

# Digital Pulse

## Fostering Innovation, Nurturing Growth



SPEED-e App



e-Voting



e-Services



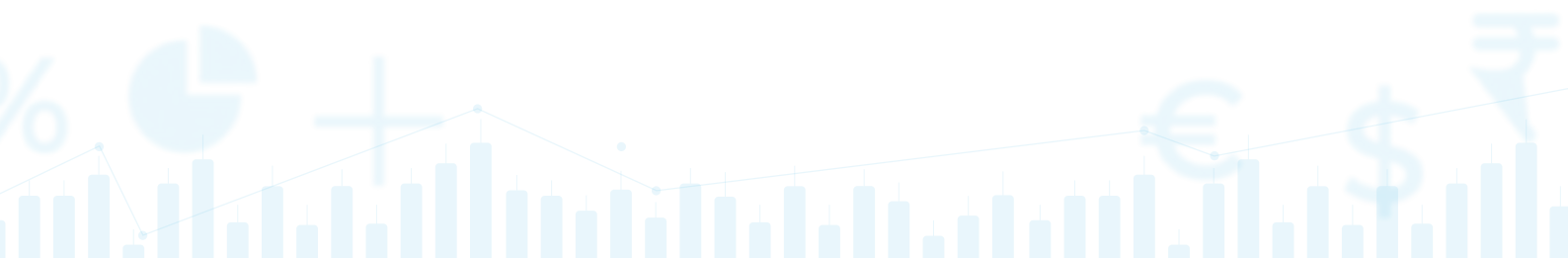
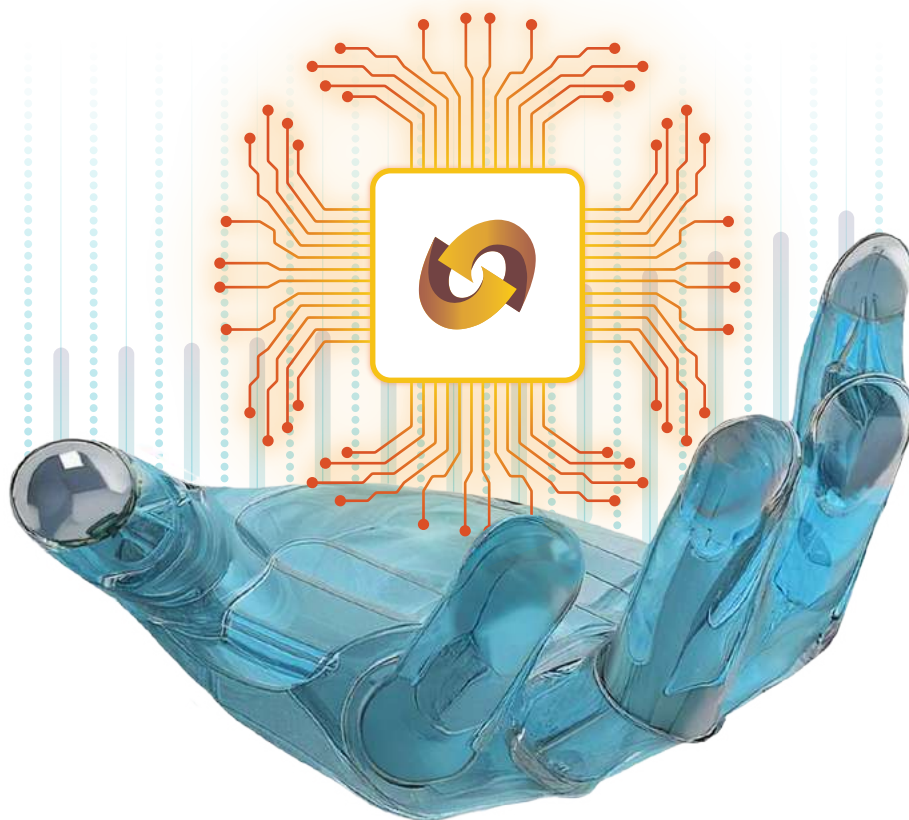
DLT



Digital LAS



NSDL APIs



# Digital Pulse

## Fostering Innovation, Nurturing Growth

In the world of capital markets, where uncertainties and opportunities intertwine, NSDL stands as a steadfast guardian, diligently ensuring safety and security for all stakeholders

NSDL utilises cutting-edge and adaptable technology systems to provide extensive services to issuer companies, investors, stockbrokers, and other stakeholders in the country's securities market.

