

225th Board Meeting held on September 26, 2025

To consider and approve the updates in the CSR Policy.

AGENDA

The Corporate Social Responsibility (CSR) Policy was updated and approved by the **Governing Board** in **October, 2024**.

The renaming of the existing “**CSR Committee**” to “**CSR and ESG Committee**” and inclusion of ESG responsibilities in its Terms of Reference (ToR) was approved in the **Corporate Social Responsibility Committee meeting** and subsequently by the **Governing Board** in **June, 2025**.

The **Ministry of Corporate Affairs (MCA)** on 7th July, 2025 announced the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2025, via Notification No. G.S.R. 452(E), effective from July 14, 2025. The Amendment introduced a **revised CSR-1 e-form** and new disclosure requirements like PAN, OTP-verified email, etc.

In light of the above, a **legal opinion** was sought to determine the necessary actions required to align with these developments. Accordingly, the CSR Policy has been updated in line with the recommendations received, reflecting the revised nomenclature of the CSR & ESG Committee and the amended eligibility criteria, disclosure requirements, and compliance obligations for CSR partners as introduced by the aforementioned MCA notification.

Approval required:

Following the recommendation of the CSR & ESG Committee, the Governing Board is hereby requested to approve the CSR Policy and pass the draft resolution.

MINUTES

The Governing Board was informed that the Corporate Social Responsibility (CSR) Policy was updated and approved in October 2024.

The Governing Board was informed that the “**CSR Committee**” was renamed to “**CSR and ESG Committee**” and inclusion of ESG responsibilities in its Terms of Reference (ToR) was approved in **June 2025**.

Further, the Governing Board was apprised that the **Ministry of Corporate Affairs (MCA)** on July 07, 2025 announced the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2025, via Notification No. G.S.R. 452(E), effective from July 14, 2025 which introduced a **revised CSR-1 e-form** and new disclosure requirements like PAN, OTP-verified email, etc.

The Governing Board was further apprised that a legal opinion was sought to determine the necessary actions for ensuring compliance. The CSR Policy was amended reflecting the revised nomenclature of the CSR & ESG Committee and the amended eligibility

criteria, disclosure requirements, and compliance obligations for CSR partners as introduced by the aforementioned MCA notification.

DECISION:

The Governing Board, after due deliberation and basis the recommendation of the CSR & ESG Committee, approved the updates in the CSR Policy and passed the following resolution unanimously:

“RESOLVED THAT basis the recommendation of the CSR & ESG Committee, consent of the Governing Board be and is hereby accorded to approve the amendments in the CSR Policy, as per the note placed before the Governing Board.

RESOLVED FURTHER THAT Shri Nehal Vora, Managing Director & CEO and Shri Vinay Madan, Chief Risk Officer be and are hereby severally authorized to implement the aforesaid CSR Policy and to do all other acts or deeds as may be necessary to give effect to the aforesaid resolutions including to make reasonable and minor modifications in the aforesaid Policy.”

To take note of Disclosure of Interest and other declarations received from Shri Rajesh Kumar, Non-Independent Director, pursuant to his appointment on the Governing Board.

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Pursuant to Section 184(1) read with Section 189(2) of the Companies Act, 2013, *“Every director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in such manner as may be prescribed.”*

SEBI, vide its letter no. SEBI/HO/MRD/RAC2/P/OW/2025/24351/1 dated September 12, 2025 and received on September 15, 2025, has accorded its approval for the appointment of Shri Rajesh Kumar as Non-Independent Director on the Governing Board of CDSL with effect from September 12, 2025, i.e., approval received from SEBI.

The disclosure of interest received from Shri Rajesh Kumar, Non-Independent Director as per Section 184 of the Companies Act, 2013 is enclosed.

The Governing Board is requested to take note of the same.

MINUTES

The Governing Board was informed of the Section 184(1) read with Section 189(2) of the Companies Act, 2013, *“Every director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial*

year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in such manner as may be prescribed.”

Further, the Governing Board was informed that SEBI vide its letter dated September 12, 2025, and received on September 15, 2025, has accorded its approval for the appointment of Shri Rajesh Kumar as Non-Independent Director on the Governing Board of CDSL with effect from September 12, 2025, i.e., approval received from SEBI.

Accordingly, the disclosure of interest and other declarations in compliance with various Codes of Conduct of the Company, received from Shri Rajesh Kumar, Non-Independent Director, pursuant to his appointment in the Company, were placed before the Governing Board.

The Governing Board took note of the same.

Board Agenda Note for Circulation

SEBI and IEPFA’s Second “Niveshak Shivir” conducted on August 30, 2025, in Hyderabad - Proactive Joint Initiative to Minimize Unclaimed Assets and Facilitate Investor Claims for Unpaid Dividends and Shares.

AGENDA

The Securities and Exchange Board of India (SEBI) and the Investor Education and Protection Fund Authority (IEPFA), Ministry of Corporate Affairs, jointly organized the second “Niveshak Shivir” in Hyderabad, Telangana, on August 30, 2025. This investor outreach initiative aims to assist shareholders in reclaiming unpaid dividends and unclaimed shares and thereby reduce the volume of unclaimed investor assets in the system.

