



# **1<sup>st</sup> Annual Report of India International Depository IFSC Limited**

## **2021-22**



## ANNUAL REPORT 2021-2022

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**CORPORATE INFORMATION-  
ABOUT US:**

**Corporate Information:**  
**INDIA INTERNATIONAL DEPOSITORY IFSC LIMITED**  
*(Formerly Known as CDSL IFSC Limited)*  
(CIN: U65990GJ2021PLC121672)

**Board of Directors:**

Shri. Satyananda Mishra- Chairperson, Public Interest Director (w.e.f. 22 October, 2021)  
Shri. Kaushal Sampat-Managing Director and Chief Executive Officer (w.e.f. 10 March, 2022)  
(Dr.) Arun Kumar Panda- Public Interest Director (w.e.f. 04 May, 2022)  
Shri. Balasubramaniam Venkataramani - Shareholder Director (w.e.f. 22 April, 2022)  
Shri. Krishnan Ramkumar - Shareholder Director (w.e.f. 22 April, 2022)  
Shri Samar Banwat-Shareholder Director (w.e.f. 22 April, 2022)  
Shri Shivanshu Mehta- Shareholder Director (w.e.f. 22 April, 2022)

**Company Secretary :** Shri. Harshal Gandhi

**Chief Financial Officer :** Smt. Sonal Barot

**Statutory Auditors: -**  
**S. R. Batliboi & Co. LLP**  
**Chartered Accountants**  
12<sup>th</sup> Floor, The Ruby,  
29, Senapati Bapat Marg,  
Dadar (West), Mumbai - 400028

**Registered Office :** Unit-310 & 311,3<sup>rd</sup> Floor, Signature Tower Block-13, Road 1C, Zone-1, GIFT SEZ, Gift City Gandhinagar- 382355, Gujarat, India

**Registrar and Share Transfer Agents:**  
**CDSL VENTURES LIMITED**  
A- Wing, Marathon Futurex, 25<sup>th</sup> Floor,  
Mafatlal Mills Compound, N.M. Joshi Marg,  
Lower Parel (E) Mumbai, Maharashtra - 400013, India  
Email: [cvlhelpdesk@cdslindia.com](mailto:cvlhelpdesk@cdslindia.com)

**Bankers: -**  
ICICI Bank  
HDFC Bank

**Website :** [www.iidi.co.in](http://www.iidi.co.in)



**INDIA INTERNATIONAL DEPOSITORY IFSC LIMITED  
(Formerly Known as CDSL IFSC Limited)**

**NOTICE**

CIN: U65990GJ2021PLC121672

**Regd. Office:** Unit-310 & 311, 3<sup>rd</sup> Floor, Signature Tower Block-13, Road 1C, Zone-1, GIFT SEZ,  
Gift City Gandhinagar- 382355, Gujarat, India

**NOTICE** is hereby given that the 01<sup>st</sup> Annual General Meeting of the members of **INDIA INTERNATIONAL DEPOSITORY IFSC LIMITED (“Company”)** (Formerly Known as CDSL IFSC Limited) will be held on Wednesday, 14 September, 2022 at 11:00 A.M. (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the following businesses:

**ORDINARY BUSINESS:**

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022 AND THE REPORTS OF BOARD AND STATUTORY AUDITORS THEREON**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** the Audited Standalone Financial Statements for the Financial Year ended March 31, 2022 and report of the Statutory Auditors thereon and the Reports of the Board of Directors thereon along with all annexures as laid before this Annual General Meeting be and are hereby received, considered and adopted.”

2. **TO APPOINT STATUTORY AUDITOR OF THE COMPANY AND FIX THEIR REMUNERATION**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of the Section 139 and 141 and other provisions applicable, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, M/s. Vidya & Co, Chartered Accountants, having FRN:308022E and holding valid Peer review certificate issued by the Institute of Chartered Accountants of India based at 324-325, Galaxy Mall, S M Road, Beside Haridas Park Society, Vimanagar, Ahmedabad – 380015 from whom a written consent to act as statutory Auditor along with certificate pursuant to section 139(1) of the Companies Act, 2013, has been received, be and are hereby accorded to appoint M/s. Vidya & Co, Chartered Accountants, statutory auditors of the Company to hold office for a term of five consecutive years from the conclusion of First Annual General Meeting (“AGM”) until the conclusion of Sixth AGM of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the statutory auditors from time to time;



**RESOVLED FURTHER THAT** M/s. Vidya & Co, Chartered Accountants, shall not undertake or render any such activity/service which falls under the scope of non-audit services prescribed under the provisions of Section 144 of the Companies Act, 2013;

**RESOLVED FURTHER THAT** any of the Directors of the Company or Company secretary be and is hereby severally authorized to file the necessary form with Registrar of Companies and to intimate the Auditors of their Appointment and to do all other acts, deeds, things which are necessary to give effect to the same.”

**SPECIAL BUSINESS :-**

3. **APPOINTMENT OF MR. SATYANANDA MISHRA, AS PUBLIC INTEREST DIRECTOR ON THE GOVERNING BOARD OF THE COMPANY.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) and in terms of IFSCA letter reference no. 187/IFSCA/CDSL/2020-21 dated October 22, 2021, Shri Satyananda Mishra who has consented to act as a Public Interest Director and furnished declaration regarding the fulfilment of requirements specified under IFSCA (Market Infrastructure Institutions) Regulations, 2021 (“MII Regulations”) and Regulation 20 of the IFSCA (Bullion Exchange) Regulations, 2020 and who has submitted a declaration of satisfying the ‘independence’ criteria prescribed under section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director categorized as Public Interest Director in terms of Regulation 2(m) of MII Regulations for a period of three years from the date of approval from IFSCA i.e. October 22, 2021 to October 21, 2024 and shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** any of the Directors of the Company or Chief Financial Officer of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, and to do all such acts, deeds and things as may be considered expedient and necessary in this regard”

4. **APPOINTMENT OF MR. KAUSHAL SAMPAT, (DIN 09451743 ) AS DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of Sections 160, 161(1) of the Companies Act, 2013 read with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) and



applicable provisions of the Articles of Association of the Company and in compliance with the approval granted by IFSCA vide its letter Reference No. 187/IFSCA/CDSL/2020-21 dated December 02, 2021, the consent of the members of the Company be and is hereby accorded for the appointment of Shri Kaushal Sampat (DIN: 09451743), as Director of the Company w.e.f. 10<sup>th</sup> March, 2022 to 9<sup>th</sup> March, 2025 in the category of Executive Director, who is not liable to retire by rotation;

**RESOLVED FURTHER THAT** any of the Directors of the Company or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters, and things as may be deemed necessary and to sign and execute all necessary documents, applications, and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form(s) with the Registrar of Companies.”

5. **APPOINTMENT OF MR. KAUSHAL SAMPAT (DIN 09451743) AS MANAGING DIRECTOR AND CEO OF THE COMPANY.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 160, 161(1), 203 of the Companies Act, 2013 read with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) and applicable provisions of the Articles of Association of the Company and in compliance with the approval granted by IFSCA vide its letter Reference No. 187/IFSCA/CDSL/2020-21 dated December 02, 2021, the consent of the members of the Company be and is hereby accorded for the appointment of Shri Kaushal Sampat, as Managing Director and Chief Executive Officer of the Company in the category of Executive Director, who is not liable to retire by rotation and shall hold the office for a period of 3 years w.e.f. 10<sup>th</sup> March, 2022 to 9<sup>th</sup> March, 2025 on the following terms and conditions:

Sr. No.	Component	Amount in ₹
1.	Basic	2,06,750
2.	HRA	103,375
3.	Additional Allowance	47,750
4.	<b>Gross Monthly Salary (Sl.1+Sl.2+Sl.3)</b>	<b>3,57,875</b>
5.	CO's PF Contribution (Sl.1 * 12%)	24,810
6.	Monthly Total (Sl.4 + Sl.5)	3,82,685
7.	Car Expense Reimbursement (annual entitlement)	3,60,000
8.	<b>Annual Fixed Pay ((Sl.6 * 12) + Sl.7)</b>	<b>49,52,220</b>
9.	<b>**Maximum Performance Linked Bonus (PLB) based on performance - 10% of Fixed Pay (Sl.8 * 10%)</b>	<b>4,95,222</b>



Sr. No.	Component	Amount in ₹
	<b>Value of Benefits:</b>	
10.	Mobile Bill facility	As per actuals
11.	GMI + GPA Premium (5 Lakhs sum assured for Employee, Spouse & 2 dependent children)	18,328
12.	Group Term Life Insurance Policy	34,319
<b>13.</b>	<b>Total Value of Benefits (Sl.10 + Sl.11+ Sl.12)</b>	<b>52,647</b>
<b>14.</b>	<b>Annual CTC (Fixed Pay + PLB + Value of Benefits)</b>	<b>55,00,089</b>
15.	Amount in lieu of Car	3,96,000
<b>16.</b>	<b>Total CTC (Annual CTC + Amt in lieu of Car)</b>	<b>58,96,089</b>
Note: Gratuity shall be payable as per the payment of Gratuity Act.		

- a) Board may exercise its discretion to grant increment every year up to maximum 10% on the annual Fixed Pay, based on his performance rating for that year. For the first year the increment shall be on pro rata basis if he has completed minimum three months in the concerned financial year.
- b) He will be eligible for performance linked bonus (PLB) based on his performance rating, if declared, at the end of the financial year subject to approval of Board. For the first year he may be entitled for PLB on pro rata basis if he has completed minimum three months in the concerned financial year.
- c) The aforesaid Offer is valid subject to he is being medically fit for the employment in CDSL IFSC Limited that will be determined in Pre-employment Medical checkup, clearance of background verification.
- d) The appointment may be terminated by giving three months' notice in writing or on payment of an amount equivalent to salary in lieu of such notice.
- e) He will not be eligible for severance pay.

**RESOLEVD FURTHER THAT** during the continuation of the tenure of the Managing Director and Chief Executive Officer, in case, the company has no profits or its profits are inadequate, the Company shall pay the above remuneration as minimum remuneration to the Managing Director and Chief Executive Officer including all the benefits, perquisites and other allowances as specified above in a such a manner and the same shall be subject to receipt of the requisite approvals, if any;

**RESOLVED FURTHER THAT** any of the Directors of the Company or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters, and things as may be deemed necessary and to sign and execute all necessary documents, applications, and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form(s) with the Registrar of Companies.”



6. **APPOINTMENT OF MR. BALASUBRAMANIAM VENKATARAMANI, MR. SAMAR PAWANKUMAR BANWAT, MR. KRISHNAN RAMKUMAR AND MR. SHIVANSHU LALIT MEHTA AS SHAREHOLDER DIRECTOR ON THE GOVERNING BOARD OF THE COMPANY.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

**“RESOLVED THAT** pursuant to the provisions of Sections 161(1) of the companies Act, 2013 read Rule 8 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the companies Act 2013 (including any modification or re-enactment thereof) and applicable provisions of the Articles of Association of the Company and in compliance with the approval granted by IFSCA vide its letter No. IFSCA/CM/KMP/2021-22/6 dated March 30, 2022, the consent of the members of the Company be and is hereby accorded for the appointment of **Mr. Balasubramaniam Venkataramani** (DIN: 00625701), **Mr. Samar Pawankumar Banwat** (DIN 07521003) **Mr. Krishnan Ramkumar** (DIN: 09129008) and **Mr. Shivanshu Lalit Mehta** (DIN 09306794) as Directors of the Company for a term of three years w.e.f. April 22, 2022 categorized as Shareholder Director (Non-Executive) , who shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** any of the Directors of the Company or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters, and things as may be deemed necessary and to sign and execute all necessary documents, applications, and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form(s) with the Registrar of Companies.”

7. **APPOINTMENT OF SHRI ARUN KUMAR PANDA AS AN INDEPENDENT DIRECTOR TO BE CATEGORIZED AS PUBLIC INTEREST DIRECTOR ON THE GOVERNING BOARD OF THE COMPANY:-**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:-

**“RESOLVED THAT** pursuant to the provisions of 149, 150, 152 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 read with schedule IV and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) and applicable provisions of the Articles of Association of the Company and in terms of IFSCA letter reference no. IFSCA/CM/KMP/2022-23/09 dated April 29, 2022 and in terms of Regulation 2(m) of IFSCA (Market Infrastructure Institutions) Regulations, 2021 (“MII Regulations”), Shri Arun Kumar Panda who has consented to act as a Public Interest Director and furnished declaration regarding the fulfilment of requirements specified under MII Regulations and Regulation 20 of the IFSCA (Bullion Exchange) Regulations, 2020 and who has submitted a declaration of satisfying the ‘independence’ criteria prescribed under section 149(6) of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for the appointment of



Shri Arun Kumar Panda (DIN 00786320) as an Independent Director categorized as Public Interest Director for a period of three years w.e.f. May 04, 2022 to May 03, 2025 and shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** any of the Directors of the Company or Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, and to do all such acts, deeds and things as may be considered expedient and necessary in this regard”

**By order of the Board of Directors  
For India International Depository IFSC Limited**

**Harshal Gandhi  
Company Secretary  
(Membership No. ACS 32595)**

**Place: Gandhinagar  
Date: 15 August,2022**

**Registered Office**  
Unit-310 & 311,3<sup>rd</sup> Floor, Signature Tower Block-13,  
Road 1C, Zone-1, GIFT SEZ,  
Gift City Gandhinagar- 382355, Gujarat, India

**NOTES:**

1. In view of the continuing COVID-19 global pandemic, the Ministry of Corporate Affairs (“MCA”) has issued circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder. On account of the threat posed by COVID-19”, MCA has issued circular no. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio-visual means (OAVM)” and Circular no. 02/2021 dated January 13, 2021 and 02/2022 dated 5 May, 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. A Statement pursuant to Section 102(1) of the Act (“Explanatory Statement”) relating to the Special Businesses (Item No. 3 to 7) to be transacted at the Meeting is annexed hereto. The details of Directors proposed to be appointed as required under Secretarial Standards – 2 on “General Meetings” issued by the Institute of Company Secretaries of India, are provided at the end, and form an integral part of this Notice.
3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC or OAVM, physical attendance of Members has been dispensed with. Accordingly, in terms of the above-mentioned MCA Circulars, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members may note that the Notice and Annual Report for FY 2021-22 will also be available on website of the Company i.e., [www.iidi.co.in](http://www.iidi.co.in).
4. In pursuance of section 112 and 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose of voting in the meeting. The Corporate Shareholders proposing to participate at the meeting through their representative, shall forward the necessary authorization letter /certified true copy of the Board resolution under Section 113 of the Act for such representation to the Company through e-mail to [harshalg@cdslindia.com](mailto:harshalg@cdslindia.com) before 7 working days of AGM.
5. The Members are requested to join the meeting through Microsoft Teams application by using laptop/desktops/mobile phones/iPads.
6. The Company Secretary shall send a meeting invite at the registered email addresses of the persons entitled to attend the Meeting, for joining the Meeting through Microsoft Teams application.
7. For joining through laptop/ desktops, the instructions are as follows:
  - a) Select 'Join Microsoft Teams Meeting' in the meeting invite sent to you on your email address/calendar. Thereafter, a page will be displayed where you can choose to



- either join on the web or download the desktop app. If you already have the Microsoft Teams app, the meeting will open on the app automatically.
- b) If you do not have a Teams account, select 'Join as a guest' and enter your name to join the meeting as a guest. If you have a Teams account, select 'Sign in and join'.
8. For joining through mobile phone/iPads, the instructions are as follows:
- a) For easy and efficient access of the Microsoft Teams meetings (including audio, video, and content sharing) on mobile, it would be advisable to download and install the Microsoft Teams mobile app.
- b) If you have the app, select 'Join Microsoft Teams Meeting' in the meeting invite sent on your registered email address to open the app and join the meeting. If you do not have the app, you will be taken to the app store where you can download the same.
- c) If you do not have a Microsoft Teams account, select 'Join as a guest' and enter your name to join the meeting as a guest. If you have a Teams account, select 'Sign in and join'.
9. It would be advisable to download and install the app before the meeting starts. It might take few minutes., depending on your internet connection.
10. On the date of the meeting, the Members, Directors, and all other persons authorized to attend the meeting, may join, using above the Teams applications from 10:45 A.M to 11:15 A.M. and post that no person shall be able to join the meeting.
11. Members attending the meeting through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.
12. The facility for joining the AGM through VC/OAVM will open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such scheduled time as mentioned in the Notice at point No.7.
13. M/s. S. R. Batliboi & Co., LLP, Chartered Accountants, Mumbai, bearing Firm Registration No. 301003E/E300005 with the Institute of Chartered Accountants of India were appointed as the First Statutory Auditors of the Company to hold office until the conclusion of the first Annual General Meeting of the Company at such remuneration as may be agreed between the Board and the said Auditors. Their appointment term will be completed at the conclusion of First Annual General Meeting of the Company and therefore, Company has approached M/s. Vidya & Co, Chartered Accountants ( Firm Reg. No. 308022E) for their appointment as Statutory Auditors of the Company for a term of five consecutive years from the conclusion of First Annual General Meeting (“AGM”) until the conclusion of Sixth AGM of the Company and received the consent of M/s. Vidya & Co, Chartered Accountants along with a confirmation that, their appointment, if made, by the members, would be within the limits prescribed under the Companies Act, 2013, as amended from time to time.