The organisation's primary goal is to ensure the safety and stability of the Indian marketplace by providing technology solutions for enhancing efficiency and mitigating risks. In the financial services sector, NSDL holds a pivotal position in developing products and services that cater to the evolving needs of the sector.

### Performance Highlights 2023-24

**₹473 cr**

Revenue

**3.58 cr**

Demat Account Holders

**₹258 cr**

Profit After Tax

**46,015**

Number of Issuers



#### COVER BRIEF

The cover features dynamic graphic imagery that shows a waveform or digital pulse symbolising digital innovation. This digital pulse is emanating from a strong hand showing the human touch that goes in building the digital platform. There are vertical lines in the background showing the connections creating a sense of seamless integration of technology. The services provided by NSDL are shown in the form of icons surrounding the imagery. The image depicts how NSDL is at the forefront of technological innovation to foster growth while providing seamless services to its customers.

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nsdl.co.in



## About NSDL

# Who We Are

In 1996, NSDL coined the word 'demat' and commenced the process of dematerialisation.

This was the time when securities market was plagued with fake and forged certificates, delayed settlements, unregistered transfers, bad deliveries, and so on.

NSDL has since leveraged its technological infrastructure to cater to the diverse needs of the securities market.

### Origin of NSDL (National Securities Depository Limited)

The 1990s was a decade of significant change and transformation in India. This period witnessed economic liberalisation, political developments, technological advancements, and cultural shifts.

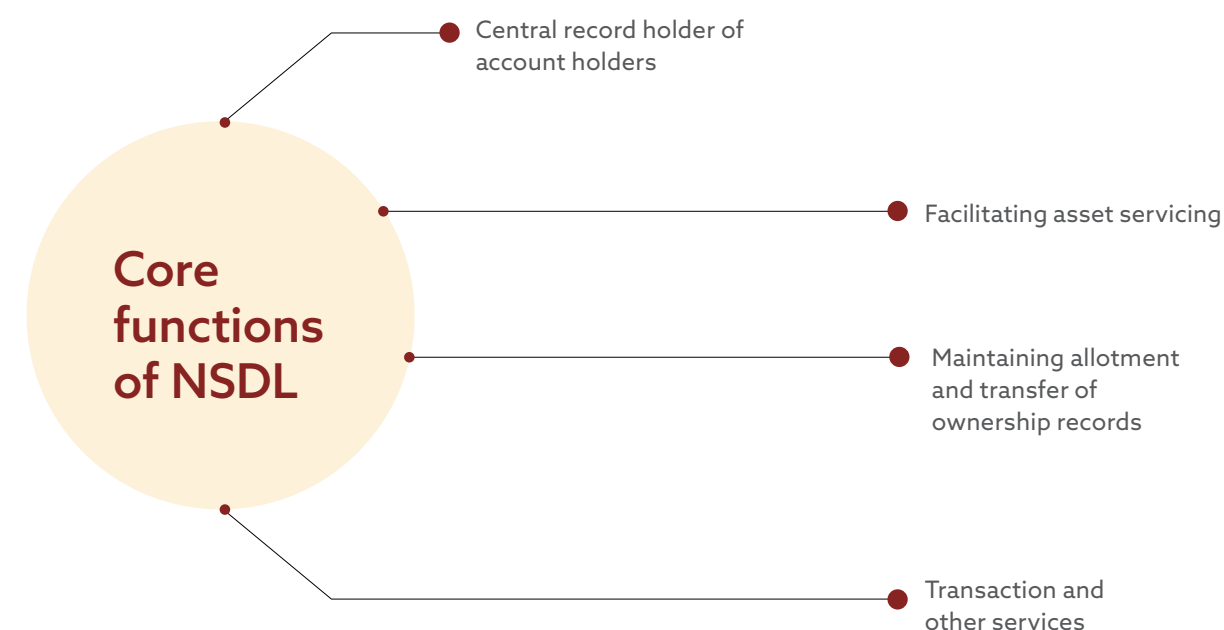
This decade also marked a crucial phase in the evolution of India's financial markets, which laid the foundation for the significant growth of the Indian Capital Market since then. As we have witnessed creation of massive infrastructures like port, dams, hydel power etc, NSDL equally contributed to building a massive electronic infrastructure, which today holds securities value worth more than \$ 5Trillion.