The press release issued by SEBI outlining the proceedings of the Shivir is attached.

The Shivir was organized in collaboration with key Market Infrastructure Institutions (MIIs) - BSE, NSE, CDSL & NSDL, and Registrar and Transfer Agents (RTAs) - KFin Technologies Ltd., MUFG Intime India Pvt. Ltd., Bigshare Services Pvt. Ltd. & Purva Shareregistry India Pvt. Ltd.

The day-long Shivir witnessed enthusiastic participation from over 300 investors and claimants from Hyderabad and surrounding areas, offering them end-to-end assistance on various issues relating to the unpaid/unclaimed dividend & shares claim process, KYC updating, etc.

The Shivir was attended by the following officials, representing CDSL:

- i. Shri Sudhish Pillai, IPF Secretariat

- ii. Ms. Tejasi Mendon, Senior Manager and Smt. Reshma Verma, Assistant Manager, CDSL IPF Team, Mumbai office
- iii. Shri Shiva Prasad Venishetty, Assistant Vice President, Business Development department, Hyderabad office
- iv. Shri Deeptiman Das, Assistant Manager, Operations department, Hyderabad office
- v. Shri Segyam Sridhar, Deputy Manager, Admission Cell, Hyderabad office

Remarkably, in the Shivir, SEBI and IEPFA, along with other MIIs, launched an insightful **Investor Guide developed by CDSL**. The guide provides a step-by-step process to help investors resolve their queries related to the claims process.

The Governing Board is requested to take note of the same.

MINUTES

The following updates were shared with the Governing Board for information:

Sr. No	Updates shared with the Governing Board for Information	Date of Email
1.	SEBI and IEPFA's Second "Niveshak Shivir" conducted on August 30, 2025, in Hyderabad - Proactive Joint Initiative to Minimize Unclaimed Assets and Facilitate Investor Claims for Unpaid Dividends and Shares.	03.09.2025

The Governing Board took note of the same.

To take note of SEBI approval relating to the re-appointment of Smt. Rajeshree Sabnavis as PID on the Governing Board of CDSL for a period of three (3) years from November 29, 2025 to November 28, 2028.

AGENDA

The Board of Directors is hereby informed that the Governing Board of the Company, based on the recommendation of the Nomination and Remuneration Committee, has approved the re-appointment of Smt. Rajeshree Sabnavis (DIN:06731853) as a Public Interest Director of the Company for a tenure of three (3) years with effect from November 29, 2025, to November 28, 2028, subject to the approval of the Securities and Exchange Board of India (SEBI).

Further, SEBI vide its letter no. SEBI/HO/MRD/RAC2/P/OW/2025/24210/1 dated September 10, 2025, and received on September 13, 2025, has accorded its approval for the re-appointment of Smt. Rajeshree Sabnavis (DIN: 06731853) as Public Interest Director on the Governing Board of the Company for a period of three (3) years from November 29, 2025, up to November 28, 2028.

Furthermore, pursuant to SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company has intimated the same to NSE.

The Governing Board is requested to take note of the same.

MINUTES

The following updates were shared with the Governing Board for information:

Sr. No	Updates shared with the Governing Board for Information	Date of Email
8.	To take note of SEBI approval relating to the re-appointment of Smt. Rajeshree Sabnavis as PID on the Governing Board of CDSL for a period of three (3) years from November 29, 2025 to November 28, 2028.	15.09.2025

The Governing Board took note of the same.

To take note of SEBI approval - Appointment of Shri Rajesh Kumar as Non-Independent Director (NID) on the Governing Board of CDSL.

AGENDA

The Governing Board is hereby informed that the Governing Board had accorded its approval for the appointment of Shri Rajesh Kumar, Director, ZTC, LIC of India, as Non-Independent Director on the Governing Board of Central Depository Services (India) Limited ("CDSL"/"Company"), in place of Shri Masil Jeya Mohan P, Retired Executive Director, LIC of India, subject to the approval of the Shareholders and the Securities and Exchange Board of India ("SEBI").

In this regard, the Shareholders approved the appointment of Shri Rajesh Kumar at the Annual General Meeting held on August 14, 2025, and subsequently, an application dated August 19, 2025, seeking SEBI's approval, was submitted.

Accordingly, SEBI, vide its letter no. SEBI/HO/MRD/RAC2/P/OW/2025/24351/1 dated September 12, 2025, received on September 15, 2025, has accorded its approval for the appointment of Shri Rajesh Kumar as Non-Independent Director on the Governing Board of CDSL, liable to retire by rotation. The appointment of Shri Rajesh Kumar is effective from September 12, 2025, i.e., the date of SEBI's approval.

The Governing Board is requested to take note of the same.

MINUTES

The following updates were shared with the Governing Board for information:

Sr. No	Updates shared with the Governing Board for Information	Date of Email
9.	To take note of SEBI approval - Appointment of Shri Rajesh Kumar as Non-Independent Director (NID) on the Governing Board of CDSL.	16.09.2025

The Governing Board took note of the same.

Internal