14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection electronically at the AGM. Members can inspect the same by sending an email before 7 working days of AGM to [harshalg@cdslindia.com](mailto:harshalg@cdslindia.com).
15. All documents referred to in the Notice will be available for inspection to the members of the Company. The members are required to send an email before 7 working days of AGM on [harshalg@cdslindia.com](mailto:harshalg@cdslindia.com) from their registered email id with the Company.

**Voting :-**

- i) In case a poll is demanded, Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder.
- ii) On demand of the poll, the Members may vote by sending an e-mail to the designated e-mail id : [harshalg@cdslindia.com](mailto:harshalg@cdslindia.com) stating their assent/ dissent. For convenience during voting, the Members are requested to use the following box and state the symbol or mention the no. of shares held by them in assent/ dissent box.

**Example 1: Using Symbol ('√')**

Item no. of agenda	Assent	Dissent
To increase the Authorized Share Capital of the Company	√	

**Example 2: Using No. of Shares held**

Item no. of agenda	Assent	Dissent
To increase the Authorized Share Capital of the Company	100	

**Additional Instructions:**

- I. Members can raise questions during the meeting. It is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same. Members are also requested to send their queries, if any, on Annual Report, to the Company Secretary at [harshalg@cdslindia.com](mailto:harshalg@cdslindia.com), not less than 7 days before the date of Meeting, so that the requisite information/ explanations can be provided in time.
- II. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 07, 2022, 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.

**Other Instructions:**

- The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on Cut-Off Date i.e., Wednesday, September 07, 2022.
- A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date only shall be entitled to vote at the AGM.
- Voting would be done by Show of hands at the Meeting.
- Members are requested to timely update their email address through their respective depository participant(s).
- In order to ensure smooth participation, the Members, Directors and all other persons authorized to attend the meeting are requested to ensure that the device used for attending the meeting through video conferencing has strong internet signal/ network.
- Further shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.
- In case of any doubts or clarification, the members are requested to contact [harshalg@cdslindia.com](mailto:harshalg@cdslindia.com).

16. Since the AGM will be held through VC or OAVM, the Route Map is not annexed in this Notice.

17. The term 'Members' has been used to denote Shareholders of the Company and the term 'Company' has been used to denote India International Depository IFSC Limited.

**By order of the Board of Directors  
For India International Depository IFSC Limited**

**Harshal Gandhi  
Company Secretary  
(Membership No. ACS 32595)**

**Place: Gandhinagar  
Date: 15 August,2022**



**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“The Act”)**

**The Following Statements sets out all material facts relating to the Special Business mentioned in the accompanying Notice of the Annual General Meeting :-**

**Item No. 3:-**

The Board of Directors of the Company through circular resolution passed as on 28<sup>th</sup> October, 2021 appointed Mr. Shri Satyananda Mishra as an Independent Director to be categorized as Public Interest Director on the Governing Board of the Company, not liable to retire by rotation, with effect from 22<sup>nd</sup> October, 2021, to hold the office of an Independent Director for a term of three years commencing on 22<sup>nd</sup> October, 2021, subject to the approval of Members in the ensuing Annual General Meeting.

Shri Satyananda Mishra meets the criteria of independence as provided in Section 149(6) of the Act and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Brief profile of Shri Satyananda Mishra and the additional information in respect of pursuant to the Secretarial Standards on General Meetings (SS-2), is given in Annexure A to this Notice. Shri Satyananda Mishra does not hold any Equity shares in the Company further, he does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Board considers that Shri Satyananda Mishra’s appointment is independent of the management of the Company and his association would be of immense benefit to the Company. Hence, the Board recommends the special resolution set out in Item No. 3 of this Notice for approval of the Members of the Company.

Necessary documents for the appointment of Shri Satyananda Mishra are available for inspection by the Members of the Company at the Registered Office of the Company during the business hours (except on Saturdays and Sundays) and will also be available at the venue of the AGM till the conclusion of the AGM based on the requests received by the company at [harshalg@cdslindia.com](mailto:harshalg@cdslindia.com).

Except Shri Satyananda Mishra being the appointee under this resolution, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

**Item No. 4 & 5 :-**

**APPOINTMENT OF MR. KAUSHAL SAMPAT, (DIN 09451743 ) AS DIRECTOR OF THE COMPANY and  
APPOINTMENT OF MR. KAUSHAL SAMPAT (DIN 09451743) AS MANAGING DIRECTOR AND CEO OF THE COMPANY:-**

The Board of Directors of the Company through its circular resolution passed as on 03<sup>rd</sup> March, 2022 appointed Mr. Kaushal Sampat as Managing Director and CEO of the company for a period of 3 (three) years, with effect from 10<sup>th</sup> March, 2022 to 9<sup>th</sup> March, 2025 and approved the terms and conditions of his appointment, including payment of remuneration, subject to the approval of Members of the Company.



Mr. Kaushal Sampat is not disqualified in terms of Section 164 of the Act and has given his consent to act as Director of the Company. Mr. Kaushal Sampat satisfies all the conditions as set out in Section 196(3) of the Act. Brief profile and details under Secretarial Standards – 2 are provided at the end of the notice.

The material terms of appointment and remuneration as given below:

Sr. No.	Component	Amount in ₹
1.	Basic	2,06,750
2.	HRA	103,375
3.	Additional Allowance	47,750
4.	<b>Gross Monthly Salary (Sl.1+Sl.2+Sl.3)</b>	<b>3,57,875</b>
5.	CO's PF Contribution (Sl.1 * 12%)	24,810
6.	Monthly Total (Sl.4 + Sl.5)	3,82,685
7.	Car Expense Reimbursement (annual entitlement)	3,60,000
8.	<b>Annual Fixed Pay ((Sl.6 * 12) + Sl.7)</b>	<b>49,52,220</b>
9.	<b>**Maximum Performance Linked Bonus (PLB) based on performance - 10% of Fixed Pay (Sl.8 * 10%)</b>	<b>4,95,222</b>
	<b>Value of Benefits:</b>	
10.	Mobile Bill facility	As per actuals
11.	GMI + GPA Premium (5 Lakhs sum assured for Employee, Spouse & 2 dependent children)	18,328
12.	Group Term Life Insurance Policy	34,319
13.	<b>Total Value of Benefits (Sl.10 + Sl.11+ Sl.12)</b>	<b>52,647</b>
14.	<b>Annual CTC (Fixed Pay + PLB + Value of Benefits)</b>	<b>55,00,089</b>
15.	Amount in lieu of Car	3,96,000
16.	<b>Total CTC (Annual CTC + Amt in lieu of Car)</b>	<b>58,96,089</b>

Note: Gratuity shall be payable as per the payment of Gratuity Act.

- a) Board may exercise its discretion to grant increment every year up to maximum 10% on the annual Fixed Pay, based on his performance rating for that year. For the first year the increment shall be on pro rata basis if he has completed minimum three months in the concerned financial year.
- b) He will be eligible for performance linked bonus (PLB) based on his performance rating, if declared, at the end of the financial year subject to approval of Board. For the first year he may be entitled for PLB on pro rata basis if he has completed minimum three months in the concerned financial year.
- c) The aforesaid Offer is valid subject to he is being medically fit for the employment in CDSL IFSC Limited that will be determined in Pre-employment Medical checkup, clearance of background verification.



- d) The appointment may be terminated by giving three months' notice in writing or on payment of an amount equivalent to salary in lieu of such notice.
- e) He will not be eligible for severance pay.

**Minimum Remuneration:** Notwithstanding anything contained above, wherein any financial year during his tenure as Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay the above remuneration as minimum remuneration to Mr. Kaushal Sampat including all the benefits, perquisites and other allowances as specified above in a such a manner and the same shall be subject to receipt of the requisite approvals, if any.

This explanatory statement together with the accompanying resolution may also be regarded as an abstract of the terms and conditions of the appointment of Mr. Kaushal Sampat under Section 190 of the Companies Act, 2013. The agreement entered with Mr. Kaushal Sampat shall be available for inspection.

None of the Directors, Key Managerial Personnel of the Company other than Mr. Kaushal Sampat is concerned or interested, financially or otherwise in the resolution set out at Item Nos. 4 & 5.

The Board recommends the ordinary and special resolution as set out at Item Nos. 4 & 5 of the Notice for approval by the members respectively.

**Item No. 6:-**

The Board of Directors had appointed Mr. Balasubramaniam Venkataramani (DIN: 00625701), Mr. Samar Pawankumar Banwat (DIN 07521003) Mr. Krishnan Ramkumar (DIN: 09129008) and Mr. Shivanshu Lalit Mehta (DIN 09306794) as Shareholder Directors (Non-Executive) with effect from April 22, 2022 for period of 3 (three) years in accordance with the provisions of Sections 161(1) of the companies Act, 2013 read Rule 8 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the companies Act 2013 (including any modification or re-enactment thereof) and applicable provisions of the Articles of Association of the Company and in compliance with the approval granted by IFSCA vide its letter No. IFSCA/CM/KMP/2021-22/6 dated March 30, 2022. The said shareholder Directors are not disqualified from being appointed as shareholder Director in terms of Section 164 of the Companies Act, 2013.

Accordingly, your Directors recommend the Resolution for the approval of the Members appointing the said shareholder Directors for a term of 3 (three) years w.e.f. April 22, 2022. Further, pursuant to the MCA notification dated January 04, 2017, the IFSC Public Companies are exempted from complying with the provisions of section 152(6) & (7) of the companies Act, 2013 and hence none of the above directors of the company shall retire by rotation at the ensuing Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Balasubramaniam Venkataramani, Mr. Samar Pawankumar Banwat, Mr. Krishnan Ramkumar and Mr. Shivanshu Lalit Mehta were, in any way, concerned or interested, financially or



otherwise, in the Ordinary Resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

**Item No. 7:-**

The Board of Directors of the Company through circular resolution passed as on 03<sup>rd</sup> May, 2022 appointed Mr. Arun Kumar Panda as an Independent Director to be categorized as Public Interest Director on the Governing Board of the Company, not liable to retire by rotation, with effect from May 04, 2022, to hold the office of an Independent Director for a term of three years commencing on May 04, 2022, subject to the approval of Members in the ensuing Annual General Meeting.

Mr. Arun Kumar Panda meets the criteria of independence as provided in Section 149(6) of the Act and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Brief profile of Mr. Arun Kumar Panda and the additional information in respect of pursuant to the Secretarial Standards on General Meetings (SS-2), is given in Annexure A to this Notice. Mr. Arun Kumar Panda does not hold any Equity shares in the Company further, he does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Board considers that Mr. Arun Kumar Panda appointment is independent of the management of the Company and his association would be of immense benefit to the Company. Hence, the Board recommends the special resolution set out at Item No. 7 of this Notice for approval of the Members of the Company.

Necessary documents for the appointment of Mr. Arun Kumar Panda is available for inspection by the Members of the Company at the Registered Office of the Company during the business hours (except on Saturdays and Sundays) and will also be available at the venue of the AGM till the conclusion of the AGM based on the requests received by the company at [harshalg@cdslindia.com](mailto:harshalg@cdslindia.com)

Except Mr. Arun Kumar Panda being the appointee under this resolution, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of this Notice.

**By order of the Board of Directors  
For India International Depository IFSC Limited**

**Harshal Gandhi  
Company Secretary  
(Membership No. ACS 32595)**

**Place: Gandhinagar  
Date : 15 August,2022**



**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 01<sup>st</sup> ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 1.2.5 OF SECRETARIAL STANDARDS – 2 ON “GENERAL MEETINGS”:-**

**1. NAME OF DIRECTOR : SATYANANDA MISHRA**

DIN	01807198
Date of first Appointment on the Board	22 October, 2021
Date of Birth (Age)	17 January, 1949 (73 years)
Qualifications	MA (Eng Lit) (Utkal), MSc (policy Planning) (LSE) & M Phil (Public Administration (Punjab)
Shareholding in the company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
Experience	He was the former Chief Information Commissioner of India and has a diverse and exemplary career of more than 40 Years in the Indian Administrative Services. He served as the Director of Small Industries Development Bank of India until 2018 and was the Chairman and Non- Executive Independent Director of the Multi Commodity Exchange of India Limited.
No. of meetings of the Board attended during the year	02
Other Directorship, Membership/Chairmanship of Committees of other Boards as on 31 March, 2022	<p>Directorship in other Companies :</p> <ol style="list-style-type: none"> <li>1. Ugro Capital Limited</li> <li>2. Pradeep Phosphates Ltd</li> <li>3. Invesco Trustee Private Limited</li> </ol> <p><b>Membership of Committees of other Boards :</b></p> <ol style="list-style-type: none"> <li>1. <b>Ugro Capital Limited</b> – Audit Committees, Stakeholders Relationship Committees, Risk Management Committees, Asset Liability Committees, Compliance Committee, Investment and Borrowing.</li> </ol> <p><b>Chairmanship of other Boards :</b></p> <ol style="list-style-type: none"> <li>1. <b>Ugro Capital Limited</b> : Corporate Social Responsibility Committee, Nomination and Remuneration Committee</li> </ol>



	<p><b>2. Pradeep Phosphates Limited :</b> Stakeholders' Relationship Committee</p> <p><b>3. Invesco Trustee Private Limited :</b> Operations, IT &amp; Risk Management</p>
Terms and conditions of appointment or re appointment along with details of remuneration sought to be paid	Mr. Satyananda Mishra is Public Interest Director (Independent Director)
Remuneration last drawn by such person, if applicable	Sitting fees for attending meetings of the Board and its Committees within the prescribed limit as decided by the Board of Directors.
Justifications for choosing the appointees for appointment as Independent Director	The Board considers that Mr. Satyananda Mishra appointment is independent of the management of the Company and his association, past experience, their contribution in the corporate sector would be of immense benefit to the Company.

## 2. NAME OF DIRECTOR : KAUSHAL SAMPAT

DIN	09451743
Date of first Appointment on the Board	10 March, 2022
Date of Birth (Age)	12 October, 1979 (43 years)
Qualifications	B.com, MBA in Finance
Shareholding in the company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
Experience	Finance professional with extensive experience in managing International Financial Service Center Unit, Corporate banking relationship management, transaction banking sales, credit risk analysis and delivering on related business metrics in sync with overall organizational goals and objectives. Expertise in developing and implementing strategy for growth of International Banking Unit, compliances related to International Banking Unit, revenue growth, market penetration, sales/cross-sales, risk management, and credit approvals/sanctions. Analytical, problem solving and leadership qualities inherited by delivering solutions in conjunction with



	business requirements. Focus on satisfying customer needs while ensuring both top line and bottom line results. Skilled in interactions with different stakeholders across units, regions and groups.
No. of meetings of the Board attended during the year	01
Other Directorship, Membership/Chairmanship of Committees of other Boards as on 31 March, 2022	NIL
Terms and conditions of appointment or re appointment along with details of remuneration sought to be paid	MD & CEO, as per the Employment agreement, resolution and explanatory statement of the said Director.
Remuneration last drawn by such person, if applicable	Total CTC : Rs. 58,96,089 p.a.