### How the idea of setting up was implemented?

- Dematerialisation is the process by which an investor's physical certificates are converted to an equivalent number of securities in electronic form. A system was devised whereby all securities get stored and only debit and credit entries are passed, representing the status of ownership of securities. To overcome delay in settlement, loss in transit, stolen certificates, litigation, etc. a new system, i.e., a depository system was introduced, which facilitates investors to hold securities in electronic form and trade in these securities.
- NSDL was one of the initial few depositories globally to directly implement dematerialisation, bypassing the traditional two-step process of immobilisation and subsequent dematerialisation.
- As the first and leading depository in the country, NSDL introduced the concept of dematerialisation of securities, revolutionising the securities landscape in India.
- NSDL introduced the concept of opening depository accounts in the name of beneficial owners so that the Beneficial owner is entitled to benefits viz., corporate benefits both non-cash and cash in his/her demat and bank account respectively.
- NSDL introduced and implemented the core function immediately after its formation, which are as follows
  - Dematerialisation of Securities
  - Maintain Allotment & Transfer of Ownership Record using electronic book entries.
  - Account Opening and Management for updating KYC, nomination facility & demographics details.
  - Settlement of market and off-market transfers through clearing corporations
  - Corporate Actions such as bonus, payment of interest on government bonds/ SGBs
  - Pledge of securities enabling clients to avail themselves of loan or credit facilities.



*glorious years*  
of service to the Indian capital market



## About NSDL

## Our Products and Services



## eServices

◆ **SPEED-e**

Submission of Delivery Instructions.

◆ **IDeAS for Clients & CMs**

Viewing of Instructions and holding.

◆ **NSDL SPEED-e App**

To view balances, download eCAS, Client Master Report etc.

◆ **SPICE for eDIS & POA**

Client mandate to Brokers to debit client account with respect to trading obligation.



## Digital Integrations

◆ **Digital LAS**

A secure and convenient way for investors to pledge securities held in their demat account.

◆ **Demat Account Validation**

A service to validate authenticity of demat accounts.

◆ **MF Redemption**

A service to redeem mutual funds electronically.



## Issuer Service Offerings

**CORE OFFERINGS**

**Issuer Companies - Joining and facilitating Corporate Action**

◆ **e-AGM-** A secure and convenient way for shareholders to participate in General Meetings of Companies.

◆ **e-Voting-** Electronic voting for shareholders to vote on resolutions proposed by companies.

**Online Platform for Issuances and Services**

◆ **CP Issuance Platform**

Online platform to handle commercial paper issuance process.

◆ **Issuer Portal**

A portal for issuers to provide various services offered by NSDL including ISIN allocation and Corporate Actions.



◆ **STeADY**

Electronic Contract notes for institutional clients

◆ **CMS**

Collateral Management System - Secured and efficient way of managing collaterals

**VALUE ADDED SERVICES**

◆ **DPM Plus**

Facility to opt-in/Opt-out for Nomination/Updating KYC attributes

◆ **DMS**

Delivery Instruction Management System

◆ **STP Navigator**

Auto uploads the Instruction file

◆ **Auto Download**

Download of feeds from NSDL Depository System

◆ **eSigner**

E-signing of instruction

◆ **IDeAS integration**

Integration with NSDL eServices for accessing IDeAS facility.

◆ **eDIS and margin pledge**

Facility for Client to submit mandate to their brokers to debit securities to the extent of trade obligation. Also a service to facilitate the electronic delivery of securities and the pledging of securities for margin trading.

◆ **Open Architecture System**

Open architecture System facilitate brokers to collaborate with bank based DPs to offer trading facility to investors having demat accounts with the DP.

◆ **Security and Covenant Monitoring using DLT**

A blockchain-based solution for monitoring security and covenant compliance of listed bonds and debentures.

◆ **System Driven Disclosure**

A system to provide information pertaining to transactions and holdings of promoters, promoter groups, directors and designated persons to stock exchanges for making continual disclosures under SEBI SAST regulations and SEBI PIT Regulations.

◆ **FILM**

A central system viz., FPI Monitor ([www.fpi.nsdl.co.in](http://www.fpi.nsdl.co.in)) has been developed by NSDL for registration of Foreign Portfolio Investor.

◆ **Corporate Bond Database**

A centralised database for comprehensive information on corporate bonds in India.

**VALUE ADDED PRODUCTS**

◆ **Tax Services**

A service to help investors with their tax obligations.

