest income on deposits

## Material Accounting Policies to the Standalone Financial Statements

for the year ended March 31, 2024

with banks is recognised on a time proportion accrual basis taking into the account the amount outstanding and the rate applicable.

- c) Dividend income is recognised in the Profit or Loss on the date that the Company's right to receive payment is established.

### 2.2.14 Income tax

Income tax comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent it relates to items directly recognised in equity or in other comprehensive income.

#### i. Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted at the reporting date and applicable for the period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

#### ii. Deferred tax

Deferred tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in standalone financial statements.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary

differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (in other comprehensive income). Deferred tax items are recognised in correlation to the underlying transaction in OCI.

The Company recognises interest levied and penalties related to income tax assessments in income tax expenses.

### 2.2.15 Earnings per share

The Company reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share. Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period. There are no instruments which have effect of dilution on the EPS.

### 2.2.16 Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.



## Notes to Standalone Financial Statements

for the year ended March 31, 2024

### 3. Property, plant and equipment, Intangible assets and Right-of-Use Assets

As at March 31, 2024

(₹ in Lakh)

Particulars	Gross Block				Depreciation/Amortisation				Net Book Value
	Balance as at April 01, 2023	Additions during the year	Deductions/adjustments during the year	Balance as at March 31, 2024	Balance as at April 01, 2023	Depreciation/amortisation for year	Deductions/adjustments during the year	Balance as at March 31, 2024	As at March 31, 2024
<b>Property, plant and equipment</b>									
Freehold Office	6,338.46	17,477.05	-	23,815.51	603.55	141.74	-	745.29	23,070.22
Freehold Office improvement	250.22	1,860.45	-	2,110.67	135.45	47.91	-	183.36	1,927.31
Freehold-Building	0.01	-	-	0.01	-	-	-	-	0.01
Leasehold-Building	169.10	-	-	169.10	169.10	-	-	169.10	-
Plant and equipment	4,827.57	1,012.63	329.79	5,510.41	1,972.41	648.38	329.71	2,291.08	3,219.33
Computers	350.69	132.80	76.24	407.25	243.38	94.03	76.24	261.17	146.08
Furniture and fixtures	344.46	677.22	0.22	1,021.46	323.74	22.56	0.22	346.08	675.38
Office equipment	344.99	912.56	3.13	1,254.42	289.70	47.38	2.26	334.82	919.60
Motor vehicles	71.30	-	-	71.30	41.44	12.86	-	54.30	17.00
<b>Total</b>	<b>12,696.80</b>	<b>22,072.71</b>	<b>409.38</b>	<b>34,360.13</b>	<b>3,778.77</b>	<b>1,014.86</b>	<b>408.43</b>	<b>4,385.20</b>	<b>29,974.93</b>
<b>Intangible assets</b>									
Computer Software	4,130.84	1,527.04	-	5,657.88	2,132.41	1,097.19	-	3,229.60	2,428.28
<b>Right-of-Use Assets</b>									
Right-of-Use Assets	12.29	26.39	-	38.68	3.07	9.84	-	12.91	25.77

As at March 31, 2023

(₹ in Lakh)

Particulars	Gross Block				Depreciation/Amortisation				Net Book Value
	Balance as at April 01, 2022	Additions during the year	Deductions/adjustments during the year	Balance as at March 31, 2023	Balance as at April 01, 2022	Depreciation/amortisation for year	Deductions/adjustments during the year	Balance as at March 31, 2023	As at March 31, 2023
<b>Property, plant and equipment</b>									
Freehold Office	6,338.46	-	-	6,338.46	497.70	105.85	-	603.55	5,734.91
Freehold Office improvement	250.22	-	-	250.22	110.43	25.02	-	135.45	114.77
Freehold-Building	0.01	-	-	0.01	-	-	-	-	0.01
Leasehold-Building	169.10	-	-	169.10	168.10	1.00	-	169.10	-
Plant and equipment	3,743.65	1,200.88	116.96	4,827.57	1,632.07	455.01	114.67	1,972.41	2,855.16
Computers	339.17	57.76	46.24	350.69	210.44	75.30	42.36	243.38	107.31
Furniture and fixtures	332.27	13.15	0.96	344.46	293.33	31.34	0.93	323.74	20.72
Office equipment	336.76	10.81	2.58	344.99	247.68	44.59	2.57	289.70	55.29
Motor vehicles	116.98	-	45.68	71.30	68.58	17.76	44.90	41.44	29.86
<b>Total</b>	<b>11,626.62</b>	<b>1,282.60</b>	<b>212.42</b>	<b>12,696.80</b>	<b>3,228.33</b>	<b>755.87</b>	<b>205.43</b>	<b>3,778.77</b>	<b>8,918.03</b>
<b>Intangible assets</b>									
Computer Software	3,170.43	960.41	-	4,130.84	1,304.43	827.98	-	2,132.41	1,998.43
<b>Right-of-Use Assets</b>									
Right-of-Use Assets	11.89	0.40	-	12.29	0.59	2.48	-	3.07	9.22

Notes:

- On transition to Ind AS, the Company had elected to continue with the carrying value of all Property, plant and equipment measured as per the previous GAAP and used that carrying value as the deemed cost of Property, plant and equipment.
- There are no immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in the favour of the lessee) whose title deeds are not in the name of the Company.

## Notes to Standalone Financial Statements

for the year ended March 31, 2024

### 3.1 Intangible assets under development

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Software under development	382.23	113.10
<b>Total</b>	<b>382.23</b>	<b>113.10</b>

#### Movement of Intangible assets under development

(₹ in Lakh)

Particulars	Balance as at April 01, 2022	Additions during the year ended March 31, 2023	Capitalised during the year ended March 31, 2023	Balance as at March 31, 2023	Additions during the year ended March 31, 2024	Capitalised during the year ended March 31, 2024	Balance as at March 31, 2024
Software under development	379.91	323.92	590.73	113.10	301.88	32.75	382.23
<b>Total</b>	<b>379.91</b>	<b>323.92</b>	<b>590.73</b>	<b>113.10</b>	<b>301.88</b>	<b>32.75</b>	<b>382.23</b>

#### Intangible assets under development ageing schedule as at March 31, 2024

(₹ in Lakh)

Particulars	Amount for the period				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	301.88	80.35	-	-	382.23
Projects temporarily suspended	-	-	-	-	-

#### Intangible assets under development ageing schedule as at March 31, 2023

(₹ in Lakh)

Particulars	Amount for the period				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	113.10	-	-	-	113.10
Projects temporarily suspended	-	-	-	-	-

#### Intangible assets under development estimated completion schedule for overdue projects as at March 31, 2024

(₹ in Lakh)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 1	382.23	-	-	-	382.23

#### Intangible assets under development estimated completion schedule for overdue projects as at March 31, 2023

(₹ in Lakh)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 1	-	-	-	-	-

### 3.2 Capital Work-in-Progress

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Office premises	-	17,297.82
Office equipment	-	18.50
<b>Total</b>	<b>-</b>	<b>17,316.32</b>



## Notes to Standalone Financial Statements

for the year ended March 31, 2024

### Movement of Capital Work-in-Progress

(₹ in Lakh)

Particulars	Balance as at April 01, 2022	Additions during the year ended March 31, 2023	Capitalised during the year ended March 31, 2023	Balance as at March 31, 2023	Additions during the year ended March 31, 2024	Capitalised during the year ended March 31, 2024	Balance as at March 31, 2024
	Freehold Office	-	17,297.82	-	17,297.82	179.24	17,477.06
Office equipment	-	30.77	12.27	18.50	874.14	892.64	-
Computer Hardware	-	245.00	245.00	-	154.34	154.34	-
Furniture and Fixtures	-	-	-	-	626.63	626.63	-
Freehold Office improvement	-	-	-	-	1,728.00	1,728.00	-
<b>Total</b>	-	17,573.59	257.27	17,316.32	3,562.35	20,878.67	-

### Capital Work-in-Progress ageing schedule as at March 31, 2024

(₹ in Lakh)

Particulars	Amount for the period				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

### Capital Work-in-Progress ageing schedule as at March 31, 2023

(₹ in Lakh)

Particulars	Amount for the period				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	17,316.32	-	-	-	17,316.32
Projects temporarily suspended	-	-	-	-	-

### Capital Work-in-Progress estimated completion schedule for overdue projects as at March 31, 2024

(₹ in Lakh)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 1	-	-	-	-	-

### Capital Work-in-Progress estimated completion schedule for overdue projects as at March 31, 2023

(₹ in Lakh)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 1	-	-	-	-	-

## 4. Investments in subsidiaries and associate

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
	<b>Un-quoted investments (measured at cost)</b>	
<b>a) Investments in equity instruments (Subsidiaries)</b>		
CDSL Ventures Limited (Fully paid equity shares of ₹ 10 each)	2,100.00	2,100.00
CDSL Insurance Repository Limited (Fully paid equity shares of ₹ 10 each)	1,530.00	1,530.00
CDSL Commodity Repository Limited (Fully paid equity shares of ₹ 10 each)	2,600.00	2,600.00
<b>Total Investments in equity instruments (Subsidiaries) (A)</b>	<b>6,230.00</b>	<b>6,230.00</b>
<b>b) Investments in equity instruments (Associate)</b>		
India International Bullion Holding IFSC Limited (IIBHIL) (Fully paid equity shares of ₹ 1 each)	3,000.00	3,000.00
<b>Total Investments in equity instruments (Associate) (B)</b>	<b>3,000.00</b>	<b>3,000.00</b>
<b>Total unquoted investments (A+B)</b>	<b>9,230.00</b>	<b>9,230.00</b>
<b>Aggregate carrying value of unquoted investments</b>	<b>9,230.00</b>	<b>9,230.00</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 5. Other investments

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Non-current investments - Unquoted</b>		
<b>a) Investments in equity instruments measured at FVTPL</b>		
Belapur Railway Station Commercial Company Limited (BRSCCL) (Fully paid equity shares of ₹ 10 each)	0.50	0.50
National E-Governance Services Limited (NESL) (Fully paid equity shares of ₹ 10 each)	654.99	492.27
Open Network for Digital Commerce (ONDC) (Fully paid equity shares of ₹ 100 each)	2,000.00	1,000.00
<b>Sub-Total (A)</b>	<b>2,655.49</b>	<b>1,492.77</b>
<b>b) Investments in Government Securities measured at amortised cost</b>		
Investment in Separate Trading of Registered Interest and Principal of Securities (STRIPS)	16,516.80	11,418.74
<b>Sub-Total (B)</b>	<b>16,516.80</b>	<b>11,418.74</b>
<b>Non-current investments - Quoted</b>		
<b>a) Investments in bonds/debentures measured at amortised cost</b>		
Investment in Tax free bonds	1,500.25	1,500.37
Investment in Non convertible debentures	8,405.50	6,857.17
<b>Sub-Total (C)</b>	<b>9,905.75</b>	<b>8,357.54</b>
<b>Total Non-current investments (A+B+C)</b>	<b>29,078.04</b>	<b>21,269.05</b>
<b>Aggregate value of quoted investments</b>	<b>9,905.75</b>	<b>8,357.54</b>
<b>Aggregate Market value of quoted investments</b>	<b>9,927.58</b>	<b>8,391.36</b>
<b>Aggregate value of unquoted investments</b>	<b>19,172.29</b>	<b>12,911.51</b>
<b>Aggregate amount of impairment in value of investments</b>	<b>-</b>	<b>-</b>

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Current investments - Unquoted</b>		
<b>a) Investments in mutual funds measured at FVTPL</b>		
Units of growth oriented schemes of mutual funds	49,553.41	37,309.53
<b>Sub-Total (A)</b>	<b>49,553.41</b>	<b>37,309.53</b>
<b>b) Investments in Government securities measured at amortised cost</b>		
Investment in Separate Trading of Registered Interest and Principal of Securities (STRIPS)	-	2,060.58
<b>Sub-Total (B)</b>	<b>-</b>	<b>2,060.58</b>
<b>Total of Unquoted investments (A+B)</b>	<b>49,553.41</b>	<b>39,370.11</b>
<b>Current investments - Quoted</b>		
<b>a) Investments in bonds/debentures measured at amortised cost</b>		
Investment in Tax free bonds	-	2,943.38
Investment in Non convertible debentures	-	506.27
<b>Sub-Total (C)</b>	<b>-</b>	<b>3,449.65</b>
<b>b) Investments in units of ETF measured at FVTPL</b>		
Investments in units of ETF (Exchange Traded Fund)	2,616.91	641.16
<b>Sub-Total (D)</b>	<b>2,616.91</b>	<b>641.16</b>
<b>Total of Quoted investments (C+D)</b>	<b>2,616.91</b>	<b>4,090.81</b>
<b>Total current investments (A+B+C+D)</b>	<b>52,170.32</b>	<b>43,460.92</b>
<b>Aggregate value of quoted investments</b>	<b>2,616.91</b>	<b>4,090.81</b>
<b>Aggregate Market value of quoted investments</b>	<b>2,616.91</b>	<b>4,145.53</b>
<b>Aggregate value of unquoted investments</b>	<b>49,553.41</b>	<b>39,370.11</b>



# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 5A - Investments

(₹ in Lakh)

Type	Name of the Body Corporate	No. of Shares/Units		(₹) In Lakh	
		As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
<b>Details of Non current investments</b>					
<b>Investment in subsidiaries</b>					
<b>a) Investment in equity shares</b>					
Unquoted	CDSL Ventures Limited (Fully paid equity shares of ₹ 10 each)	50,00,000	50,00,000	2,100.00	2,100.00
Unquoted	CDSL Insurance Repository Limited (Fully paid equity shares of ₹ 10 each)	1,52,99,999	1,52,99,999	1,530.00	1,530.00
Unquoted	CDSL Commodity Repository Limited (Fully paid equity shares of ₹ 10 each)	2,60,00,000	2,60,00,000	2,600.00	2,600.00
				<b>6,230.00</b>	<b>6,230.00</b>
<b>Investment in Associate</b>					
<b>b) Investment in equity shares</b>					
Unquoted	India International Bullion Holding IFSC Limited (IIBHIL)(Fully paid equity shares of ₹ 1 each)	30,00,00,000	30,00,00,000	3,000.00	3,000.00
				<b>3,000.00</b>	<b>3,000.00</b>
<b>Investment in others</b>					
<b>c) Investments in equity shares</b>					
Unquoted	Belapur Railway Station Commercial Company Limited (BRSCCL) (Fully paid equity shares of ₹ 10 each)	5,000	5,000	0.50	0.50
Unquoted	National E-Governance Services Limited (NESL) (Fully paid equity shares of ₹ 10 each)	30,00,000	30,00,000	654.99	492.27
Unquoted	Open Network for Digital Commerce (ONDC) (Fully paid equity shares of ₹ 100 each)	20,00,000	10,00,000	2,000.00	1,000.00
				<b>2,655.49</b>	<b>1,492.77</b>
<b>d) Investment in tax free bonds</b>					
Quoted	7.19% Indian Railway Finance Corp Ltd Tax Free Bond 310725	50	50	500.11	500.16
Quoted	7.15% NTPC Limited Tax Free Bond 210825	50	50	500.06	500.08
Quoted	7.17% REC Ltd Tax Free Bond 230725	50	50	500.08	500.13
				<b>1,500.25</b>	<b>1,500.37</b>
<b>e) Investment in Non convertible debentures</b>					
Quoted	6.00% HDFC Ltd Taxable NCD 290626	100	100	966.08	952.10
Quoted	7.32% REC Taxable Bond 270226	100	100	997.94	997.04
Quoted	7.89% Tata Cap Fin Serv 260727	100	100	1,004.50	1,005.63
Quoted	7.40% NABARD Ltd Taxable Bond 300126	100	100	996.07	994.11
Quoted	8.24% NABARD Ltd Taxable Bond 220329	50	-	521.51	-
Quoted	7.9873% TATA Cap Fin Serv Taxable Bond 170426	100	100	1,000.31	1,000.46
Quoted	6.44% NABARD Ltd Taxable Bond 041230	100	100	945.28	939.42
Quoted	6.39% NABARD Ltd Taxable Bond 191130	50	50	470.50	467.34
Quoted	7.79% REC Ltd Taxable Bond 210530	50	-	501.19	-
Quoted	7.71% REC Taxable Bond 311033	500	-	500.50	-
Quoted	7.71% REC Taxable Bond 301133	500	-	501.62	-
Quoted	7.82% DME Development Ltd Taxable Bond 240233	-	500	-	501.07
				<b>8,405.50</b>	<b>6,857.17</b>
<b>f) Investment in Government Securities</b>					
Unquoted	CSTRIP-GS 23-JUN-2027 C	5,00,000	5,00,000	400.55	369.64
Unquoted	CSTRIP-GS 16-JUN-2025 C	5,00,000	5,00,000	462.59	431.55
Unquoted	CSTRIP-GS 16-DEC-2025 C	20,00,000	20,00,000	1,789.22	1,665.57
Unquoted	CSTRIP-GS 15-DEC-2025 C	5,59,200	5,59,200	499.60	464.58
Unquoted	CSTRIP-GS 15-JUN-2026 C	5,59,200	5,59,200	482.92	448.24
Unquoted	CSTRIP-GS 15-DEC-2026 C	5,59,200	5,59,200	466.64	432.35
Unquoted	CSTRIP-GS 17-JUN-2026 C	5,34,100	5,34,100	460.63	427.31
Unquoted	CSTRIP-GS 17-DEC-2026 C	5,34,100	5,34,100	445.01	412.07
Unquoted	CSTRIP-GS 17-JUN-2025 C	5,34,100	5,34,100	492.20	457.50
Unquoted	CSTRIP-GS 17-DEC-2025 C	5,34,100	5,34,100	475.88	441.79
Unquoted	CSTRIP-GS 17-JUN-2027 C	5,34,100	5,34,100	427.35	394.02
Unquoted	CSTRIP-GS 15-JUN-2027 C	5,92,000	5,92,000	476.22	440.01

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

(₹ in Lakh)

Type	Name of the Body Corporate	No. of Shares/Units		(₹) In Lakh	
		As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Unquoted	CSTRIP-GS 16-JUN-2027 C	5,00,000	5,00,000	402.11	371.52
Unquoted	CSTRIP-GS 15-DEC-2027 C	5,97,000	5,97,000	464.98	429.27
Unquoted	CSTRIP-GS 16-DEC-2027 C	15,31,900	15,31,900	1,183.67	1,089.55
Unquoted	CSTRIP-GS 12-SEPT-2027 C	24,30,400	24,30,400	1,911.31	1,760.41
Unquoted	CSTRIP-GS 12-SEPT-2028 C	20,60,800	20,60,800	1,507.89	1,383.36
Unquoted	CSTRIP-GS 22-AUG-2032 C	16,90,000	-	941.92	-
Unquoted	CSTRIP GS12-JUN-2032C	11,00,000	-	618.77	-
Unquoted	CSTRIP-GS 19-SEPT-2028 C	10,00,000	-	735.70	-
Unquoted	CSTRIP GS12-DEC-2029 C	20,30,000	-	1,356.05	-
Unquoted	CSTRIP GS 15-JUN-2033 C	10,00,000	-	515.59	-
				<b>16,516.80</b>	<b>11,418.74</b>
	<b>Total of Non current investments (a+b+c+d+e+f)</b>			<b>38,308.04</b>	<b>30,499.05</b>
	<b>Details of Current portion of Long-term investments</b>				
<b>g)</b>	<b>Investment in Non convertible debentures</b>				
Quoted	8.75% LIC HSG FIN Ltd Taxable NCD 081223	-	50	-	506.27
				-	<b>506.27</b>
<b>h)</b>	<b>Investment in tax free bonds</b>				
Quoted	8.01% National Housing Bank Tax Free Bonds 300823	-	70	-	699.99
Quoted	8.35% National Highways Auth of India Tax Free Bonds 221123	-	70	-	700.02
Quoted	8.18% NHPC Limited Tax Free Bonds 021123	-	22,547	-	225.47
Quoted	8.41% NTPC Limited Tax Free Bonds 161223	-	31,665	-	316.65
Quoted	8.18% REC Ltd Tax Free Bonds 111023	-	50	-	501.24
Quoted	8.19% NTPC Limited Tax Free Bonds 040324	-	50	-	500.01
				-	<b>2,943.38</b>
<b>i)</b>	<b>Investment in Government Securities</b>				
Unquoted	CSTRIP-GS 16-JUN-2023 C	-	20,85,000	-	2,060.58
				-	<b>2,060.58</b>
	<b>Total of Current portion of Long-term investments (g+h+i)</b>			-	<b>5,510.23</b>
	<b>Details of Current Investments</b>				
<b>j)</b>	<b>Investment in Units of growth oriented schemes of mutual funds</b>				
Unquoted	Aditya Birla Sunlife Floating Rate Fund - Direct -Growth	18,99,153.34	20,57,556.89	6,142.59	6,164.17
Unquoted	Axis Banking & PSU Debt Fund - Direct - Growth	56,793.37	56,793.37	1,393.62	1,299.76
Unquoted	Baroda BNP Paribas Floater Fund - Direct - Growth	-	-	-	-
Unquoted	DSP Banking & PSU Debt Fund - Direct - Growth	41,85,577.05	41,85,577.05	941.41	871.54
Unquoted	DSP Gilt Fund - Direct - Growth	13,14,721.89	-	1,210.60	-
Unquoted	HDFC Corporate Bond Fund - Direct - Growth	93,30,794.39	93,30,794.39	2,788.37	2,577.10
Unquoted	HSBC CRISIL IBX 50:50 Gilt Plus SDL Apr 2028 Index Fund-Direct-Growth	49,99,750.01	49,99,750.01	561.14	522.00
Unquoted	HSBC CRISIL IBX Gilt June 2027 Index Fund-Direct-Growth	34,99,825.01	34,99,825.01	377.41	351.16
Unquoted	ICICI Prudential Bond Fund - Direct - Growth	73,96,362.05	57,69,152.66	2,822.78	2,021.22
Unquoted	ICICI Prudential Corporate Bond Fund - Direct - Growth	1,13,93,519.39	38,76,720.59	3,206.77	1,009.03
Unquoted	ICICI Prudential Short-Term Fund - Direct - Growth	12,94,666.28	12,94,666.28	762.98	703.89
Unquoted	IDFC Banking & PSU Debt Fund -Direct -Growth	82,62,232.24	82,62,232.24	1,892.45	1,764.23
Unquoted	Invesco India Corporate Bond Fund (Active India Fund) - Direct - Growth	1,38,626.86	1,38,626.86	4,240.99	3,938.32
Unquoted	Invesco India Money Market Fund - Direct -Growth	35,769.81	35,769.81	1,026.59	954.76
Unquoted	Invesco India Nifty G-sec Jul 2027 Index Fund - Direct -Growth	49,997.50	49,997.50	538.79	501.25
Unquoted	Kotak Bond Short-Term Fund - Direct - Growth	45,32,615.79	45,32,615.79	2,335.35	2,163.12
Unquoted	L & T Triple Ace Bond Fund - Direct- Growth	16,06,896.56	16,06,896.56	1,124.81	1,045.41
Unquoted	Nippon India Corporate Bond Fund- Direct-Growth	37,45,516.87	-	2,112.41	-
Unquoted	Nippon India Floating Rate Fund_Short-Term Plan - Direct - Growth	66,34,079.73	66,34,079.73	2,833.98	2,621.49
Unquoted	Nippon India Nivesh Lakshya Fund - Direct - Growth	1,18,61,367.46	1,18,61,367.46	1,952.89	1,774.95
Unquoted	SBI Banking & PSU Debt Fund - Direct - Growth	73,553.13	73,553.13	2,195.61	2,041.10



## Notes to Standalone Financial Statements

for the year ended March 31, 2024

(₹ in Lakh)

Type	Name of the Body Corporate	No. of Shares/Units		(₹) In Lakh	
		As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Unquoted	SBI CPSE Bond Plus SDL Sep 2026 50:50 Index Fund-Direct- Growth	69,99,650.02	69,99,650.02	781.69	729.03
Unquoted	SBI Long Duration Fund Direct Growth	55,47,265.08	-	2,475.59	-
Unquoted	SBI Magnum Constant Maturity Fund Direct Growth	21,23,614.08	-	1,255.23	-
Unquoted	TATA Short-Term Bond Fund - Direct - Growth	25,04,564.20	25,04,564.20	1,195.66	1,110.34
Unquoted	Tata Nifty SDL Plus AAA PSU Bond Dec 2027 60:40 Index Fund – Direct – Growth	49,99,750.01	49,99,750.01	561.33	523.24
Unquoted	UTI Corporate Bond Fund - Direct - Growth	1,87,30,646.30	1,87,30,646.30	2,822.37	2,622.42
				<b>49,553.41</b>	<b>37,309.53</b>
<b>k)</b>	<b>Investment in Units of ETF</b>				
Quoted	Aditya Birla Sun Life Nifty 50 ETF	19,86,741.00	-	504.23	-
Quoted	ICICI Prudential S&P BSE Sensex ETF	1,34,983.00	21,712.00	1,114.45	141.19
Quoted	Nippon India ETF Nifty 50 BeES	1,84,360.00	-	455.29	-
Quoted	Mirae Asset Nifty 8-13 Year G-SEC ETF Fund	21,02,572.00	21,02,572.00	542.94	499.97
				<b>2,616.91</b>	<b>641.16</b>
	<b>Total of Current Investments (g+h+i+j+k)</b>			<b>52,170.32</b>	<b>43,460.92</b>
	<b>Total Investments</b>			<b>90,478.36</b>	<b>73,959.97</b>

### 6. Loans (at amortised cost)

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Loans to staff – Unsecured, considered good	1.83	5.64
<b>Total</b>	<b>1.83</b>	<b>5.64</b>
<b>Current</b>		
Loans to staff – Unsecured, considered good	3.81	4.25
<b>Total</b>	<b>3.81</b>	<b>4.25</b>

### 7. Other financial assets (at amortised cost)

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Sundry deposits – Unsecured, considered good	13.52	7.52
Bank balance in deposit accounts (Earmarked ₹ 930.94 Lakh (Previous year ₹ 437.78 Lakh))(Refer Note 44)	930.94	437.78
Accrued interest – Bank Deposits (Earmarked ₹ 59.81 Lakh (Previous year ₹ 23.41 Lakh))(Refer Note 44)	85.20	44.16
<b>Total</b>	<b>1,029.66</b>	<b>489.46</b>
<b>Current</b>		
Other Receivable (From related parties ₹ 3.23 Lakh (Previous year ₹ 26.09 Lakh))(Refer note 33)	7.11	29.44
Sundry deposits - Unsecured, considered good	167.33	297.82
Interest accrued but not due on bonds	361.73	341.16
Bank balance in deposit accounts (Earmarked ₹ 3575.06 Lakh (Previous year ₹ 54.91 Lakh))(Refer Note 44)	3,575.06	1,029.92
Accrued interest - Bank Deposits (Earmarked ₹ 227.65 Lakh (Previous year ₹ 8.61 Lakh))(Refer Note 44)	227.91	51.04
<b>Total</b>	<b>4,339.14</b>	<b>1,749.38</b>

## Notes to Standalone Financial Statements

for the year ended March 31, 2024

### 8. Deferred tax liabilities (Net)

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred tax liabilities	2,834.59	1,670.67
Deferred tax assets	1,268.53	1,424.97
<b>Deferred tax liabilities (Net)</b>	<b>1,566.06</b>	<b>245.70</b>

### Deferred tax assets/(liabilities) in relation to:

(₹ in Lakh)

Particulars	Opening balance as at April 01, 2022	Recognised in Profit or loss for year ended March 31, 2023	Recognised in Other Comprehensive Income for the year ended March 31, 2023	Closing balance as at March 31, 2023	Recognised in Profit or loss for year ended March 31, 2024	Recognised in Other Comprehensive Income for the year ended March 31, 2024	Closing balance as at March 31, 2024
<b>a) Deferred tax liabilities</b>							
i. Unrealised gain on financial assets measured at FVTPL	910.89	6.45	-	917.34	775.49	-	1,692.83
ii. Property plant and equipment and intangible assets	539.87	224.27	-	764.14	377.62	-	1,141.76
<b>Total (A)</b>	<b>1,450.76</b>	<b>230.72</b>	<b>-</b>	<b>1,681.48</b>	<b>1,153.11</b>	<b>-</b>	<b>2,834.59</b>
<b>b) Deferred tax assets</b>							
i. Provision for employee Benefit obligations	404.30	304.23	(13.35)	695.18	119.88	70.54	885.60
ii. Provision for incentive scheme for DPs	376.89	17.94	-	394.83	(394.83)	-	-
iii. Impairment loss allowance on trade receivables	284.98	49.83	-	334.81	39.46	-	374.27
iv. Amortisation of premium/discount on financial assets measured at amortised cost	10.79	0.02	-	10.81	(2.72)	-	8.09
v. Lease Liabilities and ROU Assets	-	0.15	-	0.15	0.42	-	0.57
<b>Total (B)</b>	<b>1,076.96</b>	<b>372.17</b>	<b>(13.35)</b>	<b>1,435.78</b>	<b>(237.79)</b>	<b>70.54</b>	<b>1,268.53</b>
<b>Net deferred tax asset/(liabilities) (B-A)</b>	<b>(373.80)</b>	<b>141.45</b>	<b>(13.35)</b>	<b>(245.70)</b>	<b>(1,390.90)</b>	<b>70.54</b>	<b>(1,566.06)</b>

