

CORPORATE GOVERNANCE REPORT

ANNEXURE I

Name of Listed Entity - **Central Depository Services (India) Limited**
Quarter ending - **31-March-2018**

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.	Taruvai Subbayya Krishna Murthy	00279767	Chairperson /Non-Executive/ Independent Director	30-Mar-2016	3	2	1	1
Mr.	Padala Subbi Reddy	01064530	Executive Director	06-Mar-2009		1	0	0
Mr.	Rajender Mohan Malla	00136657	Non-Executive/ Independent Director	30-Jul-2016	3	3	3	1
Mr.	Aravamudan Krishna Kumar	00871792	Non-Executive/ Independent Director	30-Jul-2016	3	3	4	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.	Venkat Nageswar Chalasani	07234179	Non-Executive Director	28-Jun-2016		1	1	0
Mr.	Nayan Chandrakant Mehta	03320139	Non-Executive Director	28-Nov-2016		1	2	0
Mr.	Kumarapuram Venkateswaran Subramanian	07842700	Non-Executive Director	14-Feb-2018		1	0	0

II. Composition of Committees		
Name of the Committee	Name of the Committee Member	Category-Chairperson/Non- Executive/Independent Director
Audit Committee	Shri T. S. Krishna Murthy	Chairperson/Non- Executive/Independent Director
	Shri R.M. Malla	Non- Executive/ Independent Director
	Shri A. Krishnakumar	Non- Executive/ Independent Director
	Shri C. Venkat Nageswar	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
Stakeholders Relationship and Securities Transfer Committee	Shri A. Krishnakumar	Chairperson/Non- Executive/Independent Director
	Shri B. Prasada Rao	Non- Executive/ Independent Director
	Shri Nayan Mehta	Non- Executive Director
	Shri P.S. Reddy	Executive Director

Nomination and Remuneration / Compensation	Shri A. Krishnakumar	Chairperson/Non- Executive/Independent Director
	Shri T. S. Krishna Murthy	Non- Executive/ Independent Director
	Shri R.M. Malla	Non- Executive/ Independent Director
	Shri B. Prasada Rao	Non- Executive/ Independent Director
	Shri C. Venkat Nageswar	Non- Executive Director
	Smt. Usha Narayanan	Non- Executive/ Independent Director
	Shri Nayan Mehta	Non- Executive Director

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter (December-2017)	Date(s) of Meeting (if any) in the relevant quarter (March-2018)	Maximum gap between any two consecutive (in number of days)
28-Oct-2017	20-Jan-2018	83

IV. Meeting of Committee				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter (March-2018)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (December-2017)	Maximum gap between any two consecutive (in number of days)
Audit Committee	20-Jan-2018	Yes	28-Oct-2017	83
Stakeholders Relationship and Securities Transfer Committee	11-Jan-2018	Yes	27-Oct-2017	75
Nomination & Remuneration Committee	11-Jan-2018	Yes	27-Oct-2017	75

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
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

VI. Affirmations		
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 100 listed entities)	NA
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:	

Name: Shri Amol Purandare

Designation: AVP- Legal & Company Secretary

Compliance Officer

CORPORATE GOVERNANCE REPORT

ANNEXURE II

Name of Listed Entity - **Central Depository Services (India) Limited**
Quarter ending - **31-March-2018**

Format to be submitted by Listed Entity at the end of the Financial year

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)refer note below
1. Details of business	Yes
2. Terms and conditions of appointment of independent directors	Yes
3. Composition of various committees of board of directors	Yes
4. Code of conduct of board of directors and senior management personnel	Yes
5. Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
6. Criteria of making payments to non-executive directors (Forms a part of the Annual Report of the company)	Yes
7. Policy on dealing with related party transactions	Yes
8. Policy for determining 'material' subsidiaries	Yes
9. Details of familiarization programmes imparted to independent directors	Yes
10. Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
11. email address for grievance redressal and other relevant details	Yes
12. Financial results	Yes
13. Shareholding pattern	Yes
14. Details of agreements entered into with the media companies and/or their associates	Not Applicable

15. New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes

Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: YES

Name: Shri Amol Purandare

Designation: AVP- Legal & Company Secretary

Compliance Officer

Company Secretary / Compliance Officer / Managing Director / CEO