◆ **Reference Data Products**

A service to provide market participants with securities master information.

◆ **e-notice**

A service to send electronic notices to shareholders on behalf of companies.

◆ **Bank account update**

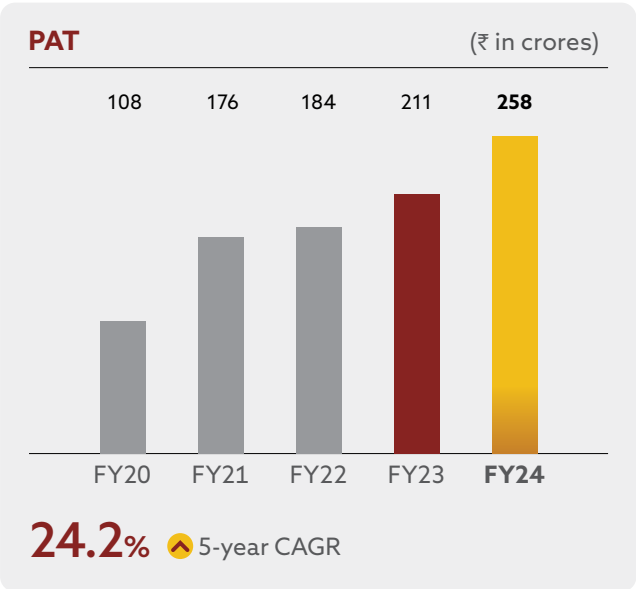
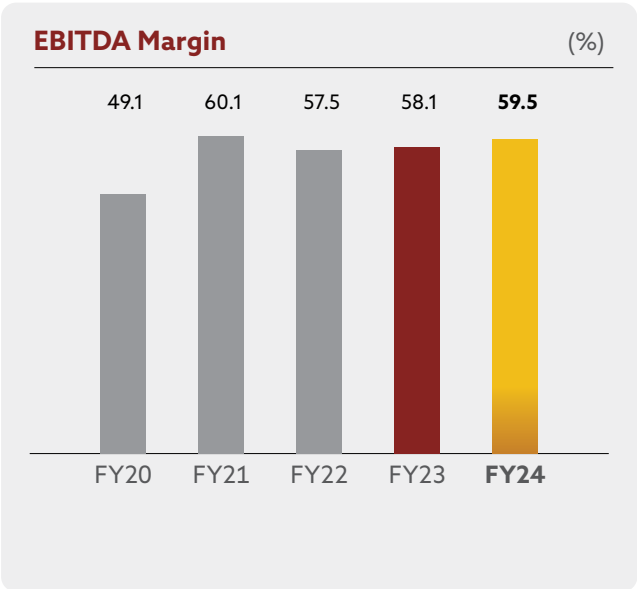
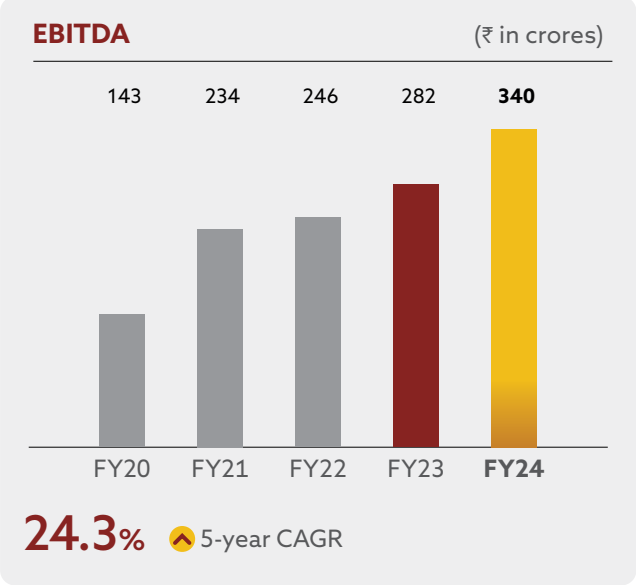
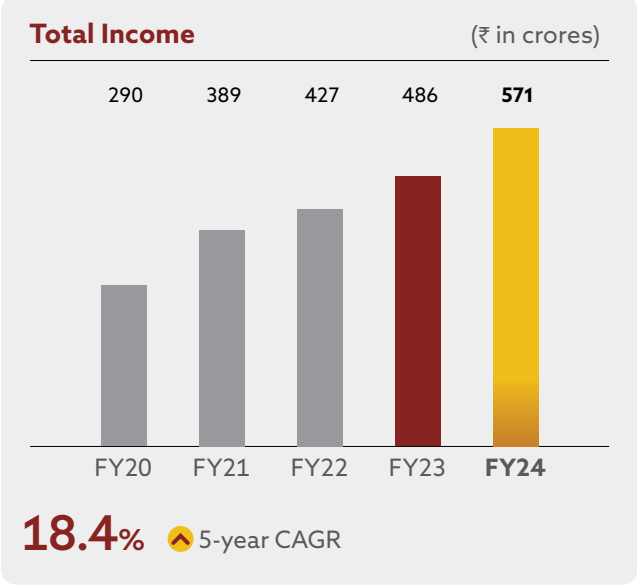
A service to update bank account details for demat accounts.