### 3. NAME OF DIRECTOR : BALASUBRAMANIAM VENKATARAMANI

DIN	00625701
Date of first Appointment on the Board	22 April, 2022
Date of Birth (Age)	30 July, 1971 (51 years)
Qualifications	ICWA, CFA, M.com
Shareholding in the company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
Experience	he was the Chief Business Officer of BSE heading the business development encompassing all business segments viz. Equities, Equity Derivatives, Debt, Interest Rate Futures, Currency Derivatives, Mutual Fund Distribution platform and SME platform. In addition to the markets business, he was also responsible for the listings and data business of BSE and managing the entire trading operations and membership operations, He has over 25 years of experience in the Capital Markets industry and has previously worked with Reliance Group as Vice President and was also as co-founder of BSE Technologies Private Limited.
No. of meetings of the Board attended during the year	NIL
Other Directorship, Membership/Chairmanship of Committees of other Boards as on 31 March, 2022	<b>Directorship in other Companies :</b> 1. India International Exchange (IFSC)Limited 2. India Inx Global access IFSC Limited



	<p>3. India International Bullion Holding IFSC Limited</p> <p>4. India International Clearing Corporation(IFSC) Limited</p> <p>5. India International Exchange (IFSC)Limited</p> <p>6. India International Bullion Exchange IFSC Limited</p> <p>7. BSE Sammaan CSR Limited (Under Liquidation)</p> <p>8. BSE Institute Limited</p> <p><b>Chairmanship/Membership of other Boards :</b></p> <p><b>Chairmanship of other Boards :</b></p> <p>1. BSE Institute Limited - Nomination and Remuneration Committee</p> <p><b>Membership of Committees of other Boards :</b> 1. BSE Institute Limited – Audit Committee</p>
Terms and conditions of appointment or re appointment along with details of remuneration sought to be paid	Shareholder Director (Non-executive)
Remuneration last drawn by such person, if applicable	N.A.

#### 4. NAME OF DIRECTOR : SAMAR PAWANKUMAR BANWAT

DIN	07521003
Date of first Appointment on the Board	22 April , 2022
Date of Birth (Age)	25 February, 1972 (50 years)
Qualifications	ICWA, CA, B.com, Qualified as a CISA (Certified Information Systems Auditor)
Shareholding in the company	1 Equity share, (Nominee of India International Bullion holding IFSC Limited)
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
Experience	Approx. 25 years of experience in financial market and has all round experience in the depository business including strategy, operations, and business development.
No. of meetings of the Board attended during the year	NIL



Other Directorship, Membership/Chairmanship of Committees of other Boards as on 31 March, 2022	<b>Directorship in other Companies :</b> 1. NSDL International Depository IFSC Limited (Under Process of Striking Off) 2. India International Bullion Holding IFSC Limited 3. India international Bullion Exchange IFSC Limited 4. NSDL Database Management Limited <b>Chairmanship/Membership of other Boards :</b> <b>NIL</b>
Terms and conditions of appointment or re appointment along with details of remuneration sought to be paid	Shareholder Director (Non-executive)
Remuneration last drawn by such person, if applicable	N.A.

#### 5. NAME OF DIRECTOR : KRISHNAN RAMKUMAR

DIN	09129008
Date of first Appointment on the Board	30 March , 2021 (Subsequently appointed as on 22 April, 2022)
Date of Birth (Age)	24 April, 1971 (51 years)
Qualifications	Graduate from Physics from Bombay University (now Mumbai University) Master degree in Financial Management from Mumbai University and also a Fellow of the Insurance Institute of India (FIII)
Shareholding in the company	1 Equity share, (Nominee of India International Bullion holding IFSC Limited)
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
Experience	Approx. 25 years of experience in various roles and responsibilities across various departments viz. Operations, Training, Admission, Audit, Inspection and Compliance, Business Development and New Projects. There have been quite a few new projects or new initiatives launched or incubated during his tenure of handling New Projects.
No. of meetings of the Board attended during the year	NIL



Other Directorship, Membership/Chairmanship of Committees of other Boards as on 31 March, 2022	<b>Directorship in other Companies :</b> 1. India International Bullion Holding IFSC Limited 2. India International Bullion Exchange IFSC Limited 3. CDSL insurance Repository Limited 4. CDSL Commodity Repository Limited  <b>Chairmanship/Membership of other Boards : NIL</b>
Terms and conditions of appointment or re appointment along with details of remuneration sought to be paid	Shareholder Director (Non-executive)
Remuneration last drawn by such person, if applicable	N.A.

#### 6.NAME OF DIRECTOR : SHIVANSHU LALIT MEHTA

DIN	09306794
Date of first Appointment on the Board	22 April , 2022
Date of Birth (Age)	15 August, 1976 ( 46 years)
Qualifications	PGDBM (Marketing and Operations)
Shareholding in the company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
Experience	Working as Head-Bullion at India's largest commodity exchange, MCX. Approx. 21 years of experience in both physical and financial commodity markets, specifically in non-ferrous and precious metals.
No. of meetings of the Board attended during the year	NIL
Other Directorship, Membership/Chairmanship of Committees of other Boards as on 31 March, 2022	<b>Directorship in other Companies :</b> 1. India International Bullion Holding IFSC Limited 2. India International Bullion Exchange IFSC Limited  <b>Chairmanship/Membership of other Boards : NIL</b>
Terms and conditions of appointment or re appointment along with details of remuneration sought to be paid	Shareholder Director (Non-executive)
Remuneration last drawn by such person, if applicable	N.A.



## 7. NAME OF DIRECTOR : ARUN KUMAR PANDA

DIN	00786320
Date of first Appointment on the Board	04 May, 2022
Date of Birth (Age)	30 April, 1960 (62 years)
Qualifications	M.A., PhD
Shareholding in the company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
Experience	<ul style="list-style-type: none"> <li>•More than thirty years of diverse work experience in the Government as a member of the Indian Administrative Service (IAS) – at senior leadership position overseeing policy and strategy formulation; both in Central and State Government.</li> <li>•Conceptualized and undertook many high profile path breaking initiatives</li> <li>•Worked as Secretary to Government of India for almost three years in the Ministry of MSME</li> <li>•Seven years’ experience in various verticals of Health Sector: both policy making and implementation level in Government of India</li> <li>•More than five years’ experience in Housing and Urban Development in the state of Odisha; both as the Principal Secretary to the Government and as Chief of the Capital Region Development Authority</li> <li>•Four years’ experience in turning around a state level Milk Federation from a loss making entity to a profitable one</li> </ul>
No. of meetings of the Board attended during the year	NIL
Other Directorship, Membership/Chairmanship of Committees of other Boards as on 31 March, 2022	<b>Directorship in other Companies :</b> <ol style="list-style-type: none"> <li>1. TP Southern Odisha Distribution Limited</li> <li>2. TP Northern Odisha Distribution Limited</li> </ol>

	<p><b>Chairmanship/Membership of other Boards :</b></p> <p><b>Chairmanship of other Boards :</b></p> <p>1. TP Southern Odisha Distribution Limited- Audit Committee</p> <p>2. TP Northern Odisha Distribution Limited - Audit Committee</p>
Terms and conditions of appointment or re appointment along with details of remuneration sought to be paid	Mr. Arun Kumar Panda is Public Interest Director (Independent Director)
Remuneration last drawn by such person, if applicable	Sitting fees for attending meetings of the Board and its Committees within the prescribed limit as decided by the Board of Directors.
Justifications for choosing the appointees for appointment as Independent Director	The Board considers that Mr. Arun Kumar Panda appointment is independent of the management of the Company and his association, past experience, their contribution in the corporate sector as well in government companies would be of immense benefit to the Company.



## Board of Directors' Report

**Dear Shareholders,**

Your Directors have pleasure in presenting the First Annual Report on the business and operations of the Company ("India International Depository IFSC Limited" or "IIDI" or "Company"), along with Audited Financial Statements of your Company for the year ended March 31, 2022 ("year under review").

### Financial Highlights-

Particulars	Standalone	
	Year ended March 31, 2022	
	Rs. In Lakhs	USD in Lakhs
Income from Operations	0.00	0.00
Other Income (USD 110.70)	0.08	0.00
<b>Total Income</b>	<b>0.08</b>	<b>0.00</b>
Expenditure	158.31	2.12
<b>Profit/Loss before Depreciation and Taxation</b>	<b>(158.23)</b>	<b>(2.12)</b>
Depreciation	0.00	0.00
<b>Profit/Loss Before Tax</b>	<b>(158.23)</b>	<b>(2.12)</b>
Provision for Taxation	0.00	0.00
Provision for Deferred Tax for the year	0.00	0.00
<b>Profit/Loss after Tax</b>	<b>(158.23)</b>	<b>(2.12)</b>
Other Comprehensive Income (Net of Tax)	45.07	0.00
<b>Total Comprehensive Income</b>	<b>(113.16)</b>	<b>(2.12)</b>

### THE STATE OF THE COMPANY'S AFFAIRS:-

CDSL, the parent company has floated a wholly owned subsidiary company in the name and form of 'CDSL IFSC Limited' (CIL). This company operates a depository in the IFSC at GIFT City. CIL is a foreign depository and caters to a global audience of investors. CIL operates under the regulatory oversight of IFSCA. All investors who are eligible/allowed to hold and transact in securities in the IFSC space are identified as Eligible investors. Both Indian resident individuals (under LRS scheme limitations) and foreign entities and non-resident Indians (NRIs) are identified as Eligible investors. In addition to be registered as an FPI (Foreign portfolio investor) a foreign entity can also be an Eligible Foreign investor (EFI) and stay invested in IFSC. Investor will be able to hold eligible securities viz. Equity shares of a company incorporated outside India; Depository receipt(s); Debt securities issued by eligible issuers and any other type of security as



permitted allowed by IFSCA.

### **Change in the Nature of Business-**

The Company has not undergone any changes in the nature of the business during the FY 2021-2022.

### **Financial Performance**

#### **Standalone Results**

This is the first financial year of the company and the company has not started its operation. therefore, there was no revenue from operations of the company has been generated. Other Income has been reported of Rs. 0.08 Lakhs during the year under review.

#### **Dividend**

In view of the loss incurred by the company during the year under review, your board of Directors do not recommend any dividend for the F.Y. 2021-22.

#### **Transfer to Reserves**

In view of the loss incurred by the company during the year under review, your Board of Directors do not recommend appropriating any amount to be transferred to General Reserves for the F.Y. 2021-22.

### **Change of Name of the Company**

Pursuant to condition precedent of the Share Purchase Agreement executed between CDSL, the company and India International Bullion holding IFSC Limited (IIBHIL) , the company had made the application to Registrar of companies for change of name from CDSL IFSC Limited to India International Depository IFSC Limited and company has received the Name approval letter from Registrar of companies as on 31<sup>st</sup> March, 2022.

### **Operational Performance**

The capital market plays a significant role in building the economy as it channelizes domestic saving into sustainable financial assets. The Indian capital markets are robust and deep. GIFT IFSC is a Multi Services Special Economic Zone and it aspires to become India's gateway for inbound and outbound requirements of the international financial services. The new Regulatory approvals at GIFT IFSC is poised to attract foreign investments and particularly financial institutions and intermediaries to its precinct. The digitization of various processes has helped to have easier access to international stock markets and depository services. In order to sustain the growth in its depository business, your company continues to focus on the enhancement of operational efficiency, upgradation of technology, and service quality.

Currently, depository focuses its business on securities as well as bullion market and foresee significant opportunities.

### Beneficial Owner Accounts

During the year under review, 14 Beneficial Owner (BO) accounts were opened in the Bullion Depository System and 33 BO accounts were opened in the Security Depository System as on 31<sup>st</sup> March, 2022.

The Detailed Break-up of the Beneficial Owner accounts opened in the Bullion Depository system are as follows:

Particulars	Account Opened (as on 31 <sup>st</sup> March, 2022)
Eligible Foreign Investor - Non-Individual	2
Body Corporate – Domestic	3
Qualified Jewellers – Client	4
CM - Settlement Account	3
Clearing Corporation	1
Clearing Corporation - withheld account	1
<b>Total</b>	<b>14</b>

The Detailed Break-up of the Beneficial Owner (BO) accounts opened in the security Depository system are as follows:

Particulars	Account Opened (as on 31 <sup>st</sup> March, 2022)
FPI Corporate	1
Body Corporate	19
Bank	2
Clearing Member (CM)	3
Individual	8
<b>Total</b>	<b>33</b>

### Securities admitted-

Unsponsored Depository Receipts are available for dematerialization by the investors. Details of the said receipts admitted with the company are given below:

Securities	Year ended March 31, 2022
Unsponsored Depository Receipt	50
<b>Total</b>	<b>50</b>



### **Position of Securities held in the System-**

The value and volume of securities held with the company in the year under review are indicated below:

<b>Particulars</b>	<b>Year ended March 31, 2022</b>
Settlement Value (in USD)	5549
Settlement Volume	766
Value of Custody (in USD)	31,14, 728

### **Depository Participants -**

As on March 31, 2022, 3 (three) Depository Participants under security depository held valid registration certificates of International Financial Services Centres Authority.

### **Vault Manager-**

As on March 31, 2022, 1 (One) Vault Manager held valid registration certificate of International Financial Services Centres Authority.

### **KEY MILESTONES -**

Following is a summary of key milestones achieved, major events during F.Y. 2021-22:

IIDI had completed Trial Run of trading operations on the India International Bullion Exchange (IIBX) . Trial Run included actual deposit of physical bullion into empaneled Vault, creation of Bullion Depository Receipt by IIDI, Trading and Settlement in live environment by International Bullion Exchange / Clearing Corporation and subsequent extinguishment of Bullion Depository Receipt and delivery of Bullion to Beneficial Owners.

### **Physical settlement of NSE IFSC Receipts:-**

NSE IFSC Limited has launched trading in Unsponsored Depository Receipts (NSE IFSC Receipts), under the regulatory sandbox framework prescribed by the IFSCA, with effect from March 3, 2022. The NSE IFSC Receipts offers an opportunity to the Indian Retail Investors to invest in US stocks, listed on US exchanges like NASDAQ and NYSE. Investors are provided an option to trade in fractional quantity when compared to the underlying shares traded in the US market.

The Indian retail investors can transact in NSE IFSC Receipts under the Liberalized Remittance Scheme (LRS) prescribed by the Reserve Bank of India (RBI). The NSE IFSC Receipts are currently available on US Stocks.

Subsequent to the IFSCA allowing introduction of cash-based products in IFSC, delivery-based trades could be facilitated on the Exchanges resulting in settlement of securities by Clearing Corporation. Thus, NSE IFSC Clearing Corporation Limited (NICCL) has entered into an agreement with CDSL IFSC Ltd for opening of pool accounts and establishing connectivity between NICCL and CDSL IFSC Ltd to facilitate settlement of securities including NSE IFSC Receipts traded on the NSE IFSC platform.



CDSL IFSC Limited has entered into an agreement with NSE IFSC Receipts Custodian (i.e., HDFC Bank IBU) to act as the registrar to provide services related to the NSE IFSC Receipts, including:

- Creation of ISINs for the NSE IFSC Receipts
- Creation of NSE IFSC Receipts on the basis of instructions from NSE IFSC Receipts Custodian
- Maintain the electronic register of Holders for each ISIN
- Cancellation of NSE IFSC receipts on the basis of cancellation request received by the NSE IFSC Custodian from Holders and instruction from NSE IFSC Receipts Custodian
- Distribution of securities to holders through corporate actions as per the instructions of NSE IFSC Receipts Custodian and
- Sending notices and relevant information to the Holders as per the instructions of NSE IFSC Receipts Custodian

CDSL IFSC Limited, as Global IFSC Depository has also entered into the Agreement with the NSE IFSC Receipts Custodian for admittance of the NSE IFSC Receipts to the depository system in GIFT City IFSC, and related services.