### 9. Income tax asset and liabilities

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current tax assets (net)</b>		
Advance income tax (net off provision for tax ₹ 20,413.34 Lakh (Previous year ₹ 26,068.62 Lakh))	1,194.10	1,742.80
<b>Total</b>	<b>1,194.10</b>	<b>1,742.80</b>
<b>Current tax liabilities (net)</b>		
Income tax payable (net off advance tax ₹ 10,414.00 Lakh (Previous year ₹ 10,600.84 Lakh))	326.40	239.17
<b>Total</b>	<b>326.40</b>	<b>239.17</b>

### 10. Other Assets

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non Current</b>		
Prepaid expenses	581.46	182.33
<b>Total</b>	<b>581.46</b>	<b>182.33</b>
<b>Current</b>		
Prepaid expenses	1,515.20	539.36
GST Input credit receivable	641.88	423.96
Advances to suppliers	172.53	262.52
<b>Total</b>	<b>2,329.61</b>	<b>1,225.84</b>



# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 11. Trade receivables (at amortised cost)

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Secured, considered good		
Unsecured, considered good (Trade receivable from related parties ₹ 41.39 Lakh (Previous year ₹ 105.47 Lakh))(Refer note 33)	931.10	1,161.45
Unsecured, considered doubtful (expected credit loss allowance)	237.61	295.21
Trade Receivable - which have significant increase in credit risk	74.47	7.60
Trade Receivable - credit impaired	1,174.86	1,027.38
<b>Sub-Total</b>	<b>2,418.04</b>	<b>2,491.64</b>
Add: Unbilled revenue (Unbilled Revenue of related parties of ₹ 0.20 Lakh (Previous year ₹ 6.54 Lakh)) (Refer note 33)	2,140.57	1,182.03
<b>Sub-Total</b>	<b>4,558.61</b>	<b>3,673.67</b>
Less: Allowance for doubtful debts (Refer below table for movement in expected credit loss allowance)	(1,486.94)	(1,330.19)
<b>Total</b>	<b>3,071.67</b>	<b>2,343.48</b>

- Trade receivables are dues in respect of services rendered in the normal course of business.
- The average credit period on sale of services is 25 days. No interest is charged on trade receivables for the first 25 days from the date of invoice. Thereafter, interest is charged at 12% - 13% per annum on the outstanding balance.
- There are no dues by directors or other officers of the Company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

### Movement in the expected credit loss allowance

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	1,330.19	1,132.22
Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses (net off bad debts)	156.75	197.97
<b>Closing Balance</b>	<b>1,486.94</b>	<b>1,330.19</b>

### Trade receivables ageing schedule as at March 31, 2024

(₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment						Total
	Current but not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>Undisputed trade receivables</b>							
i. considered good and doubtful	414.45	505.25	201.43	-	6.75	40.83	1,168.71
ii. which have significant increase in credit risk	-	0.01	-	74.46	-	-	74.47
iii. Credit impaired	-	0.23	1.77	1,080.93	2.23	89.70	1,174.86
<b>Disputed trade receivables</b>							
i. considered good and doubtful	-	-	-	-	-	-	-
ii. which have significant increase in credit risk	-	-	-	-	-	-	-
iii. Credit impaired	-	-	-	-	-	-	-
<b>Sub-Total</b>	<b>414.45</b>	<b>505.49</b>	<b>203.20</b>	<b>1,155.39</b>	<b>8.98</b>	<b>130.53</b>	<b>2,418.04</b>
Unbilled revenue							2,140.57
<b>Trade receivables</b>							<b>4,558.61</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## Trade receivables ageing schedule as at March 31, 2023

(₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment						Total
	Current but not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>Undisputed trade receivables</b>							
i. considered good and doubtful	327.09	836.28	245.89	-	47.40	-	1,456.66
ii. which have significant increase in credit risk	0.22	0.20	2.00	5.18	-	-	7.60
iii. Credit impaired	-	-	2.27	931.34	70.52	23.25	1,027.38
<b>Disputed trade receivables</b>							
i. considered good and doubtful	-	-	-	-	-	-	-
ii. which have significant increase in credit risk	-	-	-	-	-	-	-
iii. Credit impaired	-	-	-	-	-	-	-
<b>Sub-Total</b>	<b>327.31</b>	<b>836.48</b>	<b>250.16</b>	<b>936.52</b>	<b>117.92</b>	<b>23.25</b>	<b>2,491.64</b>
Unbilled revenue							1,182.03
<b>Trade receivables</b>							<b>3,673.67</b>

## 12. Cash and cash equivalents and other bank balances

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Cash and Cash equivalents</b>		
<b>a) Balance with Banks - Owned fund</b>		
i. In current accounts	376.18	249.95
<b>b) Balance with Banks - Earmarked fund (Refer Note 44)</b>		
i. In current accounts - Unpaid Dividend	119.62	102.48
ii. In current accounts - G Sec	0.04	222.11
iii. In current accounts - Stamp Duty	529.69	517.34
iv. In current accounts - Bidding Proceeds	-	3,667.14
<b>Total</b>	<b>1,025.53</b>	<b>4,759.02</b>
<b>Bank Balances other than above</b>		
<b>Balances with Banks - Owned fund</b>		
Bank balance in deposit accounts	3,300.01	-
Accrued interest - Bank Deposits	136.26	-
<b>Total</b>	<b>3,436.27</b>	<b>-</b>

## 13. Equity Share capital

Particulars	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2023
	Number	(₹ in Lakh)	Number	(₹ in Lakh)
<b>Equity Share capital</b>				
<b>Authorised share capital:</b>				
Equity Shares of ₹ 10/- each	15,00,00,000	15,000.00	15,00,00,000	15,000.00
<b>Issued share capital:</b>				
Equity Shares of ₹ 10/- each	10,45,00,000	10,450.00	10,45,00,000	10,450.00
<b>Subscribed and Paid-up share capital</b>				
Equity Shares of ₹ 10/- each	10,45,00,000	10,450.00	10,45,00,000	10,450.00
<b>Total</b>	<b>10,45,00,000</b>	<b>10,450.00</b>	<b>10,45,00,000</b>	<b>10,450.00</b>



## Notes to Standalone Financial Statements

for the year ended March 31, 2024

### Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year

Particulars	Opening Balance	Fresh issue	Closing Balance
Equity shares			
<b>As at March 31, 2023</b>			
Number of shares	10,45,00,000	-	10,45,00,000
Amount (₹) In Lakh	10,450.00	-	10,450.00
<b>As at March 31, 2024</b>			
Number of shares	10,45,00,000		10,45,00,000
Amount (₹) In Lakh	10,450.00	-	10,450.00

### Details of shares held by each shareholder holding more than 5% shares

Class of shares/Name of shareholder	As at March 31, 2024		As at March 31, 2023	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity shares with voting rights</b>				
BSE Limited (Entity having significant influence)	1,56,75,000	15.00	2,09,00,000	20.00
Standard Chartered Bank	-	-	75,00,000	7.18

### Details of Shares held by promoters as at March 31, 2024

Sr no.	Promoters Name	As at March 31, 2024				
		No. of shares at the beginning of the year	Changes During the year	No. of shares at the end of the year	% of total shares	% Changes During the year
1	BSE Limited (Entity having significant influence)	2,09,00,000	(52,25,000)	1,56,75,000	15.00	(5.00)

### Details of Shares held by promoters as at March 31, 2023

Sr no.	Promoters Name	As at March 31, 2023				
		No. of shares at the beginning of the year	Changes During the year	No. of shares at the end of the year	% of total shares	% Changes During the year
1	BSE Limited (Entity having significant influence)	2,09,00,000	-	2,09,00,000	20.00	-

- The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held.
- The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after discharging all its liabilities, in proportion to their shareholding.
- There are no equity shares issued as bonus, no equity shares issued for consideration other than cash and no equity shares have been bought back during the period of five years immediately preceding the reporting date.

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 14. Other Equity

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
General reserve	1,094.93	1,094.93
Retained earnings	1,04,789.01	85,177.09
Other Comprehensive Income	(346.18)	(136.48)
<b>Total</b>	<b>1,05,537.76</b>	<b>86,135.54</b>

### 14.1 General reserve

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
Balance at beginning of the year	1,094.93	1,094.93
Movement during the Year	-	-
<b>Balance at end of the Year</b>	<b>1,094.93</b>	<b>1,094.93</b>

The general reserve is created from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in general reserve will not be reclassified subsequently to Profit or Loss.

### 14.2 Retained earnings

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
Balance at beginning of the year	85,177.09	73,643.92
Profit for the year	36,331.92	27,208.17
Dividend on equity shares declared and paid (Refer note 14.4)	(16,720.00)	(15,675.00)
<b>Balance at end of the year</b>	<b>1,04,789.01</b>	<b>85,177.09</b>

Retained earnings reflect surplus/deficit after taxes in the Statement of Profit and Loss. The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the balance in this reserve and also considering the requirements of the Companies Act, 2013.

### 14.3 Other Comprehensive Income

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of year	(136.48)	(176.16)
Movement during the year	(209.70)	39.68
<b>Balance at end of the year</b>	<b>(346.18)</b>	<b>(136.48)</b>

### 14.4 Distribution made and proposed

- a) During the year, the Company has paid final dividend of ₹ 16 per share declared for the year ended March 31, 2023.
- b) Further, the Board of Directors have recommended final dividend of ₹ 19 per share and special dividend of ₹ 3 per share for the year ended March 31, 2024, subject to the approval of shareholders.

## 15. Lease liabilities

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Lease Liabilities	15.31	7.46
<b>Total</b>	<b>15.31</b>	<b>7.46</b>
<b>Current</b>		
Lease Liabilities	11.60	2.20
<b>Total</b>	<b>11.60</b>	<b>2.20</b>

## Notes to Standalone Financial Statements

for the year ended March 31, 2024

### 16. Other financial liabilities(at amortised cost)

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Accrued employee benefits expense (Earmarked ₹ 922.40 Lakh (Previous year ₹ 384.88 Lakh)) (Refer note 44)	922.40	384.88
<b>Total</b>	<b>922.40</b>	<b>384.88</b>
<b>Current</b>		
Security deposits (Deposits from related parties ₹ 9.75 Lakh (Previous year ₹ 9.75 Lakh)) (Refer note 33)	5,549.08	4,150.08
Payable for purchase of Property, plant and equipment		
i. Micro enterprises and small enterprises	56.06	2.05
ii. Other than micro enterprises and small enterprises	335.46	28.46
Accrued employee benefits expense (Earmarked ₹ 103.45 Lakh (Previous year ₹ 64.41 Lakh)) (Refer note 44)	2,343.53	1,554.94
Unpaid Dividend - Earmarked against current account (Refer note 44)	119.62	102.48
Contribution to Investor Protection Fund	1,854.31	1,255.11
Unpaid G. Sec interest and redemption - Earmarked against current account (Refer note 44)	0.04	222.11
Others (Earmarked ₹ 4,249.25 Lakh (Previous year ₹ 4,406.59 Lakh)) (Refer note 44)	4,387.11	4,329.03
<b>Total</b>	<b>14,645.21</b>	<b>11,644.26</b>

### 17. Trade payables

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		
i. Payable to related party	4.06	15.41
ii. Other trade payables	505.06	28.13
iii. Unbilled dues (dues to related party ₹ 6.36 Lakh (Previous year ₹ 12.81 Lakh))(Refer note 33)	1,183.25	1,262.19
<b>Total</b>	<b>1,692.37</b>	<b>1305.73</b>

#### Trade Payables ageing schedule as at March 31, 2024

Particulars	(₹ in Lakh)				Total
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i. MSME	-	-	-	-	-
ii. Related Party	4.06	-	-	-	4.06
iii. Others	505.06	-	-	-	505.06
iv. Disputed dues - MSME	-	-	-	-	-
v. Disputed dues - Others	-	-	-	-	-
<b>Sub-Total</b>	<b>509.12</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>509.12</b>
Unbilled dues					1,183.25
<b>Total Trade Payables</b>					<b>1,692.37</b>

#### Trade Payables ageing schedule as at March 31, 2023

Particulars	(₹ in Lakh)				Total
	Amount for the period				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i. MSME	-	-	-	-	-
ii. Related Party	15.41	-	-	-	15.41
iii. Others	28.13	-	-	-	28.13
iv. Disputed dues - MSME	-	-	-	-	-
v. Disputed dues - Others	-	-	-	-	-
<b>Sub-Total</b>	<b>43.54</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>43.54</b>
Unbilled dues					1,262.19
<b>Total Trade Payables</b>					<b>1,305.73</b>

## Notes to Standalone Financial Statements

for the year ended March 31, 2024

### 18. Provisions

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Non-Current</b>		
<b>a) Provision for employee benefits</b>		
i. Provision for Compensated absences	324.43	244.20
ii. Provision for gratuity	-	290.08
<b>Total</b>	<b>324.43</b>	<b>534.28</b>
<b>Current</b>		
<b>a) Provision for employee benefits</b>		
i. Provision for Compensated absences	221.81	171.17
ii. Provision for gratuity	60.86	116.64
<b>b) Other provisions</b>		
i. Provision for Incentive Scheme for DPs (Refer note 39)	1,999.37	1,568.67
ii. Provision for legal claims	313.52	183.47
<b>Total</b>	<b>2,595.56</b>	<b>2,039.95</b>

### 19. Other Liabilities

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Income received in advance	1.12	0.63
<b>Total</b>	<b>1.12</b>	<b>0.63</b>
<b>Current</b>		
Income received in advance (Advance received from related parties ₹ 33.88 Lakh (Previous year ₹ 33.97 Lakh))(Refer note 33)	50.79	49.80
Advance received from customers	692.80	657.81
Balances of CDSL managed DPs	-	280.13
Statutory remittances	1,470.84	839.73
<b>Total</b>	<b>2,214.43</b>	<b>1,827.47</b>



## Notes to Standalone Financial Statements

for the year ended March 31, 2024

### 20. Revenue from Operations

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Annual issuer charges	25,379.16	18,322.44
Transaction charges	22,158.42	15,864.92
E-Voting charges	2,577.70	2,389.08
E-CAS and BO Statement charges	3,416.27	2,285.33
IPO/Corporate action charges	9,256.12	4,976.15
Users facility charges	381.68	344.20
Settlement charges	139.12	137.34
Account maintenance charges	417.48	392.02
Foreign Investment Limit Monitoring charges	243.65	241.45
Other charges	126.10	107.03
<b>Total</b>	<b>64,095.70</b>	<b>45,059.96</b>

#### 20.1 Timing of revenue recognition

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Services transferred at a point in time	37,673.73	25,759.85
Services transferred over time	26,421.97	19,300.11
<b>Total</b>	<b>64,095.70</b>	<b>45,059.96</b>

### 21. Other income

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>a) Interest income earned on financial assets measured at amortised cost:</b>		
Bank deposits	160.82	211.72
Investments in Debt instruments	855.31	719.06
Investments in STRIPS	1,199.46	681.66
Interest on staff loan	0.82	0.78
<b>b) Dividend:</b>		
Dividend income from Subsidiary	2,950.00	4,150.00
Dividend income from Others	-	30.00
<b>c) Other gains or losses:</b>		
Net gain arising on financial assets measured at FVTPL	4,118.01	2,387.34
Net gain arising on financial assets measured at Amortised cost	1.51	-
Gain on sale/disposal of property, plant and equipment and intangible assets (Net)	6.38	19.91
<b>d) Others:</b>		
Interest from debtors	55.97	36.54
Interest on Income tax refund	153.17	53.00
Bad debts recovered	181.90	175.84
Miscellaneous income	509.96	880.94
<b>Total</b>	<b>10,193.31</b>	<b>9,346.79</b>

### 22. Employee benefits expenses

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, allowances and bonus	7,175.73	6,240.07
Contribution to provident and other funds	476.01	395.68
Staff welfare expenses	370.71	219.98
<b>Total</b>	<b>8,022.45</b>	<b>6,855.73</b>

## Notes to Standalone Financial Statements

for the year ended March 31, 2024

### 23. Depreciation and amortisation expenses

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Depreciation and amortisation expenses on</b>		
Property, plant and equipment	1,014.86	755.87
Intangible assets	1,097.19	827.98
Right-of-use assets	9.84	2.48
<b>Total</b>	<b>2,121.89</b>	<b>1,586.33</b>

### 24. Impairment loss on financial assets

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Impairment loss allowance on trade receivables (Includes Bad Debts ₹ 639.68 Lakh (Previous Year ₹ 502.26 Lakh))	796.42	700.23
<b>Total</b>	<b>796.42</b>	<b>700.23</b>

### 25. Other expenses

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Annual SEBI fees	539.04	403.90
Auditor's remuneration:		
i. Audit fees	26.00	25.00
ii. Tax Audit Fees	2.50	2.00
iii. Reimbursement of expenses	1.54	0.47
iv. Other Services	0.85	1.20
Authentication/KYC service agency expenses	50.08	50.00
Business promotion expenses	420.65	245.22
Computer technology related expenses	5,290.61	3,324.53
Contribution to investor protection fund (IPF) (Refer note 38)	1,854.31	1,255.11
Consultancy fees	87.32	62.28
Corporate social responsibility expenses (Refer note 26)	561.90	397.25
Directors' sitting fees	218.75	172.75
E-CAS and BO statement expenses	890.75	543.15
Electricity expenses	68.94	61.77
Evoting expenses	623.66	480.25
Fee for depository/exchange	24.50	17.70
Incentive scheme for DP's (Refer note 39)	1,361.23	967.24
Insurance expenses	117.51	80.71
Legal expenses	389.16	232.12
Miscellaneous expenses	514.54	269.77
Office maintenance expenses	311.83	193.17
Postage, telephone and communication expenses	315.98	257.52
Printing and stationery expenses	29.78	13.43
Professional fees expenses	671.43	638.35
Rates and taxes	75.53	36.23
Recruitment expenses	78.58	12.56
SMS alert expenses	1,100.59	693.52
Short-term lease expenses	236.75	222.78
Travelling and conveyance expenses	202.80	155.04
<b>Total</b>	<b>16,067.11</b>	<b>10,815.02</b>



## Notes to Standalone Financial Statements

for the year ended March 31, 2024

### 26. Corporate Social Responsibility (CSR) Expenditure

(₹ in Lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Gross amount required to be spent by the Company during the year	555.70	397.25
b) Amount of expenditure incurred	561.90	397.25
c) (Excess)/Shortfall at the end of the year	(6.20)*	-
d) Total of previous years shortfall/(Excess)	-	-
e) Reason for shortfall	N.A.	N.A.
f) Nature of CSR activities	Promoting Healthcare, education, environment sustainability, and Contribution to research and development.	Promoting Healthcare, education, environment sustainability, and Contribution to research and development.
g) Details of related party transactions, e.g. contribution to a trust controlled by the Company in relation to CSR expenditure as per relevant Accounting Standard	N.A.	N.A.
h) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	N.A.	N.A.

\*Not Carried forward.

### 27. The income tax expense reconciliation with the accounting profit as follows:

(₹ in Lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Profit before tax	47,279.41	34,448.89
b) Indian Statutory Income Tax Rate	25.17%	25.17%
c) Expected Income Tax expenses (a*b)	11,900.23	8,670.79
d) Tax Effect of adjustments to reconcile expected income tax expense reported income tax expense		
i. Effect of change in tax rate	1.63	435.58
ii. Effect of fair value of investments	(258.18)	(600.89)
iii. Effect of income that is exempt from taxation	(807.48)	(127.34)
iv. Expenses disallowed/(allowed) net	151.24	(913.24)
<b>Total adjustments (d)</b>	<b>(912.79)</b>	<b>(1,205.89)</b>
e) Tax expenses after adjustments (c+d)	10,987.44	7,464.90
f) Tax expenses recognised in statement of Profit and Loss	10,987.44	7,464.90

### 28. Earnings Per Share (EPS)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Weighted average number of equity shares (issued share capital) outstanding during the year for the calculation of basic EPS	10,45,00,000	10,45,00,000
b) Weighted average number of equity shares (issued share capital) outstanding during the year for the calculation of dilutive EPS	10,45,00,000	10,45,00,000
c) Face Value per Share (₹)	₹ 10/- Each	₹ 10/- Each
d) Profit attributable to the shareholders of the Company for the year (₹ in Lakh)	36,331.92	27,208.17
e) Basic and Diluted EPS (₹ per share)	34.77	26.04

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 29. Leases

Following are the changes in the carrying value of right-of-use assets during the year:

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Balance*	9.22	11.30
Additions during the year	26.39	0.40
Reversal/Transfer of ROU asset	-	-
Less: Depreciation	(9.84)	(2.48)
<b>Closing Balance</b>	<b>25.77</b>	<b>9.22</b>

\*includes EIR adjustment of Security Deposit

Amounts recognised in statement of profit and loss during the year:

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Depreciation expense on right-of-use assets	9.84	2.48
b) Interest income accrued during the year	0.35	0.08
c) Interest expense on lease liabilities	1.73	0.55

The following is the break-up of current and non-current lease liabilities:

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Current Lease Liabilities	11.60	2.20
b) Non-Current Lease Liabilities	15.31	7.46
<b>Total</b>	<b>26.91</b>	<b>9.66</b>

The following is the movement in lease liabilities during the year:

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Balance	9.66	11.22
Add: Additions during the year	25.09	0.44
Add: Interest expense on lease liabilities for the year	1.73	0.55
Less: Payment/transfer of Lease Liabilities during the year	(9.57)	(2.55)
<b>Closing Balance</b>	<b>26.91</b>	<b>9.66</b>

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Less than one year	11.60	2.20
One to Five years	15.31	7.46
More than Five years	-	-
<b>Total</b>	<b>26.91</b>	<b>9.66</b>

The following is the movement in Security Deposit during the year:

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Balance	0.69	0.61
Add: Additions during the year	5.69	-
Add: Interest income accrued during the year	0.35	0.08
Less: Transfer during the year	-	-
<b>Closing Balance</b>	<b>6.73</b>	<b>0.69</b>

## Notes to Standalone Financial Statements

for the year ended March 31, 2024

### 30. Financial Instruments at Fair Value

The carrying value and fair value of financial instruments by categories:

(₹ in Lakh)

Particulars	Carrying Value		Fair Value	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
<b>i) Financial Assets</b>				
<b>a) Amortised Cost</b>				
Investment in Bonds and Debentures	9,905.75	11,807.19	9,927.58	11,895.73
Investment in STRIPS	16,516.80	13,479.32	16,513.18	13,503.74
Trade receivables	3,071.67	2,343.48	3,071.67	2,343.48
Cash and cash equivalents	1,025.53	4,759.02	1,025.53	4,759.02
Bank balances other than cash and cash equivalents	3,436.27	-	3,436.27	-
Loans	5.64	9.89	5.64	9.89
Other financial assets	5,368.80	2,238.84	5,368.80	2,238.84
<b>Total (a)</b>	<b>39,330.46</b>	<b>34,637.74</b>	<b>39,348.67</b>	<b>34,750.70</b>
<b>b) FVTPL</b>				
Quoted mutual funds (including ETF)	2,616.91	641.16	2,616.91	641.16
Unquoted mutual funds	49,553.41	37,309.53	49,553.41	37,309.53
<b>Total (b)</b>	<b>52,170.32</b>	<b>37,950.69</b>	<b>52,170.32</b>	<b>37,950.69</b>
<b>c) FVTPL (equity instruments)</b>				
Investment in equity instruments*	2,655.49	1,492.77	2,655.49	1,492.77
<b>Total (c)</b>	<b>2,655.49</b>	<b>1,492.77</b>	<b>2,655.49</b>	<b>1,492.77</b>
<b>Total Financial Assets (a+b+c)</b>	<b>94,156.27</b>	<b>74,081.20</b>	<b>94,174.48</b>	<b>74,194.16</b>

\* Investment does not include investments in equity instruments of subsidiaries and associates.

(₹ in Lakh)

Particulars	Carrying Value		Fair Value	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
<b>ii) Financial Liabilities</b>				
<b>a) Amortised Cost</b>				
Trade payables	1,692.37	1,305.73	1,692.37	1,305.73
Other financial liabilities	15,567.61	12,029.14	15,567.61	12,029.14
Lease liabilities	26.91	9.66	26.91	9.66
<b>Total Financial Liabilities</b>	<b>17,286.89</b>	<b>13,344.53</b>	<b>17,286.89</b>	<b>13,344.53</b>

#### Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

#### Fair value of the Company's financial assets that are measured at fair value on a recurring basis

(₹ in Lakh)

Financial Assets	Fair value as at		Fair Value hierarchy	Valuation technique(s) and key input(s)
	March 31, 2024	March 31, 2023		
Mutual Funds (Unquoted)	49,553.41	37,309.53	Level 1	NAV declared by respective mutual funds
Mutual funds including ETF (Quoted)	2,616.91	641.16	Level 1	Quoted Price
Equity Shares (Unquoted)	2,000.00	1,000.00	Level 3	Transaction Price
Equity Shares (Unquoted)	655.49	492.77	Level 3	Net Asset Method

There were no transfers between Level 1, 2 and 3 during the years.

The management assessed that fair value of cash and bank balances, fixed deposits, trade receivables, and trade payables and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

## Notes to Standalone Financial Statements

for the year ended March 31, 2024

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- i. The fair value of the quoted bonds and mutual fund are based on price quotations at reporting date. The fair value of unquoted instruments and other financial liabilities, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.
- ii. The fair values of the unquoted equity shares have been estimated using a discounted cash flow model. The valuation requires the management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility, the probabilities of the various estimates within the range can be reasonably assessed and are used in the management's estimate of fair value for these unquoted equity investments.

### Disclosure for Level 3

The fair values of the unquoted equity shares have been estimated based on net asset method as per latest financials available.

### Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 items for the year ended March 31, 2024 and March 31, 2023.

Particulars	(₹ in Lakh)	
		Unlisted Equity Shares
As at March 31, 2022		135.99
Gain/(loss) recognised in Statement of Profit and Loss during the year		56.28
<b>As at March 31, 2023</b>		<b>192.27</b>
Gain/(loss) recognised in Statement of Profit and Loss during the year		162.72
<b>As at March 31, 2024</b>		<b>354.99</b>

Valuation inputs and relationships to fair value: The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements

Particulars	(₹ in Lakh)	
	Fair Value March 31, 2024	Fair Value March 31, 2023
Net Assets	16,374.75	12,306.75
Total Number of equity Shares of National E-Governance Services Limited	7,50,00,000	7,50,00,000
Net Asset per share (₹)	21.83	16.41

## 31. Financial Risk Management

The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to support its operations. The Company's principal financial assets include trade and other receivables, and cash and short-term deposits that derive directly from its operations.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk (including foreign currency and interest rate risk) and regulatory risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers.

### a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.



## Notes to Standalone Financial Statements

for the year ended March 31, 2024

### i. Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer.

The demographics of the customer, including the default risk of the industry in which the customer operates, also has an influence on credit risk assessment.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due of various types of customers (i.e. issuers, DP (Depository Participants), RTA (Registrar and Transfer agents), etc). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company evaluates the concentration of risk with respect to trade receivables as low.

No customer has accounted for more than 10% of the receivables as at March 31, 2024 and revenue for the year ended March 31, 2024.

No customer has accounted for more than 10% of the receivables as at March 31, 2023 and revenue for the year ended March 31, 2023.

### ii. Investments

The Company limits its exposure to credit risk by making investment as per the investment policy. Further investment committee of the Company reviews the investment portfolio on monthly basis and recommends or provides suggestions to the management. The Company does not expect any losses from non-performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors.

## b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. The management monitors the Company's net liquidity position through forecasts on the basis of expected cash flows.

The details regarding the contractual maturities of financial liabilities as at March 31, 2024 and March 31, 2023 are as below:

Particulars	As at March 31, 2024			
	Less than one year	One to Five years	More than Five years	Total
Trade payables	1,692.37	-	-	1,692.37
Other financial liabilities	14,645.21	922.40	-	15,567.61
Lease liabilities	11.60	15.31	-	26.91
<b>Total</b>	<b>16,349.18</b>	<b>937.71</b>	<b>-</b>	<b>17,286.89</b>

(₹ in Lakh)

Particulars	As at March 31, 2023			
	Less than one year	One to Five years	More than Five years	Total
Trade payables	1,305.73	-	-	1,305.73
Other financial liabilities	11,644.26	384.88	-	12,029.14
Lease liabilities	2.20	7.46	-	9.66
<b>Total</b>	<b>12,952.19</b>	<b>392.34</b>	<b>-</b>	<b>13,344.53</b>

(₹ in Lakh)

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## c) Market risk

The Company's business, financial condition and results of operations are highly dependent upon the levels of activity in the capital markets and in particular upon the trading volume on stock exchanges, the number of listed securities, the number of new listings and subsequent issuances and introduction of new services which will ease in doing business in capital markets.

In addition to the above risk, market risk also include following:

### i. Foreign Currency risk

The Company's foreign currency risk arises in respect of foreign currency transactions. The Company's foreign currency expenses are insignificant, while a significant portion of its costs are in Indian rupees.

As a result, if the value of the Indian rupee appreciates relative to these foreign currencies, the Company's expenses measured in rupees may decrease. Due to lesser quantum of expenses from foreign currencies, the Company is not much exposed to foreign currency risk.

### ii. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term/short-term investment with floating interest rates.

All investments in Debentures and Bonds are at fixed rate of Interest and does not have material interest rate risks. The Company's investments in floating rate are primarily in Fixed Maturity Plans (FMPs) of mutual funds, which do not expose it to significant interest rate risk. The Company's exposure to assets having price risk is as under:-

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
Mutual Fund (other than FMP)	50,096.35	37,809.50

### Sensitivity Analysis

The table below summarises the impact of increases/ decreases of the Price on profit for the period. The analysis is based on the assumption that the instrument index has increased/ decreased by 5% with all other variables held constant.

