

## CORPORATE GOVERNANCE REPORT

### ANNEXURE I

Name of Listed Entity - **Central Depository Services (India) Limited**  
Quarter ending - **30<sup>th</sup> JUNE-2019**

#### Composition of Board of Director

Title	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee	Date of Appointment	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Rajender Mohan Malla	00136657	Non-Executive/Independent Director	30-Jul-2016	3	5	2	1
Mr.	Aravamudan Krishna Kumar	00871792	Non-Executive/Independent Director	30-Jul-2016	3	3	2	3
Mr.	Bontha Prasada Rao	01705080	Non-Executive/Independent Director	21-Oct-2016	3	1	2	0
Mrs.	Usha Narayanan	07738036	Non-Executive/Independent Director	24-Apr-2017	3	1	1	0

Mr.	Nehal Naleen Vora	02769054	Non-Executive Director	25-Jul-2015	-	1	0	0
Mr.	Nayan Chandrakant Mehta	03320139	Non-Executive Director	28-Nov-2016	-	1	2	0

<b>II. Composition of Committees</b>		
<b>Name of the Committee</b>	<b>Name of the Committee Member</b>	<b>Category-Chairperson/Non- Executive/Independent Director</b>
<b>Audit Committee</b>	Shri R.M. Malla	Chairperson/Non- Executive/Independent Director
	Shri A. Krishnakumar	Non- Executive/ Independent Director
	Shri B. Prasada Rao	Non- Executive/ Independent Director
	Smt. Usha Narayanan	Non- Executive/ Independent Director
	Shri Nayan Mehta	Non-Executive Director
<b>Stakeholders Relationship and Securities Transfer Committee</b>	Shri A. Krishnakumar	Chairperson/Non- Executive/Independent Director
	Shri B. Prasada Rao	Non- Executive/ Independent Director
	Shri Nayan Mehta	Non- Executive Director
<b>Nomination and Remuneration / Compensation</b>	Shri A. Krishnakumar	Chairperson/Non- Executive/Independent Director
	Shri R.M. Malla	Non- Executive/ Independent Director
	Shri B. Prasada Rao	Non- Executive/ Independent Director
	Smt. Usha Narayanan	Non- Executive/ Independent Director
<b>Risk Management Committee</b>	Smt. Usha Narayanan	Chairperson/Non- Executive/Independent Director
	Shri R. M. Malla	Non- Executive/ Independent Director
	Shri A. Krishnakumar	Non- Executive/ Independent Director
	Shri V. R. Narasimhan	Independent External Person
	Shri Viraj Londhe	Independent External Person
	Shri Nilesh Vikamsey	Independent External Person

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter (Mar-2019)</b>	<b>Date(s) of Meeting (if any) in the relevant quarter (June-2019)</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
25-Jan-2019 26-Mar-2019	08-April-2019	11
	03-May-2019	24
	27-May-2019	23
	07-June-2019	10
	20-June-2019	12

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<b>IV. Meeting of Committee</b>				
<b>Name of the committee</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter (Mar-2019)</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
<b>Audit Committee</b>	03-May-2019	Yes	25-Jan-2019	97
<b>Stakeholders Relationship and Securities Transfer Committee</b>	--	-	-	-
<b>Nomination &amp; Remuneration Committee</b>	03-May-2019	Yes	25-Jan-2019 26-Mar-2019	37
	27-May-2019	Yes	-	23
	07-June-2019	Yes	-	10
<b>Risk Management Committee</b>	-	-	-	-

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA

Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
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<b>VI. Affirmations</b>		
1.	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2.	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015	
	a. Audit Committee	Yes
	b. Nomination & remuneration committee	Yes
	c. Stakeholders relationship committee	Yes
	d. Risk management committee (applicable to the top 500 listed entities as of 01.04.2019)	Yes
3.	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
4.	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
5.	a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
	b. Any comments/observations/advice of Board of Directors may be mentioned here:	Nil

**Name** : Shri Lalit Sharma  
**Designation** : VP-Legal & Company Secretary, Compliance Officer