#### **New Initiatives-**

##### **Application Program Interface (API)**

Integrations has been done between Bullion Depository System of the Company and SEZ Online Portal – using API methodology for seamless exchange of data to facilitate customs clearance for delivery of Bullion to the Qualified Jewelers in Domestic Tariff Area.

##### **Recognition:**

**RTA Services :** IFSCA has designated IIDI to provide Registrar and Transfer Agent services as mentioned below:

1. Transfer, transposition, nomination, subdivision, consolidation & split
2. Demat and Remat of securities
3. Monetary and Non-Monetary corporate Actions,
4. Dividend and interest distribution
5. Maintaining register of members
6. Investor services

**Issuance of ISIN :** ISIN is unique identification code to identify the products like, BDR, UDR, various debt instruments. Further, IFSCA has delegated the activity of generation of ISIN for securities in GIFT IFSC to IIDI.

#### **KEY REGULATORY DEVELOPMENTS:-**

##### **1. UNION BUDGET 2022-23: Gifts Copious for GIFT IFSC:-**

The Union Budget 2022-23 has provided new impetus to cementing the GIFT IFSC's position as a jurisdiction providing financial services and products comparative with the global financial markets. For ensuring ease of doing business, one of the key enablers is providing



efficient and effective dispute resolution. To enable the same, the budget has paved way for an autonomous dispute resolution mechanism by announcing to set-up an International Arbitration Centre in the GIFT City for timely settlement of disputes under international jurisprudence, which will result in boosting investors' confidence.

To further promote the IFSC as a 'Global Financial Hub', the budget has proposed tax exemptions for income of nonresidents from offshore derivative instruments and income received from portfolio management services in IFSC. This will not only boost the trading but also liquidity on the recognized stock exchanges in IFSC. Other tax exemptions for over the counter (OTC) derivatives issued by an offshore banking units and income from royalty and interest on account of lease will boost the IFSC as a one stop destination for all businesses within the IFSC ecosystem. Emphasis was also placed in the budget regarding issuance of sovereign Green Bonds for mobilizing resources for green infrastructure. The budget proposals to facilitate sustainable and green finance in the country, through GIFT IFSC, is going to provide further thrust for 'Green Finance' at the IFSC.

It is essential that the right talent is easily available for the success of business ecosystem at the IFSC. The budget proposed setting up of world-class foreign universities and institutions in the GIFT IFSC to offer courses in Financial Management, FinTech, etc. free from domestic regulations, except those by IFSCA. The move is expected to facilitate availability of high-end human resources for financial services and technology at GIFT IFSC and cement the IFSC as a world class 'fintech hub.'

## **2. International Financial Services Centres Authority (Market Infrastructure Institutions) Regulations 2021**

The International Financial Services Centres Authority (IFSCA) has notified the International Financial Services Centres Authority (Market Infrastructure Institutions) Regulations, 2021. As per the Regulations, no person shall conduct, organise or assist in organising any stock exchange, clearing corporation or depository in an International Financial Services Centres (IFSCs) unless he has obtained recognition from the Authority.

The Regulations provide for the requirements for the grant of recognition, regulatory fees payable, renewal and/or withdrawal of recognition. Further, for a recognised market infrastructure institution a minimum net worth of USD 3 million is required. Further, the audited net worth certificate from the statutory auditor is to be submitted on a yearly basis by 30th September every year.

The norms for the Governance of market infrastructure institutions requires that it shall adopt the broader principles of governance prescribed under the Principles for Financial Market Infrastructures issued by the Committee on Payments and Market Infrastructures (CPMI) and International Organization of Securities Commissions (IOSCO) and other governance norms specified by the IFSCA, from time to time. The governing board shall include shareholder directors, public interest directors and managing director and the company is required to reconstitute it's Board within the specified timeline granted by IFSCA. Further, the directors and key management personnel shall abide the specified Code of



Conduct.

The Regulations also lays down the general obligations of a recognised stock exchange, recognised clearing corporation and recognised depository.

### **3. International Financial Services Centres Authority (Capital Market Intermediaries) Regulations, 2021**

The Regulations provide for regulatory requirements in respect of registration, obligations and responsibilities, inspection and enforcement of various types of capital market intermediaries such as clearing members, depository participants, broker dealers, custodians, investment bankers, credit rating agencies, portfolio managers, investment advisers, debenture trustees and account aggregators.

An entity desirous of obtaining a certificate of registration as a capital market intermediary in IFSC shall submit an application form in the format provided in Part I of Schedule I to the IFSCA along with the application fees as specified.

Provided that the applicant seeking registration to act as a clearing member or broker dealer or depository participant shall make the application along with such additional information through the recognised stock exchange or recognised clearing corporation or recognised depository respectively.

An entity seeking registration as a capital market intermediary shall comply with the net worth requirements as specified in Schedule II of these regulations or such other amount as may be specified by the IFSCA, and the same shall be maintained at all times.

Further, a capital market intermediary shall ensure that the entity and its principal officers, directors/ partners/ designated partners, key managerial personnel and controlling shareholders are fit and proper persons, at all times.

The IFSCA may, after considering the application and on being satisfied that the applicant has complied with the conditions laid down in these regulations and is eligible to act as a capital market intermediary, and upon receipt of registration fees (as specified by the Authority), grant registration to the applicant subject to the conditions as the Authority may deem fit.

The certificate of registration of a capital market intermediary shall be valid for such period as may be specified by the Authority, unless it is suspended or cancelled by the Authority.

### **4. IFSCA (Bullion Exchange) Regulations, 2020:-**

International Financial Services Centres Authority (Bullion Exchange) Regulations, 2020 enables the setting up of an International Bullion Exchange at GIFT IFSC and the entire ecosystem for enabling and settling of trades in permitted bullion contracts

#### **Key Circulars issued by IFSC Authority relevant for the securities markets:-**

##### **I. Fee structure for Market Infrastructure Institutions (MIIs) and participants:-**

The fee structure for MIIs and related market participants was revised by the IFSCA. The fee



structure shall be applicable to all stock exchanges /clearing corporations operating in the IFSC. The stock exchange / clearing corporations shall pay the fees to the IFSCA, within thirty days of the conclusion of the relevant financial year.

The circular also indicated the applicable fees for depositories and clearing members operating in the IFSC.

Any entity desirous of operating as a stock broker in IFSC shall apply for registration with IFSCA through a stock exchange. A stock broker shall deposit the turnover based fees with IFSCA, on a monthly basis, by the fifth working day of the subsequent calendar month.

## **II. Application Forms for Recognition and Renewal of MII :-**

IFSCA decided to issue application forms for recognition and renewal of Market Infrastructure Institutions (MIIs) in GIFT IFSC. Earlier, the IFSCA had notified the IFSCA (Market Infrastructure Institutions) Regulations, 2021 on April 12, 2021. Accordingly, new entities desirous of operating as MIIs and existing MIIs operating in GIFT IFSC are advised to submit the applications forms for recognition / renewal of recognition as per the formats provided in Annexure.

## **III. Code of Conduct and Code of Ethics for the Directors and KMP of recognized MIIs in GIFT IFSC :-**

The circular prescribed regulations wherein every Director and KMP of the recognized MIIs [Recognized Stock Exchange, Recognized Clearing Corporation, Recognized Depository, Recognized Bullion Exchange, Recognized Bullion Clearing Corporation, Recognized Bullion Depository] in GIFT IFSC has to abide by the Code of Ethics and Code of Conduct specified by the IFSCA.

Part A of the circular specified the code of conduct for directors while part B of the circular indicated the Code of Ethics for the Directors on the governing board and Key Management Personnel (KMP) of the recognized MIIs in GIFT-IFSC.

## **IV. Clarification regarding disclosure of dealing in securities by Directors and Key Management Personnel of the all recognized MIIs in GIFT-IFSC:-**

IFSCA had issued the guidelines on the “Code of Conduct and Code of Ethics for the Directors and Key Management Personnel (KMP) of recognized Market Infrastructure Institutions (MIIs) in GIFT IFSC” vide circular no. 286/IFSCA/ CMDDMIIT/PM/2021, dated September 13, 2021.

The clause 5 (c), clause 9 and clause 10 of the circular pertain to disclosure of dealing in securities by the Directors and Key Management Personnel. It is clarified in the circular that the above clauses will only be applicable with respect to dealings in securities in GIFT- IFSC.



### **Capital Structure and changes therein**

- The Authorised share capital of the company is Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of INR 1 (Rupee One) each.
- During the year under review, the authorised share capital of the company increased from Rs. INR 5,00,00,000 (Rupees Five Crore Only) divided into 5,00,00,000 (Five Crore) Equity Shares of INR 1 (Rupee One) each to INR 20,00,00,000 (Rupees Twenty Crore Only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of INR 1 (Rupee One) each.
- During the year under review, the paid-up share capital of the company increased to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of INR 1 (Rupee One) each through allotment of Rs. 15,00,00,000 (Fifteen Crore) Equity Shares of Re.1/- each as on June 28, 2021 at par to Central Depository Services (India) Limited, on rights basis.

### **Steps taken pursuant to COVID-19 Pandemic-**

In 2021, the world continued to reel under the threat of the coronavirus. The second wave of the COVID-19 pandemic hit India hard, and as a company, we were faced with several challenges and disruptions. Your Company had managed this unprecedented situation with three clear objectives:

- Protecting our employees,
- Supporting our communities, and
- Protecting the financial health of our business

Keeping in view the safety of the staff members of the Company, 'work from home' policy was implemented with effect from January 05, 2022 till 31<sup>st</sup> March, 2022 and staff members were provided with secure means to connect to CDSL IFSC applications to carry out their daily operations and to ensure that Depository's operations are carried out smoothly. The administration department is also ensuring that during this period housekeeping and deep cleaning of the premises are being regularly carried out, so as to ensure a clean and safe office space is available to the employees whenever lockdown restrictions are relaxed.

### **Details of Subsidiaries, Joint Ventures and Associate Companies-**

Your Company has no subsidiary, joint venture and associate companies as on March 31, 2022. Hence, AOC-1 is not applicable to your company.

### **Dematerialization of equity shares of your Company**

During the year under review, the equity shares of your Company are admitted with Central Depository Services (India) Limited (CDSL). M/s. CDSL Ventures Limited has been appointed as Registrar and Transfer Agent. As on date, 100% of your Company's equity shares are in dematerialized form.



## Human Resource Development

The company recognizes 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 endeavors to enhance the quality and competence of its employees across cadres.

## 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.

## Directors Retiring by Rotation

Pursuant to the MCA notification dated January 4, 2017, the IFSC Public Companies are exempted from complying with the provisions of Section 152 (6) & (7) of the Companies Act, 2013 and hence none of the Directors of the Company shall retire by rotation at the ensuing Annual General Meeting.

## Directors and KMPs

IFSCA (Market Infrastructure Institutions) Regulations, 2021 were notified on April 12, 2021 and IFSCA (Bullion Exchange) Regulations, 2020 notified as on 04<sup>th</sup> December, 2020, As per said regulations, the appointment and re-appointment of all Shareholder Directors including Public Interest Directors on the board of depository shall be with the prior approval of IFSCA.

Directors on the governing Board of the Company as on March 31, 2022 are as follows:

Name of Directors	Category
Shri. Satyananda Mishra	Public Interest Director (Chairman)
Shri. Kaushal Sampat	Managing Director & CEO
Smt. Nayana Ovalekar	Director
Shri. Girish Amesara	Director
Shri. Amit Mahajan	Director
Shri. Krishnan Ramkumar	Director

## Change in composition of Board during the year:

There had been changes in the constitution of the Board of Directors.

The Constitution of KMPs of the Company during the FY 2021-22 are as follows:-

Shri. Kaushal Sampat, MD & CEO was appointed w.e.f. March 10, 2022, Shri Harshal Gandhi, Company Secretary and Compliance Officer was appointed w.e.f. November 16, 2021 and Smt. Sonal Barot, Chief Financial Officer was appointed w.e.f. September 01, 2021.

During the year, Shri. Satyananda Mishra appointed as chairman and Public Interest Director of the company, on basis the recommendation of the Board of Directors & Shareholders of the Company and approval received from IFSCA was effective w.e.f. October 22, 2021 for a period of 3 years pursuant to IFSCA MII and Bullion Exchange Regulations.

**Number of meetings of the Board of Directors:**

6 (Six) meetings of the Board of Directors were held on following dates during the year under review.

<b>Sr. No.</b>	<b>Date of Board Meeting</b>
1	April 27, 2021
2	July 20, 2021
3	September 14, 2021
4	October 20, 2021
5	January 20, 2022
6	March 29, 2022

**Declaration from Directors-**

The terms and conditions of appointment of Public Interest Director (PID) are as per Schedule IV of the Companies Act, 2013 and IFSCA (Market Infrastructure Institutions) Regulations, 2021. They have submitted a declaration that each of them meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013. Further, in compliance with Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014, all the PIDs of the Company have registered themselves with the Indian Institute of Corporate Affairs (IICA), Manesar and have included their names in the databank of Independent Directors within the statutory timeline and they have also passed online self-assessment proficiency test as applicable to them. They have also submitted a declaration confirming the compliance of Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014. Further, all PIDs have also given the declarations that they satisfy “fit and proper” criteria as stipulated under Regulation 23 of International Financial Services Centres Authority (Market Infrastructure Institutions) Regulations, 2021 (“MII Regulations”).

There has been no change in the circumstances which may affect their status as PIDs during the year.

**A Statement regarding opinion of the Board with regard to Integrity, Expertise and Experience (including the proficiency) of the Independent Directors appointed during the Year:-**

The Board is of the opinion that Public Interest Directors appointed on the Board of the Company possess requisite expertise, experience, and integrity.

**Risk Management:**

The Company has an enterprise-wide risk assessment and review mechanism which inter alia consists of risk identification, assessment and categorization of risks taking into account the impact and likelihood of these risks arising, and mitigation plans to control the overall risk exposure for the company.



### **Declaration by the Company:**

None of the Directors of the Company are disqualified for being appointed as Directors as specified in Section 164 (2) of the Act read with Rule 14 of Companies (Appointment and Qualifications of Directors) Rules, 2014. Further, there were no acts of omission/commission by the company itself leading to the disqualifications of its directors.

### **Statutory Auditors & Audit Report:**

M/s. S. R. Batliboi & Co. LLP (Firm Registration No. 301003E/ E300005), Chartered Accountants, Mumbai were appointed as Statutory Auditors of the company in the first Board Meeting held on April 27, 2021 to hold office until the conclusion of the first Annual General Meeting of the Company at such remuneration as may be agreed between the Board and the said Auditors. Accordingly, M/s. S. R. Batliboi & Co. LLP are the Statutory Auditors of the Company for the FY 2021-22 and shall continue as Statutory Auditors of the Company till the conclusion of the First 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. There are no frauds reported by auditors under sub-section (12) of section 143 of the Companies Act, 2013.

Further, the term of M/s. S. R. Batliboi & Co. LLP , as statutory auditor of the company has been expired at the Annual General Meeting and therefore, The Company has appointed Vidya & Co. (Firm Registration No.308022E), Chartered Accountants, Ahmedabad holding valid Peer review certificate issued by the Institute of Chartered Accountants of India were appointed as Statutory Auditors of the company to hold office for a term of five consecutive years from the conclusion of this First Annual General Meeting until the conclusion of Sixth Annual General Meeting of the Company, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time. The said appointment is subject to the approval from the shareholders of the company at the ensuing Annual General Meeting of the company.

### **POLICY MATTERS:-**

#### **Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters:**

The provisions of Section 178 of the Companies Act, 2013 in relation to policy on Directors' appointment and remuneration including the criteria for determining qualifications, positive attributes, independence of a Director and other matters are not applicable to the Company as per the exemption notification no. G.S.R. 08(E) dated January 4, 2017.

During the year under review, none of the Non-Executive Directors were drawing Remuneration from the Company. However, sitting fees is paid to the Independent Director/ Public Interest Director and the same is in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.



### **Corporate Social Responsibility (CSR)**

The provisions of CSR were not applicable to the Company during the financial year under review considering exemption by Ministry of Corporate Affairs as per the exemption notification no. G.S.R. 08(E) dated January 4, 2017, and company not falling under specified criteria regarding applicability of CSR as per section 135 of the Companies Act, 2013 and rules made thereunder.

