

**CDSL/CS/NSE/AJ/2025/158**

**May 30, 2025**

**The Manager,  
Listing Compliance Department,  
National Stock Exchange of India Ltd.,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400051**

**Symbol: CDSL  
ISIN: INE736A01011**

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2025.**

**Ref: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Annual Secretarial Compliance Report of Central Depository Services (India) Limited for the year ended March 31, 2025 issued by M/s. Vatsal Doshi & Associates, Practicing Company Secretaries.

The above information is also available on the Company's website **[www.cdslindia.com](http://www.cdslindia.com)** in terms of Regulation 46 of SEBI Listing Regulations.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**For Central Depository Services (India) Limited**

**Nilay Shah  
Company Secretary & Compliance Officer  
ACS No. A20586**

***Encl: As Above***

**Public**

**Regd. Office: Marathon Futurex, A Wing, 25th Floor,  
Mafatlal Mills Compound, N M Joshi Marg, Lower Parel (E), Mumbai - 400 013.  
Phone: 91-22-2302 3333 • Fax: 91-22-2300 2036 • CIN: L67120MH1997PLC112443  
Website: [www.cdslindia.com](http://www.cdslindia.com)**



**SECRETARIAL COMPLIANCE REPORT  
OF CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**

*[Pursuant to Regulation 24A of Securities and Exchange Board of India  
(SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

I have examined:

- (a) all the documents and records made available to us and explanation provided by the **Central Depository Services (India) Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the review period)**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the review period)**;
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the review period)**
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

**I. (a)** The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisor y/ Clarification/ Fine/ Show Cause Notice/ Warning etc.)	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI Standard Operating Procedure ("SOP") dated August 28, 2019 - The Company should comply with the SEBI cyber securities policies and guidelines and also report Cyber Security breaches, incidents and deficiencies as per the aforesaid SEBI SOP.	Para 12(a)(i) of the SEBI Standard Operating Procedure ("SOP") dated August 28, 2019	The Company was not in compliance with SEBI's cyber security policies and guidelines and could not report Cyber Security breaches, incidents and deficiencies within the timelines stipulated by the SEBI.	SEBI	Financial Disincentive	The Company was not in compliance with SEBI's cyber security policies and guidelines and could not report Cyber Security breaches, incidents and deficiencies within the timelines stipulated by the SEBI in the matter of the malware incident occurred on November 18, 2022.	₹ 10 Lakh	The Company has transferred the amount to the IPEF during the review period on September 16, 2024.	The Management has submitted that the Root Cause Analysis ("RCA") which was approved by SCOT/Governing Board and also presented to SEBI HPSC. The forensic analysis for the same was carried out by M/s KPMG. All the actions from the RCA/forensic analysis have been completed thus ensuring that such instances do not repeat.	--
2.	SEBI Master Circular No. SEBI/HO/MRD/MRD-PoD-2/P/CIR/2023/166 dated October 06, 2023 The Company should ensure that there is no delay in pay-in for rolling settlement.	SEBI Master Circular No. SEBI/HO/MRD/MRD-PoD-2/P/CIR/2023/166 dated October 06, 2023	The Company could not complete the procedure for pay-in for rolling settlement within the timelines stipulated by the SEBI.	SEBI	Financial Disincentive	The Company could not complete the procedure for pay-in for rolling settlement within the timelines stipulated by the SEBI on January 30, 2024.	₹ 50 Lakh	The Company has transferred the amount to the "Investor Protection Fund" during the review period on September 23, 2024.	The Management has submitted that the RCA which was approved by SCOT/Governing Board and also presented to SEBI TAC. All the actions from the RCA have been completed thus ensuring that such instances do not repeat.	--
3.	SEBI Master Circular No. SEBI/HO/MRD/MRD-PoD-2/P/CIR/2023/166 dated October 06, 2023 The Company should ensure not to have any Technical glitches i.e. malfunction in the systems of the Company.	SEBI Master Circular No. SEBI/HO/MRD/MRD-PoD-2/P/CIR/2023/166 dated October 06, 2023	The Company could not prevent technical glitches occurred in its systems.	SEBI	Financial Disincentive	Technical glitches occurred in the systems of the CDSL between years 2021 to 2024.	₹ 3 Crore	The Company has transferred the amount to CDSL IPF on April 15, 2025.	The Management has submitted that the RCA which was approved by SCOT/Governing Board and also presented to SEBI TAC. All the actions from the RCA have been completed thus ensuring that such instances do not repeat.	--

4.	SEBI Circular No. SEBI/HO/DDHS/CIR/P/103/2020 dated June 23, 2020 and Chapter XI of Operational Circular dated August 10, 2021	Clause 1.2 and 4.1 of the SEBI Circular No. SEBI/HO/DDHS/CIR/P/103/2020 dated June 23, 2020 and Clause 2.2 and 5.1 of the Chapter XI of Operational Circular dated August 10, 2021	Please refer Note No. i below.	SEBI	Settlement Order	Please refer Note No. i below.	Settlement Amount ₹ 1,30,04,550/-	The Company paid the settlement amount to SEBI during the review period.	The Management has submitted that the SCN was issued on November 13, 2023 and replied on December 04, 2023. Subsequently, Settlement payment was done on August 12, 2024 and Settlement order was issued on August 27, 2024.  The above-mentioned case details were placed before the ROC and the Governing Board.  It may be noted that CDSL has implemented necessary changes in its system to avoid recurrence.	--
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**Notes:**