Particulars	(₹ in Lakh)	
	Impact on profit after tax	
	March 31, 2024	March 31, 2023
Increase by 5%	2,504.82	1,890.48
Decrease by 5%	2,504.82	1,890.48

### iii. Regulatory Risk

The Company requires various regulatory approvals, registrations and permissions to operate its business, including at a corporate level as well as at the level of each of its components. Some of these approvals are required to be renewed from time to time. The Company's operations are subject to continued review by regulator and these regulations may change from time to time in fast changing capital market environment. The Company's compliance team constantly monitors the compliance with these rules and regulations.

## 32. Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company monitors the return on capital as well as the level of dividends on its equity shares. The Company's objective when managing capital is to maintain an optimal structure so as to maximise shareholder value.

The Company is equity financed which is evident from the capital structure. Further, the Company has always been a net cash Company with cash and bank balances along with investments which are predominantly investments in mutual funds being far in excess of financial liabilities.



## Notes to Standalone Financial Statements

for the year ended March 31, 2024

### 33. Information on related party transactions as required by Ind AS 24 – ‘Related party disclosures’ for the year ended March 31, 2024.

Description of relationship	Names of related parties	
Subsidiaries	CDSL Ventures Limited	
	CDSL Insurance Repository Limited	
	CDSL Commodity Repository Limited	
	India International Depository IFSC Limited (Erstwhile CDSL IFSC Limited) till May 02, 2022	
Entity having significant influence	BSE Limited	
Subsidiaries of entity having significant influence	BSE Technologies Private Limited (Erstwhile Marketplace Technologies Private Limited)	
	Indian Clearing Corporation Limited	
	BSE Administration & Supervision Limited	
	BSE Investments Limited	
	BSE Institute Limited	
	BSE CSR Integrated Foundation	
	India International Exchange (IFSC) Limited	
	India International Clearing Corporation (IFSC) Limited	
	BSE Tech Infra Services Private Limited (formerly known as Marketplace Tech Infra Services Private Limited)	
	BFSI Sector Skill Council of India	
	BIL - Ryerson Technology Startup Incubator Foundation	
	BSE Institute of Research Development & Innovation	
	BSE E-Agricultural Markets Limited (ceased to be subsidiary w.e.f. November 17, 2023)	
	India INX Global Access IFSC Limited	
Associates having significant influence in subsidiary-CDSL Commodity Repository Limited	Multi Commodity Exchange of India Limited ("MCX")	
	Multi Commodity Exchange Clearing Corporation Limited (Subsidiary of MCX)	
	BSE Investments Limited	
Associates	India International Bullion Holding IFSC Limited	
	India International Bullion Exchange IFSC Limited	
	India International Depository IFSC Limited (Erstwhile CDSL IFSC Limited) w.e.f. May 02, 2022	
Directors	Shri Balkrishna V Chaubal, Public Interest Director	
	Dr. Bimalkumar N Patel, Public Interest Director	
	Dr. Sidhartha Pradhan, Public Interest Director	
	Shri Umesh Bellur, Public Interest Director	
	Shri Masil Jeya Mohan P, Non-Independent Director	
	Smt. Rajeshree Sabnavis, Public Interest Director (w.e.f. November 29, 2022)	
	Sushri Kamala Kantharaj, Non-Independent Director (w.e.f. August 23, 2023)	
	Shri Gurumoorthy Mahalingam, Public Interest Director (w.e.f. March 09, 2023)	
	Shri Nehal Vora, Managing Director & Chief Executive Officer	
	Smt. Preeti Saran, Public Interest Director (ceased to be director w.e.f. October 17, 2022)	
	Shri Nayan Mehta, Shareholder Director (ceased to be director w.e.f. May 16, 2023)	
	Private Company in which common director	Shri Gurumoorthy Mahalingam - Credavenue Private Limited (Ceased to be Director w.e.f. August 13, 2023)
		Shri Gurumoorthy Mahalingam - DSP Pension Fund Managers Private Limited
		Shri Balkrishna V Chaubal - GVFL Trustee Company Private Limited
Dr. Bimalkumar N Patel - AIC - RRU Incubation Foundation		
Dr. Bimalkumar N Patel - Security and Scientific Technical Research Association - Rashtriya Raksha University		
Dr. Sidhartha Pradhan - PGIM India Trustees Private Limited		
Sushri Kamala Kantharaj - BSE EBIX Insuretech Private Limited		
Sushri Kamala Kantharaj - Asia Index Private Limited		
Key Managerial Personnel		Shri Nehal Vora, Managing Director & Chief Executive Officer
		Shri Girish Amesara, Chief Financial Officer
	Shri Nilay Shah, Company Secretary	

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 33.1 Transactions during the year

(₹ in Lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Operational Income</b>		
CDSL Ventures Limited	0.59	0.59
CDSL Commodity Repository Limited	1.28	1.25
BSE Limited	38.92	79.12
Indian Clearing Corporation Limited	3.70	3.42
BSE Technologies Pvt Ltd (Erstwhile Marketplace Technologies Private Limited )	0.75	0.75
BSE Administration & Supervision Limited	0.05	0.07
BSE E-Agricultural Markets Limited	0.23	0.23
India INX Global Access IFSC Limited	0.23	0.23
BIL- Ryerson Technology Startup Incubator Foundation	0.05	0.05
BSE CSR Integrated Foundation	0.05	0.05
BFSI Sector Skill Council of India	0.05	0.16
Credavenue Private Limited	0.78	-
Multi commodity Exchange Of India Limited	14.98	12.45
Multi Commodity Exchange Clearing Corporation Limited	1.21	1.18
India International Bullion Holding IFSC Limited	0.75	0.79
India International Bullion Exchange IFSC Limited	0.76	0.09
India International Clearing Corporation (IFSC) Limited	0.76	0.75
India International Exchange (IFSC) Limited	0.76	0.75
<b>Rent Income</b>		
CDSL Ventures Limited	90.36	92.37
CDSL Insurance Repository Limited	8.88	12.60
CDSL Commodity Repository Limited	8.71	16.10
<b>Administrative and Other Expenses Recoveries (Income)</b>		
CDSL Ventures Limited	229.83	363.09
CDSL Insurance Repository Limited	16.47	25.03
CDSL Commodity Repository Limited	20.53	47.81
India International Bullion Holding IFSC Limited	-	0.25
India International Depository IFSC Limited (Erstwhile CDSL IFSC Limited)	99.48	160.20
<b>Administrative and Other Expenses</b>		
CDSL Ventures Limited	55.84	41.11
BSE Limited	34.47	58.01
<b>Shared Service Recovery</b>		
CDSL Insurance Repository Limited	0.80	1.62
CDSL Commodity Repository Limited	5.94	16.83
India International Depository IFSC Limited (Erstwhile CDSL IFSC Limited)	9.08	45.08
<b>Dividend Received</b>		
CDSL Ventures Limited	2,950.00	4,150.00
<b>Sale of fixed assets</b>		
CDSL Commodity Repository Limited	-	3.95
<b>Dividend Paid</b>		
BSE Limited	2,508.00	3,135.00
<b>Security deposit (Liability)</b>		
BFSI Sector Skill Council of India	-	0.10



## Notes to Standalone Financial Statements

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Investment in Equity Shares</b>		
India International Bullion Holding IFSC Limited	-	1,000.00
<b>Sale of equity shares of India International Depository IFSC Limited (Erstwhile CDSL IFSC Limited)</b>		
India International Bullion Holding IFSC Limited	-	2,000.00
<b>Sale of Bullion Depository Application</b>		
India International Depository IFSC Limited (Erstwhile CDSL IFSC Limited)	-	200.00
<b>Transfer of Employee Leave Encashment</b>		
CDSL Ventures Limited	0.97	-
<b>Transfer of Employee Gratuity</b>		
CDSL Ventures Limited	0.69	-
<b>Transfer of Employee Performance Linked Bonus</b>		
CDSL Ventures Limited	1.03	-
<b>Transfer of Employee Gratuity from Subsidiary</b>		
CDSL Insurance Repository Limited	-	1.81
CDSL Commodity Repository Limited	-	3.73
<b>Transfer of Employee Leave Encashment from Subsidiary</b>		
CDSL Insurance Repository Limited	-	0.83
CDSL Commodity Repository Limited	-	3.48

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Key Managerial Personnel</b>		
Dividend Paid	0.43	0.40
<b>Remuneration</b>		
Shri Nehal Vora, Managing Director & Chief Executive officer	444.26	368.12
Shri Girish Amesara, Chief Financial Officer	172.34	127.40
Shri Nilay Shah, Company Secretary	70.32	55.77

- Remuneration includes Salary payable as per Form 16 (Income Tax Act, 1961) and Company's contribution to Provident Fund.
- The sitting fees paid to non-executive directors is ₹ 218.75 Lakh and ₹ 172.75 Lakh as at March 31, 2024 and 2023, respectively.
- Company provides long-term benefits in the form of Gratuity to Key Managerial Personnel with all employees. Cost of the same is not identifiable separately hence same is not disclosed.

## Notes to Standalone Financial Statements

for the year ended March 31, 2024

### 33.2 Balances at the end of the year

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Trade Payable</b>		
CDSL Ventures Limited	4.06	15.41
<b>Trade Payable Unbilled</b>		
CDSL Ventures Limited	6.36	12.81
<b>Trade receivable</b>		
BSE Limited	0.12	0.52
Multi Commodity Exchange of India Limited	0.09	-
Indian Clearing Corporation Limited	1.18	-
CDSL Commodity Repository Limited	-	0.05
India International Depository IFSC Limited (Erstwhile CDSL IFSC Limited)	40.00	104.60
<b>Trade Receivable unbilled</b>		
CDSL Ventures Limited	-	5.62
CDSL Insurance Repository Limited	-	0.38
CDSL Commodity Repository Limited	-	0.54
Indian Clearing Corporation Limited	0.09	-
Multi Commodity Exchange Clearing Corporation Limited	0.01	-
BSE Limited	0.10	-
<b>Advance received from Customers</b>		
Multi Commodity Exchange of India Limited	-	0.01
India International Bullion Exchange IFSC Limited	-	0.01
<b>Security Deposit Received</b>		
Indian Clearing Corporation Limited	5.00	5.00
BSE Administration & Supervision Limited	0.10	0.10
BSE E-Agricultural Markets Limited	0.10	0.10
BFSI Sector Skill Council of India	0.10	0.10
India INX Global Access IFSC Limited	0.45	0.45
India International Bullion Holding IFSC Limited	0.10	0.10
India International Bullion Exchange IFSC Limited	0.10	0.10
CDSL Ventures Limited	1.50	1.50
CDSL Commodity Repository Limited	1.50	1.50
India International Depository IFSC Limited (Erstwhile CDSL IFSC Limited)	0.90	0.90
<b>Income Received in Advance</b>		
India International Depository IFSC Limited (Erstwhile CDSL IFSC Limited)	33.88	33.97
<b>Stamp Duty received in advance</b>		
BSE Limited	-	0.30
India International Exchange (IFSC) Limited	-*	-*
India International Clearing Corporation (IFSC) Limited	-*	-*
<b>Other Financial Assets - Other Receivable</b>		
CDSL Commodity Repository Limited	3.23	26.09
<b>Investment in equity shares</b>		
CDSL Ventures Limited	2,100.00	2,100.00
CDSL Insurance Repository Limited	1,530.00	1,530.00
CDSL Commodity Repository Limited	2,600.00	2,600.00
India International Bullion Holding IFSC Limited	3,000.00	3,000.00

\* Amount less than ₹ 500

## Notes to Standalone Financial Statements

for the year ended March 31, 2024

### 34. Contingent Liabilities

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
a) Claims against the Company not acknowledged as debt in respect of:		
Legal Claim (Refer note (i))	1,261.03	333.00
Income tax matters	0.57	1,300.40
Service tax matters	-	77.97
b) Bank Guarantee (Refer note (ii))	80.00	75.00

Notes:

#### i. Legal Claim:

- a) Writ petition has been filed by Swojas Energy Foods Limited & Ors. against SEBI, CDSL & Ors. pursuant to Demat accounts of the petitioners being frozen on receipt of instructions received from BSE based on a circular issued by BSE in discussion with SEBI. Petitioners have sought monetary compensation exceeding ₹ 333 Lakh for alleged illegal freezing of demat accounts as the petitioners' allege that SEBI did not delegate any such power to BSE. There have been two hearings, however, there is no further development in the matter.
- b) The Hon'ble Arbitration Tribunal has passed an award by granting a claim of ₹ 86.03 Lakh to the Claimant and directed CDSL to pay. CDSL has challenged the said award before the Hon'ble Bombay High Court and the same is currently pending.
- c) Arbitration and Civil Cases pending in the court/ with the authorities amounting to ₹ 842 Lakh, The management believes that the crystallisation of liability on CDSL is remote in these cases.

#### ii. Bank Guarantees

As per business requirements, bank guarantees are issued by banks on behalf of the Company, against 100% margin (earmarked) on fixed deposit receipts. (Refer note 44)

### 35. Commitments

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
Estimated value of contracts remaining to be executed on capital account and not provided for:		
a) Property, plant and equipment	15.71	274.73
b) Intangible assets	273.45	586.50

### 36. Additional information to the standalone financial statements

#### 36.1 Expenditure in foreign currency:

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Software license	0.27	11.74
b) Conference and Seminar Expenses	7.88	9.40
c) Membership & Subscription	7.08	2.74
d) Sponsorship Fees	5.04	-
<b>Total</b>	<b>20.27</b>	<b>23.88</b>

#### 36.2 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Based on and to the extent of information received by the Company from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by the auditors, the relevant particulars as at the year-end are furnished below

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
a) Principal amount and interest thereon remaining unpaid at the end of year	-	-
b) Interest paid including payment made beyond appointed day	-	-
c) Interest due and payable for delay during the year	-	-
d) Amount of interest accrued and unpaid as at year end	-	-
e) The amount of further interest due and payable even in the succeeding year	-	-

Note: No interest is due to MSME. Hence the principal amount is not disclosed.

## Notes to Standalone Financial Statements

for the year ended March 31, 2024

### 37. Employee benefits

#### 37.1 Defined benefits plan – Gratuity

Gratuity is administered through Gratuity Scheme with Life Insurance Corporation of India (LIC). The LIC raises demand for annual contribution for gratuity amount based on its own computation without providing entire details as required by the Ind AS 19 “Employee Benefits”. Hence the Company obtains separate actuarial valuation report as required under Ind AS 19 “Employee Benefits” from an independent Actuary. The expected return on plan assets is based on market expectation at the beginning of the year, for the returns over the entire life of the related obligations.

Such plan exposes the Company to actuarial risks such as: investment risk, interest rate risk, demographic risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to market yields at the end of the reporting period on government bond yields; if the return on plan asset is below this rate, it will create a plan deficit. Currently the plan has a relatively balanced investment in equity securities and debt instruments.
Interest rate risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.
Demographic risk	This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, medical cost inflation, discount rate and vesting criteria.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Company has received the Gratuity fund statement from LIC till December 31, 2023. The Company has not received fund statement from LIC till March 31, 2024. Hence, for the purpose of calculation of plan asset as on March 2024 company has prepared fund movement as per the Company's records and rate of return on plan asset is estimated @ 7.25% p.a. as per actuarial report.

	(₹ in Lakh)	
<b>Reconciliation of defined benefit obligation</b>	<b>March 31, 2024</b>	<b>March 31, 2023</b>
Opening Defined Benefit Obligation	1,118.55	1,045.96
Transfer in/(out) obligation	0.69	5.55
Current service cost	128.31	109.58
Interest cost	80.34	70.16
Components of actuarial gain/losses on obligations:		
Due to Change in financial assumptions	200.19	(41.26)
Due to change in demographic assumption	(27.13)	(16.55)
Due to experience adjustments	131.84	12.90
Past service cost	-	-
Liabilities assumed in an amalgamation in the nature of purchase	-	-
Benefits paid	(112.71)	(67.79)
<b>Closing Defined Benefit Obligation</b>	<b>1,520.08</b>	<b>1,118.55</b>

	(₹ in Lakh)	
<b>Other Comprehensive (Income)/Loss for the year</b>	<b>March 31, 2024</b>	<b>March 31, 2023</b>
Due to Change in financial assumptions	200.19	(41.26)
Due to change in demographic assumption	(27.13)	(16.55)
Due to experience adjustments	131.84	12.90
Return on plan assets excluding amounts included in interest income	(24.66)	(8.12)
<b>Amounts recognised in Other Comprehensive (Income)/Loss</b>	<b>280.24</b>	<b>(53.03)</b>

	(₹ in Lakh)	
<b>Profit and loss account for the year</b>	<b>March 31, 2024</b>	<b>March 31, 2023</b>
Service cost:		
Current service cost	128.31	109.58
Past service cost	-	-
Net interest cost	25.81	31.88
<b>Total included in 'Employee Benefit Expenses'</b>	<b>154.12</b>	<b>141.46</b>

## Notes to Standalone Financial Statements

for the year ended March 31, 2024

	(₹ in Lakh)	
	March 31, 2024	March 31, 2023
<b>Reconciliation of plan assets</b>		
Opening value of plan assets	711.83	536.45
Interest Income	54.53	38.28
Return on plan assets excluding amounts included in interest income	24.66	8.12
Contributions by employer	780.91	196.77
Benefits paid	(112.71)	(67.79)
<b>Closing value of plan assets</b>	<b>1,459.22</b>	<b>711.83</b>

	(₹ in Lakh)	
	March 31, 2024	March 31, 2023
<b>Funded status of the plan</b>		
Present value of funded obligations	1,520.08	1,118.55
Fair value of plan assets	(1,459.22)	(711.83)
<b>Net Liability/(Asset)</b>	<b>60.86</b>	<b>406.72</b>

	(₹ in Lakh)	
	March 31, 2024	March 31, 2023
<b>Reconciliation of net defined benefit liability</b>		
Net opening provision in books of account	406.72	509.51
Transfer in/(out) obligation	0.69	5.55
Liabilities assumed in an amalgamation in the nature of purchase	-	-
Employee Benefit Expense	154.12	141.46
Amounts recognised in Other Comprehensive Income	280.24	(53.03)
<b>Total</b>	<b>841.77</b>	<b>603.49</b>
Benefits paid by the Company	-	-
Contributions to plan assets	(780.91)	(196.77)
<b>Closing provision in books of account</b>	<b>60.86</b>	<b>406.72</b>

	(₹ in Lakh)	
	March 31, 2024	March 31, 2023
<b>Principle actuarial assumptions (for all employee benefits)</b>		
Discount Rate	7.25%p.a.	7.40%p.a.
Salary Growth Rate	19.50% p.a. for FY 24-25 & FY 25-26 & 9.00% p.a. thereafter	9.00%p.a.
Withdrawal Rates	8.82% p.a. at all ages	6.14% p.a. at all ages
Rate of Return on Plan Assets	7.25%p.a.	7.40%p.a.

	As at March 31, 2024		As at March 31, 2023	
Sensitivity analysis	Discount Rate	Salary Escalation Rate	Discount Rate	Salary Escalation Rate
Impact of increase of 1% on defined benefit obligation	(6.35%)	6.80%	(7.49%)	8.28%
Impact of decrease of 1% on defined benefit obligation	7.11%	(6.19%)	8.50%	(7.45%)

### 37.2 Compensated Absences

The employees of the Company are entitled to compensated absences. The employees can carry forward a portion of the unutilised accumulated compensated absences and utilise it in future periods or receive cash at retirement or termination of employment. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Company measures the expected cost of compensated absences as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The Company recognises accumulated compensated absences based on actuarial valuation. Non-accumulating compensated absences are recognised in the period in which the absences occur. The Company recognises remeasurement gains or losses immediately in the statement of profit and loss.

During the year ended March 31, 2024 an amount recognised as an expense in respect of compensated leave absences is ₹ 316.31 Lakh, (Previous year ended March 31, 2023 is ₹ 217.43 Lakh).

## Notes to Standalone Financial Statements

for the year ended March 31, 2024

- 38.** As per the rule the Securities and Exchange Board of India (Depositories and Participants) (Amendment) Regulations, 2018 (the "Amended Regulations") the Company has determined the IPF contribution at 5% of profit from depository operation after making such contribution according to the Amended Regulations. The profit from depository operations has been determined by reducing the other income for the year from the Net profit before exceptional items and tax for the year after making such contribution. The movement of IPF provision is given below:

**Table showing movement of IPF provision:**

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Rate	5%	5%
<b>Opening provision</b>	<b>1,255.11</b>	<b>1,360.10</b>
Add: Provision made during the year	1,854.31	1,255.11
Less: Amount transferred to IPF Trust during the Year	1,255.11	1,360.10
<b>Closing Provision</b>	<b>1,854.31</b>	<b>1,255.11</b>

- 39.** SEBI vide its circular no. CIR/MRD/DP/18/2015 dated December 09, 2015 had come up with a concept of Basic Services Demat Accounts (BSDA) with an objective of promoting financial inclusion and expanding the reach of depository services to tier II and tier III towns, recommended that the revenue source of the depositories may be augmented and Depository Participants (DPs) may be incentivised by having a revenue sharing mechanism between depositories and DPs. SEBI circular also prescribes that the annual issuer charges may be increased, and the incremental revenue received by the Depositories be shared suitably with their Depository Participants for promoting the BSDA and opening new accounts in tier II and tier III towns. Further in order to compensate the DPs towards the cost of opening and maintaining Basic Services Demat Accounts, the depositories shall pay an incentive of ₹ 100/- for every new BSDA opened by their participants in other than the top 15 cities specified by SEBI. The incentive shall be provided at the end of the financial year only with respect to the new BSDA opened during the financial year and which displayed at least one credit in the account during the Financial Year.

Pursuant to the Circular, the Company has set aside ₹ 1,361.23 Lakh during the year ended March 31, 2024 ( Previous year ended March 31, 2023 is ₹ 967.24 Lakh) being 20% of the incremental revenue received from issuers during the respective years, towards the DP incentive scheme.

**Table showing movement of DP incentive provision:**

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening provision	1,568.67	1,497.38
Provision for DP incentive made during the year	1,361.23	967.24
DP incentive paid during the year	(930.53)	(895.95)
<b>Closing provision</b>	<b>1,999.37</b>	<b>1,568.67</b>

### 40. Chief Operating Decision Maker (CODM) as defined under Indian Accounting Standard 108 Operating Segments:

The Managing Director and Chief Executive Officer of the Company, has been identified as the CODM as defined by Indian Accounting Standard 108 "Operating Segments". The CODM evaluates the Company's performance, allocates resources based on analysis of the various performance indicators of the Company as a single unit.

The principal business of the Company is of "Depository Services". All other activities of the Company revolve around its principal business. Therefore, directors have concluded that there is only one operating reportable segment as per Indian Accounting Standard 108 "Operating Segments".

The entity's revenues are entirely attributable to customers in India. All the non-current assets of the Company are located in India.

### 41. Option permitted under Section 115BAA of the Income-tax Act, 1961:

From the financial year 2019-20, the Company had elected to exercise the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Act, 2019.



# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 42. Relationship with Struck off Companies

(₹ in Lakh)

Name of struck off Company	Nature of transactions with struck off Company	Balance outstanding as on Mar 31, 2024	Balance outstanding as on Mar 31, 2023	Relationship with the Struck off company, if any, to be disclosed
32 <sup>nd</sup> Milestone Organizers Private Limited	Rendering of Services	-	0.06	Customer
Agrochem Intermediaries Private Limited	Rendering of Services	-	-	Customer
Altcargo Oil & Gas Private Limited	Rendering of Services	-	-	Customer
Ask Property Advisory Services Private Limited	Rendering of Services	0.06	0.06	Customer
Asterpetal Trade & Services Private Limited	Rendering of Services	0.89	0.64	Customer
Basan Equity Ifsc Private Limited	Rendering of Services	0.06	-	Customer
BCC Fuba India Limited	Rendering of Services	-	-	Customer
CC Square Films Limited	Rendering of Services	-	0.06	Customer
Chemurjy Exports Private Limited	Rendering of Services	0.06	0.06	Customer
Coral Laboratories Limited	Rendering of Services	-	-	Customer
Cybermedia Digitix Limited	Rendering of Services	-	-	Customer
Deazzle Services Private Limited	Rendering of Services	-	-	Customer
Ellora Paper Mills Limited	Rendering of Services	-	(0.01)	Customer
Getmyveg Foods Limited	Rendering of Services	0.06	-	Customer
G I Biotech Private Limited	Rendering of Services	0.06	-	Customer
Girisa Resorts Limited	Rendering of Services	0.06	-	Customer
Glittek Granites Limited	Rendering of Services	-	-	Customer
Herbodynamic India Limited	Rendering of Services	-	0.06	Customer
Inset Electronics Limited	Rendering of Services	-	-	Customer
Jamnagar Wastefuels Private Limited	Rendering of Services	-	(0.02)	Customer
Kable First Davanagere Private Limited	Rendering of Services	-	(0.06)	Customer
Manokesh Energy Prolite Private Limited	Rendering of Services	-	(0.18)	Customer
Mantrah Arc Private Limited	Rendering of Services	-	(0.08)	Customer
Marinetrans Logistics Private Limited	Rendering of Services	0.06	-	Customer
Medpak India Limited	Rendering of Services	-	0.10	Customer
Mylabha Education-By-Practice Limited	Rendering of Services	-	0.06	Customer
Omkar Overseas Limited	Rendering of Services	(0.02)	0.05	Customer
PL Shipping & Logistics India Limited	Rendering of Services	-	0.06	Customer
Ranakpur Cement Limited	Rendering of Services	-	-	Customer
Rollings Aa Infrastructure Private Limited	Rendering of Services	-	0.06	Customer
Satyavathi Bio-Life Sciences Limited	Rendering of Services	0.89	-	Customer
Sheena Constructions Limited	Rendering of Services	0.06	0.06	Customer
Simrone Pharmaceutical Industries Limited	Rendering of Services	0.06	-	Customer
SPBP Tea (India) Limited	Rendering of Services	-	-	Customer
Suhani Chemicals Limited	Rendering of Services	0.06	0.06	Customer
Sure Technologies Limited	Rendering of Services	-	-	Customer
Tradex Securities Llp	Rendering of Services	-	(0.04)	Customer
Transmedica (India) Limited	Rendering of Services	-	0.97	Customer
Trident Decor Limited	Rendering of Services	-	-	Customer
Trident Innovations Limited	Rendering of Services	-	-	Customer
United Tradeco Fzc Limited	Rendering of Services	0.06	0.06	Customer
Vadodara Wastefuels Private Limited	Rendering of Services	-	-	Customer
Vineet Securities Private Limited	Rendering of Services	-	0.53	Customer
ABB Lenzohm Service Limited	Rendering of Services	(0.01)	-	Customer
DBS Capital Markets Private Limited	Rendering of Services	-	(4.22)	Customer
Zodiac Broking Private Limited	Rendering of Services	-	(0.01)	Customer
Punjab Anand Lamp Industries Limited	Rendering of Services	-	(0.01)	Customer
Eastern Sugar And Industries Limited	Rendering of Services	-	(0.06)	Customer
Gajra Bevel Gears Limited	Rendering of Services	0.12	0.12	Customer
Ganesh Holdings Limited	Rendering of Services	-	-	Customer
Magnanimous Trade & Finance Limited	Rendering of Services	-	(0.11)	Customer
Manavta Holdings Limited	Rendering of Services	0.06	0.06	Customer
Manbhawani Investment Limited	Rendering of Services	0.06	0.06	Customer
RLF Limited	Rendering of Services	-	-	Customer
Shaw Wallace Breweries Limited	Rendering of Services	-	0.43	Customer
Stellar Estate Developers Private Limited	Rendering of Services	-	0.06	Customer
N. B. I. Industrial Finance Company Limited	Rendering of Services	0.06	-	Customer
Norinco Private Limited	Rendering of Services	-	(0.02)	Customer

(Negative amount represent advance received from customer)

## Notes to Standalone Financial Statements

for the year ended March 31, 2024

### 43. Long-term contracts including derivative contracts

The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses during the year ended March 31, 2024 and March 31, 2023

### 44. Earmarked Assets and Liabilities

(₹ in Lakh)

Particulars	Reference Note		As at	
	Asset	Liability	March 31, 2024	March 31, 2023
Other Financial Liabilities - Deferred Performance Linked Bonus to Key Managerial Persons	7. Current Other financial assets - Bank balance in deposit accounts	16. Current Other financial liabilities	89.06	54.91
Other Financial Liabilities - Deferred Performance Linked Bonus to Key Managerial Persons	7. Current Other financial assets - Bank balance in deposit accounts 9. Income tax asset and liabilities	16. Current Other financial liabilities	14.39	9.50
	<b>Subtotal</b>		<b>103.45</b>	<b>64.41</b>
Bank Guarantee	7. Current Other financial assets - Bank balance in deposit accounts	34. Contingent liability	5.00	-
Bank Guarantee	7. Non-Current Other financial assets - Bank balance in deposit accounts	34. Contingent liability	75.00	75.00
	<b>Subtotal</b>		<b>80.00</b>	<b>75.00</b>
Bank Guarantee	7. Non-Current Other financial assets - Bank balance in deposit accounts	34. Contingent liability	75.00	75.00
Other Financial Liabilities - Deferred Performance Linked Bonus to Key Managerial Persons	7. Non-Current Other financial assets - Bank balance in deposit accounts	16. Non-Current Other financial liabilities	855.94	362.78
	<b>Subtotal</b>		<b>930.94</b>	<b>437.78</b>
Other Financial Liabilities - Deferred Performance Linked Bonus to Key Managerial Persons	7. Non-Current Other financial assets - Bank balance in deposit accounts	16. Non-Current Other financial liabilities	855.94	362.78
Other Financial Liabilities - Deferred Performance Linked Bonus to Key Managerial Persons	7. Non-Current Other financial assets - Bank balance in Accrued interest 9. Income tax asset and liabilities	16. Non-Current Other financial liabilities	66.46	22.10
	<b>Subtotal</b>		<b>922.40</b>	<b>384.88</b>
Unpaid Dividend	12. Current Cash and cash equivalents and other bank balances	16. Current Other financial liabilities	119.62	102.48
	<b>Subtotal</b>		<b>119.62</b>	<b>102.48</b>
Government Securities	12. Current Cash and cash equivalents and other bank balances	16. Current Other financial liabilities	0.04	222.11
	<b>Subtotal</b>		<b>0.04</b>	<b>222.11</b>
Stamp Duty	12. Current Cash and cash equivalents and other bank balances	16. Current Other financial liabilities	529.69	517.34
Bidding Proceeds	12. Current Cash and cash equivalents and other bank balances	16. Current Other financial liabilities	-	3,667.14
Bidding Proceeds	7. Current Other financial assets - Bank balance in deposit accounts	16. Current Other financial liabilities	3,481.00	-
Bidding Proceeds	7. Current Other financial assets - Bank balance in deposit accounts 9. Income tax asset and liabilities	16. Current Other financial liabilities	238.56	-
	<b>Subtotal</b>		<b>4,249.25</b>	<b>4,184.48</b>



## Notes to Standalone Financial Statements

for the year ended March 31, 2024

### 45. Ratio Analysis and Its elements

(₹ in Lakh)					
Ratios	Numerator	Denominator	As on March 31, 2024	As on March 31, 2023	% change
Current Ratio (times)	Current Assets	Current Liabilities	3.09	3.14	(2)
Debt Equity Ratio (times)	Total Debt	Total Equity	No Borrowing as on March 31, 2024 and March 31, 2023		-
Debt Service Coverage Ratio (times)	Earnings for debt service = Net profit after taxes + Non- cash operating expenses	Debt service = Interest + Principal Repayments	No Borrowing as on March 31, 2024 and March 31, 2023		-
Return on Equity Ratio (Percentage)	Net Profit after taxes	Average Shareholder's Equity	34.18	29.97	14
Inventory Turnover ratio (times)	Average inventory	cost of goods sold	NA	NA	
Trade Receivable turnover Ratio (times)	Net Revenue	Average Trade Receivable	23.67	17.61	34
The increase in trade receivable turnover ratio is due to increase in turnover and efficiency in collecting dues from debtors.					
Trade Payable turnover Ratio (times)	Expenses other than employee benefit expense and depreciation	Average Trade Payables	10.72	11.14	(4)
Net Capital Turnover Ratio (times)	Net Revenue	Working capital = Current assets – Current liabilities	1.43	1.24	15
Net Profit Ratio (percentage)	Net Profit	Net Revenue	56.68	60.38	(6)
Return on Capital Employed (Percentage)	Earnings before interest and taxes	Capital Employed (Total Equity+ Borrowings +Deferred tax liability)	40.22	35.58	13
Return on Investment Ratio (Percentage)	Investment Income (Including mark to market of investment)	Investment	8.50	5.57	53
Due to increase in the interest rate on fixed income securities and mark to market gain on mutual fund and ETF.					