◆ **Email id update**

A service to update email id details for demat accounts.

Financial Performance

The Year Gone By

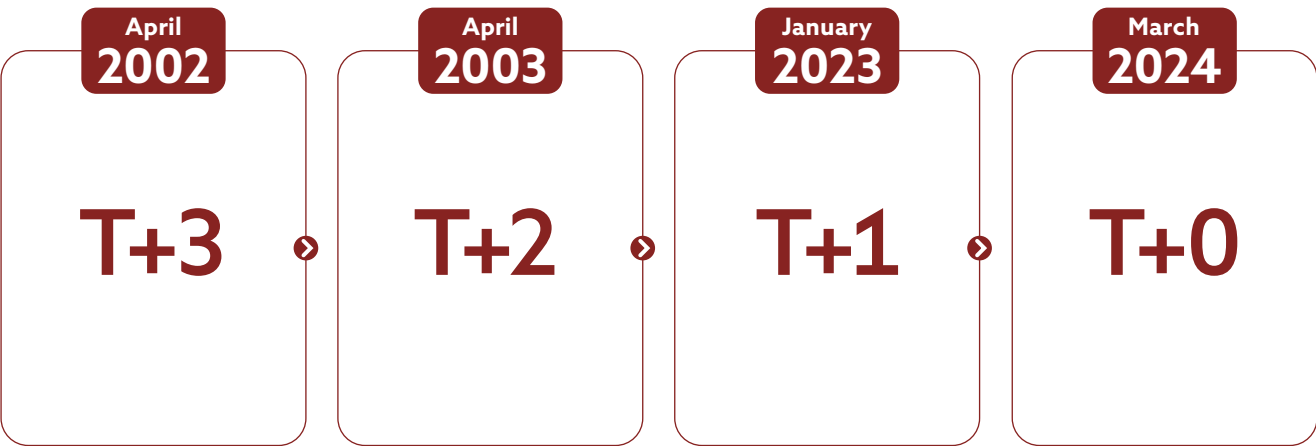




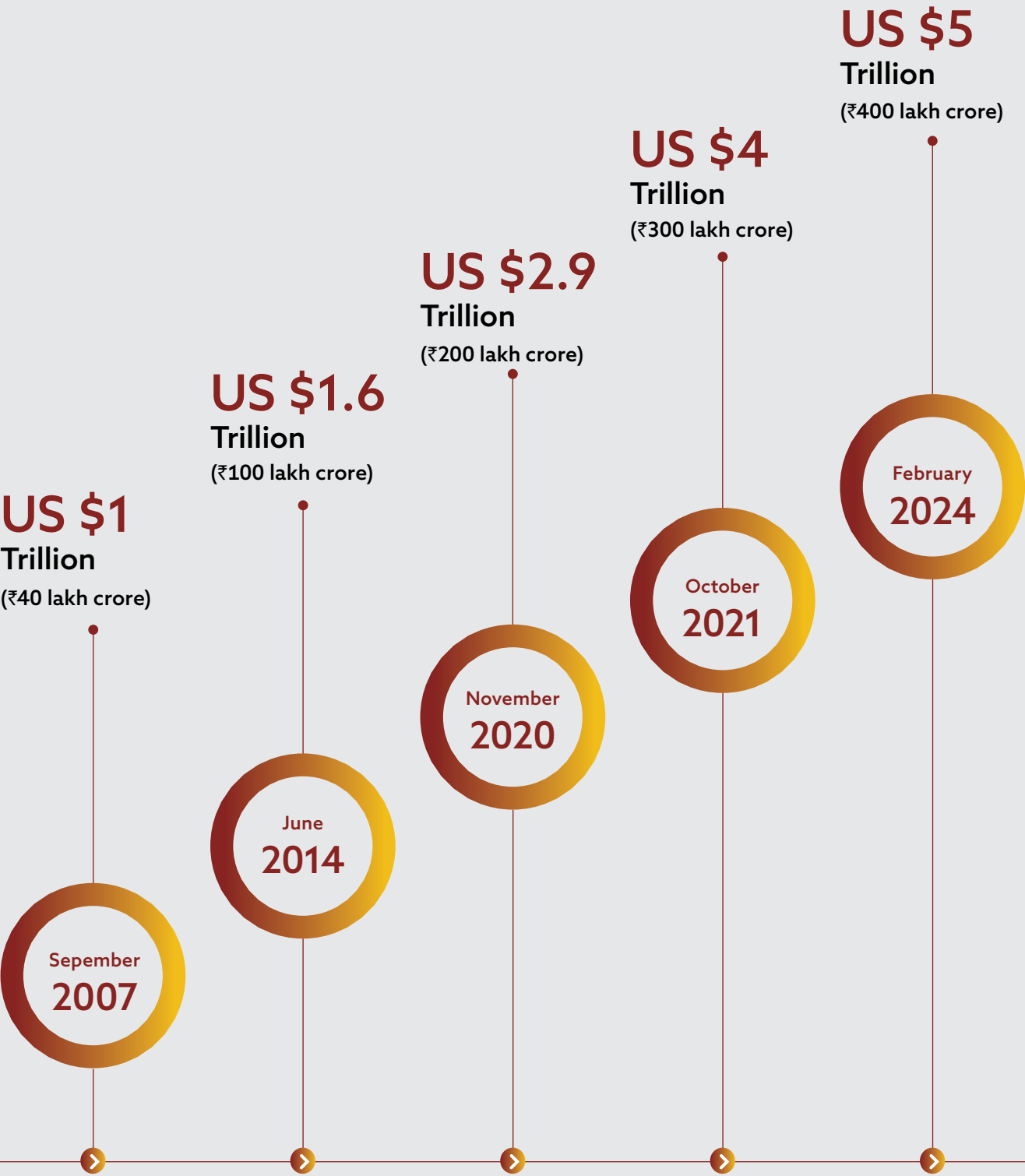
Milestones

# NSDL rolls out T+0 Settlement

India, the first Nation to introduce T+0 Settlement (Beta Implementation)



# NSDL Custody Value crosses US \$5 Trillion



Milestones

# NSDL Transformation in a Decade



▶ NSDL launches Digital Loans Against Security (Digital LAS)



▶ NSDL launches Commercial Paper Issuance Platform



▶ NSDL launches Common Application Form through FPI Monitor Portal for foreign portfolio investors



▶ NSDL launches Security & covenant monitoring platform using Distributed Ledger Technology (Blockchain)



▶ NSDL Commemorating 25 glorious years of service



▶ NSDL Team honoured by SEBI Chairperson Ms. Madhabi Puri Buch for successful implementation of T+0, UPI Block, & CUSPA and developing security & covenant monitoring platform for corporate bonds using Distributed Ledger Technology (Blockchain)



▶ NSDL rolls out T+0 Settlement



▶ NSDL's New Office in BKC where Innovation meets Financial Excellence!

2018

2020

2021

2022

2022

2024

2024

2024



## Year at a Glance

## Award and Recognitions



Ms. Padmaja Chunduru, MD & CEO of NSDL and Mr. Prashant Vagal, Executive Vice President of NSDL, shared their insights and expertise about Indian Capital market at the Network Forum Asia 2023.



ACG 23rd Cross Training Seminar in Bali - Indonesia



Mr. Parag Joshi, VP (IT) and Mr. Parthiv Dave, AVP, Business Development (Products), received accolades from SEBI Chairperson for T+0, UPI Block and CUSPA rollout.



Mr. Vaibhav Agrawal from NSDL @ ANNA Extraordinary General Meeting in Seoul, Korea



New ISSA Board Member



Ms. Madhabi Puri Buch, Chairperson SEBI felicitating Mr. Rahul Pratap Singh, VP, Business Development, and Mr. Vishal Gupta, VP (IT), for developing innovative Security & Covenant Monitoring Platform for Corporate Bonds using Distributed Ledger Technology (Blockchain).