- The adjudication proceedings were initiated against the Company vide Show Cause Notice (SCN) dated November 13, 2023 for the alleged violations of Clause 1.2 and 4.1 of the SEBI Circular dated June 23, 2020 and Clause 2.2 and 5.1 of the Chapter XI of Operational Circular dated August 10, 2021. Pending adjudication proceedings, the Company had filed a settlement application with SEBI in terms of the SEBI (Settlement Proceedings) Regulations, 2018 proposing to settle, without admitting or denying the finding of facts and conclusions of law, the adjudication proceedings initiated against the Company and the Company paid the settlement amount of Rs. 1,30,04,550/- (Rupees One Crore Thirty Lakh Four Thousand Five Hundred and Fifty Only). Subsequently, the SEBI had passed the Settlement Order dated August 27, 2024 and the adjudication proceedings initiated against the Company vide SCN dated November 13, 2023, have been disposed of.
- The SEBI has issued warning letters dated March 25, 2025 and March 26, 2025 pursuant to the SEBI Onsite inspection conducted for the period from July 01, 2023 to June 30, 2024 and pursuant to DR site inspection conducted for the period from April 01, 2023 to March 30, 2024 respectively, inter-alia to be careful in the future and strengthen internal systems and has advised the Board of CDSL to take its letter into consideration. Upon completion of the aforesaid onsite inspections by SEBI, the SEBI had observed instances of aberration in compliance with the SEBI circulars and regulations. The Company has duly intimated the Stock Exchange regarding the same on March 26, 2025.

**(b)** The listed entity has taken the following actions to comply with the observations made in previous report:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous report)	Observations Made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Details of violation/ deviations and Actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Nil						

II. I hereby report that, during the Review Period the compliance status of the listed entity is with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1.	<b>Secretarial Standard:</b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	--
2.	<b>Adoption and timely updation of the Policies:</b>  <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/ guidelines issued by SEBI</li> </ul>	Yes  Yes	--  --
3.	<b>Maintenance and disclosures on Website:</b>  <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li> </ul>	Yes Yes  Yes	-- --  --
4.	<b>Disqualification of Director:</b>  None of the Director of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	--
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>  (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	--
6.	<b>Preservation of Documents:</b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	--

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
7.	<b>Performance Evaluation:</b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	--
8.	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or  (b) In case no prior approval has been obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes	The Audit Committee of the listed entity has subsequently approved/ratified related party transactions in all such cases where no prior approvals of the Audit Committee were obtained during the review period.
9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	--
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	--
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No actions taken against the listed entity/ its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	No	No actions were taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges during the review period except to the extent as mentioned below:  (i) The Company had filed a settlement application with SEBI in terms of the SEBI (Settlement Proceedings) Regulations, 2018 proposing to settle, without admitting or denying the finding of facts

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
			<p>and conclusions of law, the adjudication proceedings initiated against the Company in view of the Show Cause Notice (SCN) dated November 13, 2023 ("SCN") issued by the SEBI for the alleged violations of Clause 1.2 and 4.1 of the SEBI Circular dated June 23, 2020 and Clause 2.2 and 5.1 of the Chapter XI of Operational Circular dated August 10, 2021. The Company paid the settlement amount of Rs. 1,30,04,550/- (Rupees One Crore Thirty Lakh Four Thousand Five Hundred and Fifty Only) and subsequently, the SEBI had passed the Settlement Order dated August 27, 2024 and the aforesaid adjudication proceedings initiated against the Company vide SCN dated November 13, 2023, have been disposed of.</p> <p>(ii) The SEBI vide its letter dated September 06, 2024, has advised the Company to deposit ₹ 10,00,000/- (Rupees Ten Lakhs Only) into to the Investor Protection and Education Fund ("IPEF") administered by SEBI as financial disincentive in the matter of the malware incident occurred on November 18, 2022 as per Para 12(a)(i) of the SEBI Standard Operating Procedure ("SOP") dated August 28, 2019 and the Company has transferred the amount to IPEF on September 16, 2024.</p>

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
			<p>(iii) Pursuant to the SEBI Master Circular No. SEBI/HO/MRD/MRD-PoD-2/P/CIR/2023/166 dated October 06, 2023, the Company has transferred ₹ 50,00,000/- (Rupees Fifty Lakhs Only) into the "Investor Protection Fund" on September 23, 2024 as financial disincentive for the delay in pay-in on January 30, 2024.</p> <p>(iv) The SEBI vide its letter dated April 07, 2025, has advised the Company to deposit ₹ 3,00,00,000/- (Rupees Three Crores Only) into the "CDSL Investor Protection Fund" as financial disincentive for some past technical glitches between years 2021 to 2024 and the Company has transferred the amount to CDSL IPF on April 15, 2025.</p>
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There was no instance of resignation/ appointment/ reappointment of the statutory auditor during the review period.
13.	<b>Additional Non-compliances, if any:</b>  No any additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc. except as reported above.	NA	No additional non-compliances observed during the review period.



We further, report that the listed entity is in compliance/not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR Regulations. - NA

**III. The listed entity is a Market Infrastructure Institution (MII) and**

- i.** Is in conformity with SEBI circulars/guidelines while utilizing IPF.
- ii.** Is in compliance of whistle blower policy.
- iii.** No whistle blower complaints were received against the Company/MII or its management during the review period.

**Assumptions & Limitation of scope and Review:**

- 1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- 4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
- 5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 6. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

**For Vatsal Doshi & Associates  
Company Secretaries**

VATSAL  
KUMUDCHANDRA  
DOSHI

Digitally signed by VATSAL  
KUMUDCHANDRA DOSHI  
Date: 2025.05.30 16:20:29  
+05'30'

**Date : May 30, 2025  
Place : Mumbai**

**Vatsal K. Doshi  
FCS No.: 12399  
CP No.: 22976  
UDIN : F012399G000509775  
PR No.: 3191/2023  
FRN: S2020MH725700**