Note: Average is calculated on opening and closing amount divided by two.

### 46. Events after the reporting period

There are no events that have occurred between the end of the reporting period and the date when the standalone financial statements are approved that provide evidence of conditions that existed at the end of the reporting period.

**47.** To maintain the consistency with the current year presentation, fixed deposits of ₹ 1,081 Lakh as on March 31, 2023 having original maturity of more than 12 months with remaining maturity of less than 12 months has been reclassified in current assets from bank balances other than Cash & Cash equivalents to Other financial assets. This reclassification does not have any impact on the profit for the year and the management believes that it does not have any material impact on information presented in the balance sheet.

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 48. Other Statutory Information

- a) The Company, for the current year as well as previous year, does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- b) The Company, for the current year as well as previous year, does not have any charges or satisfaction to be registered with ROC.
- c) The Company, for the current year as well as previous year, has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- d) The Company, for the current year as well as previous year, does not have any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- e) The Company, for the current year as well as previous year, has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- f) The Company, for the current year as well as previous year, has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- g) The Company has not been declared as willful defaulter by any bank or financial Institution or other lender, since the Company has not undertaken any borrowing during the current year and previous year.
- h) The Company, during the current year and previous year, has not made any investment in downstream companies which are not in compliance with clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- i) The Company has not entered into any scheme of arrangement in terms of Sections 230 to 237 of the Companies Act, 2013 during the current year and previous year.
- j) The Company has not revalued its Property, Plant and Equipment or intangible assets or both during the current year and previous year.
- k) The Company has not granted/given any loans or advances during the current year and previous year to the promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

**49.** The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, there are no instance of audit trail feature being tampered with.

## 50. Standards notified but not yet effective

There are no standards that are notified and not yet effective as on the date.

Signatures to Notes 1 to 50 forming part of standalone Financial Statements

### In terms of our report of even date attached

**For S. R. Batliboi & Co. LLP**

*Chartered Accountants*

ICAI Firm registration No. 301003E/E300005

**Per Jayesh Gandhi**

*Partner*

Membership No. 037924

Place: Mumbai

Date: May 04, 2024

### For and on behalf of the Board of Directors of Central Depository Services (India) Limited

**Balkrishna V Chaubal**

*Chairman*

DIN: 06497832

**Nilay Shah**

*Company Secretary*

Membership No. A20586

Place: Mumbai

Date: May 04, 2024

**Nehal Vora**

*Managing Director & CEO*

DIN: 02769054

**Girish Amesara**

*Chief Financial Officer*



# Independent Auditor's Report

To the Members of  
**Central Depository Services (India) Limited**

## Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the accompanying consolidated financial statements of Central Depository Services (India) Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate comprising of the consolidated Balance sheet as at March 31 2024, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and associate, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate as at March 31, 2024, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our

responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group and its associate in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters	How our audit addressed the key audit matter
<b>Valuation of investments and its impairment (as described in Note 4 of the consolidated financial statements)</b>	<b>Our audit procedures included the following:</b>
Quoted investments and unquoted investments represent the most significant amount on the balance sheet. The total of the aggregating to ₹ 114,928.45 Lakh represent 65% of the total assets of the Company as at March 31, 2024.	<ul style="list-style-type: none"> <li>Assessed the design and implementation of controls over valuation and existence of investments</li> <li>Traced the quantity held from the confirmation obtained independently from Custodian and Fund houses</li> <li>Tested the valuation of the quoted and unquoted investments to independent price sources</li> <li>Assessed and tested the management procedures for performing impairment analysis of investments, wherever necessary.</li> </ul>
There is a risk that the fair value of investments is not determined appropriately. Accordingly, the valuation of investments and its impairment is considered as a key audit matter.	

Key audit matters	How our audit addressed the key audit matter
<p><b>Information Technology (IT) systems and controls</b></p> <p>The reliability of IT systems plays a key role in the business operations. Since large volume of transaction are processed, the IT controls are required to ensure that systems process data as expected and that changes are made in an appropriate manner.</p> <p>The IT infrastructure is critical for smooth functioning of the Company's business operations as well as for timely and accurate financial accounting and reporting.</p> <p>Due to the pervasive nature and complexity of the IT environment and large volume of transactions, we have considered IT systems and controls as a key audit matter.</p>	<p><b>Our audit procedures included the following:</b></p> <ul style="list-style-type: none"> <li>Assessed the information systems used by the Company for IT General Controls (ITGCs) and Application controls;</li> <li>The aspects covered in the IT systems General Control audit were (i) User Access Management (ii) Programme Change Management (iii) Other related ITGCs; - to understand the design and test the operating effectiveness of such controls in the system;</li> <li>Performed test of controls on the IT application controls and IT dependent manual controls in the system;</li> <li>Tested the design and operating effectiveness of compensating controls, where deficiencies were identified and, where necessary, extended the scope of our substantive audit procedures.</li> </ul>

## Information Other than the Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

## Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective

companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of their respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with Governance are also responsible for overseeing the financial reporting process of their respective companies.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:



- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matter

We did not audit the financial statements and other financial information, in respect of two subsidiaries, whose financial statements include total assets of ₹ 40,212.29 Lakh as at March 31, 2024, and total revenues of ₹ 19,432.46 Lakh and net cash inflows of ₹ 545.09 Lakh for the year ended on that date. These financial statements and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. The consolidated financial statements also include the Group's share of net loss of ₹ 108.31 Lakh for the year ended March 31, 2024, as considered in the consolidated financial statements, in respect of one associate, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and associate, and our report in terms of sub-Sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associate, is based solely on the reports of such other auditors.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

## Report on Other Legal and Regulatory Requirements

1. Based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies and associate company incorporated in India, there are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act is not applicable to the Holding Company.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and associate, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
  - (a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies and associate company, none of the directors of the Group companies and its associate, incorporated in India, is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company, its subsidiary companies, and associate company, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 1" to this report;
- (g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries and associate, the managerial remuneration for the year ended March 31, 2024 has been paid/provided by the Holding Company, its subsidiaries and its associate incorporated in India to their directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and associate, as noted in the 'Other matter' paragraph:
  - i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its associate in its consolidated financial statements – Refer Note 33 to the consolidated financial statements;
  - ii. The Group and its associate did not have any material foreseeable losses in long-term contracts including derivative contracts, during the year ended March 31, 2024;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and its associate, incorporated in India, during the year ended March 31, 2024.
  - iv. a) The respective managements of the Holding Company and its subsidiaries and its associate which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and associate respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds)



- by the Holding Company or any of such subsidiaries and associate to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries and associate (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The respective managements of the Holding Company and its subsidiaries and associate which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and associate respectively that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiaries and associate from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries and associate shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries and associate which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor’s notice that has caused us or the other auditors to believe that
- the representations under sub-clause (a) and (b) contain any material mis-statement.
- v. The final dividend paid by the Holding Company and one of its subsidiary company incorporated in India during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
- The respective Board of Directors of the Holding Company and one of its subsidiary, incorporated in India have proposed final dividend (including special dividend from the Holding Company) for the year which is subject to the approval of the members of the respective companies at the respective ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- vi. Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries and associate which are companies incorporated in India whose financial statements have been audited under the Act, and as described in note 47, the Holding Company, subsidiaries and associate have used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of audit, we and respective auditors of the above referred subsidiaries and associate did not come across any instance of audit trail feature being tampered with.
- For **S.R. Batliboi & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration Number: 301003E/E300005
- per Jayesh Gandhi**  
Partner  
Membership Number: 037924  
UDIN: 24037924BKELVQ6251
- Place: Mumbai  
Date: May 04, 2024

**Annexure 1 referred to in paragraph 1(f) under the heading “Report on other legal and regulatory requirements” of our report of even date in respect of consolidated financial statements of Central Depository Services (India) Limited**

## **Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

In conjunction with our audit of the consolidated financial statements of Central Depository Services (India) Limited (hereinafter referred to as the “Holding Company”) as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”) and its associate, which are companies incorporated in India, as of that date.

### **Management’s Responsibility for Internal Financial Controls**

The respective Board of Directors of the companies included in the Group and its associate, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Group and its associate, which are companies incorporated in India based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about

whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

### **Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements**

A company’s internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.



## Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion, the Group and its associate, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting

criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

## Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to these two subsidiaries and one associate, which are companies incorporated in India, is based on the corresponding reports of the auditors of these subsidiaries and associate.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

**per Jayesh Gandhi**

Partner

Membership Number: 037924

UDIN: 24037924BKELVQ6251

Place: Mumbai

Date: May 04, 2024

# Consolidated Balance Sheet

as at March 31, 2024

(₹ in Lakh)

Particulars	Note No.	As at	
		March 31, 2024	March 31, 2023
<b>ASSETS</b>			
<b>1. Non-current assets</b>			
a) Property, plant and equipment	3	31,223.43	9,793.79
b) Capital work-in-progress	3.2	-	17,316.32
c) Intangible assets	3	2,802.44	2,439.03
d) Intangible assets under development	3.1	382.23	113.10
e) Right-of-use assets	3	126.92	226.47
f) Financial Assets:			
i. Investments			
Investments in associate	4	2,469.21	2,571.44
Other investments	4	56,946.38	44,192.81
ii. Loans	5	3.73	7.91
iii. Other financial assets	6	1,852.59	1,188.51
g) Deferred tax assets (net)	7	24.47	26.46
h) Non current tax assets (net)	8	1,463.28	1,960.87
i) Other non-current assets	9	1,012.01	303.93
<b>Total Non-Current Assets</b>		<b>98,306.69</b>	<b>80,140.64</b>
<b>2. Current assets</b>			
a) Financial Assets			
i. Investments	4	55,512.86	46,904.97
ii. Trade receivables	10	6,682.81	3,766.59
iii. Cash and cash equivalents	11	1,848.38	5,036.31
iv. Bank balances other than (iii) above	11	3,437.37	2,066.11
v. Loans	5	5.48	5.86
vi. Other financial assets	6	9,134.19	6,131.51
b) Other current assets	9	3,237.15	1,665.01
<b>Total Current Assets</b>		<b>79,858.24</b>	<b>65,576.36</b>
<b>Total Assets (1+2)</b>		<b>1,78,164.93</b>	<b>1,45,717.00</b>
<b>EQUITY AND LIABILITIES</b>			
<b>1. Equity</b>			
a) Equity Share capital	12	10,450.00	10,450.00
b) Other Equity	13	1,35,884.34	1,10,922.99
<b>Equity attributable to owners of the Company</b>		<b>1,46,334.34</b>	<b>1,21,372.99</b>
c) Non-controlling Interests		4,384.41	4,340.76
<b>Total Equity</b>		<b>1,50,718.75</b>	<b>1,25,713.75</b>
<b>LIABILITIES</b>			
<b>2. Non-current liabilities</b>			
a) Financial Liabilities			
i. Lease liabilities	14	82.33	116.13
ii. Other financial liabilities	15	996.46	384.88
b) Deferred tax liabilities (Net)	7	1,865.33	483.78
c) Provisions	17	494.12	596.53
d) Other non current liabilities	18	3.11	0.92
<b>Total Non-current Liabilities</b>		<b>3,441.35</b>	<b>1,582.24</b>
<b>3. Current liabilities</b>			
a) Financial Liabilities			
i. Lease liabilities	14	53.25	120.92
ii. Trade payables	16		
Total outstanding dues of micro enterprises and small enterprises		2.43	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		2,801.82	1,961.69
iii. Other financial liabilities	15	15,030.09	11,833.51
b) Provisions	17	2,677.77	2,101.08
c) Current tax liabilities (net)	8	550.86	239.17
d) Other current liabilities	18	2,888.61	2,164.64
<b>Total Current Liabilities</b>		<b>24,004.83</b>	<b>18,421.01</b>
<b>4. Total Liabilities (2+3)</b>		<b>27,446.18</b>	<b>20,003.25</b>
<b>Total Equity and Liabilities (1+4)</b>		<b>1,78,164.93</b>	<b>1,45,717.00</b>
<b>Material accounting policies and accompanying notes form an integral part of the consolidated financial statements</b>	<b>1-48</b>		

In terms of our report of even date attached

 For **S. R. Batliboi & Co. LLP**  
 Chartered Accountants  
 ICAI Firm registration No. 301003E/E300005

 Per **Jayesh Gandhi**  
 Partner  
 Membership No. 037924

 Place: Mumbai  
 Date: May 04, 2024

 For and on behalf of the Board of Directors of  
 Central Depository Services (India) Limited

**Balkrishna V Chaubal**  
 Chairman  
 DIN: 06497832

**Nilay Shah**  
 Company Secretary  
 Membership No. A20586

 Place: Mumbai  
 Date: May 04, 2024

**Nehal Vora**  
 Managing Director & CEO  
 DIN: 02769054

**Girish Amesara**  
 Chief Financial Officer



# Consolidated Statement of Profit and Loss

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	Note No.	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>1. Income</b>			
Revenue from operations	19	81,225.66	55,508.68
Other income	20	9,504.73	6,584.83
<b>Total Income</b>		<b>90,730.39</b>	<b>62,093.51</b>
<b>2. Expenses</b>			
Employee benefits expenses	21	9,642.53	8,085.40
Depreciation and amortisation expenses	22	2,723.37	1,948.04
Finance cost	28	11.01	13.35
Impairment loss on financial assets	23	804.20	708.86
Other expenses	24	21,839.81	14,380.09
<b>Total expenses</b>		<b>35,020.92</b>	<b>25,135.74</b>
<b>3. Profit before share of net profits of investments accounted for using equity method and tax (1-2)</b>		<b>55,709.47</b>	<b>36,957.77</b>
<b>4. Share of net profits of investments accounted for using equity method</b>			
Share of Profit/(Loss) of associate		(108.31)	(442.34)
<b>5. Profit before tax (3+4)</b>		<b>55,601.16</b>	<b>36,515.43</b>
<b>6. Tax expenses:</b>			
Current tax		12,332.75	9,260.14
Deferred tax	7	1,472.36	(137.53)
Adjustment of tax relating to earlier periods		(159.36)	(203.19)
<b>Total tax expenses</b>		<b>13,645.75</b>	<b>8,919.42</b>
<b>7. Net Profit after tax (5-6)</b>		<b>41,955.41</b>	<b>27,596.01</b>
<b>Attributable to</b>			
Shareholders of the Company		41,910.58	27,593.90
Non-controlling Interests		44.83	2.11
<b>8. Other Comprehensive Income/(Loss)</b>			
a) Items that will not be reclassified to profit or loss			
i. Re-measurements gains/(losses) of the defined benefit plans		(352.83)	43.94
ii. Income tax on above	26	88.83	(11.06)
b) Items that will be reclassified to profit or loss			
i. Foreign Currency translation reserve		-	(45.07)
ii. Share of other comprehensive income/(loss) of investments accounted for using equity method		34.77	174.44
<b>Total other comprehensive income/(loss) (net of tax) (a+b)</b>		<b>(229.23)</b>	<b>162.25</b>
<b>9. Total Comprehensive Income (7+8)</b>		<b>41,726.18</b>	<b>27,758.26</b>
<b>Attributable to</b>			
Shareholders of the Company		41,682.53	27,755.93
Non-controlling Interests		43.65	2.33
<b>10. Earnings per equity share (EPS):</b>			
Basic and Diluted EPS (₹)		40.11	26.41
Face value of share (₹)		10.00	10.00
<b>Material accounting policies and accompanying notes form an integral part of the consolidated financial statements</b>	<b>1-48</b>		

In terms of our report of even date attached

For **S. R. Batliboi & Co. LLP**  
Chartered Accountants  
ICAI Firm registration No. 301003E/E300005

**Per Jayesh Gandhi**  
Partner  
Membership No. 037924

Place: Mumbai  
Date: May 04, 2024

For and on behalf of the Board of Directors of  
Central Depository Services (India) Limited

**Balkrishna V Chaubal**  
Chairman  
DIN: 06497832

**Nilay Shah**  
Company Secretary  
Membership No. A20586

Place: Mumbai  
Date: May 04, 2024

**Nehal Vora**  
Managing Director & CEO  
DIN: 02769054

**Girish Amesara**  
Chief Financial Officer

# Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

## A. Equity Share Capital (Refer note 12)

As at March 31, 2024

Particulars	(₹ in Lakh)	
	No. in Lakh	Amount
<b>Balance as at April 01, 2023</b>	1,045.00	10,450.00
Changes in Equity Share Capital due to prior period errors	-	-
<b>Restated Balance as at April 01, 2023</b>	<b>1,045.00</b>	<b>10,450.00</b>
Changes in equity share capital during the year	-	-
<b>Balance as at March 31, 2024</b>	<b>1,045.00</b>	<b>10,450.00</b>

As at March 31, 2023

Particulars	(₹ in Lakh)	
	No. in Lakh	Amount
<b>Balance as at April 01, 2022</b>	1,045.00	10,450.00
Changes in Equity Share Capital due to prior period errors	-	-
<b>Restated Balance as at April 01, 2022</b>	<b>1,045.00</b>	<b>10,450.00</b>
Changes in equity share capital during the year	-	-
<b>Balance as at March 31, 2023</b>	<b>1,045.00</b>	<b>10,450.00</b>

## B. Other Equity (Refer note 13)

As at March 31, 2024

Particulars	Other Equity		Other Comprehensive Income/(Loss)		Equity attributable to shareholders of the Company	Non Controlling Interest	Total
	General Reserve	Retained Earnings	Remeasurement of defined benefit obligation	Foreign currency translation reserve			
<b>Balance as at April 01, 2023</b>	1,094.93	1,09,777.01	(173.60)	224.65	1,10,922.99	4,340.76	1,15,263.75
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
<b>Restated Balance as at April 01, 2023</b>	<b>1,094.93</b>	<b>1,09,777.01</b>	<b>(173.60)</b>	<b>224.65</b>	<b>1,10,922.99</b>	<b>4,340.76</b>	<b>1,15,263.75</b>
Profit for the year	-	41,910.58	-	-	41,910.58	43.65	41,954.23
Remeasurement of defined benefit plan (net of tax)	-	-	(264.00)	-	(264.00)	-	(264.00)
Foreign Currency translation reserve	-	-	-	-	-	-	-
Share of other comprehensive income/(loss) in Associates	-	-	-	34.77	34.77	-	34.77
Payment of dividend during the year	-	(16,720.00)	-	-	(16,720.00)	-	(16,720.00)
<b>Balance as at March 31, 2024</b>	<b>1,094.93</b>	<b>1,34,967.59</b>	<b>(437.60)</b>	<b>259.42</b>	<b>1,35,884.34</b>	<b>4,384.41</b>	<b>1,40,268.75</b>



# Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	Other Equity		Other Comprehensive Income/(Loss)		Equity attributable to shareholders of the Company	Non Controlling Interest	Total
	General Reserve	Retained Earnings	Remeasurement of defined benefit obligation	Foreign currency translation reserve			
<b>Balance as at April 01, 2022</b>	1,094.93	97,858.11	(206.48)	95.28	98,841.84	4,338.43	1,03,180.27
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
<b>Restated Balance as at April 01, 2022</b>	<b>1,094.93</b>	<b>97,858.11</b>	<b>(206.48)</b>	<b>95.28</b>	<b>98,841.84</b>	<b>4,338.43</b>	<b>1,03,180.27</b>
Profit for the year	-	27,593.90	-	-	27,593.90	2.33	27,596.23
Remeasurement of defined benefit plan (net of tax)	-	-	32.88	-	32.88	-	32.88
Foreign Currency translation reserve	-	-	-	(45.07)	(45.07)	-	(45.07)
Share of other comprehensive income/(loss) in Associates	-	-	-	174.44	174.44	-	174.44
Payment of dividend during the year	-	(15,675.00)	-	-	(15,675.00)	-	(15,675.00)
<b>Balance as at March 31, 2023</b>	<b>1,094.93</b>	<b>1,09,777.01</b>	<b>(173.60)</b>	<b>224.65</b>	<b>1,10,922.99</b>	<b>4,340.76</b>	<b>1,15,263.75</b>
<b>Material accounting policies and accompanying notes form an integral part of the consolidated financial statements</b>					<b>1-48</b>		

In terms of our report of even date attached

For **S. R. Batliboi & Co. LLP**  
Chartered Accountants  
ICAI Firm registration No. 301003E/E300005

Per **Jayesh Gandhi**  
Partner  
Membership No. 037924

Place: Mumbai  
Date: May 04, 2024

For and on behalf of the Board of Directors of  
Central Depository Services (India) Limited

**Balkrishna V Chaubal**  
Chairman  
DIN: 06497832

**Nilay Shah**  
Company Secretary  
Membership No. A20586

Place: Mumbai  
Date: May 04, 2024

**Nehal Vora**  
Managing Director & CEO  
DIN: 02769054

**Girish Amesara**  
Chief Financial Officer

# Consolidated Cash Flow Statement

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES</b>		
<b>Profit before tax</b>	<b>55,601.16</b>	<b>36,515.43</b>
<b>Adjustments for</b>		
Depreciation and Amortisation expenses	2,723.37	1,948.04
Gain on sale/disposal of Property, plant and equipment and Intangible assets (Net)	(6.38)	(28.80)
Advances written back	(67.47)	(109.72)
Amortisation of premium on Bonds	(14.70)	0.25
Interest cost	11.01	13.35
Dividend received from Others	-	(30.00)
Interest income recognised on fixed deposit and bonds in profit or loss	(3,573.12)	(2,418.93)
Net gain arising on financial assets measured at FVTPL	(5,343.55)	(3,227.42)
Net gain arising on financial assets measured at Amortized cost	(1.51)	-
Impairment loss on financial assets	802.67	708.86
Share of profit/(loss) in Associate	137.00	484.56
Foreign currency translation reserve	(34.77)	(192.06)
<b>Operating cash flows before working capital changes</b>	<b>50,233.71</b>	<b>33,663.56</b>
<b>Movements in working capital</b>		
(Increase)/Decrease in trade receivables	(3,720.07)	107.45
(Increase)/Decrease in loans	4.56	(3.75)
(Increase)/Decrease in other financial assets	119.64	(299.68)
(Increase)/Decrease in other assets	(2,280.22)	(551.91)
Increase/(Decrease) in trade payables	842.56	903.09
Increase/(Decrease) in provisions	156.22	200.62
Increase/(Decrease) in other financial liabilities	3,808.16	(25.93)
Increase/(Decrease) in other liabilities	793.63	205.18
<b>Total working capital changes</b>	<b>(275.52)</b>	<b>535.07</b>
<b>Cash flows generated from operations</b>	<b>49,958.19</b>	<b>34,198.63</b>
Direct taxes paid (net of refunds)	(11,364.10)	(9,316.13)
<b>Net Cash flows generated from operating Activities (A)</b>	<b>38,594.09</b>	<b>24,882.50</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment (Including Capital work-in-progress)	(5,384.59)	(19,431.45)
Purchase of intangible assets (Including Intangible asset under development)	(1,960.95)	(1,127.47)
Proceeds from sale of property, plant and equipment	7.33	45.67
Purchase of investments	(39,254.40)	(58,605.18)
Proceeds from sale of investments	25,857.71	62,234.91
Investment in fixed deposits with banks	(12,885.44)	(10,895.94)
Proceeds from maturity of fixed deposits with banks	8,125.96	14,812.48
Dividend received from others	-	30.00
Investment in Associate	-	(1,000.00)
Investment in equity shares	(1,000.00)	-
Interest received	1,569.93	1,309.31
<b>Net cash flows used in investing activities (B)</b>	<b>(24,924.45)</b>	<b>(12,627.67)</b>



# Consolidated Cash Flow Statement

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Dividend paid	(16,720.00)	(15,675.00)
Payment of lease rental	(137.57)	(102.56)
<b>Net cash flows in financing activities (C)</b>	<b>(16,857.57)</b>	<b>(15,777.56)</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>(3,187.93)</b>	<b>(3,522.73)</b>
Cash and cash equivalents at the beginning of the year	5,036.31	8,559.04
<b>Cash and cash equivalents at the end of the year</b>	<b>1,848.38</b>	<b>5,036.31</b>
Cash and cash equivalents at the end of the year comprises		
Balances with banks		
- In unpaid dividend account (Refer note 2 below)	119.62	102.48
- In current account (Earmarked against liability) (Refer note 2 below)	529.73	4,220.45
- In Current Accounts	1,199.03	713.38
<b>Material accounting policies and accompanying notes form an integral part of the consolidated financial statements</b>	<b>1-48</b>	

- The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard - 7 "Statement of Cash Flows".
- The balances are not available for use by the Group as those are towards earmarked liabilities.
- Previous year figures have been regrouped wherever necessary, to conform with current year classification.

## In terms of our report of even date attached

For **S. R. Batliboi & Co. LLP**  
Chartered Accountants  
ICAI Firm registration No. 301003E/E300005

**Per Jayesh Gandhi**  
Partner  
Membership No. 037924

Place: Mumbai  
Date: May 04, 2024

## For and on behalf of the Board of Directors of Central Depository Services (India) Limited

**Balkrishna V Chaubal**  
Chairman  
DIN: 06497832

**Nilay Shah**  
Company Secretary  
Membership No. A20586

Place: Mumbai  
Date: May 04, 2024

**Nehal Vora**  
Managing Director & CEO  
DIN: 02769054

**Girish Amesara**  
Chief Financial Officer

# Material Accounting Policies to the Consolidated Financial Statements

for the year ended March 31, 2024

## 1 Company Overview

**1.1** Central Depository Services (India) Limited (“CDSL”) herein after referred to as “the Parent Company or Company” is a limited company incorporated in India. The Parent Company is a Depository registered with Securities and Exchange Board of India (“SEBI”) under the provisions of Depositories Act, 1996, and Rules and Regulations framed thereunder. The registered office of the Company is at A-2501, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai – 400 013. CDSL was set up with the objective of providing convenient, dependable and secure depository services at affordable cost to all market participants. A depository facilitates holding of securities in the electronic form and enables securities transactions to be processed by book entry by a Depository Participant (DP) who acts as an agent of the depository, offers depository services to investors.

**1.2** The equity shares of the Parent Company are listed on the National Stock Exchange of India Limited.

**1.3** The consolidated financial statements for the year ended March 31, 2024 were approved for issue by the Parent Company’s Board of Directors on May 04, 2024.