### **Vigil Mechanism Policy -**

The provisions of Section 177 of the Companies Act, 2013, in relation to the Vigil Mechanism Policy are specifically exempted for IFSC Public Limited Company by Ministry of Corporate Affairs through exemption notification no. G.S.R. 08(E) dated January 4, 2017.

### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“the Act”) -**

The Company has always believed in providing a safe and harassment free workplace for every individual working in its premises through various policies and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

However, the company does not have minimum number of employees as per said act, therefore, it was not required to formulate and adopt a Policy on Prevention of Sexual Harassment in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **Adequacy of internal financial controls**

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 dispositions of the assets of the Company,
- b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with Indian Accounting Standards (“Ind AS”) notified under the Companies (Ind AS) Rules 2015 as amended from time to time, and that transactions are being made only in accordance with authorization of management, and
- c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company’s assets that could have a material impact on the financial statements. Such internal financial controls over financial reporting were operating effectively as of March 31, 2022.

**Related party transactions:**

All related party transactions entered during the FY 2021-22 were in the ordinary course of business and on an arm's length basis. Transactions with related parties were conducted in a transparent manner, aligned fully with the interest of the Company and its stakeholders. The Particulars of contracts or arrangements with related parties forms part of the financial statements.

Following are the details of the approval of related party transaction as approved by the Board for the financial year 2021-22:

Sl. No.	Date of Meeting	Amount approved (USD in Lakh)	Amount approved (₹ in Lakhs)
1.	20/07/2021	27.69	2050.00
2.	20/10/2021	4.13	310.00
3.	20/01/2022	-	0.08
	<b>Total</b>	<b>31.82</b>	<b>2360.08</b>

1. Following are the details of related party transactions for the year ended March 31, 2022:

Sr. No.	Particulars	March 31, 2022	March 31, 2022	Approved Limit for FY 21-22
		(USD in Lakh)	(₹) In Lakh	(₹) In Lakh
	<b>Entity where control exists</b>			
<b>1.</b>	<b>Central Depository Services (India) Limited:</b>			
	<b>Expenditure</b>			
a.	Administrative and Other Expenses (Recoveries)	0.34	25.76	360.00
b.	Shared Service Recovery	0.70	52.33	
	<b>Asset</b>			
a.	Purchase of fixed assets	0.16	11.53	
b.	Security Deposit	0.16	11.84	
	<b>Liabilities</b>			
a.	Equity Share Capital issued	27.02	2,000.00	2,000.00
	<b>Fellow Subsidiaries</b>			
<b>2.</b>	<b>CDSL Ventures Limited</b>			
	<b>Expenditure</b>			
a.	Administrative and Other Expenses (Recoveries)	0.00	0.08	0.08
	<b>Total</b>	<b>28.38</b>	<b>2,101.54</b>	<b>2,360.08</b>



### **Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo-**

The Company is located at Gujarat International Finance Tech City (GIFT City), which is India's model smart city. The city's air-conditioning system runs on chilled water which is also used for offices located at GIFT City. This results in significant reduction in energy consumption. The floor has glasses all around and we also use the ambient light for lighting purposes as much as possible. This reduces the electricity consumption due to lesser need of lighting during the day. The Company also takes appropriate steps for conservation of energy in its day to day operations by switching off lights, taking advantage of natural light wherever possible.

Further, the company uses latest technologies for its operations.

### **Foreign Exchange Earnings and Outgo**

The Company operates in International Financial Service Centre (IFSC) located in GIFT SEZ Gandhinagar, Gujarat. By virtue of operating in IFSC zone the functional currency of the Company is USD and the reporting currency is INR. Accordingly, for the purpose of determining foreign exchange inflow the equity contribution from holding company i.e., Central Depository Services (India) Limited has been considered and for the purpose of foreign exchange outflow the conversion of amount from USD to INR is considered. The transaction of the company with entities located in IFSC are not being considered for the purpose of foreign exchange earnings and expenses.

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

(USD. in Lakhs)

<b>Particulars</b>	<b>Year ended March 31, 2022</b>
<b>Earnings</b>	<b>0.00</b>
<b>Outgo</b>	<b>1.98</b>

### **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.

### **Directors' Responsibility Statement-**

Pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013, the Board of Directors reports 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.

### **Particulars of Employees**

The remuneration of none of the employees of the company exceeded the limits as specified in sub-rule(2) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### **Alteration to Memorandum of Association (MOA) and Articles of Association (AOA) of the Company:**

During the year under review, The Company has altered its Memorandum of association pursuant to increase in authorised capital of the company from 05 Crores divided into 05 Crores equity shares of Rs. 1 each to 20 Crores divided into 20 Crores equity shares of Rs. 1 each.

Pursuant to condition precedent of the share purchase agreement (SPA), the company has altered its Memorandum of Association of the company by way of change of name from CDSL IFSC Limited to India International Depository IFSC Limited.

Further, as per the said SPA, the Company has also altered its Articles of Association with necessary amendments of the company during the year under review.

### **OTHER DISCLOSURES**

#### **Annual Return**

In terms of MCA notification dated January 4, 2017, the IFSC Public Companies are exempted from complying with the provisions of Section 92 (3) of the Companies Act, 2013 and hence the Company is not required to place copy of Annual Return on the website of the Company.

#### **Material changes affecting the financial position which have occurred between the end of the financial year and the date of the report**

No material changes affecting the financial position have occurred between the end of the financial year and the date of the report.



### **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.

### **Proceedings Under Insolvency and Bankruptcy Code, 2016:-**

MCA has vide Companies (Accounts) Amendment Rules, 2021 , effective from April 01 , 2021 , amended rule 8 with respect to the disclosures of details of an application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year along with their status as at the end of the financial year. The same was not applicable to your Company as there are no such applications made or proceedings pending under the Insolvency and Bankruptcy Code, 2016 with respect to your Company.

### **Difference in amount of the valuation:-**

MCA has vide Companies (Accounts) Amendment Rules, 2021, effective from April 01, 2021 amended the rule 8 with respect to the disclosures of details of the difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking a loan from the Banks or Financial Institutions along with the reasons thereof. The same was not applicable to your company as there was no such instance of either settlement or loan from a Bank or Financial Institution during the year under review.

### **Acknowledgement**

The Directors are grateful for the support and co-operation extended by CDSL and its group companies and look forward to their continued support and co-operation. The Directors would like to place on record their deep appreciation of the contribution made by the employees at all levels to the establishment and development of the Company. The Directors also express their appreciation for the unflinching dedication of the employees whose performance, professionalism and commitment for rendering high quality services to the clientele of the company has been commendable.

**For and on behalf of the Board of Directors**

**Satyananda Mishra**  
**Chairperson**  
**(DIN: 01807198)**

**Place : Gandhinagar**  
**Date : 15 August,2022**



**Note:**

**In this report:**

- a) The term 'Members' has been used to denote Shareholders of the Company and the term 'Company' or 'CDSL IFSC Limited' or 'IIDI' has been used to denote India International Depository IFSC Limited.
- b) The term MII and Bullion Exchange Regulations has been used to denote International Financial Services Centres Authority (Market Infrastructure Institutions) Regulations, 2021 and International Financial Services Centres Authority (Bullion Exchange) Regulations, 2020 respectively.

## **INDEPENDENT AUDITOR'S REPORT**

To the Members of CDSL IFSC Limited

### **Report on the Audit of the Financial Statements**

#### **Opinion**

We have audited the accompanying financial statements of CDSL IFSC Limited ("the Company"), which comprise the Balance sheet as at March 31, 2022, 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 period from March 30, 2021 (i.e date of incorporation) to March 31, 2022 (the 'period'), and notes to the financial statements, including a summary of significant 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 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, 2022, its loss including other comprehensive income, its cash flows and the changes in equity for the period ended March 31, 2022.

#### **Basis for Opinion**

We conducted our audit of the 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 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 financial statements.

#### **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 Director's Report, but does not include the financial statements and our auditor's report thereon. The Director's Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available 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 Director's Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

### **Responsibility of Management for the 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 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 judgments 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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 Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the 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 financial statements, including the disclosures, and whether the 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.

#### **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 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 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, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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 these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
  - (g) The Company being registered as a specified IFSC public company in terms of notification no. G.S.R. 08 (E) dated January 4, 2017 issued by Ministry Of Corporate is exempted from compliance with Section 197 of the Act and accordingly, the requirement to report on compliance with Section 197 of the Act is not applicable;
  - (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:

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

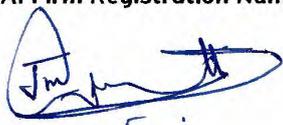
Chartered Accountants

- i. The Company does not have any pending litigations which would impact its financial position;
- 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 that were 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. No dividend has been declared or paid during the period by the Company and accordingly the requirement to report on compliance with Section 123 of the Act is not applicable.

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

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005



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**per Jayesh Gandhi**

Partner

Membership Number: 037924

UDIN: 22037924AHPCEE4823

Place of Signature: Mumbai

Date: April 22, 2022

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

Chartered Accountants

## **ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF CDSL IFSC 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 not capitalized any intangible assets in the books of the Company and accordingly, the requirement to report on clause 3(i)(a)(B) of the Order is not applicable to the Company.
- (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) There is no immovable property held by the Company and accordingly, the requirement to report on clause 3(i)(c) of the Order is not applicable to the Company.
- (d) The Company has not revalued its Property, Plant and Equipment during the year ended March 31, 2022.
- (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. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.  
(b) During the year the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.  
(c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.  
(d) The Company has not granted loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.

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

Chartered Accountants

- (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.
- (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) There are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.
- (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) Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to the Company have generally been regularly deposited with the appropriate authorities. 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) There are no 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, goods and service tax and other statutory dues which have not been deposited on account of any dispute.
- (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 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 hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.
- (d) The Company did not raise any short term funds during the year hence, the requirement to report on clause (ix)(d) of the Order is not applicable to the Company.
- (e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.

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

Chartered Accountants

- (f) The Company does not have any subsidiary, associate or joint venture. Accordingly, 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) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
  - (b) The Company has complied with provisions of sections 42 and 62 of the Companies Act, 2013 in respect of the preferential allotment or private placement of shares/ fully or partially or optionally convertible debentures respectively during the year. The funds raised, have been used for the purposes for which the funds were raised.
- (xi) (a) No fraud/ material fraud by the Company or no fraud / material 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 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. The provisions of section 177 are not applicable to the Company and accordingly the requirements to report under clause 3(xiii) of the Order insofar as it relates to section 177 of the Act is not applicable to the Company.
- (xiv) The Company does not have an internal audit system and is not required to have an internal audit system under the provisions of Section 138 of the Companies Act, 2013. Therefore, the requirement to report under clause 3(xiv) of the Order is not applicable to the Company.
- (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 has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
  - (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) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) (d) of the Order is not applicable to the Company.

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

Chartered Accountants

- (xvii) The Company has incurred cash losses amounting to USD 1.50 Lakhs (equivalent to Rs. 66.04 Lakhs) during the period ended March 31, 2022, being the first financial year after its incorporation.
- (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 28 to the financial statements, ageing and expected dates of realization 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) The provisions of Section 135 of the Act are not applicable to the Company and accordingly the requirement to report on clause 3(xx) is not applicable.

For **S.R. Batliboi & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration Number: 301003E/E300005



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per **Jayesh Gandhi**  
Partner  
Membership Number: 037924  
UDIN: 22037924AHPCEE4823  
Place of Signature: Mumbai  
Date: April 22, 2022

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

Chartered Accountants

## **ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF CDSL IFSC LIMITED FOR THE PERIOD MARCH 30, 2021 TO MARCH 31, 2022**

### **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 financial statements of CDSL IFSC Limited ("the Company") for the period March 30, 2021 to March 31, 2022 as of in conjunction with our audit of the financial statements of the Company for the period March 30, 2021 to March 31, 2022.

#### **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 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 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 financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to these 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 financial statements.

#### **Meaning of Internal Financial Controls With Reference to these Financial Statements**

A company's internal financial controls with reference to 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 financial statements includes those policies and procedures that (1) pertain to the maintenance of records

## **S.R. BATLIBOI & CO. LLP**

Chartered Accountants

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 Financial Statements**

Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial control with reference to 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 financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2022, 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



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per Jayesh Gandhi

Partner

Membership Number: 037924

UDIN: 22037924AHPCEE4823

Place of Signature: Mumbai

Date: April 22, 2022

**CDSL IFSC LIMITED**  
**CIN: U65990GJ2021PLC121672**  
**Balance Sheet as at March 31, 2022**

Particulars	Note No.	(USD in Lakh)	(₹ in Lakh)
		As at March 31, 2022	As at March 31, 2022
<b>ASSETS</b>			
<b>1 Non-current assets</b>			
a. Property, plant and equipment	3	0.14	10.16
b. Intangible Assets	-	-	-
c. Right-of-use assets	3	0.24	17.75
d. Other non-current assets	5	0.20	14.98
<b>Total Non-Current Assets</b>		<b>0.58</b>	<b>42.89</b>
<b>2 Current assets</b>			
a. Financial Assets			
i. Cash and cash equivalents	4	24.90	1,887.45
b. Other current assets	5	0.01	1.15
<b>Total Current Assets</b>		<b>24.91</b>	<b>1,888.60</b>
<b>Total Assets (1+2)</b>		<b>25.49</b>	<b>1,931.49</b>
<b>EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
a. Equity Share capital	6	27.02	2,000.00
b. Other Equity	7	(2.12)	(113.16)
<b>Total Equity</b>		<b>24.90</b>	<b>1,886.84</b>
<b>Liabilities</b>			
<b>2 Non-current liabilities</b>			
a. Financial Liabilities			
i. Lease liabilities	10	0.07	5.28
ii. Other financial liabilities	11	0.20	15.15
b. Provisions	12	0.02	1.45
<b>Total Non-current Liabilities</b>		<b>0.29</b>	<b>21.88</b>
<b>3 Current liabilities</b>			
a. Financial Liabilities			
i. Lease liabilities	10	0.17	12.59
ii. Trade payables	8	-	0.15
Total outstanding dues of micro enterprises and small enterprises (USD 193.20)		-	0.15
Total outstanding dues other than micro enterprises and small enterprises		0.07	5.94
iii. Other financial liabilities	11	0.03	1.90
b. Other current liabilities	9	0.03	2.19
<b>Total Current Liabilities</b>		<b>0.30</b>	<b>22.77</b>
<b>4 Total Liabilities (2+3)</b>		<b>0.59</b>	<b>44.65</b>
<b>Total Equity and Liabilities (1+4)</b>		<b>25.49</b>	<b>1,931.49</b>
<b>Significant accounting policies and the accompanying notes are an integral part of the Financial Statements</b>	1-36		

As per our attached report of even date

For S. R. Batliboi & Co. LLP  
Chartered Accountants  
ICAI Firm registration No. 301003E/E300005



Per Jayesh Gandhi  
Partner  
Membership.no: 037924  
Place: Mumbai  
Date: April 22, 2022



For and on behalf of the Board of Directors of  
CDSL IFSC Limited

  
**Satyanand Mishra**  
Director  
DIN: 01807198

  
**Sonal Barot**  
Chief financial Officer

Place: Gandhinagar  
Date: April 22, 2022

  
**Kaushal Sampat**  
Managing Director & CEO  
DIN: 09451743

  
**Harshal Gandhi**  
Company Secretary  
Membership No. A32595



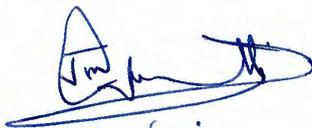
**CDSL IFSC LIMITED**  
CIN: U65990GJ2021PLC121672

