

## CORPORATE GOVERNANCE REPORT

### ANNEXURE I

Name of Listed Entity - **Central Depository Services (India) Limited**

Quarter ending - **31<sup>st</sup> MARCH-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
Mr.	Padala Subbi Reddy	01064530	Executive Director	06-Mar-2009		1	0	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	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
	Shri P.S. Reddy	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>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter (Dec-2018)</b>	<b>Date(s) of Meeting (if any) in the relevant quarter (Mar-2019)</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
27-Oct-2018	25-Jan-2019	89

**IV. Meeting of Committee**

Name of the committee	Date(s) of meeting of the committee in the relevant quarter(Mar-2019)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (Dec-2018)	Maximum gap between any two consecutive (in number of days)
<b>Audit Committee</b>	25-Jan-2019	Yes	27-Oct-2018	90
<b>Stakeholders Relationship and Securities Transfer Committee</b>	-	Yes	26-Oct-2018	
<b>Nomination &amp; Remuneration Committee</b>	25-Jan-2019	Yes	27-Oct-2018	89
	26-Mar-2019	Yes		59

**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 as of 31.03.2019)	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:	Nil

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

## CORPORATE GOVERNANCE REPORT

**ANNEXURE II**

Name of Listed Entity - **Central Depository Services (India) Limited**

Quarter ending - **31-March-2019**

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

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
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
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
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 Lalit Sharma**

**Designation: VP-Legal & Company Secretary, Compliance Officer**

**Company Secretary / Compliance Officer / Managing Director / CEO**