Designated Depository Participant (DDP Conference)



Business Today's "Most Powerful Women in Business Award" received by Ms. Padmaja Chunduru, MD & CEO from Ms. Madhabi Puri Buch, Chairperson, SEBI



Business Today's "Most Powerful Women in Business Award" received by Ms. Padmaja Chunduru, MD & CEO from Ms. Madhabi Puri Buch, Chairperson, SEBI



Mr. Vishal Gupta, Head - Digital Products and Service, being awarded Big CIO Awards - Top 100 Innovators at the 14th Edition of Big CIO Show



Ms. Padmaja Chunduru, MD & CEO awarded Fortune India's - India's Most Powerful Women (MPW) in Business by Honourable Minister Ms. Smriti Irani



## Chairman Message

# Driving Growth and Innovation in Indian Capital Markets



## Dear Shareholders,

The Indian capital markets have witnessed a huge surge in activity in recent years, driven by a combination of regulatory reforms, technological advancements, and growing investor participation. The growth has been significantly bolstered by the active participation of retail investors and this has provided a robust foundation for market stability and growth, contributing to the diversification of the investor base and enhancing market liquidity.

## OUR PERFORMANCE

Revenue from Operations increased to ₹473.06 crore in FY 2023-24 from ₹409.17 crore in FY 2022-23, a Y-o-Y growth of 15.6%. The Profit

Before Tax increased to ₹ 327.52 crore from ₹271.68 crore in FY 2022-23 a Y-o-Y growth of 20.6%.

NSDL has established a strong leadership position in the Foreign Portfolio Investors (FPI) business in India. Currently around 11,200 FPIs are registered with NSDL that constitutes 99.99% market share of the FPI holdings.

Participation from the retail investors translated into active Demat Accounts increasing from ₹3.15 crores in FY 2022-23 to ₹3.58 crores as on March 31, 2024 for NSDL. The Demat custody value crossed USD 5 trillion during the year.

The number of Issuers registered with NSDL has also been steadily growing and the company continues to maintain its lead in acquiring the number of issuers. During the year 5,028 new issuers were added, taking the total Issuers registered with us to 46,018. The Government's mandate that all unlisted companies dematerialise their shares by Sep 30, 2024 is expected to add to this growth going forward. This will also help Issuers with enhanced operational efficiency, investor connect and make them ready for future growth opportunities.

## EFFICIENCY AND TRANSPARENCY

The transition to the T+1 settlement cycle brought benefits like further shortening of the settlement cycle resulting in decreased counterparty risk, enhanced liquidity and reduced operational risk associated with longer settlement periods. Spearheaded by SEBI, NSDL successfully implemented the Beta version of the T+0 Settlement Cycle on an optional basis for a limited set of 25 scrips.

To contribute to SEBI's ongoing efforts to increase transparency, NSDL developed a blockchain based Distributed Ledger Technology [DLT] platform 'DeLiTe', which facilitates listed corporate bond issuers and Debenture trustees to manage the entire life cycle of issuance of corporate bonds. We are looking forward to expanding the platform to support other market players such as Banks for loan monitoring and other similar use cases.

We have introduced several new initiatives aimed at enhancing market surveillance, investor protection, and compliance during the year. NSDL, jointly with other MIs, introduced the common Online Dispute Resolution Portal (ODR Portal) in the Indian Securities Market to foster investor protection.

## DIGITAL TRANSFORMATION AND PERFORMANCE OPTIMISATION

During the year, we focused on enterprise-wide initiatives focused on Digitalisation, Ease of Doing business for our clients and upgrading to a Resilient, Secure & Scalable infrastructure. This included implementation of new CRM and HRMS systems, enhancing the IT infrastructure, optimising applications for a holistic coverage of our employees as well as clients. These initiatives have helped us improve client experience and prepare us to handle larger volume of transactions.

## INVESTOR AWARENESS

In our endeavour to increase the base of financially aware retail investors, we organised 2100 programmes which were attended by more than 1.35 lakh investors. Our flagship program, 'Market Ka Eklavya' (MKE) continues to equip students with basic knowledge and skills about managing money at an early age and to make the right investment decisions. MKE programme reached out to 58,000 students during the year in various regional languages.

The company has acquired new premises in the prominent commercial hub, Bandra-Kurla Complex (BKC), Mumbai and would be shifting during the current year.

NSDL is engaging actively in all areas and remain committed to our vision of contributing to a resilient, transparent, and inclusive capital market ecosystem.