## 2 Material Accounting Policies

### 2.1 Basis of preparation and presentation

#### 2.1.1 Statement of compliance

The Consolidated financial statements as at and for the year ended March 31, 2024 have been prepared in accordance with Indian Accounting Standards (“Ind AS”) notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 as amended time to time and the financial statements also comply with presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III).

#### 2.1.2 Basis of measurement

The Consolidated financial statements have been prepared and presented under the historical cost convention, except for certain items that have been measured at fair values at the end of each reporting period as required by the relevant Ind AS:

- i. Financial assets and liabilities measured at fair value or amortised cost (refer accounting policy at 2.3.2 & 2.3.3).
- ii. Employee benefits (Gratuity and Compensated absences) (refer accounting policy at 2.3.10).

### 2.2 Basis of Consolidation

**2.2.1** The consolidated financial statements incorporate the financial statements of the Parent Company, its subsidiaries and associates (the Group). Control is achieved when the Parent Company:

- a) has power over the investee;
- b) is exposed, or has rights, to variable returns from its involvement with the investee; and
- c) has the ability to use its power to affect its returns.

**2.2.2** The Parent Company reassesses whether or not it controls an investee, if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

**2.2.3** When the Parent Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Parent Company considers all relevant facts and circumstances in assessing whether or not the Company’s voting rights in an investee are sufficient to give it power, including:

- a) the size of the Parent Company’s holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- b) potential voting rights held by the Parent Company, other vote holders or other parties;
- c) rights arising from other contractual arrangements; and
- d) any additional facts and circumstances that indicate that the Parent Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders’ meetings.

**2.2.4** Consolidation of a subsidiary begins when the Parent Company obtains control over the subsidiary and ceases when the Parent Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date the Parent Company gains control until the date when the Parent Company ceases to control the subsidiary.

**2.2.5** Profit or loss and each component of other comprehensive income are attributed to the owners of the Parent Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Parent Company and



## Material Accounting Policies to the Consolidated Financial Statements

for the year ended March 31, 2024

to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

**2.2.6** Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the

consolidated financial statements to ensure conformity with the Group's accounting policies. The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on March 31, 2024.

**2.2.7** All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

**2.2.8** The subsidiary and associate companies considered in the consolidated financial statements are:-

Name of Subsidiary/ Associate	Country of Incorporation	Principal Activity	Proportion of Ownership Interest as on March 31, 2024	Proportion of Ownership Interest as on March 31, 2023
CDSL Ventures Limited (CVL)	India	KYC Registration	100.00%	100.00%
CDSL Insurance Repository Limited (CIRL)	India	Holding insurance policies in electronic mode	54.25%	54.25%
- On its own name			51.00%	51.00%
- Through CDSL Ventures Limited.			3.25%	3.25%
CDSL Commodity Repository Limited (CCRL)	India	Commodity Repository	52.00%	52.00%
India International Bullion Holding IFSC Limited (IIBHIL)	India	Finance company undertaking specialized activity - Holding Company for Bullion Project	20.00%	20.00%

**2.2.9** A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Recognise that distribution of shares of subsidiary to Group in Group's capacity as owners
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or transferred directly to retained earnings, if required by other Ind ASs as would be required if the Group had directly disposed of the related assets or liabilities

**2.2.10** Non-Controlling interest in the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary companies were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit/loss for the year of the subsidiaries attributable to Non-Controlling interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to shareholders of the Parent Company.

**2.2.11 Consolidation procedure:**

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

## Material Accounting Policies to the Consolidated Financial Statements

for the year ended March 31, 2024

- c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

**2.2.12 Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.**

### 2.2.13 Functional and presentation currency

The consolidated financial statements of the Group are presented in Indian rupees, the national currency of India, which is the functional currency of the Group and the currency of the primary economic environment in which the Group operates. All financial information presented in Indian rupees has been rounded to the nearest Lakh up to two decimal except share and per share data in terms of Schedule III unless otherwise stated.

### 2.2.14 Use of estimates and judgement

- a) The preparation of consolidated financial statements in conformity with Ind AS requires the management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses, disclosure of contingent assets and disclosure of contingent liabilities. Actual results may differ from these estimates.
- b) Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts

recognized in the financial statements is included in the following notes:

- i. **Income taxes:** The Group's tax jurisdiction is in India. Significant judgements are involved in determining the provision for income taxes, deferred tax assets and liabilities including the amount expected to be paid or recovered in connection with uncertain tax positions.
- ii. **Minimum Alternate Tax (MAT)** paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that in the separate financial statements of the subsidiary there will be normal income tax payable. Accordingly, MAT is recognised as a deferred tax asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow within permissible time limit under Income Tax Act, 1961 to the extent MAT asset recognised.
- iii. **Employee Benefits:** Defined employee benefit assets/liabilities determined based on the present value of future obligations using assumptions determined by the Group with advice from an independent qualified actuary.
- iv. **Property plant and equipment and Intangible assets:** The charge in respect of periodic depreciation/amortization is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of the Group assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.
- v. **Impairment of trade receivables:** The Group estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer status, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required



## Material Accounting Policies to the Consolidated Financial Statements

for the year ended March 31, 2024

- vi. **Fair value measurement of financial instruments:** The Group estimates fair values of the unquoted equity shares using discounted cash flow model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility, the probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments (Refer note 29).

### 2.3 Summary of material accounting policies

#### 2.3.1 Revenue

- a) The Group derives revenue primarily from services to corporates and capital market intermediary services. The Group recognises revenue when the significant terms of the arrangement are enforceable, services have been delivered and the collectability is reasonably assured. The method for recognizing revenues and costs depends on the nature of the services rendered:
- i. **Time and service contracts:** Revenues and costs relating to time and service contracts are recognised as the related services are rendered.
- ii. **Annual fee contracts:** Revenue from annual fee contracts is recognised proportionately over the period of the contract. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognised on a straight-line basis over the specified period or under some other method that better represents the stage of completion.
- b) Revenues are shown net of goods and service tax and applicable discounts and allowances.
- c) **Trade receivable:** A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).
- d) **Contract liabilities:** A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related services to the customer).

#### 2.3.2 Financial instruments

- a) Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.
- b) The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at initial recognition. All Financial instruments are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.
- c) Purchase or sales of financial assets are recognised on trade date.
- d) For the purpose of subsequent measurement, financial instruments of the Group are classified in the following categories: financial assets (debt instrument) comprising amortised cost, financial asset (equity instruments) at Fair value Through Profit and Loss account ("FVTPL") and financial liabilities at amortised cost or FVTPL.
- e) The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognised from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.
- f) All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

**Level 1** – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

**Level 2** – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

**Level 3** – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

## Material Accounting Policies to the Consolidated Financial Statements

for the year ended March 31, 2024

### 2.3.3 Financial Assets

#### a) Financial assets (debt instruments) at amortised cost

- i. A financial asset shall be measured at amortised cost if both of the following conditions are met:
  - the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
  - the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding (SPPI).
- ii. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method, less any impairment loss.
- iii. Financial assets measured at amortised cost are represented by investment in interest bearing debt instruments, trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.
- iv. Cash and cash equivalents comprise cash on hand and in banks and demand deposits with banks with original maturity less than 3 months which can be withdrawn at any time without prior notice or penalty on the principal.
- v. For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand, book overdraft and are considered part of the Group's cash management system.

#### b) Equity instruments at FVTPL

All equity instruments are measured at fair value other than investments in unquoted equity shares including investment in subsidiaries. These are classified as FVTPL.

#### c) Financial assets at FVTPL

FVTPL is a residual category for financial assets. Any financial asset which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as FVTPL. In addition the Group may elect to designate the financial asset, which otherwise meets amortised cost or FVTOCI criteria, as FVTPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency.

#### d) Earmarked Funds

Earmarked Fund is in respect of variable pay payable to Key Management Personnel ('KMP') of the Parent Company, held for specific purposes as per the SEBI (Depositories and Participants) Regulations 2018, variable pay payable to employees other than KMP as per service rules, Security against Bank Guarantees, Amount Unpaid against Dividend, Government Securities, Stamp duty collected and Proceeds received for auction of demat accounts. These amounts are either invested in bank fixed deposits or available in current bank account and the same are earmarked in the Balance Sheet. Investment income earned on these financial instruments is credited to respective liabilities and not credited to the Statement of Profit or Loss except for fixed deposit against Bank Guarantees.

### 2.3.4 Financial liabilities

#### Financial liabilities at amortised cost

Financial liabilities at amortised cost represented by trade, lease liabilities and other financial liabilities are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest method.

### 2.3.5 Equity

**Ordinary shares:** Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are recognised as a deduction from equity, net of any tax effect (if any).

### 2.3.6 Property, plant and equipment (PPE)

#### a) Recognition and measurement:

- i. Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. The cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use.
- ii. Capital work-in-progress is stated at cost, net of accumulated impairment loss, if any.

## Material Accounting Policies to the Consolidated Financial Statements

for the year ended March 31, 2024

### b) Derecognition of PPE:

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

### 2.3.7 Intangible assets

- a) Intangible assets are measured at cost as of the date of acquisition less accumulated amortization and accumulated impairment losses, if any.
- b) Intangible assets consist of computer software.
- c) Intangible assets under development is stated at cost, net of accumulated impairment loss, if any.

### 2.3.8 Depreciation/Amortisation:

- a) Depreciation/Amortisation has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Name of Asset	Useful life as per Companies Act, 2013 (Years)	Useful Life as per Group Policy (Years)
Computer software – Subscription License	3	As per license period
Furniture and Fixtures	10	5
Vehicle	8	4

- b) Depreciation/Amortisation methods, useful life and residual values are reviewed at each reporting date, with the effect of any changes in estimate accounted for on a prospective basis.
- c) Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use are disclosed under capital work- in-progress. Depreciation is not charged on capital work-in-progress until construction and installation are complete and the asset is ready for its intended use.

### 2.3.9 Impairment

#### Financial assets carried at amortised cost

- i. In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss. The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.
- ii. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.
- iii. The Group has used a practical expedient by computing the expected credit loss allowance for trade receivable based on a detailed analysis of trade receivables.
- iv. ECL impairment loss allowance (or reversal) recognised during the year is recognised as expense/income in the Statement of Profit and Loss.
- v. Financial assets measured at amortised cost, contractual revenue receivable: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

### 2.3.10 Employee benefits

The Group participates in various employee benefit plans. Post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Group's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognized as expense during the period when the employee provides service. Under a defined benefit plan, it is the Group's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Group. The present value of the defined benefit obligations is calculated using the projected unit credit method.

- i. Short-term employee benefits: Performance linked bonus is provided as and when the same is approved by the Board of Directors.
- ii. Post-employment benefits and other long-term employee benefits are treated as follows:

# Material Accounting Policies to the Consolidated Financial Statements

for the year ended March 31, 2024

- **Defined Contribution Plans**

**Provident Fund:** The Provident fund plan is operated by Regional Provident Fund Commissioner (RPFC) and the contribution thereof are paid/provided for.

Contributions to the defined contribution plans are charged to profit or loss for the respective financial year as and when services are rendered by the employees.

- **Defined Benefits Plans**

**Gratuity:** In accordance with the Payment of Gratuity Act, 1972, the Group provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Group. Gratuity for employees is covered by Gratuity Scheme with Life Insurance Corporation of India except for CDSL Commodity Repository Limited and the contribution thereof is paid/provided for. Provision for gratuity is made on the basis of actuarial valuation on Projected Unit Credit Method as at the end of the year.

Remeasurement gains or losses are recognised in other comprehensive income. Further, the profit or loss does not include an expected return on plan assets. Instead net interest recognised in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the plan assets above or below the discount rate is recognised as part of re-measurement of net defined liability or asset through Other Comprehensive Income.

Remeasurements comprising gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are not reclassified to profit or loss in subsequent periods.

**Compensated absences:** Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short-term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as non-current employee benefits. The Group's liability is

actuarially determined (using the Projected Unit Credit method) at the end of year.

## 2.3.11 Provisions

- Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.
- The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

## 2.3.12 Investment income

- Investment income consists of interest income on funds invested, dividend income and gains on the disposal of financial assets measured at FVTPL and Amortised cost..
- Interest income on bond is recognised as it accrues in the statement of Profit or Loss, using the effective interest method and interest income on deposits with banks is recognised on a time proportion accrual basis taking into the account the amount outstanding and the rate applicable.
- Dividend income is recognised in the Profit or Loss on the date that the Group's right to receive payment is established.

## 2.3.13 Income tax

- Income tax comprises current and deferred tax. Income tax expense is recognized in profit or loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

### i. Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted at the reporting date and applicable for the period. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis or to realize the asset and settle liability simultaneously.



## Material Accounting Policies to the Consolidated Financial Statements

for the year ended March 31, 2024

### ii. Deferred tax

Deferred tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in consolidated financial statements.

Deferred tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (in other comprehensive income). Deferred tax items are recognised in correlation to the underlying transaction in OCI.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The Group recognises interest levied and penalties related to income tax assessments in income tax expenses.

### 2.3.14 Earnings per share

- a) The Group reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share. Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period. There are no instruments which have effect of dilution on the EPS.

### 2.3.15 Operating Cycle

Based on the nature of products/activities of the Group and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### 3. Property, plant and equipment, Intangible assets and Right of Use Assets

As at March 31, 2024

(₹ in Lakh)

Particular	Gross Block				Depreciation				Net Block
	Balance as at April 01, 2023	Additions during the year	Deductions/ adjustments during the year	Balance as at March 31, 2024	Balance as at April 01, 2023	Depreciation/ amortisation for the year	Deductions/ adjustments during the year	Balance as at March 31, 2024	As at March 31, 2024
<b>Property, plant and equipment</b>									
Freehold Office	6,338.46	17,477.05	-	23,815.51	603.55	141.74	-	745.29	23,070.22
Freehold Office improvement	250.22	1,860.45	-	2,110.67	135.45	47.91	-	183.36	1,927.31
Freehold-Building	0.01	-	-	0.01	-	-	-	-	0.01
Leasehold-Building	169.10	-	-	169.10	169.10	-	-	169.10	-
Plant and equipment	5,775.56	1,588.77	337.48	7,026.85	2,153.44	835.41	337.40	2,651.45	4,375.40
Computers	368.12	132.80	76.24	424.68	260.24	94.13	76.24	278.13	146.55
Furniture and fixtures	345.16	679.94	0.22	1,024.88	323.94	22.93	0.22	346.65	678.23
Office equipment	500.93	960.60	9.12	1,452.41	341.36	110.58	8.25	443.69	1,008.72
Motor vehicles	92.10	-	-	92.10	58.79	16.32	-	75.11	16.99
<b>Total of Property, plant and equipment</b>	<b>13,839.66</b>	<b>22,699.61</b>	<b>423.06</b>	<b>36,116.21</b>	<b>4,045.87</b>	<b>1,269.02</b>	<b>422.11</b>	<b>4,892.78</b>	<b>31,223.43</b>
<b>Intangible assets</b>									
Computer Software	5,100.80	1,691.82	2.89	6,789.73	2,661.77	1,328.41	2.89	3,987.29	2,802.44
<b>Right of Use Assets</b>	<b>335.29</b>	<b>26.39</b>	<b>-</b>	<b>361.68</b>	<b>108.82</b>	<b>125.94</b>	<b>-</b>	<b>234.76</b>	<b>126.92</b>

As at March 31, 2023

(₹ in Lakh)

Particular	Gross Block				Depreciation				Net Block
	Balance as at April 01, 2022	Additions during the year	Deductions/ adjustments	Balance as at March 31, 2023	Balance as at April 01, 2022	Depreciation/ amortisation for the year	Deductions/ adjustments	Balance as at March 31, 2023	As at March 31, 2023
<b>Property, plant and equipment</b>									
Freehold Office	6,338.46	-	-	6,338.46	497.70	105.85	-	603.55	5,734.91
Freehold Office improvement	250.22	-	-	250.22	110.43	25.02	-	135.45	114.77
Freehold-Building	0.01	-	-	0.01	-	-	-	-	0.01
Leasehold-Building	169.10	-	-	169.10	168.10	1.00	-	169.10	-
Plant and equipment	4,144.84	1,920.11	289.39	5,775.56	1,928.62	511.91	287.09	2,153.44	3,622.12
Computers	356.00	58.36	46.24	368.12	227.28	75.32	42.36	260.24	107.88
Furniture and fixtures	338.25	13.49	6.58	345.16	294.22	31.61	1.89	323.94	21.22
Office equipment	399.82	113.63	12.52	500.93	254.30	94.36	7.30	341.36	159.57
Motor vehicles	139.20	-	47.10	92.10	82.12	22.99	46.32	58.79	33.31
<b>Total of Property, plant and equipment</b>	<b>12,135.90</b>	<b>2,105.59</b>	<b>401.83</b>	<b>13,839.66</b>	<b>3,562.77</b>	<b>868.06</b>	<b>384.96</b>	<b>4,045.87</b>	<b>9,793.79</b>
<b>Intangible assets</b>									
Computer Software	3,809.28	1,394.28	102.76	5,100.80	1,793.83	970.70	102.76	2,661.77	2,439.03
<b>Right of Use Assets</b>	<b>38.12</b>	<b>323.40</b>	<b>26.23</b>	<b>335.29</b>	<b>9.08</b>	<b>109.28</b>	<b>9.54</b>	<b>108.82</b>	<b>226.47</b>

Note:

- On transition to Ind AS, the group had elected to continue with the carrying value of all Property, plant and equipment measured as per the previous GAAP and used that carrying value as the deemed cost of Property, plant and equipment.
- There are no immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in the favour of the lessee) whose title deeds are not in the name of the group.



## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### 3.1 Intangible assets under development

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Software under development	382.23	113.10
<b>Total</b>	<b>382.23</b>	<b>113.10</b>

#### Movement of Intangible assets under development

(₹ in Lakh)

Particulars	Balance as at April 01, 2022	Additions during the year ended March 31, 2023	Capitalised during the year ended March 31, 2023	Balance as at March 31, 2023	Additions during the year ended March 31, 2024	Capitalised during the year ended March 31, 2024	Balance as at March 31, 2024
Software under development	379.91	323.92	590.73	113.10	301.88	32.75	382.23
<b>Total</b>	<b>379.91</b>	<b>323.92</b>	<b>590.73</b>	<b>113.10</b>	<b>301.88</b>	<b>32.75</b>	<b>382.23</b>

#### Intangible assets under development ageing schedule as at March 31, 2024

(₹ in Lakh)

Particulars	Amount for the period				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	301.88	80.35	-	-	382.23
Projects temporarily suspended	-	-	-	-	-

#### Intangible assets under development ageing schedule as at March 31, 2023

(₹ in Lakh)

Particulars	Amount for the period				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	113.10	-	-	-	113.10
Projects temporarily suspended	-	-	-	-	-

#### Intangible assets under development estimated completion schedule for overdue projects as at March 31, 2024

(₹ in Lakh)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 1	382.23	-	-	-	382.23

#### Intangible assets under development estimated completion schedule for overdue projects as at March 31, 2023

(₹ in Lakh)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 1	-	-	-	-	-

### 3.2 Capital Work-in-Progress

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Office premises	-	17,297.82
Office equipment	-	18.50
<b>Total</b>	<b>-</b>	<b>17,316.32</b>

## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### Movement of Capital Work-in-Progress

(₹ in Lakh)

Particulars	Balance as at April 01, 2022	Additions during the year ended March 31, 2023	Capitalised during the year ended March 31, 2023	Balance as at March 31, 2023	Additions during the year ended March 31, 2024	Capitalised during the year ended March 31, 2024	Balance as at March 31, 2024
	Freehold Office	-	17,297.82	-	17,297.82	179.24	17,477.06
Office equipment	-	30.77	12.27	18.50	874.14	892.64	-
Computer Hardware	-	245.00	245.00	-	154.34	154.34	-
Furniture and Fixtures	-	-	-	-	626.63	626.63	-
Freehold Office improvement	-	-	-	-	1,728.00	1,728.00	-
<b>Total</b>	-	<b>17,573.59</b>	<b>257.27</b>	<b>17,316.32</b>	<b>3,562.35</b>	<b>20,878.67</b>	-

### Capital Work-in-Progress ageing schedule as at March 31, 2024

(₹ in Lakh)

Particulars	Amount for the period				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

### Capital Work-in-Progress ageing schedule as at March 31, 2023

(₹ in Lakh)

Particulars	Amount for the period				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	17,316.32	-	-	-	17,316.32
Projects temporarily suspended	-	-	-	-	-

### Capital Work-in-Progress estimated completion schedule for overdue projects as at March 31, 2024

(₹ in Lakh)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 1	-	-	-	-	-

### Capital Work-in-Progress estimated completion schedule for overdue projects as at March 31, 2023

(₹ in Lakh)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 1	-	-	-	-	-

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 4. Investments

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Non-current investments - Unquoted</b>		
<b>a) Investments in equity instruments measured at FVTPL</b>		
Belapur Railway Station Commercial Company Limited (BRSCCL) (Fully paid equity shares of ₹ 10 each)	0.50	0.50
National E-Governance Services Limited (NESL) (Fully paid equity shares of ₹ 10 each)	654.99	492.27
Open network for digital commerce (ONDC) (Fully paid equity shares of ₹ 100 each)	2,000.00	1,000.00
<b>Sub-Total (A)</b>	<b>2,655.49</b>	<b>1,492.77</b>
<b>b) Investments in Equity Instruments measured at Cost (using equity method)</b>		
India International Bullion Holding IFSC Limited (IIBHIL) (Fully paid equity shares of ₹ 1 each)	2,469.21	2,571.44
<b>Sub-Total (B)</b>	<b>2,469.21</b>	<b>2,571.44</b>
<b>Total Unquoted Investment in Equity Instruments (A+B)</b>	<b>5,124.70</b>	<b>4,064.21</b>
<b>c) Investments in Government Securities measured at amortised cost</b>		
Investment in Government Securities - Separate Trading of Registered Interest and Principal of Securities (STRIPS)	22,955.31	14,863.45
<b>Sub-Total (C)</b>	<b>22,955.31</b>	<b>14,863.45</b>
<b>Total Unquoted investments (A+B+C)</b>	<b>28,080.01</b>	<b>18,927.66</b>
<b>Non-current Investments - Quoted</b>		
<b>a) Investments in bonds/debentures measured at amortised cost - Owned</b>		
Investment in Tax free bonds	2,800.38	2,800.56
Investment in Non-convertible debentures	14,420.64	12,354.00
<b>b) Investments in Mutual Funds measured at FVTPL</b>		
Units of growth oriented schemes of mutual funds - Owned	14,114.56	12,682.03
<b>Total of Quoted Investments (D)</b>	<b>31,335.58</b>	<b>27,836.59</b>
<b>Total Non-current Investments (A+B+C+D)</b>	<b>59,415.59</b>	<b>46,764.25</b>
<b>Aggregate amount of quoted investments</b>	<b>31,335.58</b>	<b>27,836.59</b>
<b>Market value of quoted investments</b>	<b>31,374.63</b>	<b>27,894.68</b>
<b>Aggregate amount of unquoted investments</b>	<b>28,080.01</b>	<b>18,927.66</b>

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Current investments - Unquoted</b>		
<b>a) Investments in mutual funds measured at FVTPL</b>		
Units of growth oriented schemes of mutual funds	52,895.95	40,753.58
<b>Total of Unquoted investments (A)</b>	<b>52,895.95</b>	<b>40,753.58</b>
<b>Current investments - Quoted</b>		
<b>a) Investments in Non-convertible debentures measured at amortised cost</b>		
Investment in Non-convertible debentures	-	506.27
Investment in Government Securities - Separate Trading of Registered Interest and Principal of Securities (STRIPS)	-	2,060.58
<b>b) Investments in Tax free bonds measured at amortised cost</b>		
Investment in Tax free bonds	-	2,943.38
<b>c) Investments in units of ETF measured at FVTPL</b>		
Investments in units of ETF (Exchange Traded Fund)	2,616.91	641.16
<b>Total of Quoted Investments (B)</b>	<b>2,616.91</b>	<b>6,151.39</b>
<b>Total Current Investments (A+B)</b>	<b>55,512.86</b>	<b>46,904.97</b>
<b>Aggregate amount of quoted investments</b>	<b>2,616.91</b>	<b>6,151.39</b>
<b>Market value of quoted investments</b>	<b>2,616.91</b>	<b>6,202.17</b>
<b>Aggregate amount of unquoted investments</b>	<b>52,895.95</b>	<b>40,753.58</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 4A - Investments

Type	Name of the Body Corporate	No. of Shares/Units		(₹) In Lakh	
		As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
<b>Details of Non-current investments</b>					
<b>Investment in Others</b>					
<b>a) Investment in Equity shares</b>					
Unquoted	Belapur Railway Station Commercial Company Limited (BRSCCL) (Fully paid equity shares of ₹ 10 each)	5,000	5,000	0.50	0.50
Unquoted	National E-Governance Services Limited (NESL) (Fully paid equity shares of ₹ 10 each)	30,00,000	30,00,000	654.99	492.27
Unquoted	Open network for digital commerce (Fully paid equity shares of ₹ 100 each)	20,00,000	10,00,000	2,000.00	1,000.00
				<b>2,655.49</b>	<b>1,492.77</b>
<b>b) Investment in Associates</b>					
Unquoted	India International Bullion Holding IFSC Limited (IIBHIL) (Fully paid up)	30,00,00,000	30,00,00,000	2,571.44	1,909.01
	Add - Investment during the year			-	1,000.00
	Add - Share of profit for the year			(137.00)	(484.56)
	Add - Share of Other comprehensive Income for the year			34.77	174.44
	Less - Elimination of profit on sale of stake in IIDIL during the year			-	(27.45)
				<b>2,469.21</b>	<b>2,571.44</b>
				<b>5,124.70</b>	<b>4,064.21</b>
<b>c) Investment in tax free bonds</b>					
Quoted	7.19% Indian Railway Finance Corp Ltd Tax Free Bond 310725	50	50	500.11	500.16
Quoted	7.15% NTPC Limited Tax Free Bond 210825	50	50	500.06	500.08
Quoted	7.11% NHAI Tax Free Bonds 180925	30	30	299.98	300.01
Quoted	7.16% PFC Tax Free Bonds 170725	50	50	500.06	500.08
Quoted	7.17% REC Tax Free Bonds 230725	100	100	1,000.17	1,000.23
				<b>2,800.38</b>	<b>2,800.56</b>
<b>d) Investment in Non-convertible debentures</b>					
Quoted	6.00% HDFC Ltd Taxable NCD 290626	100	100	966.08	952.10
Quoted	7.9873% TATA Cap Fin Serv Taxable Bond 170426	100	100	1,000.31	1,000.46
Quoted	6.44% NABARD Ltd Taxable Bond 041230	100	100	945.28	939.42
Quoted	6.39% NABARD Ltd Taxable Bond 191130	50	50	470.50	467.34
Quoted	7.71% REC Taxable Bond 301133	500	-	501.62	-
Quoted	8.24% NABARD Ltd Taxable Bond 220329	50	-	521.51	-
Quoted	7.90% LIC Hsg Fin Ltd taxable NCD 230627	50	50	500.00	500.00
Quoted	7.75% Tata Hsg Fin Ltd NCD 180527	50	50	497.79	497.25
Quoted	7.80% HDFC Ltd. NCD 060932	50	50	502.19	502.33
Quoted	8.07% HDFC Ltd. NCD 121032	50	50	500.45	500.48
Quoted	7.72% BSNL Ltd. NCD 221232	50	50	500.32	500.34
Quoted	7.71% REC Taxable Bond 311033	500	-	500.50	-
Quoted	7.79% REC Ltd Taxable Bond 210530	50	-	501.19	-
Quoted	7.77% HDFC Ltd Taxable NCD 280627	50	50	500.38	500.43
Quoted	7.89% TCFS Ltd Taxable NCD 260727	150	150	1,506.72	1,508.40
Quoted	7.32% REC Taxable Bonds 270226	150	150	1,496.82	1,495.55
Quoted	7.40% Nabard Taxable Bond 300126	150	150	1,494.14	1,491.18
Quoted	7.82% DME Taxable Bond 240233	500	1,000	500.96	1,002.06
Quoted	7.58% Nabard Taxable Bond 310726	500	500	497.55	496.66
Quoted	8.37% NHAI Taxable Bonds 210129	50	-	516.33	-
				<b>14,420.64</b>	<b>12,354.00</b>



# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

Type	Name of the Body Corporate	No. of Shares/Units		₹ In Lakh	
		As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
<b>e)</b>	<b>Investment in taxable STRIPS</b>				
Unquoted	CSTRIP GS 15-JUN-2033 C	10,00,000	-	515.59	-
Unquoted	CSTRIP-GS 12-DEC-2028 C	5,07,500	-	361.76	-
Unquoted	CSTRIP-GS 12-DEC-2029 C	5,07,500	-	336.67	-
Unquoted	CSTRIP-GS 12-JUN-2029 C	13,37,500	-	923.04	-
Unquoted	CSTRIP-GS 12-JUN-2032 C	5,53,000	-	311.07	-
Unquoted	CSTRIP-GS 12-SEPT-2027 C	24,30,400	24,30,400	1,911.31	1,760.41
Unquoted	CSTRIP-GS 12-SEPT-2028 C	20,60,800	20,60,800	1,507.89	1,383.36
Unquoted	CSTRIP-GS 15-DEC-2025 C	5,59,200	5,59,200	499.60	464.58
Unquoted	CSTRIP-GS 15-DEC-2026 C	5,59,200	5,59,200	466.64	432.35
Unquoted	CSTRIP-GS 15-DEC-2027 C	21,65,600	11,56,200	1,672.63	827.77
Unquoted	CSTRIP-GS 15-JUN-2026 C	5,59,200	5,59,200	482.92	448.24
Unquoted	CSTRIP-GS 15-JUN-2027 C	10,92,000	10,92,000	877.09	809.88
Unquoted	CSTRIP-GS 16-DEC-2025 C	20,00,000	20,00,000	1,789.21	1,665.57
Unquoted	CSTRIP-GS 16-DEC-2027 C	15,31,900	15,31,900	1,183.67	1,089.55
Unquoted	CSTRIP-GS 16-JUN-2025 C	5,00,000	5,00,000	462.59	431.55
Unquoted	CSTRIP-GS 16-JUN-2027 C	41,04,900	41,04,900	3,299.57	3,047.86
Unquoted	CSTRIP-GS 17-DEC-2025 C	5,34,100	5,34,100	475.88	441.79
Unquoted	CSTRIP-GS 17-DEC-2026 C	5,34,100	5,34,100	445.01	412.07
Unquoted	CSTRIP-GS 17-JUN-2025 C	5,34,100	5,34,100	492.20	457.50
Unquoted	CSTRIP-GS 17-JUN-2026 C	5,34,100	5,34,100	460.63	427.31
Unquoted	CSTRIP-GS 17-JUN-2027 C	5,34,100	5,34,100	427.35	394.02
Unquoted	CSTRIP-GS 19-SEPT-2028 C	10,00,000	-	735.70	-
Unquoted	CSTRIP-GS 22-AUG-2032 C	16,90,000	-	941.92	-
Unquoted	CSTRIP-GS 23-JUN-2027 C	5,00,000	5,00,000	400.55	369.64
Unquoted	CSTRIP GS12-DEC-2029 C	20,30,000	-	1,356.05	-
Unquoted	CSTRIP GS12-JUN-2032C	11,00,000	-	618.77	-
				<b>22,955.31</b>	<b>14,863.45</b>
<b>f)</b>	<b>Investment in Units of growth oriented schemes of mutual funds</b>				
Unquoted	DSP Banking & PSU Debt Fund - Direct - Growth	-	50,08,487	-	1,042.89
Unquoted	Invesco India Money Market Fund -Direct - Growth	17,544	41,782	503.52	1,115.23
Unquoted	Kotak Corporate Bond Fund - Direct - Growth	1,14,914	84,249	4,062.42	2,760.19
Unquoted	Kotak Bond Short-Term Fund - Direct - Growth	17,79,458	17,79,458	916.83	849.22
Unquoted	L & T Triple Ace Bond Fund - Direct - Growth	18,79,188	18,79,188	1,315.41	1,222.56
Unquoted	Nippon India Floating Rate Fund - Direct Growth	94,21,370	94,21,370	4,024.67	3,722.90
Unquoted	SBI Banking & PSU Debt Fund - Direct -Growth	28,058	28,058	837.55	778.61
Unquoted	SBI Long Duration Fund - Direct- Growth	1,03,52,123	-	1,174.84	-
Unquoted	SBI Corporate Bond Fund - Direct -Growth	50,47,703	50,47,703	724.24	672.66
Unquoted	Mirae Asset Nifty SDL Jun 2027 Index Fund - Direct - Growth	49,99,750	49,99,750	555.08	517.77
				<b>14,114.56</b>	<b>12,682.03</b>
	<b>Total of Non-current investments (a+b+c+d+e+f)</b>			<b>59,415.59</b>	<b>46,764.25</b>
	<b>Details of Current portion of Long-term investments</b>				
<b>g)</b>	<b>Investment in Non-convertible debentures</b>				
Quoted	8.75% LIC HSG FIN Ltd Taxable NCD 081223		50	-	506.27
				-	<b>506.27</b>
<b>h)</b>	<b>Investment in tax free bonds</b>				
Quoted	8.01% National Housing Bank Tax Free Bonds 300823	-	70	-	699.99
Quoted	8.35% National Highways Auth of India Tax Free Bonds 221123	-	70	-	700.02
Quoted	8.18% NHPC Limited Tax Free Bonds 021123	-	22,547	-	225.47
Quoted	8.41% NTPC Limited Tax Free Bonds 161223	-	31,665	-	316.65
Quoted	8.18% REC Ltd Tax Free Bonds 111023	-	50	-	501.24
Quoted	8.19% NTPC Limited Tax Free Bonds 040324	-	50	-	500.01
				-	<b>2,943.38</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

Type	Name of the Body Corporate	No. of Shares/Units		(₹) In Lakh	
		As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
<b>i)</b>	<b>Investment in taxable STRIPS</b>				
Unquoted	CSTRIP-GS 16-JUN-2023 C	-	20,85,000	-	2,060.58
				-	<b>2,060.58</b>
	<b>Total of current portion of Long-term investment (g+h+i)</b>			-	<b>5,510.23</b>
	<b>Details of Current Investments</b>				
<b>j)</b>	<b>Investment in Units of growth oriented schemes of mutual funds</b>				
Unquoted	Aditya Birla Sunlife Floating Rate Fund - Direct -Growth	18,99,153	20,57,557	6,142.59	6,164.17
Unquoted	Axis Banking & PSU Debt Fund - Direct - Growth	1,03,005	1,06,260	2,527.58	2,431.84
Unquoted	DSP Banking & PSU Debt Fund - Direct - Growth	41,85,577	41,85,577	941.41	871.54
Unquoted	HDFC Corporate Bond Fund - Direct - Growth	93,30,794	93,30,794	2,788.37	2,577.10
Unquoted	HSBC CRISIL IBX 50:50 Gilt Plus SDL Apr 2028 Index Fund-Direct-Growth	49,99,750	49,99,750	561.14	522.00
Unquoted	HSBC CRISIL IBX Gilt June 2027 Index Fund-Direct-Growth	34,99,825	34,99,825	377.41	351.16
Unquoted	ICICI Prudential Bond Fund - Direct - Growth	73,96,362	57,69,153	2,822.78	2,021.22
Unquoted	ICICI Prudential Corporate Bond Fund - Direct - Growth	1,13,93,519	38,76,721	3,206.77	1,009.03
Unquoted	ICICI Prudential Short-Term Fund - Direct - Growth	12,94,666	12,94,666	762.98	703.89
Unquoted	IDFC Banking & PSU Debt Fund -Direct -Growth	82,62,232	82,62,232	1,892.45	1,764.23
Unquoted	Invesco India Corporate Bond Fund (Active India Fund) - Direct - Growth	1,38,627	1,38,627	4,240.99	3,938.32
Unquoted	Invesco India Money Market Fund - Direct -Growth	35,770	35,770	1,026.59	954.76
Unquoted	Invesco India Nifty G-sec Jul 2027 Index Fund - Direct -Growth	49,998	49,998	538.79	501.25
Unquoted	Kotak Bond Short-Term Fund - Direct - Growth	45,32,616	45,32,616	2,335.35	2,163.12
Unquoted	L & T Triple Ace Bond Fund - Direct- Growth	16,06,897	16,06,897	1,124.81	1,045.41
Unquoted	Nippon India Corporate Bond Fund- Direct-Growth	37,45,517	-	2,112.41	-
Unquoted	Nippon India Floating Rate Fund_Short-Term Plan - Direct - Growth	66,34,080	66,34,080	2,833.98	2,621.49
Unquoted	Nippon India Nivesh Lakshya Fund - Direct - Growth	1,46,22,366	1,46,22,366	2,407.47	2,188.11
Unquoted	SBI Banking & PSU Debt Fund - Direct - Growth	73,553	73,553	2,195.61	2,041.10
Unquoted	SBI CPSE Bond Plus SDL Sep 2026 50:50 Index Fund-Direct- Growth	69,99,650	69,99,650	781.69	729.03
Unquoted	SBI Magnum Constant Maturity Fund Direct Growth	21,23,614	-	1,255.23	-
Unquoted	SBI Long Duration Fund Direct Growth	2,18,13,661.86	-	2,475.59	-
Unquoted	TATA Short-Term Bond Fund - Direct - Growth	25,04,564	25,04,564	1,195.66	1,110.34
Unquoted	Tata Nifty SDL Plus AAA PSU Bond Dec 2027 60:40 Index Fund - Direct - Growth	49,99,750	49,99,750	561.33	523.24
Unquoted	UTI Corporate Bond Fund - Direct - Growth	1,87,30,646	1,87,30,646	2,822.37	2,622.42
Unquoted	DSP Gilt Fund - Direct - Growth	13,14,722	-	1,210.60	-
Unquoted	DSP Low Duration Fund - Direct - Growth	7,47,253	11,85,198	139.06	205.21
Unquoted	DSP Floater Fund - Direct - Growth	17,37,765	17,37,765	207.97	190.77
Unquoted	ICICI Prudential Banking and PSU Debt Fund- Direct -Growth	42,09,448	42,09,448	1,295.62	1,199.51
Unquoted	HDFC Floating Rate Income Fund-Short-Term Plan - Direct - Growth	2,42,830	7,15,889	111.35	303.32
	<b>Total of Investment in Units of growth oriented schemes of mutual funds (j)</b>			<b>52,895.95</b>	<b>40,753.58</b>
<b>k)</b>	<b>Investment in Units of ETF</b>				
Quoted	Aditya Birla Sun Life Nifty 50 ETF	19,86,741	21,712	504.23	-
Quoted	ICICI Prudential S&P BSE Sensex ETF	1,34,983	21,712	1,114.45	141.19
Quoted	Nippon India ETF Nifty 50 BeES	1,84,360	-	455.29	-
Quoted	Mirae Asset Nifty 8-13 Year G-SEC ETF Fund	21,02,572	21,02,572	542.94	499.97
				<b>2,616.91</b>	<b>641.16</b>
	<b>Total of Current Investments (g+h+i+j+k)</b>			<b>55,512.86</b>	<b>46,904.97</b>
	<b>Total Investments</b>			<b>1,14,928.45</b>	<b>93,669.22</b>



## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### 5. Loans (at amortised cost)

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Loans to staff - Unsecured, considered good	3.73	7.91
<b>Total</b>	<b>3.73</b>	<b>7.91</b>
<b>Current</b>		
Loans to staff - Unsecured, considered good	5.48	5.86
<b>Total</b>	<b>5.48</b>	<b>5.86</b>

### 6. Other financial assets (at amortised cost)

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Security deposits (Unsecured, considered good)	75.06	64.78
Bank balance in deposit accounts (Earmarked ₹ 1,606.45 Lakh (Previous year ₹ 1,037.78 Lakh))(Refer Note 43)	1,606.97	1,038.65
Accrued interest - Bank Deposits (Earmarked ₹ 112.94 Lakh (Previous year ₹ 39.48 Lakh))(Refer Note 43)	170.56	85.08
<b>Total</b>	<b>1,852.59</b>	<b>1,188.51</b>
<b>Current</b>		
Other Receivable	3.88	3.31
Receivable from CIRL Group Gratuity Trust*	2.89	2.89
Sundry deposits (Unsecured, considered good)	167.33	297.82
Interest accrued but not due on bonds	636.85	579.16
Bank balance in deposit accounts (Earmarked ₹ 3,575.06 Lakh (Previous year ₹ 54.91 Lakh))(Refer Note 43)	7,942.94	5,051.92
Accrued interest - Bank Deposits (Earmarked ₹ 227.65 Lakh (Previous year ₹ 14.05 Lakh))(Refer Note 43)	380.30	196.41
<b>Total</b>	<b>9,134.19</b>	<b>6,131.51</b>

\*represents amount receivable from insurance company in respect of gratuity benefits paid by one Subsidiary to its retired employee.

### 7. Deferred tax balances

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Deferred tax assets (net)</b>		
Deferred tax assets	80.22	75.95
Deferred tax liabilities	55.75	49.49
<b>Deferred tax assets (net)</b>	<b>24.47</b>	<b>26.46</b>
<b>Deferred tax liabilities (net)</b>		
Deferred tax liabilities	3,290.39	1,927.94
Deferred tax assets	1,425.06	1,444.16
<b>Deferred tax liabilities (net)</b>	<b>1,865.33</b>	<b>483.78</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## Deferred tax assets (net)

(₹ in Lakh)

Particulars	Opening balance as at April 01, 2022	Recognised in Profit or loss for the year ended March 31, 2023	Recognised in other comprehensive income	Closing balance as at March 31, 2023	Recognised in Profit or loss for year ended March 31 2024	Recognised in other comprehensive income	Closing balance as at March 31 2024
<b>1 Deferred tax Assets</b>							
a) Provision for employee Benefit obligations	19.82	(3.21)	0.01	16.62	3.01	0.72	20.35
b) Property plant and equipment and intangible assets	4.48	(0.21)	-	4.27	(0.55)	-	3.72
c) Impairment loss allowance on trade receivables	-	1.14	-	1.14	0.14	-	1.28
d) MAT Credit Entitlement	-	1.12	-	1.12	0.95	-	2.07
f) Lease Liabilities and ROU Assets	53.24	(0.44)	-	52.80	-	-	52.80
<b>Total (A)</b>	<b>77.54</b>	<b>(1.60)</b>	<b>0.01</b>	<b>75.95</b>	<b>3.55</b>	<b>0.72</b>	<b>80.22</b>
<b>2 Deferred Tax Liabilities</b>							
a) Unrealised gain on financial assets measured at FVTPL	78.86	(29.37)	-	49.49	6.26	-	55.75
<b>Total (B)</b>	<b>78.86</b>	<b>(29.37)</b>	<b>-</b>	<b>49.49</b>	<b>6.26</b>	<b>-</b>	<b>55.75</b>
<b>Net assets/(liabilities) (A-B)</b>	<b>(1.32)</b>	<b>27.77</b>	<b>0.01</b>	<b>26.46</b>	<b>(2.71)</b>	<b>0.72</b>	<b>24.47</b>

## Deferred tax liabilities (net)

(₹ in Lakh)

Particulars	Opening balance as at April 01, 2022	Recognised in Profit or loss for the year ended March 31, 2023	Recognised in other comprehensive income	Closing balance as at March 31, 2023	Recognised in Profit or loss for year ended March 31 2024	Recognised in other comprehensive income	Closing balance as at March 31 2024
<b>1 Deferred Tax Liabilities</b>							
a) Unrealised gain on financial assets measured at FVTPL	1,164.27	10.48	-	1,174.75	873.44	-	2,048.19
b) Property plant and equipment and intangible assets	532.57	273.89	-	806.46	435.74	-	1,242.20
<b>Total (C)</b>	<b>1,696.84</b>	<b>284.37</b>	<b>-</b>	<b>1,981.21</b>	<b>1,309.18</b>	<b>-</b>	<b>3,290.39</b>
<b>2 Deferred tax Assets</b>							
a) Provision for employee Benefit obligations	441.71	326.19	(11.07)	756.83	197.19	88.11	1,042.13
b) Provision for incentive scheme for DPs	376.89	17.94	-	394.83	(394.83)	-	-
c) Impairment loss allowance on trade receivables	284.98	49.83	-	334.81	39.46	-	374.27
d) Amortisation of premium/discount on financial assets measured at amortised cost	10.79	0.02	-	10.81	(2.72)	-	8.09
e) Lease Liabilities and ROU Assets	-	0.15	-	0.15	0.42	-	0.57
<b>Total (D)</b>	<b>1,114.37</b>	<b>394.13</b>	<b>(11.07)</b>	<b>1,497.43</b>	<b>(160.48)</b>	<b>88.11</b>	<b>1,425.06</b>
<b>Net deferred tax assets/(liabilities) (C-D)</b>	<b>582.47</b>	<b>(109.76)</b>	<b>11.07</b>	<b>483.78</b>	<b>1,469.66</b>	<b>(88.11)</b>	<b>1,865.33</b>
<b>Total deferred tax assets (E=A+C)</b>	<b>1,191.91</b>	<b>392.53</b>	<b>(11.06)</b>	<b>1,573.38</b>	<b>(156.93)</b>	<b>88.83</b>	<b>1,505.28</b>
<b>Total deferred tax Liabilities (F=B+D)</b>	<b>1,775.70</b>	<b>255.00</b>	<b>-</b>	<b>2,030.70</b>	<b>1,315.44</b>	<b>-</b>	<b>3,346.14</b>
<b>Net Deferred Tax (F-E)</b>	<b>(583.79)</b>	<b>137.53</b>	<b>(11.06)</b>	<b>(457.32)</b>	<b>(1,472.37)</b>	<b>88.83</b>	<b>(1,840.86)</b>

Unused tax losses for which no deferred tax assets have been recognised are attributable to the following:

Particulars	As at March 31, 2024	As at March 31, 2023
Business Loss (including unabsorbed depreciation)	564.51	557.17
<b>Total</b>	<b>564.51</b>	<b>557.17</b>



## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### 8. Income tax asset and liabilities

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Non-Current tax assets</b>		
Advance Income Tax (net off provision for tax ₹ 20,428.00 Lakh (previous year ₹ 33,621.44 Lakh))	1,463.28	1,960.87
<b>Total</b>	<b>1,463.28</b>	<b>1,960.87</b>
<b>Current tax liabilities</b>		
Income Tax payable (net off advance tax ₹ 12,815.54 Lakh (previous year ₹ 10,600.84 Lakh))	550.86	239.17
<b>Total</b>	<b>550.86</b>	<b>239.17</b>

### 9. Other Assets

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Non-Current</b>		
Prepaid Expenses	945.30	258.28
Gratuity Fund balance (net)	1.40	-
GST Input Credit	65.31	45.65
<b>Total</b>	<b>1,012.01</b>	<b>303.93</b>
<b>Current</b>		
Prepaid Expenses	1,876.78	687.43
GST Input Credit	1,142.09	702.25
Gratuity Fund balance (net)	1.55	-
Advances to suppliers	216.73	275.33
<b>Total</b>	<b>3,237.15</b>	<b>1,665.01</b>

### 10. Trade Receivables

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Trade Receivables (at amortised cost)</b>		
Secured, considered good	-	-
Unsecured, considered good (receivable from related party ₹ 41.50 Lakh (previous year ₹ 105.54 Lakh)) (Refer note 32)	2,859.52	1,739.16
Unsecured, considered doubtful (expected credit loss allowance)	237.61	295.21
Trade Receivable which have Significant in credit risk	74.47	7.60
Trade Receivable - credit impaired	1,180.78	1,032.72
<b>Sub-Total</b>	<b>4,352.38</b>	<b>3,074.69</b>
Add: Unbilled revenue (receivable from related party ₹ 0.20 Lakh (previous year Nil ))(Refer note 32)	3,823.29	2,027.43
<b>Sub-Total</b>	<b>8,175.67</b>	<b>5,102.12</b>
Less: Allowance for doubtful debts (refer below table for movement in expected credit loss allowance)	(1,492.86)	(1,335.53)
<b>Total</b>	<b>6,682.81</b>	<b>3,766.59</b>

- Trade receivables are dues in respect of services rendered in the normal course of business.
- The average credit period on sale of services is 25 days. No interest is charged on trade receivables for the first 25 days from the date of invoice. Thereafter, interest is charged at 12% - 13% per annum on the outstanding balance by the Parent company. In case of one subsidiary CDSL Commodity Repository Limited, the average credit period on sale of services is 30 days. No interest is charged on trade receivables for the first 30 days from the date of invoice. Thereafter, interest is charged at 15% per annum on the outstanding balance.
- There are no dues by directors or other officers of the Group or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### Movement in the expected credit loss allowance

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	1,139.29	1,136.14
Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses (net off bad debts)	353.57	3.15
<b>Closing Balance</b>	<b>1,492.86</b>	<b>1,139.29</b>

### Trade receivables ageing schedule as at March 31, 2024

(₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment						Total
	Current but not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>Undisputed trade receivables</b>							
i. considered good and doubtful	451.42	2,381.16	216.97	-	6.75	40.83	3,097.13
ii. which have significant increase in credit risk	-	0.01	-	74.46	-	-	74.47
iii. Credit impaired	-	0.22	4.62	1,083.37	2.63	89.94	1,180.78
<b>Disputed trade receivables</b>							
i. considered good and doubtful	-	-	-	-	-	-	-
ii. which have significant increase in credit risk	-	-	-	-	-	-	-
iii. Credit impaired	-	-	-	-	-	-	-
<b>Sub-Total</b>	<b>451.42</b>	<b>2,381.39</b>	<b>221.59</b>	<b>1,157.83</b>	<b>9.38</b>	<b>130.77</b>	<b>4,352.38</b>
Unbilled Revenue							3,823.29
<b>Total Trade receivables</b>							<b>8,175.67</b>

### Trade receivables ageing schedule as at March 31, 2023

(₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment						Total
	Current but not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>Undisputed trade receivables</b>							
i. considered good and doubtful	335.77	1,379.44	271.15	0.34	47.65	0.02	2,034.37
ii. which have significant increase in credit risk	0.22	0.20	2.00	5.18	-	-	7.60
iii. Credit impaired	-	0.22	4.49	933.51	70.91	23.52	1,032.65
<b>Disputed trade receivables</b>							
i. considered good and doubtful	-	-	-	-	-	-	-
ii. which have significant increase in credit risk	-	-	-	-	-	-	-
iii. Credit impaired	-	-	-	-	0.07	-	0.07
<b>Sub-Total</b>	<b>335.99</b>	<b>1,379.86</b>	<b>277.64</b>	<b>939.03</b>	<b>118.63</b>	<b>23.54</b>	<b>3,074.69</b>
Unbilled revenue							2,027.43
<b>Total Trade receivables</b>							<b>5,102.12</b>



## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### 11. Cash and cash equivalents and other bank balances

For the purpose of cash flow statement, cash and cash equivalents includes cash on hand, in banks and cheques in hand. Cash and cash equivalents at the end of the reporting period as shown in the cashflow statement can be reconciled to the related items on the balance sheet as follows:

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Cash and Cash equivalents</b>		
<b>a) Balance with Banks - Owned fund</b>		
i. In current accounts	1,199.03	527.24
<b>b) Balance with Banks - Earmarked fund (Refer Note 43)</b>		
i. In current accounts - Unpaid Dividend	119.62	102.48
ii. In current accounts - G Sec	0.04	222.11
iii. In current accounts - Stamp Duty	529.69	517.34
iv. In current accounts - Bidding Proceeds	-	3,667.14
<b>Cash and cash equivalents</b>	<b>1,848.38</b>	<b>5,036.31</b>
<b>Bank Balances other than above</b>		
<b>Balances with Banks - Owned fund</b>		
Bank balance in deposit accounts	3,300.96	2,000.82
Accrued interest - Bank Deposits	136.41	65.29
<b>Total</b>	<b>3,437.37</b>	<b>2,066.11</b>

### 12. Equity Share capital

Particulars	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2023
	Number	(₹ in Lakh)	Number	(₹ in Lakh)
<b>Equity Share capital</b>				
<b>Authorised share capital:</b>				
Equity Shares of ₹ 10/- each with voting rights	15,00,00,000	15,000.00	15,00,00,000	15,000.00
<b>Issued share capital:</b>				
Equity Shares of ₹ 10/- each with voting rights	10,45,00,000	10,450.00	10,45,00,000	10,450.00
<b>Subscribed and Paid-up share capital</b>				
Equity Shares of ₹ 10/- each with voting rights	10,45,00,000	10,450.00	10,45,00,000	10,450.00
<b>Total</b>	<b>10,45,00,000</b>	<b>10,450.00</b>	<b>10,45,00,000</b>	<b>10,450.00</b>

### Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year

Particulars	Opening Balance	Fresh issue	Closing Balance
<b>Equity shares</b>			
<b>As at March 31, 2023</b>			
Number of shares	10,45,00,000	-	10,45,00,000
Amount (₹) In Lakh	10,450.00	-	10,450.00
<b>As at March 31, 2024</b>			
Number of shares	10,45,00,000		10,45,00,000
Amount (₹) In Lakh	10,450.00	-	10,450.00

### Details of shares held by each shareholder holding more than 5% shares:

Class of shares/Name of shareholder	As at March 31, 2024		As at March 31, 2023	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity shares with voting rights</b>				
BSE Limited (Entity having significant influence)	1,56,75,000	15.00	2,09,00,000	20.00
Standard Chartered Bank	-	-	75,00,000	7.18

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## Details of Shares held by promoters as at March 31, 2024

Sr no.	Promoters Name	As at March 31, 2024				
		No. of shares at the beginning of the year	Changes During the year	No. of shares at the end of the year	% of total shares	% Changes During the year
1	BSE Limited (Entity having significant influence)	2,09,00,000	(52,25,000)	1,56,75,000	15.00	(5.00)

## Details of Shares held by promoters as at March 31, 2023

Sr no.	Promoters Name	As at March 31, 2023				
		No. of shares at the beginning of the year	Changes During the year	No. of shares at the end of the year	% of total shares	% Changes During the year
1	BSE Limited (Entity having significant influence)	2,09,00,000	-	2,09,00,000	20.00	-

- The Parent Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held.
- The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Parent Company after discharging all its liabilities, in proportion to their shareholding.
- There are no equity shares issued as bonus, no equity shares issued for consideration other than cash and no equity shares have been bought back during the period of five years immediately preceding the reporting date.

## 13. Other Equity

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
General reserve	1,094.93	1,094.93
Retained earnings	1,34,967.59	1,09,777.01
Other Comprehensive Income	(178.18)	51.05
<b>Total</b>	<b>1,35,884.34</b>	<b>1,10,922.99</b>

### 13.1 General reserve

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
Balance at beginning of the year	1,094.93	1,094.93
Movement during the year	-	-
<b>Closing balance as at March 31, 2024</b>	<b>1,094.93</b>	<b>1,094.93</b>

The general reserve is created from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in general reserve will not be reclassified subsequently to Profit or Loss.

### 13.2 Retained earnings

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
Balance at beginning of the year	1,09,777.01	97,858.11
Profit attributable to owners of the Company	41,910.58	27,593.90
Dividend on equity shares declared and paid (Refer note 13.4)	(16,720.00)	(15,675.00)
<b>Balance at end of the year</b>	<b>1,34,967.59</b>	<b>1,09,777.01</b>

Retained earnings reflect surplus/deficit after taxes in the Statement of Profit and Loss. The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the balance in this reserve and also considering the requirements of the Companies Act, 2013.



## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### 13.3 Other Comprehensive Income

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of year	51.05	(111.20)
Movement during the year	(229.23)	162.25
<b>Balance at end of the year</b>	<b>(178.18)</b>	<b>51.05</b>

### 13.4 Distribution made and proposed

- a) During the year, the parent company has paid final dividend of ₹ 16 per share declared for the year ended March 31, 2023.
- b) Further, the Board of Directors have recommended final dividend of ₹ 19 per share and special dividend of ₹ 3 per share for the year ended March 31, 2024, subject to the approval of shareholders.

