

**CORPORATE GOVERNANCE REPORT**

**ANNEXURE I**

Name of Listed Entity - **Central Depository Services (India) Limited**  
Quarter ending - **30<sup>th</sup> SEPTEMBER-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 Subbaya 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	1	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		2	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

<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 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
<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 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
	Shri K.V. Subramanian	Non- Executive Director

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter (June-2018)</b>	<b>Date(s) of Meeting (if any) in the relevant quarter (Sept-2018)</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
21-Apr-2018	28-Jul-2018	97

<b>IV. Meeting of Committee</b>				
<b>Name of the committee</b>	<b>Date(s) of meeting of the committee in the relevant quarter (Sept-2018)</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter (June-2018)</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
<b>Audit Committee</b>	28-Jul-2018	Yes	21-Apr-2018	97
<b>Stakeholders Relationship and Securities Transfer Committee</b>	27-Jul-2018	Yes	20-Apr-2018	97
<b>Nomination &amp; Remuneration Committee</b>	-	Yes	21-Apr-2018	-

<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

<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 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:	Nil

**Name** : **Shri P.S. Reddy**  
**Designation** : **Managing Director and CEO**

**CORPORATE GOVERNANCE REPORT**

**ANNEXURE III**

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

**Affirmations**

<b><i>Broad Heading</i></b>	<b><i>Regulation Number</i></b>	<b><i>Compliance Status</i></b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.

**Name** : **Shri P.S. Reddy**  
**Designation** : **Managing Director and CEO**