**Statement of Profit and Loss for the period March 30, 2021 to March 31, 2022**

Particulars	Note No.	(USD in Lakh)	(₹ in Lakh)
		For the Period Mar 30, 2021 to Mar 31, 2022	For the Period Mar 30, 2021 to Mar 31, 2022
1 Revenue From Operations		-	-
2 Other Income (USD 110.70)	13	-	0.08
3 <b>Total Income (1+2)</b>		-	<b>0.08</b>
4 <b>Expenses</b>			
Employee benefits expense	14	0.92	68.01
Finance Cost (USD 221.72)		-	0.17
Depreciation and amortisation expense	15	0.14	10.39
Other expenses	16	1.06	79.74
<b>Total expenses</b>		<b>2.12</b>	<b>158.31</b>
5 <b>Profit/(loss) before tax (3-4)</b>		<b>(2.12)</b>	<b>(158.23)</b>
6 <b>Tax expense:</b>			
Current tax		-	-
Deferred tax		-	-
<b>Tax expense</b>		-	-
7 <b>Profit/(loss) for the period (5-6)</b>		<b>(2.12)</b>	<b>(158.23)</b>
8 <b>Other Comprehensive Income</b>			
A) Items that will be reclassified to profit or loss			
i. Foreign Currency translation reserve		-	45.07
ii. Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Total other comprehensive income / (loss) (net of tax) (i+ii)</b>		-	<b>45.07</b>
9 <b>Total Comprehensive Income/(loss) for the period (7+8)</b>		<b>(2.12)</b>	<b>(113.16)</b>
10 <b>Earnings per equity share (EPS) :</b>			
Basic and Diluted EPS (₹)		(0.00)	(0.10)
Face value of share (₹)		0.01	1.00
Weighted average number of shares		16,60,76,294	16,60,76,294
<b>Significant accounting policies and the accompanying notes are an integral part of the Financial Statements</b>	1-36		

As per our attached report of even date

For S. R. Batliboi & Co. LLP  
Chartered Accountants  
ICAI Firm registration No. 301003E/E300005



Per Jayesh Gandhi  
Partner  
Membership.no: 037924  
Place : Mumbai  
Date: April 22, 2022

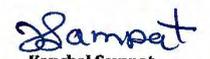


For and on behalf of the Board of Directors of  
CDSL IFSC Limited

  
Satyanand Mishra  
Director  
DIN: 01807198

  
Sonal Barot  
Chief financial Officer

Place : Gandhinagar  
Date: April 22, 2022

  
Kaushal Sampat  
Managing Director & CEO  
DIN: 09451743

  
Harshal Gandhi  
Company Secretary  
Membership No. A32595



**CDSL IFSC LIMITED**  
CIN: U65990GJ2021PLC121672  
**Statement of Changes in Equity for the period March 30, 2021 to March 31, 2022**

Particulars	No. in Lakh	Amount	
		(USD in Lakh)	(₹ in Lakh)
<b>A. Equity Share Capital</b>			
Balance as at beginning of March 30, 2021	-	-	-
Changes in equity share capital during the period	2,000.00	27.02	2,000.00
<b>Balance as at March 31, 2022</b>	<b>2,000.00</b>	<b>27.02</b>	<b>2,000.00</b>

**B. Other Equity**

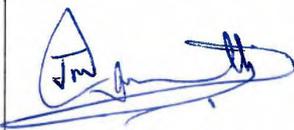
Particulars	(USD in Lakh)			(₹ in Lakh)		
	Retained Earnings	Foreign Currency Translation Reserve	Total	Retained Earnings	Foreign Currency Translation Reserve	Total
Balance as at beginning of March 30, 2021	-	-	-	-	-	-
Changes in accounting policy or prior period errors	-	-	-	-	-	-
<b>Changes in equity share capital during the period</b>	-	-	-	-	-	-
Profit/(loss) for the period	(2.12)	-	(2.12)	(158.23)	-	(158.23)
(Other comprehensive income/(loss) for the period (net of tax)	-	-	-	-	45.07	45.07
<b>Balance as at March 31, 2022</b>	<b>(2.12)</b>	<b>-</b>	<b>(2.12)</b>	<b>(158.23)</b>	<b>45.07</b>	<b>(113.16)</b>

Significant accounting policies and the accompanying notes are an integral part of the Financial Statements

1-36

As per our attached report of even date

For S. R. Balibo & Co. LLP  
Chartered Accountants  
ICAI Firm registration No. 301003E/E300005



Per Jayesh Gandhi  
Partner  
Membership no: 037924  
Place : Mumbai  
Date: April 22, 2022

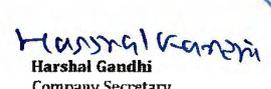
For and on behalf of the Board of Directors of  
CDSL IFSC Limited

  
Satyanand Mishra  
Director  
DIN: 01807198

  
Sonal Barot  
Chief financial Officer

Place : Gandhinagar  
Date: April 22, 2022

  
Kaushal Sampat  
Managing Director & CEO  
DIN: 09451743

  
Harshal Gandhi  
Company Secretary  
Membership No. A32595



<b>CDSL IFSC LIMITED</b>		
CIN: U65990GJ2021PLC121672		
Cash Flow Statement for the period March 30, 2021 to March 31, 2022		
PARTICULARS	For the period ended March 31, 2022 (USD In Lakh)	For the period ended March 31, 2022 (₹ in Lakh)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax	(2.12)	(158.23)
Adjustments for		
Foreign Currency translation reserve	-	45.07
Interest cost (USD 221.72)	-	0.17
Depreciation and amortisation expense	0.14	10.39
Operating profit before working capital changes	(1.98)	(102.60)
Movements in Working Capital		
(Increase) / Decrease in Other Assets and Other financial Assets	(0.21)	(16.13)
Increase / (Decrease) in Trade Payables	0.07	6.09
Increase / (Decrease) in Other Current Liabilities/Other financial liabilities/provisions	0.63	46.77
Cash Generated from / (used in) Operations	(1.50)	(65.87)
Direct taxes paid (net of refunds)	-	-
Net Cash from / (used in) Operating Activities	(1.50)	(65.87)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(0.50)	(38.30)
Net Cash from / (used in) Financing Activities	(0.50)	(38.30)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Equity capital	27.02	2,000.00
Payment of lease rental	(0.12)	(8.38)
Net Cash from / (used in) Financing Activities	26.90	1,991.62
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	24.90	1,887.44
Cash and Cash Equivalents at the beginning of the period	-	-
Cash and cash equivalents at the end of the period comprises	24.90	1,887.45
Cash and cash equivalents at the end of the period comprises		
i) Cash on hand	-	-
ii) Balances with Banks - Current Account	24.90	1,887.45
Significant accounting policies and the accompanying notes are an integral part of the Financial Statements	1-36	

1. The Cash Flow Statement has been prepared under the "Indirect Method" As per our attached report of even date

For S. R. Batliboi & Co. LLP  
Chartered Accountants  
ICAI Firm registration No. 301003E/E300005

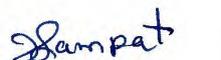


Per Jayesh Gandhi  
Partner  
Membership no: 037924  
Place : Mumbai  
Date: April 22, 2022



For and on behalf of the Board of Directors of CDSL IFSC Limited

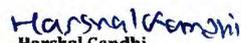
  
Satyanand Mishra  
Director  
DIN: 01807198

  
Kaushal Sampat  
Managing Director & CEO  
DIN: 09451743



  
Sonal Barot  
Chief financial Officer

Place : Gandhinagar  
Date: April 22, 2022

  
Harshal Gandhi  
Company Secretary  
Membership No. A32595

Notes to Financial Statements For the period March 30, 2021 to March 31, 2022

**1. General Information**

CDSL IFSC Limited herein after referred to as "the Company" was incorporated on March 30, 2021, having registered office at Unit-310 & 311, 3rd Floor, Signature Tower Block-13, Road 1C, Zone-1, GIFT SEZ, Gift City, Gandhinagar - 382355, with the objective of providing convenient, dependable and secure depository services at affordable cost to all market participants based out of International Financial Services Center, Gandhinagar, Gujrat. 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.

**2. Significant Accounting Policies**

**2.1 Basis of preparation of Financial Statement**

**2.1.1 Statement of compliance**

a) The financial statements as at and for the period March 30, 2021 to March 31, 2022 have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 as amended time to time and the financials 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 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 (refer accounting policy at 2.2.2)
- ii) Employee benefits (Gratuity and Compensated absences) (refer accounting policy at 2.2.12).

**2.1.3 Functional and presentation currency**

United State Dollars (USD) is the functional currency of the Company and the currency of the primary economic environment in which the Company operates. The Financial Statements are presented in Indian rupees. The presentation currency is different from functional currency to comply with Income tax and other statutory law.

**2.1.4 Use of estimates and judgements**

The preparation of Financial Statements in conformity with Ind AS requires the management to make judgments, 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.

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 judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Financial Statements is included in the

i) Income taxes: The Company's tax jurisdiction is in India. Significant judgments 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 / 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 Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial period 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

iv) 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

**2.2 Summary of significant accounting policies**

**2.2.1 Foreign currency transactions and balances**

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Profit and Loss and reported within foreign exchange gains/ (losses).



**2.2.2 Financial Instruments**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

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.

Purchase or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trade) are recognised on trade date.

For the purpose of subsequent measurement, financial instruments of the Company are classified in the following categories: financial assets (debt instrument) comprising amortised cost, financial assets (debt instrument) comprising Fair Value Through Other Comprehensive Income ("FVTOCI"), financial asset (equity instruments) at Fair value Through Profit and Loss account ("FVTPL") and FVTOCI and financial liabilities at amortised cost or FVTPL.

The Company derecognizes 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 derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

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 assets and liabilities for which fair value is measured or disclosed in the Special Purpose Interim condensed 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**

**2.2.3 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) 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 Company's cash management system.

**b) Financial assets (debt instruments) at FVTOCI**

i) A debt instrument shall be measured at fair value through other comprehensive income if both of the following conditions are met:



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The objective of the business model is achieved by both collecting contractual cash flows and selling financial assets

The asset's contractual cash flow represents Solely Payment of principal and interest (SPPI). Debt instruments included within FVTOCI category are measured initially as well as at each reporting period at fair value plus

ii) Fair value movements are recognised in other comprehensive income (OCI). However, the Company recognises interest income, impairment losses and reversals and foreign exchange gain or loss in profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from equity to profit and loss. Interest earned is recognised under the effective interest rate (EIR) model.

iii) Currently the Company has not classified any interest bearing debt instruments under this category.

**c) Equity instruments at FVTOCI and FVTPL**

i) All equity instruments are measured at fair value other than investments in unquoted equity shares including investment in subsidiaries. Equity instruments held for trading is classified as FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in OCI. The Company makes such election on an instrument-by-instrument basis.

ii) If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividend are recognised in OCI which is not subsequently reclassified to profit or loss.

iii) Currently the Company has not classified any equity instrument at FVTOCI.

iv) If the Company decides to classify an equity instrument as at FVTPL, then all fair value changes on the instrument and dividend are recognised in Profit or Loss.

**d) 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 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.

**2.2.4 Financial liabilities**

**a) Financial liabilities at amortised cost**

Financial liabilities at amortised cost represented by trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest method.

**b) Financial liabilities at FVTPL**

Financial liabilities at FVTPL represented by contingent consideration are measured at fair value with all changes recognised in the profit or loss.

**c) Fair value of Financial Instruments**

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

**d) Equity Instruments**

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).

**2.2.5 Foreign exchange Translation Reserve**

For the Purpose of Preparation of Financial Statements in Indian rupees, income and expenses are translated at average rate of ₹ 74.42 per dollar and the assets and liabilities except equity share capital are stated at closing rate of ₹ 75.81 per dollar. The net impact of such changes is presented under foreign exchange translation reserve.

**2.2.6 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. Cost includes expenditures directly attributable to the acquisition of the asset.

ii) The Company had elected to consider the carrying value of all its property, plant and equipment appearing in the Financial Statements prepared in accordance with Accounting Standards notified under the section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 and used the same as deemed cost in opening Ind AS Balance sheet.



**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.

**2.2.7 Intangible assets**

a) Intangible assets purchased are measured at cost as of the date of acquisition less accumulated amortization and accumulated impairment, if any.

b) Amortisation is to be provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

c) Amortisation methods, useful lives and residual values are reviewed at each reporting date, with the effect of any changes in estimate accounted for on a prospective basis.

**2.2.8 Derecognition of intangible assets**

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognised in profit or loss when the asset is derecognised.

**2.2.9 Derecognition of intangible assets**

Depreciation is to be provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013

**2.2.10 Depreciation / Amortisation:**

Depreciation has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

Depreciation 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.

When parts of an item of property, plant and equipment have different useful life, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognised in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the Financial Statements upon sale or disposition of the asset and the resultant gains or losses are recognised in the Profit or Loss.

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 before such date are disclosed under capital work-in-progress. Depreciation is not recorded on capital work-in-progress until construction and installation are complete and the asset is ready for its intended use.

**2.2.11 Leases**

**a) As a Lessee:**

i) The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for

- ii) To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses
  - the contract involves the use of an identified asset;
  - the Company has substantially all of the economic benefits from use of the asset through the period of the lease; and
  - the Company has the right to direct the use of the asset.

iii) At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

iv) The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment

v) Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.



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vi) Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

vii) The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

viii) For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

#### **2.2.12 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 recognized 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

i) Short term employee benefits: Performance linked bonus is provided as and when the same is approved by the management.

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 period 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. Provision for gratuity is made on the basis of actuarial valuation on Projected Unit Credit Method as at the end of the period.

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.

**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 each period.

#### **2.2.13 Provisions**

Provisions are recognised when the Company 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

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.



Notes to Financial Statements For the period March 30, 2021 to March 31, 2022

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

i) If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

ii) Provisions are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent assets and contingent liabilities are not recognised but disclosed in the Financial Statements when economic inflow is probable.

**2.2.14 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 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 realize the asset and 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 Financial Statements, except when the deferred tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

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.

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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 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.

Diluted EPS is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus

**2.2.16 Current / Non-current classification**

The Company present assets and liabilities in the balance sheet based on current/non-current classification

**Assets:** An asset is classified as current when it satisfies any of the following criteria:

- i) it is expected to be realised in, or is intended for sale or consumption in, the entity's normal operating cycle;
- ii) it is held primarily for the purpose of being traded;
- iii) it is expected to be realised within twelve months after the balance sheet date
- iv) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at-least twelve months after the balance sheet date
- v) All other assets are classified as non-current.



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**Liabilities:** A liability is classified as current when it satisfies any of the following criteria:

- i) it is expected to be settled in, the entity's normal operating cycle;
- ii) it is held primarily for the purpose of being traded; it is due to be settled within twelve months after the balance
- iii) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.
- iv) All other liabilities are classified as non-current

**2.2.17 Operating Cycle**

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization 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.

**2.3 New and amended standards**

The Company has applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 Apr 2021. The Company has not early adopted any other standard or amendment that has been issued but is not yet effective:

**2.3.1 Interest Rate Benchmark Reform – Phase 2: Amendments to Ind AS 109, Ind AS 107, Ind AS 104 and Ind AS**

The amendments provide temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR).

The amendments include the following practical expedients:

- a) A practical expedient to require contractual changes, or changes to cash flows that are directly required by the reform, to be treated as changes to a floating interest rate, equivalent to a movement in a market rate of interest
- b) Permit changes required by IBOR reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued
- c) Provide temporary relief to entities from having to meet the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component

These amendments had no impact on the financial statements of the Company

**2.3.2 Conceptual framework for financial reporting under Ind AS Issued by ICAI**

The Framework is not a Standard and it does not override any specific standard. Therefore, this does not form part of a set of standards pronounced by the standard-setters. While, the Framework is primarily meant for the standard-setter for formulating the standards, it has relevance to the preparers in certain situations such as to develop consistent accounting policies for areas that are not covered by a standard or where there is choice of accounting policy, and to assist all parties to understand and interpret the Standards.

The amendments made in following standards due to Conceptual Framework for Financial Reporting under Ind AS includes amendment of the footnote to the definition of an equity instrument in Ind AS 102- Share Based Payments, footnote to be added for definition of liability i.e. definition of liability is not revised on account of revision of definition in conceptual framework in case of Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets etc.

The MCA has notified the Amendments to Ind AS consequential to Conceptual Framework under Ind AS vide notification dated June 18, 2021, applicable for annual periods beginning on or after April 1, 2021. Accordingly, the Conceptual Framework is applicable for preparers for accounting periods beginning on or after 1 April 2021.