### 14. Lease liabilities

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Lease Liabilities	82.33	116.13
<b>Total</b>	<b>82.33</b>	<b>116.13</b>
<b>Current</b>		
Lease Liabilities	53.25	120.92
<b>Total</b>	<b>53.25</b>	<b>120.92</b>

### 15. Other financial liabilities(at amortised cost)

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Accrued employee benefits expense (Earmarked ₹ 996.46 Lakh (previous year ₹ 384.88 Lakh)) (Refer note 43)	996.46	384.88
<b>Total</b>	<b>996.46</b>	<b>384.88</b>
<b>Current</b>		
Security Deposits	5,546.08	4,147.08
Payable for purchase of Property, plant and equipment		
i. Micro enterprises and small enterprises	56.06	2.05
ii. Other than micro enterprises and small enterprises	335.46	28.46
Accrued employee benefits expense (Earmarked ₹ 103.45 Lakh (previous year ₹ 64.41 Lakh)) (Refer note 43)	2,728.41	1,744.19
Unpaid Dividend - Earmarked against current account (Refer note 43)	119.62	102.48
Contribution to Investor Protection Fund	1,854.31	1,255.11
Unpaid G. Sec interest and redemption	0.04	222.11
Others (Earmarked ₹ 4,249.25 Lakh (previous year ₹ 4,406.59 Lakh))(Refer note 43)	4,390.11	4,332.03
<b>Total</b>	<b>15,030.09</b>	<b>11,833.51</b>

### 16. Trade payables

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
a) Total outstanding dues of micro enterprises and small enterprises	2.43	-
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		
i. Payable to related party	-	-
ii. Other trade payables	520.59	44.10
iii. Unbilled dues	2,281.23	1,917.59
<b>Total</b>	<b>2,804.25</b>	<b>1,961.69</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## Trade Payables ageing schedule as at March 31, 2024

(₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i. MSME	2.43	-	-	-	2.43
ii. Related Party	-	-	-	-	-
iii. Others	520.59	-	-	-	520.59
iv. Disputed dues - MSME	-	-	-	-	-
v. Disputed dues - Others	-	-	-	-	-
<b>Sub-Total</b>	<b>523.02</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>523.02</b>
Unbilled dues					2,281.23
<b>Total Trade Payables</b>					<b>2,804.25</b>

## Trade Payables ageing schedule as at March 31, 2023

(₹ in Lakh)

Particulars	Amount for the period				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i. MSME	-	-	-	-	-
ii. Related Party	-	-	-	-	-
iii. Others	44.10	-	-	-	44.10
iv. Disputed dues - MSME	-	-	-	-	-
v. Disputed dues - Others	-	-	-	-	-
<b>Sub-Total</b>	<b>44.10</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>44.10</b>
Unbilled dues					1,917.59
<b>Total Trade Payables</b>					<b>1,961.69</b>

## 17. Provisions

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-Current</b>		
<b>a) Provision for employee benefits</b>		
i. Provision for Compensated absences	393.13	289.54
ii. Provision for gratuity (net)	100.99	306.99
<b>Total</b>	<b>494.12</b>	<b>596.53</b>
<b>Current</b>		
<b>a) Provision for employee benefits</b>		
i. Provision for Compensated absences	268.18	204.10
ii. Provision for gratuity (net)	96.70	144.84
<b>b) Other provisions</b>		
i. Provision for Incentive Scheme for DPs (Refer note 39)	1,999.37	1,568.67
ii. Provision for legal claims	313.52	183.47
<b>Total</b>	<b>2,677.77</b>	<b>2,101.08</b>

## 18. Other Liabilities

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Income received in advance	3.11	0.92
<b>Total</b>	<b>3.11</b>	<b>0.92</b>
<b>Current</b>		
Income received in advance(advance received from related parties ₹ 33.88 Lakh (previous year ₹ 33.97 Lakh) (Refer note 32)	74.39	69.56
Advance received from customers	722.40	695.47
Balances of CDSL managed DPs	-	280.13
Statutory remittances	2,091.82	1,119.48
<b>Total</b>	<b>2,888.61</b>	<b>2,164.64</b>



# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 19. Revenue from operations

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Annual issuer charges	25,377.93	18,321.51
Transaction charges	22,158.42	15,864.92
IPO/Corporate action charges	9,256.12	4,976.15
On line data charges	15,945.53	9,180.54
E-CAS and BO statement charges	3,416.27	2,285.33
E-Voting charges	2,577.70	2,389.03
Users facility charges	380.68	343.20
Settlement charges	139.12	137.34
Account maintenance charges	417.48	392.02
Foreign investment limit monitoring charges	243.65	241.45
Documents storage charges	134.05	483.35
Document verification charges (SEBI PACL project)	21.24	47.25
OLAO charges	20.50	13.76
E-KYC/C-KYC & other charges	438.02	408.79
E-Sign charges	245.25	14.76
Insurance repository charges	71.38	50.90
Commodity repository charges	151.16	146.41
Other charges	231.16	211.97
<b>Total</b>	<b>81,225.66</b>	<b>55,508.68</b>

### 19.1. Timing of revenue recognition

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Services transferred at a point in time	54,701.46	36,173.54
Services transferred over time	26,524.20	19,335.14
<b>Total</b>	<b>81,225.66</b>	<b>55,508.68</b>

## 20. Other income

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Interest income earned on financial assets measured at amortised cost</b>		
Bank deposits	570.32	564.06
Investments in debt instruments	1,396.58	993.47
Investments in STRIPS	1,605.01	860.32
Interest on staff loan	1.21	1.08
<b>Dividend income</b>		
Dividend income from Others	-	30.00
<b>Other gains or losses:</b>		
Net gain arising on financial assets measured at FVTPL	5,343.55	3,227.42
Net gain arising on financial assets measured at Amortized cost	1.51	-
Gain/(Loss) on sale/disposal of property, plant and equipment's and intangible assets (Net)	6.38	28.80
Gain/(Loss) on sale of investment in IIDIL	-	169.64
<b>Other non-operating income</b>		
Interest from debtors	59.01	39.73
Excess provision reversed	1.53	0.62
Interest on tax refund	170.68	67.53
Bad debts recovered	182.10	176.59
Miscellaneous income	166.85	425.57
<b>Total</b>	<b>9,504.73</b>	<b>6,584.83</b>

## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### 21. Employee benefits expenses

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, allowances and bonus	8,653.70	7,364.08
Contribution to provident and other Funds	569.29	468.91
Staff welfare expenses	419.54	252.41
<b>Total</b>	<b>9,642.53</b>	<b>8,085.40</b>

### 22. Depreciation and amortisation expenses

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Depreciation and amortisation expenses on</b>		
Property, plant and equipment	1,281.05	907.02
Intangible assets	1,342.91	931.74
Right of use assets	99.41	109.28
<b>Total</b>	<b>2,723.37</b>	<b>1,948.04</b>

### 23. Impairment loss on financial assets

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Impairment loss allowance on trade receivables (includes bad debts ₹ 646.53 Lakh (Previous Year ₹ 508.86 Lakh))	804.20	708.86
<b>Total</b>	<b>804.20</b>	<b>708.86</b>

### 24. Other expenses

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Aadhar masking expenses	51.93	42.82
Annual SEBI fees	540.62	404.98
Auditor's remuneration:		
i. Audit fees	31.62	29.58
ii. Tax Audit Fees	3.00	2.50
iii. Reimbursement of expenses	1.92	0.59
iv. Other Services	0.85	1.20
Authentication/KYC service agency expenses	208.47	61.32
Business promotion expenses	417.51	241.71
Computer technology related expenses	6,332.32	3,839.55
Contribution to investor protection fund (IPF)	1,854.31	1,255.11
Consultancy Fees	87.32	62.28
Corporate social responsibility expenses (Refer note 25)	700.08	521.20
Directors' sitting fees	285.70	232.09
E-CAS and BO statement expenses	890.75	543.15
Electricity expenses	114.72	99.54
E-sign project expenses	53.99	1.16
Evoting expenses	623.66	480.25
Expenses for GST suvidha provider	13.93	17.40
Fee for Depository/Exchange	24.50	17.70
Incentive scheme for DP's (Refer note 39)	1,361.23	967.24
Insurance expenses	134.90	94.89
Inter KRA charges expenses	2,984.53	1,711.04
Legal expenses	407.83	235.94
Miscellaneous expenses	580.20	320.33
Office maintenance	380.51	268.23



## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Point of service (POS) charges	570.56	646.53
Postage, telephone and communication charges	366.18	279.10
Printing and stationery	34.04	17.70
Professional fees	803.43	734.94
Rates and taxes	79.05	42.36
Recruitment charges	86.90	24.19
Short-term lease expenses	309.76	264.89
SMS alert expenses	1,253.92	722.45
Travelling and conveyance	239.56	186.13
WDRA annual fees	10.01	10.00
<b>Total</b>	<b>21,839.81</b>	<b>14,380.09</b>

### 25. Corporate Social Responsibility (CSR) Expenditure

(₹ in Lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Gross amount required to be spent by the Group during the year	693.72	515.89
b) Amount of expenditure incurred	700.08	521.20
c) (Excess)/Shortfall at the end of the year	(6.36)*	(5.31)*
d) Total of previous years shortfall	-	-
e) Reason for shortfall	N.A.	N.A.
f) Nature of CSR activities	Promoting Healthcare, education, environment sustainability, and Contribution to research and development, Conservation of Natural Resources, Animal Welfare.	Promoting Healthcare, education, environment sustainability, and Contribution to research and development.
g) Details of related party transactions, e.g., contribution to a trust controlled by the Group in relation to CSR expenditure as per relevant Accounting Standard	N.A.	N.A.
h) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	N.A.	N.A.

\*Not carried forward.

### 26. The income tax expense reconciliation with the accounting profit as follows:

(₹ in Lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Profit before tax	55,709.47	36,957.77
b) Indian Statutory Income Tax Rate	25.17%	25.17%
c) Expected Income Tax expenses (a*b)	14,022.07	9,302.27
d) Tax Effect of adjustments to reconcile expected income tax expense reported income tax expense		
i. Effect of change in tax rate	(185.19)	433.75
ii. Effect of fair value of investments	(251.92)	(635.79)
iii. Effect of income that is exempt from taxation	(54.13)	701.51
iv. Expenses disallowed/(allowed) net	185.45	(871.26)
<b>Total adjustments (d)</b>	<b>(305.79)</b>	<b>(371.79)</b>
e) Tax expenses after adjustments (c+d)	13,716.28	8,930.48
f) Tax expenses recognised in statement of Profit and Loss	13,716.28	8,930.48

## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### 27. Earnings Per Share (EPS)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Weighted average number of equity shares (issued share capital) outstanding during the year for the calculation of basic EPS	10,45,00,000	10,45,00,000
b) Weighted average number of equity shares (issued share capital) outstanding during the year for the calculation of dilutive EPS	10,45,00,000	10,45,00,000
c) Face Value per Share (₹)	₹ 10/- Each	₹ 10/- Each
d) Profit attributable to the shareholders of the Company for the year (₹ in Lakh)	41,910.58	27,593.90
e) Basic and Diluted EPS (₹ per share)	40.11	26.41

### 28. Leases

Following are the changes in the carrying value of right of use assets:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Balance*	226.47	29.04
Additions during the year	26.39	323.40
Reversal/Transfer of ROU asset	-	(16.69)
Less: Depreciation	(125.94)	(109.28)
<b>Closing Balance</b>	<b>126.92</b>	<b>226.47</b>

\*includes EIR adjustment of Security Deposit

Amounts recognised in statement of profit and loss:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation expense on right-of-use assets	125.94	109.28
Interest income on security deposit	2.71	2.66
Interest expense on lease liabilities	11.01	13.35

The following is the break-up of current and non-current lease liabilities:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current Lease Liabilities	53.25	120.92
Non-Current Lease Liabilities	82.33	116.13
<b>Total</b>	<b>135.58</b>	<b>237.05</b>

The following is the movement in lease liabilities:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Balance	237.05	29.09
Add: Additions during the year	25.09	315.28
Add: Interest expense accrued during the year	11.01	13.35
Less: Reversal during the year	-	(17.88)
Less: Payment/transfer of Lease Liabilities	(137.57)	(102.79)
<b>Closing Balance</b>	<b>135.58</b>	<b>237.05</b>

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Less than one year	53.25	120.92
One to Five years	82.33	116.13
More than Five years	-	-
<b>Total</b>	<b>135.58</b>	<b>237.05</b>

## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

The following is the movement in Security Deposit:

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Balance	11.43	12.23
Add: Additions during the year	5.69	8.16
Add: Interest income	2.71	2.66
Less: Transfer during the year	-	(11.62)
<b>Closing Balance</b>	<b>19.83</b>	<b>11.43</b>

## 29. Financial Instruments at Fair Value

The carrying value and fair value of financial instruments by categories:

Particulars	(₹ in Lakh)			
	Carrying Value		Fair Value	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
<b>i) Financial Assets</b>				
<b>a) Amortised Cost</b>				
Investment in Bonds and Debentures	17,221.02	18,604.21	17,260.07	18,717.02
Investment in Government Securities - STRIPS	22,955.31	16,924.03	22,965.41	16,957.34
Trade receivables	6,682.81	3,766.59	6,682.81	3,766.59
Cash and cash equivalents	1,848.38	5,036.31	1,848.38	5,036.31
Bank balances other than cash and cash equivalents	3,437.37	2,066.11	3,437.37	2,066.11
Loans	9.21	13.77	9.21	13.77
Other financial assets	10,986.78	7,320.02	10,986.78	7,320.02
<b>Total (a)</b>	<b>63,140.88</b>	<b>53,731.04</b>	<b>63,190.03</b>	<b>53,877.16</b>
<b>b) FVTPL</b>				
Quoted mutual funds (including ETF)	2,616.91	641.16	2,616.91	641.16
Unquoted mutual funds	67,010.51	53,435.61	67,010.51	53,435.61
<b>Total (b)</b>	<b>69,627.42</b>	<b>54,076.77</b>	<b>69,627.42</b>	<b>54,076.77</b>
<b>c) FVTPL (equity instruments)</b>				
Investment in equity instruments*	2,655.49	1,492.77	2,655.49	1,492.77
<b>Total (c)</b>	<b>2,655.49</b>	<b>1,492.77</b>	<b>2,655.49</b>	<b>1,492.77</b>
<b>Total Financial Assets (a+b+c)</b>	<b>1,35,423.79</b>	<b>1,09,300.58</b>	<b>1,35,472.94</b>	<b>1,09,446.70</b>

\* Investment does not include investments in equity instruments of associates.

Particulars	(₹ in Lakh)			
	Carrying Value		Fair Value	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
<b>ii) Financial Liabilities</b>				
<b>a) Amortised Cost</b>				
Trade payables	2,804.25	1,961.69	2,804.25	1,961.69
Other financial liabilities	16,026.55	12,218.39	16,026.55	12,218.39
Lease liabilities	135.58	237.05	135.58	237.05
<b>Total Financial Liabilities</b>	<b>18,966.38</b>	<b>14,417.13</b>	<b>18,966.38</b>	<b>14,417.13</b>

### Fair value hierarchy

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## Fair value of the Group's financial assets that are measured at fair value on a recurring basis

(₹ in Lakh)

Financial Assets	Fair value as at		Fair Value hierarchy	Valuation technique(s) and key input(s)
	March 31, 2024	March 31, 2023		
Mutual Funds (Unquoted)	67,010.51	53,435.61	Level 1	NAV declared by respective mutual funds
ETF's (Quoted)	2,616.91	641.16	Level 1	Quoted price
Equity Shares (Unquoted)	2,000.00	1,000.00	Level 3	Transaction Price
Equity Shares (Unquoted)	655.49	492.77	Level 3	Net Asset Method

There were no transfers between Level 1, 2 and 3 during the years.

The management assessed that fair value of cash and bank balances, fixed deposits, trade receivables, and trade payables and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- The fair value of the quoted bonds and mutual fund are based on price quotations at reporting date. The fair value of unquoted instruments and other financial liabilities, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.
- The fair values of the unquoted equity shares have been estimated using a discounted cash flow model. The valuation requires the management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility, the probabilities of the various estimates within the range can be reasonably assessed and are used in the management's estimate of fair value for these unquoted equity investments.

## Disclosure for Level 3

The fair values of the unquoted equity shares have been estimated based on net asset method as per latest financials available.

## Fair value measurements using significant unobservable inputs (level 3)

A. The following table presents the changes in level 3 items for the year ended March 31, 2024 and March 31, 2023.

(₹ in Lakh)

Particulars	Unlisted Equity Shares
As at March 31, 2022	135.99
Gain/(loss) recognized in Statement of Profit and Loss during the year	56.28
<b>As at March 31, 2023</b>	<b>192.27</b>
Gain/(loss) recognized in Statement of Profit and Loss during the year	162.72
<b>As at March 31, 2024</b>	<b>354.99</b>

B. Valuation inputs and relationships to fair value: The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements

(₹ in Lakh)

Particulars	Fair Value March 31, 2024	Fair Value March 31, 2023
Net Assets	16,374.75	12,306.75
Total Number of equity Shares of National E-Governance Services Limited	7,50,00,000	7,50,00,000
Net Asset per share (₹)	21.83	16.41

## 30. Financial Risk Management

The Group's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to support its operations. The Group's principal financial assets include trade and other receivables, and cash and short-term deposits that derive directly from its operations.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk (including foreign currency and interest rate risk) and regulatory risk. The Group's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Group's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers.

## a) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

- **Trade and other receivables**

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer.

The demographics of the customer, including the default risk of the industry in which the customer operates, also has an influence on credit risk assessment.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due of various types of customers (i.e. issuers, DP (Depository Participants), RTA (Registrar and Transfer agents), etc). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Group evaluates the concentration of risk with respect to trade receivables as low.

Following customers accounted for more than 10% of the trade receivables as at March 31, 2024 and revenue from operations for the year ended March 31, 2024.

### Central Depository Services (India) Limited

No customer has accounted for more than 10% of the receivables as at March 31, 2024 and revenue for the year ended March 31, 2024.

### CDSL Ventures Limited

Particulars	₹ In Lakh	10% of the receivable and revenue
Revenue	16,965.63	No such customer
Receivables	1,866.37	Customer 1 - 280.51 Lakh (15%) Customer 2 - 239.80 Lakh (13%)

### CDSL Insurance Repository Limited

Particulars	₹ In Lakh	10% of the receivable and revenue
Revenue	71.38	Customer 1 - 17.27 Lakh (24%) Customer 2 - 15.39 Lakh (22%) Customer 3 - 11.43 Lakh (16%) Customer 4 - 8.87 Lakh (12%)
Receivables	14.45	Customer 1 - 4.07 Lakh (28%) Customer 2 - 2.82 Lakh (20%) Customer 3 - 1.74 Lakh (12%) Customer 4 - 1.6 Lakh (11%)

### CDSL Commodity Repository Limited

Particulars	₹ In Lakh	10% of the receivable and revenue
Revenue	151.16	No such customer
Receivables	60.92	Customer 1 - 15.08 lacs (24.29%)

Following customers accounted for more than 10% of the trade receivables as at March 31, 2023 and revenue from operations for the year ended March 31, 2023.

## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### Central Depository Services (India) Limited

No customer has accounted for more than 10% of the receivables as at March 31, 2023 and revenue for the year ended March 31, 2023.

### CDSL Ventures Limited

Particulars	₹ In Lakh	10% of the receivable and revenue
Revenue	10,294.56	No such customer
Receivables	561.99	Customer 1 - 85.94 Lakh (15%) Customer 2 - 68.41 Lakh (12%)

### CDSL Insurance Repository

Particulars	₹ In Lakh	10% of the receivable and revenue
Revenue	50.90	Customer 1 - 17.98 Lakh (35%) Customer 2 - 6.58 Lakh (13%) Customer 3 - 5.91 Lakh (12%)
Receivables	8.29	Customer 1 - 3.06 Lakh (37%) Customer 2 - 1.83 Lakh (22%)

### CDSL Commodity Repository Limited

Particulars	₹ In Lakh	10% of the receivable and revenue
Revenue	146.41	No such customer
Receivables	30.14	Customer 1 - 3.6 Lakh (11.96% ) Customer 2 - 3.19 Lakh (10.59% )

- Investments**

The Group limits its exposure to credit risk by making investment as per the investment policy. Further investment committee of the Group reviews the investment portfolio on monthly basis and recommends or provides suggestions to the management. The Group does not expect any losses from non-performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors.

### b) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Group's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. The management monitors the Group's net liquidity position through forecasts on the basis of expected cash flows.

The table below provides details regarding the contractual maturities of financial liabilities as at March 31, 2024 and March 31, 2023.

Particulars	As at March 31, 2024				(₹ in Lakh)
	Less than one year	One to Five years	More than Five years	Total	
Trade payables	2,804.25	-	-	2,804.25	
Other financial liabilities	15,030.09	996.46	-	16,026.55	
Lease liabilities	53.25	82.33	-	135.58	
<b>Total</b>	<b>17,887.59</b>	<b>1,078.79</b>	<b>-</b>	<b>18,966.38</b>	

Particulars	As at March 31, 2023				(₹ in Lakh)
	Less than one year	One to Five years	More than Five years	Total	
Trade payables	1,961.69	-	-	1,961.69	
Other financial liabilities	11,833.51	384.88	-	12,218.39	
Lease liabilities	120.92	116.13	-	237.05	
<b>Total</b>	<b>13,916.12</b>	<b>501.01</b>	<b>-</b>	<b>14,417.13</b>	



# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## c) Market risk

The Group's business, financial condition and results of operations are highly dependent upon the levels of activity in the capital markets and in particular upon the trading volume on stock exchanges, the number of listed securities, the number of new listings and subsequent issuances and introduction of new services which will ease in doing business in capital markets.

In addition to the above risk, market risk also include following:

- **Foreign Currency risk**

The Group's foreign currency risk arises in respect of foreign currency transactions. The Group's foreign currency expenses is insignificant, while a significant portion of its costs are in Indian rupees.

As a result, if the value of the Indian rupee appreciates relative to these foreign currencies, the Group's expenses measured in rupees may decrease. Due to lesser quantum of expenses from foreign currencies, the Group is not much exposed to foreign currency risk.

- **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term/short-term investment with floating interest rates.

All investments in Debentures and Bonds are at fixed rate of Interest and does not have material interest rate risks. The Group's investments in floating rate are primarily in Fixed maturity plans (FMPs) of mutual funds, which do not expose it to significant interest rate risk. The Group's exposure to assets having price risk is as under:-

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
Mutual Fund (other than FMP)	67,553.45	53,935.58

**Sensitivity** The table below summarises the impact of increases/ decreases of the Price on profit for the period. The analysis is based on the assumption that the instrument index has increased/ decreased by 5% with all other variables held constant.

Particulars	(₹ in Lakh)	
	Impact on profit after tax	
	March 31, 2024	March 31, 2023
Increase by 5%	3,377.67	2,696.78
Decrease by 5%	3,377.67	2,696.78

### Regulatory Risk

The Group requires various regulatory approvals, registrations and permissions to operate its business, including at a corporate level as well as at the level of each of its components. Some of these approvals are required to be renewed from time to time. The Group's operations are subject to continued review by regulator and these regulations may change from time to time in fast changing capital market environment. The Group's compliance team constantly monitors the compliance with these rules and regulations.

## 31. Capital Management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Group monitors the return on capital as well as the level of dividends on its equity shares. The Group's objective when managing capital is to maintain an optimal structure so as to maximize shareholder value.

The Group is equity financed which is evident from the capital structure. Further, the Group has always been a net cash Group with cash and bank balances along with investments which is predominantly investments in mutual funds being far in excess of financial liabilities.

## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### 32. Information on related party transactions as required by Ind AS 24 – ‘Related party disclosures’ for the year ended March 31, 2024.

Description of relationship	Names of related parties	
Entity having significant influence	BSE Limited	
Subsidiaries of entity having significant influence	BSE Technologies Private Limited (Erstwhile Marketplace Technologies Private Limited)	
	Indian Clearing Corporation Limited	
	BSE Administration & Supervision Limited	
	BSE Investments Limited	
	BSE Institute Limited	
	BSE CSR Integrated Foundation	
	India International Exchange (IFSC) Limited	
	India International Clearing Corporation (IFSC) Limited	
	BSE Tech Infra Services Private Limited (formerly known as Marketplace Tech Infra Services Private Limited)	
	BFSI Sector Skill Council of India	
	BIL - Ryerson Technology Startup Incubator Foundation	
	BSE Institute of Research Development & Innovation	
	BSE E-Agricultural Markets Limited (ceased to be subsidiary w.e.f. November 17, 2023)	
	India INX Global Access IFSC Limited	
Associates having significant influence in subsidiary-CDSL Commodity Repository Limited	Multi Commodity Exchange of India Limited ("MCX")	
	Multi Commodity Exchange Clearing Corporation Limited (Subsidiary of MCX)	
	BSE Investments Limited	
Associates	India International Bullion Holding IFSC Limited	
	India International Bullion Exchange IFSC Limited	
	India International Depository IFSC Limited (Erstwhile CDSL IFSC Limited) w.e.f. May 02, 2022	
Directors	Shri Balkrishna V Chaulal, Public Interest Director	
	Dr. Bimalkumar N Patel, Public Interest Director	
	Dr. Sidhartha Pradhan, Public Interest Director	
	Shri Umesh Bellur, Public Interest Director	
	Shri Masil Jeya Mohan P, Non-Independent Director	
	Smt. Rajeshree Sabnavis, Public Interest Director (w.e.f. November 29, 2022)	
	Sushri Kamala Kantharaj, Non-Independent Director (w.e.f. August 23, 2023)	
	Shri Gurumoorthy Mahalingam, Public Interest Director (w.e.f. March 9, 2023)	
	Shri Nehal Vora, Managing Director & Chief Executive Officer	
	Smt. Preeti Saran, Public Interest Director (ceased to be director w.e.f. October 17, 2022)	
	Shri Nayan Mehta, Shareholder Director (ceased to be director w.e.f. May 16, 2023)	
Private Company in which common director	Shri Gurumoorthy Mahalingam - Credavenue Private Limited (Ceased to be Director w.e.f. August 13, 2023)	
	Shri Gurumoorthy Mahalingam - DSP Pension Fund Managers Private Limited	
	Shri Balkrishna V Chaulal - GVFL Trustee Company Private Limited	
	Dr. Bimalkumar N Patel - AIC - RRU Incubation Foundation	
	Dr. Bimalkumar N Patel - Security and Scientific Technical Research Association - Rashtriya Raksha University	
	Dr. Sidhartha Pradhan - PGIM India Trustees Private Limited	
	Sushri Kamala Kantharaj - BSE EBIX Insuretech Private Limited	
	Sushri Kamala Kantharaj - Asia Index Private Limited	
	Key Managerial Personnel	Shri Nehal Vora, Managing Director & Chief Executive Officer
		Shri Girish Amesara, Chief Financial Officer
Shri Nilay Shah, Company Secretary		



# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 32.1 Transactions during the year

(₹ in Lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Operational Income</b>		
BSE Limited	39.22	79.48
Indian Clearing Corporation Limited	3.70	3.42
BSE Technologies Pvt Ltd (Erstwhile Marketplace Technologies Private Limited )	0.75	0.75
BSE Administration & Supervision Limited	0.05	0.07
BSE E-Agricultural Markets Limited	0.23	0.23
India INX Global Access IFSC Limited	0.28	0.28
BIL- Ryerson Technology Startup Incubator Foundation	0.05	0.05
BSE CSR Integrated Foundation	0.05	0.05
BFSI Sector Skill Council of India	0.05	0.16
Credavenue Private Limited	0.78	-
Multi commodity Exchange Of India Limited	14.98	12.45
Multi Commodity Exchange Clearing Corporation Limited	1.21	1.18
India International Bullion Holding IFSC Limited	0.75	0.79
India International Bullion Exchange IFSC Limited	0.76	0.09
India International Clearing Corporation (IFSC) Limited	0.76	0.75
India International Exchange (IFSC) Limited	0.76	0.75
<b>Administrative and Other Expenses Recoveries (Income)</b>		
India International Bullion Holding IFSC Limited	-	0.25
India International Depository IFSC Limited (Erstwhile CDSL IFSC Limited)	99.53	160.27
<b>Administrative and Other Expenses</b>		
BSE Limited	36.12	64.51
BSE Investments Limited	2.20	4.40
<b>Shared Service Recovery</b>		
India International Depository IFSC Limited (Erstwhile CDSL IFSC Limited)	9.08	45.08
<b>Dividend Paid</b>		
BSE Limited	2,508.00	3,135.00
<b>Security deposit (Liability)</b>		
BFSI Sector Skill Council of India	-	0.10
<b>Investment in Equity Shares</b>		
India International Bullion Holding IFSC Limited	-	1,000.00
<b>Sale of equity shares of India International Depository IFSC Limited (Erstwhile CDSL IFSC Limited)</b>		
India International Bullion Holding IFSC Limited	-	2,000.00
<b>Sale of Bullion Depository Application</b>		
India International Depository IFSC Limited (Erstwhile CDSL IFSC Limited)	-	200.00
<b>Director of Parent Company (other than independent director)</b>		
Masil Jeya Mohan P.		
Administrative and Other Expenses - Meeting expenses	0.25	-

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Key Managerial Personnel</b>		
Dividend Paid	0.43	0.40
<b>Remuneration</b>		
Shri Nehal Vora, Managing Director & Chief Executive officer	444.26	368.12
Shri Girish Amesara, Chief Financial Officer	172.34	127.40
Shri Nilay Shah, Company Secretary	70.32	55.77

- a) Remuneration includes Salary payable as per Form 16 (Income Tax Act, 1961) and Company's contribution to Provident Fund.
- b) The sitting fees paid to non-executive directors is ₹ 218.75 Lakh and ₹ 172.75 Lakh as at March 31, 2024 and 2023, respectively.
- c) Company provides long-term benefits in the form of Gratuity to Key Managerial Personnel with all employees. Cost of the same is not identifiable separately hence same is not disclosed.

## 32.2 Balances at the end of the year

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Trade receivable</b>		
BSE Limited	0.23	0.64
Multi Commodity Exchange of India Limited	0.09	-
Indian Clearing Corporation Limited	1.18	-
India International Depository IFSC Limited (Erstwhile CDSL IFSC Limited)	40.00	104.60
<b>Trade Receivable unbilled</b>		
Indian Clearing Corporation Limited	0.09	-
Multi Commodity Exchange Clearing Corporation Limited	0.01	-
BSE Limited	0.10	-
<b>Advance received from Customers</b>		
Multi Commodity Exchange of India Limited	-	0.01
India International Bullion Exchange IFSC Limited	-	0.01
<b>Security Deposit Received</b>		
Indian Clearing Corporation Limited	5.00	5.00
BSE Administration & Supervision Limited	0.10	0.10
BSE E-Agricultural Markets Limited	0.10	0.10
BFSI Sector Skill Council of India	0.10	0.10
India INX Global Access IFSC Limited	0.45	0.45
India International Bullion Holding IFSC Limited	0.10	0.10
India International Bullion Exchange IFSC Limited	0.10	0.10
India International Depository IFSC Limited (Erstwhile CDSL IFSC Limited)	0.90	0.90
<b>Income Received in Advance</b>		
India International Depository IFSC Limited (Erstwhile CDSL IFSC Limited)	33.88	33.97
<b>Stamp Duty received in advance</b>		
BSE Limited	-	0.30
India International Exchange (IFSC) Limited	-*	-*
India International Clearing Corporation (IFSC) Limited	-*	-*
<b>Investment in equity shares</b>		
India International Bullion Holding IFSC Limited	3,000.00	3,000.00

\* Amount less than ₹ 500



## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### 33. Contingent Liabilities

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
a) Claims against the Group not acknowledged as debt in respect of:		
Legal Claim (Refer note (i))	1,261.03	333.00
Income tax matters	0.57	1,300.40
Service tax matters	-	77.97
GST Matter FY 2018-19 (Refer note (ii))	11.19	11.19
b) Bank Guarantee (Refer note (iii))	685.44	683.27

Notes:

#### i. Legal Claim:

- a) Writ petition has been filed by Swojas Energy Foods Limited & Ors. against SEBI, CDSL & Ors. pursuant to Demat accounts of the petitioners being frozen on receipt of instructions received from BSE based on a circular issued by BSE in discussion with SEBI. Petitioners have sought monetary compensation exceeding ₹ 333 Lakh for alleged illegal freezing of demat accounts as the petitioners' allege that SEBI did not delegate any such power to BSE. There have been two hearings, however, there is no further development in the matter.
- b) The Hon'ble Arbitration Tribunal has passed an award by granting a claim of ₹ 86.03 Lakh to the Claimant and directed CDSL to pay. CDSL has challenged the said award before the Hon'ble Bombay High Court and the same is currently pending.
- c) Arbitration and Civil Cases pending in the court/ with the authorities amounting to ₹ 842 Lakh, The management believes that the crystallization of liability on CDSL is remote in these cases.