These amendments had no impact on the financial statements of the Company.

**2.3.3 Ind AS 116: COVID-19 related rent concessions**

MCA issued an amendment to Ind AS 116 Covid-19-Related Rent Concessions beyond 30 June 2021 to update the condition for lessees to apply the relief to a reduction in lease payments originally due on or before 30 June 2022 from 30 June 2021. The amendment applies to annual reporting periods beginning on or after 1 April 2021. In case a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after 1 April 2020.

These amendments had no impact on the financial statements of the Company.



A handwritten signature in blue ink, appearing to be "S.R.", located between the two stamps.



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**Notes to Financial Statements For the period March 30, 2021 to March 31, 2022**

**2.3.4 Ind AS 103: Business combination**

The amendment states that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Framework for the Preparation and Presentation of Financial Statements in accordance with Indian Accounting Standards\* issued by the Institute of Chartered Accountants of India at the acquisition date. Therefore, the acquirer does not recognise those costs as part of applying the acquisition method. Instead, the acquirer recognises those costs in its post-combination financial statements in accordance with other Ind AS.

These amendments had no impact on the financial statements of the Company.

**2.3.5 Amendment to Ind AS 105, Ind AS 16 and Ind AS 28**

The definition of "Recoverable amount" is amended such that the words "the higher of an asset's fair value less costs to sell and its value in use" are replaced with "higher of an asset's fair value less costs of disposal and its value in use". The consequential amendments are made in Ind AS 105, Ind AS 16 and Ind AS 28.

These amendments had no impact on the financial statements of the Company.



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3 Property, Plant and Equipment, Other Intangible Assets

Gross Block/Deemed Cost	Particulars	Property, Plant and Equipment								Right of Use Asset	
		Computers Hardware		Office equipments		Furniture		Total		USD in Lakhs	INR in Lakhs
		USD in Lakhs	INR in Lakhs	USD in Lakhs	INR in Lakhs	USD in Lakhs	INR in Lakhs	USD in Lakhs	INR in Lakhs		
	Balance as at March 30, 2021	-	-	-	-	-	-	-	-	-	-
	Additions during the period (Refer note 19) (USD 135.61)	0.00	0.10	0.08	6.14	0.08	3.48	0.16	11.72	0.36	26.08
	Deductions / adjustments	-	-	-	-	-	-	-	-	-	-
	Currency Fluctuation	-	0.00	-	0.11	-	0.14	-	0.26	-	0.15
	Balance as at March 31, 2022	0.00	0.10	0.08	6.25	0.08	5.62	0.16	11.98	0.36	26.23
Accumulated depreciation, amortisation and impairment	Particulars	Property, Plant and Equipment								Right of Use Asset	
		Computers Hardware		Office equipments		Furniture		Total		USD	INR
		USD	INR	USD	INR	USD	INR	USD	INR		
	Balance as at March 30, 2021	-	-	-	-	-	-	-	-	-	-
	Depreciation/amortisation for the period (Refer note 19) (USD 135.61)	0.00	0.10	0.01	0.87	0.01	0.83	0.02	1.80	0.12	8.57
	Deductions / Adjustments	-	-	-	-	-	-	-	-	-	-
	Currency Fluctuation	-	0.00	-	0.01	-	0.01	-	0.02	-	(0.09)
	Balance as at March 31, 2022	0.00	0.10	0.01	0.88	0.01	0.84	0.02	1.82	0.12	8.48
Net Book Value	Particulars	Property, Plant and Equipment								Right of Use Asset	
		Computers Hardware		Office equipments		Furniture		Total		USD	INR
		USD	INR	USD	INR	USD	INR	USD	INR		
	As at March 31, 2022	0.00	0.00	0.07	5.37	0.07	4.79	0.14	10.16	0.24	17.75



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Note: 4 Cash and cash equivalents (at amortised cost)		
Particulars	(USD in Lakh)	(₹ in Lakh)
	As at March 31, 2022	As at March 31, 2022
<b>Owned</b>		
In current accounts	24.90	1,887.45
<b>Total</b>	<b>24.90</b>	<b>1,887.45</b>
Note: 5 Other assets		
Particulars	(USD in Lakh)	(₹ in Lakh)
	As at March 31, 2022	As at March 31, 2022
<b>Current</b>		
Prepaid Expenses	0.01	0.63
GST Input credit receivable (USD 473.40)	-	0.36
Other Advances (USD 144.21)	-	0.11
Advance Towards Transaction Charges (USD 67.25)	-	0.05
<b>Total</b>	<b>0.01</b>	<b>1.15</b>
<b>Non Current</b>		
Sundry deposits - Unsecured considered good	0.20	14.98
<b>Total</b>	<b>0.20</b>	<b>14.98</b>



**CDSL IFSC LIMITED**  
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**Notes to Financial Statements for the period March 30, 2021 to March 31, 2022**

Note: 6 Equity Share capital	(USD in Lakh)	(₹ in Lakh)
Particulars	As at March 31, 2022	As at March 31, 2022
<b>Equity Share capital</b>		
<b>Authorised share capital:</b>		
Equity Shares of ₹ 1/- each with voting rights	27.02	2,000.00
<b>Issued share capital:</b>		
Equity Shares of ₹ 1/- each with voting rights	27.02	2,000.00
<b>Subscribed and Paid-up share capital</b>		
Equity Shares of ₹ 1/- each with voting rights	27.02	2,000.00
<b>Total</b>	<b>27.02</b>	<b>2,000.00</b>

**Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period**

Particulars	Opening Balance		Fresh issue		Closing Balance	
	USD in lakh	Rs. In lakh	USD in lakh	Rs. In lakh	USD in lakh	Rs. In lakh
<b>Equity shares Capital</b>						
<b>As at March 31, 2022</b>						
- Number of shares	-	-	-	20,00,00,000	-	20,00,00,000
- Amount (₹) In lakh	-	-	27.02	2,000.00	27.02	2,000.00

**Details of shares held by each shareholder holding more than 5% shares**

Class of shares / Name of shareholder	As at March 31, 2022	
	Number of shares held	% holding in that class of shares
<b>Equity shares</b>		
Central Depository services (India) Ltd. and its nominees	20,00,00,000	100.00

The Company has one class of equity shares having a par value of ₹ 1 per share. Each shareholder is eligible for one vote per share held. 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.

**Shares held by the promoter at the end of the period**

Sr No.	Promoters Name	As at March 31, 2022			
		Number of Shares held at the beginning of the period	Changes made during the year	Number of Shares held at the end of the period	% of total Shares
1	Central Depository services (India) Ltd.	20,00,00,000	-	20,00,00,000	100

Note: 7 Other Equity	(USD in Lakh)	(₹ in Lakh)
Particulars	As at March 31, 2022	As at March 31, 2022
<b>Retained Earning</b>		
Opening balance	-	-
Profit/(loss) for the period	(2.12)	(158.23)
Other comprehensive income/(loss) for the period	-	45.07
<b>Total</b>	<b>(2.12)</b>	<b>(113.16)</b>



*(Signature)*



Notes to Financial Statements for the period March 30, 2021 to March 31, 2022

Note: 8 Trade Payables		(USD in Lakh)	(₹ in Lakh)
Particulars		As at March 31, 2022	As at March 31, 2022
a. Total outstanding dues of micro enterprises and small enterprises (refer note 25)(USD 193.20)			
i) Unbilled dues		-	0.15
b. Total outstanding dues of creditors other than micro enterprises and small enterprises			
i) Other (USD 59.06)		-	0.04
ii) Unbilled dues		0.07	5.90
<b>Total (a+b)</b>		<b>0.07</b>	<b>6.09</b>

Trade Payables ageing schedule as at March 31, 2022						
Particulars*	Outstanding for following period from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 Years	More than 3 years	
	(₹ in Lakh)	(₹ in Lakh)	(₹ in Lakh)	(₹ in Lakh)	(₹ in Lakh)	
(i) MSME	-	-	-	-	-	-
(ii) Others	0.04	-	-	-	-	0.04
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

Particulars*	Outstanding for following period from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 Years	More than 3 years	
	(USD in Lakh)	(USD in Lakh)	(USD in Lakh)	(USD in Lakh)	(USD in Lakh)	
(i) MSME (USD 193.20)	-	-	-	-	-	-
(ii) Others (USD 59.06)	-	-	-	-	-	-
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

\*The above ageing schedule does not contain unbilled trade payables.

Note: 9 Other Liabilities		(USD in Lakh)	(₹ in Lakh)
Particulars		As at March 31, 2022	As at March 31, 2022
<b>Current</b>			
Statutory remittances		0.03	2.19
<b>Total</b>		<b>0.03</b>	<b>2.19</b>

Note: 10 Lease Liabilities		(USD in Lakh)	(₹ in Lakh)
Particulars		As at March 31, 2022	As at March 31, 2022
<b>Current</b>			
Lease Liabilities		0.17	12.59
<b>Total</b>		<b>0.17</b>	<b>12.59</b>
<b>Non Current</b>			
Lease Liabilities		0.07	5.28
<b>Total</b>		<b>0.07</b>	<b>5.28</b>

Note: 11 Other financial liabilities (at amortised cost)		(USD in Lakh)	(₹ in Lakh)
Particulars		As at March 31, 2022	As at March 31, 2022
<b>Current</b>			
Accrued employee benefits expense		0.03	1.90
<b>Total</b>		<b>0.03</b>	<b>1.90</b>
<b>Non Current</b>			
Sundry deposits - Unsecured considered good		0.20	15.15
<b>Total</b>		<b>0.20</b>	<b>15.15</b>

Note: 12 Provisions		(USD in Lakh)	(₹ in Lakh)
Particulars		As at March 31, 2022	As at March 31, 2022
<b>Non Current</b>			
Provision for gratuity (USD 356.94)		-	0.27
Compensated absences		0.02	1.18
<b>Total</b>		<b>0.02</b>	<b>1.45</b>



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Note 13. Other income		
Particulars	(USD in Lakh)	(₹ in Lakh)
	For the Period Mar 30, 2021 to Mar 31, 2022	For the Period Mar 30, 2021 to Mar 31, 2022
Miscellaneous income (USD 110.70)	-	0.08
<b>Total</b>	-	<b>0.08</b>

Note: 14 Employee benefits expense		
Particulars	(USD in Lakh)	(₹ in Lakh)
	For the Period Mar 30, 2021 to Mar 31, 2022	For the Period Mar 30, 2021 to Mar 31, 2022
Salaries, allowances and bonus	0.90	66.66
Contribution to provident and other funds	0.01	0.84
Staff welfare expenses	0.01	0.51
<b>Total</b>	<b>0.92</b>	<b>68.01</b>

The Code on Social Security, 2020 ("Code") relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

Note: 15 Depreciation and amortisation expenses		
Particulars	(USD in Lakh)	(₹ in Lakh)
	For the Period Mar 30, 2021 to Mar 31, 2022	For the Period Mar 30, 2021 to Mar 31, 2022
Property, plant and equipment	0.02	1.82
Right of Use Asset	0.12	8.57
<b>Total</b>	<b>0.14</b>	<b>10.39</b>

Note: 16 Other expenses		
Particulars	(USD in Lakh)	(₹ in Lakh)
	For the Period Mar 30, 2021 to Mar 31, 2022	For the Period Mar 30, 2021 to Mar 31, 2022
Business Development Expense	0.01	0.91
Professional and Consultancy Fees	0.02	1.52
Miscellaneous expenses	0.08	5.63
Computer Technology Cost	0.02	1.84
Office Maintenance	0.07	5.22
Postage, telephone and communication charges (USD 294.80)	-	0.22
Power and fuel	0.01	0.93
Statutory Audit Fees	0.02	1.57
Preliminary Expenses	0.28	21.32
Printing & Stationery (USD 88.32)	-	0.07
Rates and taxes	0.03	2.32
Regulatory Expense	0.10	7.38
Legal Fees	0.31	23.27
Travelling and conveyance	0.01	0.58
Forex Gain/Loss	0.01	0.88
Recruitment Expense	0.06	4.12
Directors' sitting fees	0.03	1.96
<b>Total</b>	<b>1.06</b>	<b>79.74</b>

Provisions of Corporate Social Responsibility (CSR) is not applicable to the company since the company does not meet the criteria mentioned under section 135 of the Companies Act 2013.



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Notes to Financial Statements For the period March 30, 2021 to March 31, 2022

**17 Related Party Disclosure**

**A List of Related Party as on March 31, 2022**

Description of relationship	Names of related parties
Entity where control exists	Central Depository Services (India) Limited (CDSL) - Holding Company
Fellow subsidiaries	CDSL Ventures Limited
	CDSL Commodity Repository Limited
	CDSL Insurance Repository Limited
Associates of Holding Company	India International Bullion Holding IFSC Limited
Entity having significant influence in Holding Company	BSE Limited
Director	Shri. Amit Mahajan (From March 30, 2021)
	Shri. Girish Amesara (From March 30, 2021)
	Smt. Nayana Ovalekar (From March 30, 2021)
	Shri Ramkumar K (From March 30, 2021)
	Shri Kaushal Sampat Managing Director and Chief Executive officer (From March 10, 2022)
	Shri Satyananda Mishra (From Oct 22, 2021)
	Smt. Sonal Barot Chief Financial Officer (From Sep 1, 2021)
Key Managerial Person	Shri Harshal Gandhi Company Secretary (From Nov 16, 2021)

**B Transactions during the period from March 30, 2021 to March 31, 2022**

Particulars	Transaction for period March 30, 2021 to March 31, 2022	
	USD in Lakhs	(₹) in Lakhs**
<b>Central Depository Services (India) Limited</b>		
Reimbursement of expenses paid on behalf of company		
Preliminary Expenses	0.10	7.57
Other Assets (USD 67.25)	0.00	0.05
Power and fuel	0.01	0.41
Property, plant and equipment (Purchase)	0.16	11.53
Computer Technology Cost	0.02	1.60
Reimbursement of Legal Fees	0.01	0.50
Office Maintenance	0.02	1.16
Regulatory Expense	0.10	7.37
Miscellaneous expenses	0.07	5.39
Salaries, allowances and bonus (Salary recovery)	0.70	52.33
Security deposit	0.16	11.84
Reimbursement of Statutory Remittance (TDS payment)	0.01	1.03
Postage, telephone and communication charges (USD 105.17)	0.00	0.08
Professional and Consultancy Fees (USD 490.00)	0.00	0.38
Staff welfare expenses (USD 269.26)	0.00	0.22
<b>Total</b>	<b>1.36</b>	<b>101.46</b>

Particulars	Transaction for period March 30, 2021 to March 31, 2022	
	USD in Lakhs	(₹) in Lakhs**
<b>CDSL Ventures Limited</b>		
Expenditure		
Professional and Consultancy Fees (RTA Fees) (USD 99.81)	0.00	0.08
<b>Key Managerial Personnel Remuneration</b>	<b>USD in Lakhs</b>	<b>(₹) in Lakhs**</b>
Shri Kaushal Sampat Managing Director and Chief Executive Officer (From March 10, 2022)	0.04	3.16
Smt. Sonal Barot Chief Financial Officer (From Sep 01, 2021)*	0.04	3.10
Shri. Harshal Gandhi Company Secretary (From Nov 16, 2021)*	0.03	2.27

\*Provisions for gratuity, compensated absences and provision for bonus are made for the Company as a whole and the amounts pertaining to the key management personnel are not specifically identified and hence are not included above.

**C Balance outstanding as at March 31, 2022**

Particulars	As at March 31, 2022	
	USD in Lakhs	(₹) in Lakhs**
<b>Payable/(Receivable)</b>		
<b>Entity where control exists - Central Depository Services (India) Limited</b>		
Central Depository Services (India) Limited - Receivable (USD 144.21)	(0.00)	(0.11)
Sundry Deposits - Receivable	(0.01)	(0.90)

\*\*Amounts disclosed in INR (Lakhs) represent the actual amount at which the transactions are carried out.



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Notes to Financial Statements For the period March 30, 2021 to March 31, 2022

**18 Earning Per Share (EPS)**

Particulars	For the period March 30, 2021 to March 31, 2022	
	USD In Lakhs	(₹) In Lakhs
Weighted average number of equity shares (issued share capital) outstanding during the period for the calculation of basic EPS	20,00,00,000	20,00,00,000
Effect of dilutive equity shares outstanding during the period	-	-
Weighted average number of equity shares (issued share capital) outstanding during the period for the calculation of dilutive EPS	16,60,76,294	16,60,76,294
Face Value per Share (amount in USD/₹)	0.01	1.03
Profit after tax	(2.12)	(158.23)
Basic and Diluted EPS (USD 127.82 per share)	(0.00)	(0.10)

**19 Leases**

Ind AS 116 came into effect on April 01, 2019 and the company was incorporated after April 01, 2019 i.e. on March 30, 2021. Hence there were no ongoing leases at the time of adoption of Ind AS 116.

The company has elected not to apply the requirement of Ind AS 116 to short term leases of all assets that have a lease term of 12 months or less. The lease payments associated with these leases are recognised as an expenses on a straight line basis over the lease term.

The following is the summary of practical expedients elected on initial application:

- a) Applied a single discount rate to a portfolio of leases of similar assets.
- b) Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
- c) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

The discount rate applied to lease liabilities as at August 1, 2021 is 1.1% and same is continued till March 31, 2022.

Following are the changes in the carrying value of right of use assets for the period ended March 31, 2022:

Particulars	USD In Lakhs	(₹) In Lakhs
	For the period Mar 30, 2021 to Mar 31, 2022	For the period Mar 30, 2021 to Mar 31, 2022
Opening Balance	-	-
Add: Addition during the period	0.36	26.08
Less: Depreciation	(0.12)	(8.57)
Currency Fluctuation	-	0.24
Closing Balance	0.24	17.75

Amounts recognised in statement of profit and loss

Particulars	USD In Lakhs	(₹) In Lakhs
	For the period Mar 30, 2021 to Mar 31, 2022	For the period Mar 30, 2021 to Mar 31, 2022
Depreciation expense on right-of-use assets	0.12	8.57
Currency Fluctuation on Depreciation	-	(0.09)
Interest expense on lease liabilities (USD 221.72)	-	0.17

The following is the break-up of current and non-current lease liabilities as at March 31, 2022:

Particulars	USD In Lakhs	(₹) In Lakhs
	For the period Mar 30, 2021 to Mar 31, 2022	For the period Mar 30, 2021 to Mar 31, 2022
Current Lease Liabilities	0.17	12.59
Non-Current Lease Liabilities	0.07	5.28
Total	0.24	17.87

The following is the movement in lease liabilities during the period March 30, 2021 to March 31, 2022:

Particulars	USD In Lakhs	(₹) In Lakhs
	For the period Mar 30, 2021 to Mar 31, 2022	For the period Mar 30, 2021 to Mar 31, 2022
Opening Balance	-	-
Add: Additions during the period	0.36	26.08
Add: Finance Cost accrued during the period (USD 221.72)	-	0.17
Less: Payment of Lease Liabilities	(0.12)	(8.38)
Closing Balance	0.24	17.87



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**Notes to Financial Statements For the period March 30, 2021 to March 31, 2022**

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2022 on an undiscounted basis:

Particulars	USD In Lakhs	(₹) In Lakhs
	For the period Mar 30, 2021 to Mar 31, 2022	For the period Mar 30, 2021 to Mar 31, 2022
Less than one year	0.17	12.59
One to Five years	0.07	5.28
More than Five years	-	-
<b>Total</b>	<b>0.24</b>	<b>17.87</b>

The following is the movement in Security Deposit during the period ended March 31, 2021 to March 31, 2022:

Particulars	USD In Lakhs	(₹) In Lakhs
	For the period Mar 30, 2021 to Mar 31, 2022	For the period Mar 30, 2021 to Mar 31, 2022
Opening Balance	-	-
Add: Additions during the period	0.15	11.54
Add: Interest income (USD 110.70)	-	0.08
Closing Balance	<b>0.15</b>	<b>11.62</b>

**20 Financial Instruments**

The carrying value and fair value of financial instruments by categories:

Particulars	Carrying Value		Fair Value	
	As at March 31, 2022		As at March 31, 2022	
	USD In Lakhs	(₹) In Lakhs	USD In Lakhs	(₹) In Lakhs
<b>i) Financial Assets</b>				
<b>Amortised Cost</b>				
Cash and cash equivalents	24.90	1,887.45	24.90	1,887.45
<b>Total Financial Assets</b>	<b>24.90</b>	<b>1,887.45</b>	<b>24.90</b>	<b>1,887.45</b>

Particulars	Carrying Value		Fair Value	
	As at March 31, 2022		As at March 31, 2022	
	USD In Lakhs	(₹) In Lakhs	USD In Lakhs	(₹) In Lakhs
<b>ii) Financial Liabilities</b>				
<b>Amortised Cost</b>				
Lease Liabilities	0.24	17.87	0.24	17.87
Trade payables	0.07	6.09	0.07	6.09
Other financial liabilities	0.23	17.05	0.23	17.05
<b>Total Financial Liabilities</b>	<b>0.54</b>	<b>41.01</b>	<b>0.54</b>	<b>41.01</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).

The management assessed that fair value of cash and bank balances, 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.



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**21 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

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 minimize 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.

**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.

**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 table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2022.

Particulars	As at March 31, 2022	
	USD In Lakhs	(₹) In Lakhs
<b>Trade payables</b>		
< 1 year	0.07	6.09
1-5 years	-	-
> 5 years	-	-
<b>Other financial liabilities</b>		
< 1 year	0.03	1.90
1-5 years	-	-
> 5 years	0.20	15.15
<b>Lease liabilities</b>		
< 1 year	0.17	12.59
1-5 years	0.07	5.28
> 5 years	-	-
<b>Total</b>	<b>0.54</b>	<b>41.01</b>

The table below provides details regarding the contractual maturities of significant financial assets as at March 31, 2022.

Particulars	As at March 31, 2022	
	USD In Lakhs	(₹) In Lakhs
<b>Cash and cash equivalents</b>		
< 1 year	24.90	1,887.45
1 - 5 years	-	-
> 5 years	-	-
<b>Total</b>	<b>24.90</b>	<b>1,887.45</b>

The Company manages contractual financial liabilities and contractual financial assets on net basis.

**Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of interest rate risk and foreign currency risk

**• Foreign Currency risk**

United State Dollars (USD) is the functional currency of the Company, thus the Company's exchange risk arises from its foreign currency expenses. Currency other than USD is considered as foreign currency.

**• 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.

As company has no Long-term / short-term Investments during the current financial year, hence it does not have any material or significant interest rate risks.




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**Notes to Financial Statements For the period March 30, 2021 to March 31, 2022**

**Regulatory Risk**

The Company requires various regulatory approvals, registrations and permissions to operate its business, including at a corporate level. 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.

**22 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 maximize shareholder value.

The Company is predominantly equity financed which is evident from the capital structure. Further, the Company has always been a net cash Company with cash and bank balances

**23 Contingent Liabilities**

The Company has no contingent liability as on March 31, 2022.

**24 Capital Commitments**

There are no capital commitments as on March 31, 2022.

**25 Additional information to the financial statements**

**Expenditure in foreign currency:**

Particulars	For the period Mar 30, 2021 to Mar 31, 2022	
	USD in Lakhs	(₹) in Lakhs
Employee benefits expense	0.92	68.01
Finance Cost (USD 221.72)	-	0.17
Other expenses	1.06	79.74
<b>Total</b>	<b>1.98</b>	<b>147.92</b>

**26 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

Particulars	For the period Mar 30, 2021 to Mar 31, 2022	
	USD in Lakhs	(₹) in Lakhs
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 the period end	-	-
e) The amount of further interest due and payable even in the succeeding year	-	-

Note: The bills payable to MSME were unbilled as at March 31, 2022. Hence the principal amount is not disclosed.



*(Signature)*



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Notes to Financial Statements For the period March 30, 2021 to March 31, 2022

**27 Employee benefits**

**27.1 Defined benefits plan - Gratuity**

The Company has determined the liability for Gratuity as at March 31, 2022 in accordance with Ind AS 20 on "Employee Benefits"

Valuation Result as at	March 31, 2022 USD In Lakhs	March 31, 2022 (₹) In Lakhs
<b>Reconciliation of defined benefit obligation</b>		
Opening Defined Benefit Obligation	-	-
Transfer in/(out) obligation	-	-
Current service cost (USD 356.71)	0.00	0.27
Interest cost	-	-
Due to Change in financial assumptions	-	-
Due to change in demographic assumption	-	-
Due to experience adjustments	-	-
Past service cost	-	-
Liabilities assumed in an amalgamation in the nature of purchase	-	-
Benefits paid	-	-
Closing Defined Benefit Obligation	0.00	0.27

Other Comprehensive Income for the current period	March 31, 2022 USD In Lakhs	March 31, 2022 (₹) In Lakhs
Due to Change in financial assumptions	-	-
Due to change in demographic assumption	-	-
Due to experience adjustments	-	-
Return on plan assets excluding amounts included in interest income	-	-
Amounts recognized in Other Comprehensive (Income) / Expense	-	-

Profit and loss account for the period	March 31, 2022 USD In Lakhs	March 31, 2022 (₹) In Lakhs
Service cost:		
Current service cost (USD 356.71)	0.00	0.27
Past service cost	-	-
Net interest cost	-	-
Total included in 'Employee Benefit Expense'	0.00	0.27

Reconciliation of net defined benefit liability	March 31, 2022 USD In Lakhs	March 31, 2022 (₹) In Lakhs
Net opening provision in books of accounts	-	-
Adjustment to Opening Defined Benefit Obligation	-	-
Liabilities assumed in an amalgamation in the nature of purchase	-	-
Employee Benefit Expense (USD 356.71)	0.00	0.27
Amounts recognized in Other Comprehensive Income / expense	-	-
Benefits paid by the Company	-	-
Contributions to plan assets	-	-
Closing provision in books of accounts	0.00	0.27
<b>Principle actuarial assumptions (for all employee benefits)</b>		
Discount Rate	7.35 % p.a.	7.35 % p.a.
Salary Growth Rate	9% p.a.	9% p.a.
Withdrawal Rates	0.00%	0.00%
Rate of Return on Plan Assets	7.35 % p.a.	7.35 % p.a.

Note: The Gratuity benefit liabilities of the Company are unfunded

**Sensitivity analysis**

Particulars	As at March 31, 2022	
	Discount Rate (In Lakh)	Salary Escalation Rate (In Lakh)
Impact of increase of 0.5% on defined benefit obligation	0.24	0.30
Impact of decrease of 0.5% on defined benefit obligation	0.28	0.27

**27.2 Compensated Absences**

The employees of the Company are entitled to compensated absences. The employees can carry forward a portion of the unutilised accumulating 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 recognizes accumulated compensated absences based on actuarial valuation. Non-accumulating compensated absences are recognized in the period in which the absences occur. The Company recognizes remeasurement gains or losses immediately in the statement of profit and loss.

During the period March 30, 2021 to March 31, 2022 an amount recognized as an expense in respect of compensated leave absences is ₹ 1.18 lakh (USD 0.02 lakh)



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**Notes to Financial Statements For the period March 30, 2021 to March 31, 2022**

Employee benefit expense includes salary expenses reimbursement of ₹ 52.33 Lakhs (USD 0.70 Lakhs) to the holding Company paid on account deputation of employees of the holding company.

**28 Ratio Analysis and its elements**

Ratios	Numerator	Denominator	As on March 31, 2022
Current Ratio (times)	Current Assets	Current Liabilities	82.94
Debt Equity Ratio (times)	Total Debt	Total Equity	No borrowing as on March 31, 2022
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, 2022
Inventory Turnover Ratio (times)	Average Inventory	Cost of goods sold	-
Return on Equity Ratio (percentage)	Net Income (profit after tax)	Average Shareholder's Equity	-16.77
Trade Receivable turnover Ratio (times)	Net Sales	Average Trade Receivable	-
Trade Payable turnover Ratio (times)	Net Purchase	Average Trade Payables	13.09
Net Capital Turnover Ratio (percentage)	Net Sales	Working capital = Current assets - Current liabilities	-
Net Profit Ratio (percentage)	Net Profit	Net Sales	-
Return on Capital Employed Ratio (percentage)	Earnings before interest and taxes	Capital Employed (Total Equity + Deferred tax)	-8.39
Return of Investment Ratio (percentage)	Investment Income	Investment	-

**29 Relationship with Struck off Companies**

There are no transactions with struck off companies during the period March 30, 2021 to March 31, 2022

**30 The novel coronavirus (COVID-19) pandemic continues to spread across the globe including India. COVID-19 has taken its toll on not just human life, but business and financial markets too. With substantial increase in COVID-19 cases across different parts of the country, governments have introduced a variety of measures to contain the spread of the virus, including lockdowns and restrictions on movement of people and goods across different geographies.**

Certain establishments including securities market intermediaries are permitted to operate and continue to remain exempted from restrictions. In case there is a disruption in the functioning of the capital markets, the business of the Company may be affected.

The management has, at the time of approving the financial results, assessed the potential impact of the COVID-19 on the Company. Based on the current assessment, the management is of the view that impact of COVID 19 on the operations of the Company and the carrying value of its assets and liabilities is minimal.

**31 Segment Reporting**

The company was incorporated to carry on business as a depository and the operations are carried from a single place at GIFT SEZ, Gift City, Gandhinagar and hence there is no separate reportable segment as per Indian Accounting Standard 108 on "Operating Segment" prescribed in Companies (Accounting Standards) Rules, 2015.

**32 Details of issuance of equity and dividend declared during the period March 30, 2021 to March 31, 2022**

**Issue of equity shares:**

The Company issued 20,00,00,000 equity shares of face of value of INR 1 to Central Depository Services (India) Limited (100% Holding

**Dividend declared:**

The Company has not declared dividend during the period



*(Signature)*



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**Notes to Financial Statements For the period March 30, 2021 to March 31, 2022**

**33** The Company was incorporated on March 30, 2021 and prepared its first set of complete financial statements as required under Companies Act, 2013. Accordingly, no comparatives have been presented in these Financial Statements.

**34 Events after reporting period**

There are no events that occur between the end of the reporting period and the date when the financial statements are approved that provide evidence of conditions that existed at the end of the reporting period.

**35 Other Statutory Information**

i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

ii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

iv) The Company has not any such transaction which is not recorded in the books of accounts 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

v) The Company 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:

(a) 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

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vi) The Company 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 Company shall

(a) 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

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vii) The Company has not been declared as wilful defaulter by any bank or financial Institution or other lender, since the company has not undertaken any borrowing during the current period.

(viii) The company has not made any investment in downstream companies during the current period. Hence the compliance under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 is not applicable.

(ix) 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 period.

(x) The Company has not revalued its Property, Plant and Equipment or intangible assets or both during the current period

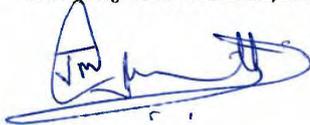
(xi) The Company has not granted/given any loans or advances during the current period to the promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

**36 Standards notified not yet effective**

Ministry of Corporate affairs have made changes on March 23, 2022 in the following Indian Accounting Standards (Ind AS) namely Ind AS 101, Ind AS 103, Ind AS 109, Ind AS 16, Ind AS 37 and Ind AS 41. The same are effective from April 01, 2022.

**Signatures to Notes 1 to 36 forming part of Financial Statements**

As per our attached report of even date  
For S. R. Batliboi & Co. LLP  
Chartered Accountants  
ICAI Firm registration No. 301003E/E300005



Per Jayesh Gandhi  
Partner  
Membership.no: 037924  
Place : Mumbai  
Date: April 22, 2022

For and on behalf of the Board of Directors of  
CDSL IFSC Limited

Satyajit Mishra  
Director  
DIN: 01807198

Sonal Barot  
Chief financial Officer

Place : Gandhinagar  
Date: April 22, 2022

Kaushal Sampat  
Managing Director & CEO  
DIN: 09451743

Harshad Kamani  
Company Secretary  
Membership No. A32595