#### ii. CDSL Ventures Limited

Maharashtra GST department has issued order u/s 73 of CGST Act, 2017 in Form DRC 07 on March 29, 2023 demanding tax liability of ₹ 11.19 Lakh including Interest and penalty. An appeal against the said order has been filed on June 23, 2023.

#### iii. Bank Guarantees

As per business requirements, bank guarantees issued by banks on behalf of the Group, against 100% margin (earmarked) on fixed deposit receipts. (Refer note 43)

### 34. Commitments

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
Estimated value of contracts remaining to be executed on capital account and not provided for		
a) Property, plant and equipment	34.78	282.73
b) Intangible assets	344.18	739.87

### 35. Segment information

The Managing Director and Chief Executive Officer of the Parent Company, has been identified as the Chief Operating Decision Maker (CODM) as defined by Indian Accounting Standard 108 "Operating Segments". The CODM evaluates the Group's performance, allocates resources based on analysis of the various performance indicators of the Group as a single unit.

The Group operates in three operating Segments namely Depository, Data entry and storage and Repository. These are the reportable business segment as per Indian Accounting Standard 108 "Operating Segments". The reportable business segments are in line with the segment wise information which is being presented to the CODM.

The Group has three operating and reporting segment; viz, Depository, Data entry and storage and Repository. Since there is no revenue from external customers and non-current assets outside India, no geographical segments have been identified.

Depository Segment includes providing various services to the investors like dematerialisation, rematerialisation, holding, transfer and pledge of securities in electronic form and providing e-voting services to companies.

Data Entry and Storage segment relates to Centralized record keeping of KYC document of capital market investors.

## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

Repository's main objective to provide policyholders/warehouse receipts holder a facility to keep insurance policies/warehouse receipts in electronic form and to undertake changes, modifications and revisions in the policy/receipt with speed and accuracy in order to bring about efficiency, transparency and cost reduction in issuance and maintenance of policies/receipts.

The Group's revenues are entirely attributable to customers in India. All the non-current assets of the Company are located in India.

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Segment Revenue</b>		
Depository Activity	64,095.70	45,059.96
Data Entry and Storage	16,965.63	10,294.56
Repository	222.54	197.31
<b>Total</b>	<b>81,283.87</b>	<b>55,551.83</b>
Less: Inter Segment Revenue	(58.21)	(43.15)
<b>Total Income</b>	<b>81,225.66</b>	<b>55,508.68</b>
<b>Segment Results</b>		
Depository Activity	37,098.72	24,946.80
Data Entry and Storage	9,601.34	5,767.83
Repository	(495.32)	(341.69)
<b>Total</b>	<b>46,204.74</b>	<b>30,372.94</b>
Add/(Less): other unallocable income **	9,396.42	6,142.49
<b>Profit before taxation</b>	<b>55,601.16</b>	<b>36,515.43</b>
Less: Provision for taxation	(13,645.75)	(8,919.42)
<b>Profit after taxation</b>	<b>41,955.41</b>	<b>27,596.01</b>

\*\*Other unallocable income mainly includes interest income, dividend income, income from investments, share of profit/(loss) of associates and other unallocable miscellaneous income.

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Segment assets</b>		
Depository Activity	39,358.09	32,651.61
Data Entry and Storage	7,097.15	3,444.15
Repository	463.30	426.52
Unallocated	1,31,246.39	1,09,194.72
<b>Total</b>	<b>1,78,164.93</b>	<b>1,45,717.00</b>
<b>Segment liabilities</b>		
Depository Activity	17,011.03	12,774.31
Data Entry and Storage	2,264.23	1,312.74
Repository	285.92	234.86
Unallocated	7,885.00	5,681.34
<b>Total</b>	<b>27,446.18</b>	<b>20,003.25</b>

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Property, plant and equipment and Intangible assets acquired during the year</b>		
Depository Activity	6,552.56	19,302.05
Data Entry and Storage	785.95	1,239.38
Repository	7.03	17.49
<b>Total</b>	<b>7,345.54</b>	<b>20,558.92</b>
<b>Depreciation and amortisation expenses</b>		
Depository Activity	2,121.89	1,587.68
Data Entry and Storage	564.28	331.56
Repository	37.20	28.80
<b>Total</b>	<b>2,723.37</b>	<b>1,948.04</b>



## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### 36. Additional information to the standalone financial statements

#### 36.1 Expenditure in foreign currency:

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
a) Software license	0.88	12.24
b) Conference Expenses	7.88	9.40
c) Membership & Subscription	7.08	2.74
d) Sponsorship Fees	5.04	-
<b>Total</b>	<b>20.88</b>	<b>24.38</b>

#### 36.2 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Based on and to the extent of information received by the Group from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by the auditors, the relevant particulars as at the year-end are furnished below

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
a) Principal amount and interest thereon remaining unpaid at the end of year	-	-
b) Interest paid including payment made beyond appointed day	-	-
c) Interest due and payable for delay during the year	-	-
d) Amount of interest accrued and unpaid as at year end	-	-
e) The amount of further interest due and payable even in the succeeding year	-	-

Note: No interest is due to MSME. Hence the principal amount is not disclosed.

#### 36.3 Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

Name of the entity	March 31, 2024		March 31, 2023	
	Net assets, i.e., total assets minus total liabilities			
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount
Parent Company- Central Depository Services (India) Limited	72.47%	1,09,223.62	71.53%	89,924.96
CDSL Ventures Limited	21.29%	32,089.54	21.07%	26,481.61
CDSL Insurance Repository Limited	1.59%	2,390.40	1.83%	2,304.03
CDSL Commodity Repository Limited	1.75%	2,630.78	2.12%	2,662.39
Non-controlling Interest in subsidiary	2.91%	4,384.41	3.45%	4,340.76
<b>Total</b>	<b>100%</b>	<b>1,50,718.75</b>	<b>100%</b>	<b>1,25,713.75</b>

Name of the entity	For the year ended March 31, 2024		For the year ended March 31, 2023	
	Share in profit or loss			
	As % of consolidated net Profit and Loss	Amount	As % of consolidated net Profit and Loss	Amount
Parent Company- Central Depository Services (India) Limited	79.24%	33,244.76	82.42%	22,743.31
CDSL Ventures Limited	20.52%	8,609.77	17.69%	4,881.70
CDSL Insurance Repository Limited	0.21%	86.59	0.23%	63.10
CDSL Commodity Repository Limited	(0.07%)	(30.54)	(0.20%)	(55.35)
India International Depository IFSC Limited (Erstwhile CDSL IFSC Limited)	-	-	(0.14%)	(38.86)
Non-controlling Interest in subsidiary	0.11%	44.83	0.01%	2.11
<b>Total</b>	<b>100.00%</b>	<b>41,955.41</b>	<b>100%</b>	<b>27,596.01</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

(₹ in Lakh)

Name of the entity	For the year ended March 31, 2024		For the year ended March 31, 2023	
	Share in Other Comprehensive Income			
	As % of consolidated net Other Comprehensive Income	Amount	As % of consolidated net Other Comprehensive Income	Amount
Parent Company - Central Depository Services (India) Limited	76.82%	(176.10)	95.10%	154.30
CDSL Ventures Limited	22.61%	(51.83)	(4.47%)	(7.26)
CDSL Insurance Repository Limited	0.18%	(0.42)	0.44%	0.72
CDSL Commodity Repository Limited	0.90%	(2.06)	(0.02%)	(0.04)
India International Depository IFSC Limited (Erstwhile CDSL IFSC Limited)	-	-	9.09%	14.75
Non-controlling Interest in subsidiary	(0.51%)	1.18	(0.14%)	(0.22)
<b>Total</b>	<b>100%</b>	<b>(229.23)</b>	<b>100%</b>	<b>162.25</b>

(₹ in Lakh)

Name of the entity	For the year ended March 31, 2024		For the year ended March 31, 2023	
	Share in Total Comprehensive Income			
	As % of consolidated net Total Comprehensive Income	Amount	As % of consolidated net Total Comprehensive Income	Amount
Parent Company - Central Depository Services (India) Limited	79.25%	33,068.66	82.49%	22,897.61
CDSL Ventures Limited	20.51%	8,557.94	17.56%	4,874.44
CDSL Insurance Repository Limited	0.21%	86.17	0.23%	63.82
CDSL Commodity Repository Limited	(0.08%)	(32.60)	(0.20%)	(55.39)
India International Depository IFSC Limited (Erstwhile CDSL IFSC Limited)	-	-	(0.09%)	(24.11)
Non-controlling Interest in subsidiary	0.11%	46.01	0.01%	1.89
<b>Total</b>	<b>100%</b>	<b>41,726.18</b>	<b>100.00%</b>	<b>27,758.26</b>

## 37. Employee benefits

### 37.1 Defined benefits plan – Gratuity

Gratuity is administered through Group Gratuity Scheme with Life Insurance Corporation of India except for CDSL Commodity Repository Limited. The LIC raises demand for annual contribution for gratuity amount based on its own computation without providing entire details as required by the Ind AS 19 “Employee Benefits”. Hence the Group obtains separate actuarial valuation report as required under Ind AS 19 “Employee Benefits” from an independent Actuary. The expected return on plan assets is based on market expectation at the beginning of the year, for the returns over the entire life of the related obligations.

Such plan exposes the Group to actuarial risks such as: investment risk, interest rate risk, demographic risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to market yields at the end of the reporting period on government bond yields; if the return on plan asset is below this rate, it will create a plan deficit. Currently the plan has a relatively balanced investment in equity securities and debt instruments.
Interest rate risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.
Demographic risk	This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, medical cost inflation, discount rate and vesting criteria.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.



## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

Group has received the Gratuity fund statement from LIC till December 2023. The Group has not received fund statement from LIC till March 2024. Hence, for the purpose of calculation of plan asset as on March 2024 group has prepared fund movement as per the Group's records and rate of return on plan asset is estimated @ 7.25% p.a. as per actuarial report.

	(₹ in Lakh)	
	March 31, 2024	March 31, 2023
<b>Reconciliation of defined benefit obligation</b>		
Opening Defined Benefit Obligation	1,303.74	1,205.45
Transfer in/(out) obligation	-	-
Current service cost	149.68	128.75
Interest cost	93.53	80.51
Due to Change in financial assumptions	244.72	(47.50)
Due to change in demographic assumption	(28.01)	(17.12)
Due to experience adjustments	158.48	29.38
Past service cost	-	-
Liabilities assumed in an amalgamation in the nature of purchase	-	-
Benefit paid	(120.85)	(75.73)
<b>Closing Defined Benefit Obligation</b>	<b>1,801.29</b>	<b>1,303.74</b>

	(₹ in Lakh)	
	March 31, 2024	March 31, 2023
<b>Other Comprehensive (Income)/Loss for the year</b>		
Due to Change in financial assumptions	244.72	(47.50)
Due to change in demographic assumption	(28.01)	(17.12)
Due to experience adjustments	158.48	29.38
Return on plan assets excluding amounts included in interest income	(22.40)	(8.70)
<b>Amounts recognized in Other Comprehensive (Income)/Loss</b>	<b>352.79</b>	<b>(43.94)</b>

	(₹ in Lakh)	
	March 31, 2024	March 31, 2023
<b>Profit and loss account for the year</b>		
Service cost:		
Current service cost	149.68	128.75
Past service cost	-	-
Net interest cost	28.38	35.21
<b>Total included in 'Employee Benefit Expense'</b>	<b>178.06</b>	<b>163.96</b>

	(₹ in Lakh)	
	March 31, 2024	March 31, 2023
<b>Reconciliation of plan assets</b>		
Opening value of plan assets	851.91	641.43
Interest Income	65.15	45.30
Return on plan assets excluding amounts included in interest income	22.40	8.70
Contributions by employer	784.17	226.54
Benefits paid	(117.07)	(70.06)
<b>Closing value of plan assets</b>	<b>1,606.56</b>	<b>851.91</b>

	(₹ in Lakh)	
	March 31, 2024	March 31, 2023
<b>Funded status of the plan</b>		
Present value of funded obligations	1,801.29	1,303.74
Fair value of plan assets	(1,606.56)	(851.91)
<b>Net Liability (Asset)</b>	<b>194.73</b>	<b>451.83</b>

	(₹ in Lakh)	
	March 31, 2024	March 31, 2023
<b>Reconciliation of net defined benefit liability</b>		
Net opening provision in books of account	451.83	563.75
Transfer in/(out) obligation	-	-
Adjustment to Opening Defined Benefit Obligation	-	-
Liabilities assumed in an amalgamation in the nature of purchase	-	-
Employee Benefit Expense	178.06	163.96
Amounts recognized in Other Comprehensive Income	352.81	(43.94)
<b>Total</b>	<b>982.70</b>	<b>683.77</b>
Benefits paid by the Group	(3.79)	(5.40)
Contributions to plan assets	(784.17)	(226.54)
<b>Closing provision in books of account</b>	<b>194.74</b>	<b>451.83</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

Principle actuarial assumptions (for all employee benefits)	(₹ in Lakh)	
	March 31, 2024	March 31, 2023
Discount Rate	7.25%p.a.	7.40%p.a.
Salary Growth Rate	19.50% p.a. for FY 24-25 & FY 25-26 & 9.00% p.a. thereafter	9.00%p.a.
Withdrawal Rates	8.82% p.a. at all ages	6.14% p.a. at all ages
Rate of Return on Plan Assets	7.25%p.a.	7.40%p.a.

Sensitivity analysis	(₹ in Lakh)		(₹ in Lakh)	
	As at March 31, 2024		As at March 31, 2023	
	Discount Rate	Salary Escalation Rate	Discount Rate	Salary Escalation Rate
Impact of increase of 1% on defined benefit obligation	(6.35%)	6.80%	(7.49%)	8.28%
Impact of decrease of 1% on defined benefit obligation	7.11%	(6.19%)	8.50%	(7.45%)

## 37.2 Compensated Absences

The employees of the Group are entitled to compensated absences. The employees can carry forward a portion of the unutilised accumulated compensated absences and utilise it in future periods or receive cash at retirement or termination of employment. The Group records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Group measures the expected cost of compensated absences as the additional amount that the Group expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The Group recognizes accumulated compensated absences based on actuarial valuation. Non-accumulating compensated absences are recognized in the period in which the absences occur. The Group recognizes rereasurement gains or losses immediately in the statement of profit and loss.

During the year ended March 31, 2024 an amount recognized as an expense in respect of compensated leave absences is ₹ 390.26 Lakh, (Previous year ended March 31, 2023 is ₹ 267.96 Lakh).

38. As per the rule the Securities and Exchange Board of India (Depositories and Participants) (Amendment) Regulations, 2018 (the "Amended Regulations"), the Parent Company has determined the IPF contribution at 5% of profit from depository operation after making such contribution according to the Amended Regulations. The profit from depository operations has been determined by reducing the other income for the year from the Net profit before exceptional items and tax for the year after making such contribution. The movement of IPF provision is given below:

Table showing movement of IPF provision:

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Rate	5%	5%
<b>Opening provision</b>	<b>1,255.11</b>	<b>1,360.10</b>
Add: Provision made during the year	1,854.31	1,255.11
Less: Amount transferred to IPF Trust during the Year	1,255.11	1,360.10
<b>Closing Provision</b>	<b>1,854.31</b>	<b>1,255.11</b>

39. SEBI vide its circular no. CIR/MRD/DP/18/2015 dated December 09, 2015 had come up with a concept of Basic Services Demat Accounts (BSDA) with an objective of promoting financial inclusion and expanding the reach of depository services to tier II and tier III towns, recommended that the revenue source of the depositories may be augmented and Depository Participants (DPs) may be incentivized by having a revenue sharing mechanism between depositories and DPs. SEBI circular also prescribes that the annual issuer charges may be increased, and the incremental revenue received by the Depositories be shared suitably with their Depository Participants for promoting the BSDA and opening new accounts in tier II and tier III towns. Further in order to compensate the DPs towards the cost of opening and maintaining Basic Services Demat Accounts, the depositories shall pay an incentive of ₹ 100/- for every new BSDA opened by their participants in other than the top 15 cities specified by SEBI. The incentive shall be provided at the end of the financial year only with respect to the new BSDA opened during the financial year and which displayed at least one credit in the account during the Financial Year.

Pursuant to the Circular, the Company has set aside ₹ 1,361.23 Lakh during the year ended March 31, 2024 (₹ 967.24 Lakh during the year ended March 31, 2023) being 20% of the incremental revenue received from issuers during the respective years, towards the DP incentive scheme.

## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### Table showing movement of DP incentive provision:

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening provision	1,568.67	1,497.38
Provision for DP incentive made during the year	1,361.23	967.24
Amount paid	(930.53)	(895.95)
<b>Closing provision</b>	<b>1,999.37</b>	<b>1,568.67</b>

### 40. Option permitted under Section 115BAA of the Income-tax Act, 1961:

From the financial Year 2019-20, the Group had elected to exercise the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Act, 2019 except for CDSL Commodity Repository Limited.

### 41. Relationship with Struck off Companies

#### A) Central Depository Services (India) Limited:

Name of struck off Company	Nature of transactions with struck off Company	(₹ in Lakh)		
		Balance outstanding as on March 31, 2024	Balance outstanding as on March 31, 2023	Relationship with the Struck off company, if any, to be disclosed
32 <sup>nd</sup> Milestone Organizers Private Limited	Rendering of Services	-	0.06	Customer
Agrochem Intermediaries Private Limited	Rendering of Services	-	-	Customer
Altcargo Oil & Gas Private Limited	Rendering of Services	-	-	Customer
Ask Property Advisory Services Private Limited	Rendering of Services	0.06	0.06	Customer
Asterpetal Trade & Services Private Limited	Rendering of Services	0.89	0.64	Customer
Basan Equity Ifsc Private Limited	Rendering of Services	0.06	-	Customer
BCC Fuba India Limited	Rendering of Services	-	-	Customer
CC Square Films Limited	Rendering of Services	-	0.06	Customer
Chemurjy Exports Private Limited	Rendering of Services	0.06	0.06	Customer
Coral Laboratories Limited	Rendering of Services	-	-	Customer
Cybermedia Digitix Limited	Rendering of Services	-	-	Customer
Deazzle Services Private Limited	Rendering of Services	-	-	Customer
Ellora Paper Mills Limited	Rendering of Services	-	(0.01)	Customer
Getmyveg Foods Limited	Rendering of Services	0.06	-	Customer
G I Biotech Private Limited	Rendering of Services	0.06	-	Customer
Girisa Resorts Limited	Rendering of Services	0.06	-	Customer
Glittek Granites Limited	Rendering of Services	-	-	Customer
Herbodydynamic India Limited	Rendering of Services	-	0.06	Customer
Inset Electronics Limited	Rendering of Services	-	-	Customer
Jamnagar Wastefuels Private Limited	Rendering of Services	-	(0.02)	Customer
Kable First Davanagere Private Limited	Rendering of Services	-	(0.06)	Customer
Manokesh Energy Prolite Private Limited	Rendering of Services	-	(0.18)	Customer
Mantrah Arc Private Limited	Rendering of Services	-	(0.08)	Customer
Marinetrans Logistics Private Limited	Rendering of Services	0.06	-	Customer
Medpak India Limited	Rendering of Services	-	0.10	Customer
Mylabha Education-By-Practice Limited	Rendering of Services	-	0.06	Customer
Omkar Overseas Limited	Rendering of Services	(0.02)	0.05	Customer
PL Shipping & Logistics India Limited	Rendering of Services	-	0.06	Customer
Ranakpur Cement Limited	Rendering of Services	-	-	Customer
Rollings Aa Infrastructure Private Limited	Rendering of Services	-	0.06	Customer
Satyavathi Bio-Life Sciences Limited	Rendering of Services	0.89	-	Customer
Sheena Constructions Limited	Rendering of Services	0.06	0.06	Customer
Simrone Pharmaceutical Industries Limited	Rendering of Services	0.06	-	Customer
SPBP Tea (India) Limited	Rendering of Services	-	-	Customer
Suhani Chemicals Limited	Rendering of Services	0.06	0.06	Customer
Sure Technologies Limited	Rendering of Services	-	-	Customer
Tradex Securities Llp	Rendering of Services	-	(0.04)	Customer

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

(₹ in Lakh)

Name of struck off Company	Nature of transactions with struck off Company	Balance outstanding as on March 31, 2024	Balance outstanding as on March 31, 2023	Relationship with the Struck off company, if any, to be disclosed
Transmedica (India) Limited	Rendering of Services	-	0.97	Customer
Trident Decor Limited	Rendering of Services	-	-	Customer
Trident Innovations Limited	Rendering of Services	-	-	Customer
United Tradeco Fzc Limited	Rendering of Services	0.06	0.06	Customer
Vadodara Wastefuels Private Limited	Rendering of Services	-	-	Customer
Vineet Securities Private Limited	Rendering of Services	-	0.53	Customer
ABB Lensohm Service Limited	Rendering of Services	(0.01)	-	Customer
DBS Capital Markets Private Limited	Rendering of Services	-	(4.22)	Customer
Zodiac Broking Private Limited	Rendering of Services	-	(0.01)	Customer
Punjab Anand Lamp Industries Limited	Rendering of Services	-	(0.01)	Customer
Eastern Sugar And Industries Limited	Rendering of Services	-	(0.06)	Customer
Gajra Bevel Gears Limited	Rendering of Services	0.12	0.12	Customer
Ganesh Holdings Limited	Rendering of Services	-	-	Customer
Magnanimous Trade & Finance Limited	Rendering of Services	-	(0.11)	Customer
Manavta Holdings Limited	Rendering of Services	0.06	0.06	Customer
Manbhawani Investment Limited	Rendering of Services	0.06	0.06	Customer
RLF Limited	Rendering of Services	-	-	Customer
Shaw Wallace Breweries Limited	Rendering of Services	-	0.43	Customer
Stellar Estate Developers Private Limited	Rendering of Services	-	0.06	Customer
N. B. I. Industrial Finance Company Limited	Rendering of Services	0.06	-	Customer
Norinco Private Limited	Rendering of Services	-	(0.02)	Customer

(Negative amount represent advance received from customer)

## B) CDSL Ventures Limited:

(₹ in Lakh)

Name of struck off Company	Nature of transactions with struck off Company	Balance outstanding as on March 31, 2024	Balance outstanding as on March 31, 2023	Relationship with the Struck off company, if any, to be disclosed
Adventures India Financial Services Limited	Rendering of Services	(0.01)	(0.01)	Customer
Getmyveg Foods Limited	Rendering of Services	0.04	-	Customer
Perfin Fintech Private Limited	Rendering of Services	(0.10)	(0.10)	Customer
Bansal Finstock Pvt. Ltd.	Rendering of Services	(0.02)	(0.02)	Customer
Evolusolve Technologies Pvt. Ltd.	Rendering of Services	-	(0.07)	Customer
Mayur Share Broking Pvt. Ltd.	Rendering of Services	(0.01)	(0.01)	Customer
Valuevest Technologies Pvt. Ltd.	Rendering of Services	0.04	(0.07)	Customer
Vineet Securities Private Limited	Rendering of Services	(0.05)	(0.05)	Customer

(Negative amounts represent the advances received from customers)

## C) CDSL Insurance Repository Limited:

There are no transactions or amount outstanding with struck off companies for the year ended March 31, 2024 and March 31, 2023.

## D) CDSL Commodity Repository Limited

There are no transactions or amount outstanding with struck off companies for the year ended March 31, 2024 and March 31, 2023.

## E) India International Bullion Holding IFSC Limited

There are no transactions or amount outstanding with struck off companies for the year ended March 31, 2024 and March 31, 2023.



## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### 42. Long-term contracts including derivative contracts

The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses during the year ended March 31, 2024 and March 31, 2023.

### 43. Earmarked Assets and Liabilities

(₹ in Lakh)

Particulars	Reference Note		As at	
	Asset	Liability	March 31, 2024	March 31, 2023
Other Financial Liabilities - Deferred Performance Linked Bonus to Key Managerial Persons	6. Current Other financial assets - Bank balance in deposit accounts	15. Current Other financial liabilities	89.06	54.91
Other Financial Liabilities - Deferred Performance Linked Bonus to Key Managerial Persons	6. Current Other financial assets - Bank balance in deposit accounts	15. Current Other financial liabilities	14.39	9.50
	8. Income tax asset and liabilities			
	<b>Sub-Total</b>		<b>103.45</b>	<b>64.41</b>
Bank Guarantee	6. Current Other financial assets - Bank balance in deposit accounts	33. Contingent liability	5.00	-
Bank Guarantee	6. Non-Current Other financial assets - Bank balance in deposit accounts	33. Contingent liability	75.00	75.00
	<b>Sub-Total</b>		<b>80.00</b>	<b>75.00</b>
Bank Guarantee	6. Non-Current Other financial assets - Bank balance in deposit accounts	33. Contingent liability	680.44	675.00
Other Financial Liabilities - Deferred Performance Linked Bonus to Key Managerial Persons	6. Non-Current Other financial assets - Bank balance in deposit accounts	15. Non-Current Other financial liabilities	926.53	362.78
	<b>Sub-Total</b>		<b>1,606.97</b>	<b>1,037.78</b>
Other Financial Liabilities - Deferred Performance Linked Bonus to Key Managerial Persons	6. Non-Current Other financial assets - Bank balance in deposit accounts	15. Non-Current Other financial liabilities	926.53	362.78
Other Financial Liabilities - Deferred Performance Linked Bonus to Key Managerial Persons	6. Non-Current Other financial assets - Bank balance in Accrued interest	15. Non-Current Other financial liabilities	70.45	22.10
	8. Income tax asset and liabilities			
	<b>Sub-Total</b>		<b>996.98</b>	<b>384.88</b>
Unpaid Dividend	11. Current Cash and cash equivalents and other bank balances	15. Current Other financial liabilities	119.62	102.48
	<b>Sub-Total</b>		<b>119.62</b>	<b>102.48</b>
Unpaid Government Securities	11. Current Cash and cash equivalents and other bank balances	15. Current Other financial liabilities	0.04	222.11
	<b>Sub-Total</b>		<b>0.04</b>	<b>222.11</b>
Stamp Duty received in advance	11. Current Cash and cash equivalents and other bank balances	15. Current Other financial liabilities	529.69	517.34
Bidding Proceeds	11. Current Cash and cash equivalents and other bank balances	15. Current Other financial liabilities	-	3,667.14
Bidding Proceeds	6. Current Other financial assets - Bank balance in deposit accounts	16. Current Other financial liabilities	3,481.00	-
Bidding Proceeds	7. Current Other financial assets - Bank balance in deposit accounts	16. Current Other financial liabilities	238.56	-
	9. Income tax asset and liabilities			
	<b>Sub-Total</b>		<b>4,249.25</b>	<b>4,184.48</b>

## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### 44. Events after the reporting period

There are no events that have occurred between the end of the reporting period and the date when the consolidated financial statements are approved that provide evidence of conditions that existed at the end of the reporting period.

**45.** To maintain the consistency with the current year presentation, fixed deposits of ₹ 5,248 Lakh as on March 31, 2023 having original maturity of more than 12 months with remaining maturity of less than 12 months has been reclassified in current assets from bank balances other than Cash & Cash equivalents to Other financial assets. This reclassification does not have any impact on the profit for the year and the management believes that it does not have any material impact on information presented in the balance sheet.

### 46. Other Statutory Information

- a) The Group, for the current year as well as previous year, does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- b) The Group, for the current year as well as previous year, does not have any charges or satisfaction to be registered with ROC.
- c) The Group, for the current year as well as previous year, has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- d) The Group, for the current year as well as previous year, does not have any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- e) The Group, for the current year as well as previous year, has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of The Group (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- f) The Group, for the current year as well as previous year, has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- g) The Group has not been declared as wilful defaulter by any bank or financial Institution or other lender, since The Group has not undertaken any borrowing during the current year and previous year.
- h) The Group, during the current year and previous year, has not made any investment in downstream companies which are not in compliance with clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- i) The Group has not entered into any scheme of arrangement in terms of Sections 230 to 237 of the Companies Act, 2013 during the current year and previous year.
- j) The Group has not revalued its Property, Plant and Equipment or intangible assets or both during the current year and previous year.
- k) The Group has not granted/given any loans or advances during the current year and previous year to the promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.



## Notes to Consolidated Financial Statements

for the year ended March 31, 2024

**47.** The Group has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, there are no instance of audit trail feature being tampered with.

### **48. Standards notified but not yet effective**

There are no standards that are notified and not yet effective as on the date.

### **Signatures to Notes 1 to 48 forming part of Consolidated Financial Statements**

#### **In terms of our report of even date attached**

**For S. R. Batliboi & Co. LLP**

*Chartered Accountants*

ICAI Firm registration No. 301003E/E300005

**Per Jayesh Gandhi**

*Partner*

Membership No. 037924

Place: Mumbai

Date: May 04, 2024

#### **For and on behalf of the Board of Directors of Central Depository Services (India) Limited**

**Balkrishna V Choubal**

*Chairman*

DIN: 06497832

**Nilay Shah**

*Company Secretary*

Membership No. A20586

Place: Mumbai

Date: May 04, 2024

**Nehal Vora**

*Managing Director & CEO*

DIN: 02769054

**Girish Amesara**

*Chief Financial Officer*







Convenient • Dependable • Secure

## CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED

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