We thank our stakeholders, including the regulators, our shareholders, esteemed customers and our hard-working employees, for their unwavering support and look forward to their continued trust and support.

With Best Wishes,  
**Parveen Kumar Gupta**  
Chairman



**NSDL has established a strong leadership position in the Foreign Portfolio Investors (FPI) business in India. Currently around 11,200 FPIs are registered with NSDL that constitutes 99.99% market share of the FPI holdings."**

## MD &amp; CEO Message

# Strengthening Indian Capital Markets

India is leading as,

**4<sup>th</sup> largest**  
capital market in the world

**5<sup>th</sup> largest**  
economy globally

**One of the  
most preferred  
destinations for FPI**



## Dear Shareholder,

It is my pleasure to present the Annual Report for the financial year 2023-2024, a year marked by significant opportunities in the fastest-growing major economy in the world, on a transformational journey to be a \$5 trillion economy within the decade.

## ECONOMIC OUTLOOK

The country continued its growth path with several measures to boost economic growth, such as enhanced capital expenditure, initiatives for enhanced digital governance, and significant investments in all forms of infrastructure, physical, digital and social. Key Government initiatives included strengthening of the financial sector, effective inflation management and creation of robust gateway for global capital and financial services through GIFT IFSC. The banking sector continued with its digital banking and fintech innovations. The adoption

of digital wallets and payment systems, particularly the Unified Payments Interface (UPI), saw substantial growth.

The Indian Capital Markets witnessed heightened activity during the FY 2023-24. The Indian IPO market saw remarkable activity, with 76 mainboard IPOs and 196 SME IPOs. This resurgence highlighted investor confidence in the Indian economy and its varied sectors from traditional industries to tech driven businesses. It also highlighted the confidence reposed by the investors in SEBI, the capital markets regulator, and the MIs. During the year, SEBI continued its ongoing efforts to enhance market efficiency, transparency and investor protection in India's capital markets.

The growth reflected in the value accretion to assets held under custody in NSDL.

India is leading as,

- 4<sup>th</sup> largest capital market in the world.
- 5<sup>th</sup> largest economy globally
- One of the most preferred destinations for FPI

## OUR PERFORMANCE

The company continued with its steady growth with the Revenue from Operations increasing to ₹473.06 crore in FY 2023-24 from ₹409.17 crore in FY 2022-23, a Y-o-Y growth of 15.6% and the Profit Before Tax increasing to ₹327.52 crore from ₹271.68 crore in FY 2022-23 a Y-o-Y growth of 20.6%.

The Subsidiary companies of NSDL, i.e. NSDL Database Management Limited (NDML) and NSDL Payments Bank Ltd. have turned in good results during the year. During the FY 2023-24, NDML achieved a total income of ₹94.35 crore and a Profit After Tax of ₹35.47 crore.

## CORPORATE OVERVIEW

NSDL Payments Bank achieved a total income of ₹719.88 crore with PAT of ₹1.58 crore. Overall, the Group achieved ₹1268.24 crore revenue from operations (Y-o-Y growth of 24.1%), total income ₹1365.70 crore (Y-o-Y growth of 24.2%) and PAT ₹275.44 crore (Y-o-Y growth of 17.3%). This is the highest revenue and profit in 27 years' history of NSDL.

## SECURITIES MARKET INITIATIVES

During the year, many initiatives were taken by SEBI and quite a few of them had an impact on business activities of the company. T+1 settlement cycle started in a phased manner in January 2022 got fully implemented in January 2023 and during the year the market fully adopted T+1 settlement. Gaining confidence from the experience of T+1 settlement, SEBI launched the beta version of T+0 settlements in select securities on March 28, 2024. The 'same day' settlement, endeavours to improve efficiency and liquidity in the settlement process and lowering the risk to investors. The regulator is now nudging the markets to adopt T+0 fully for all securities and for all class of investors, including the institutional players, both domestic and international. India is the first country to achieve T+0 settlements in equity market.

SEBI continued with its initiatives to protect the interest of the investors by introducing CUSPA (Client Unpaid Securities Pledge Account), wherein the securities that have not been paid in full by the clients are transferred to respective client's Demat account followed by creation of an auto-pledge in favour of the broker, while giving the client the right to get the securities upon making full payment.

## TECHNOLOGY INITIATIVES

I am glad to state that the transformation initiative, Programme API (Aspire, Perspire and Inspire) started last year got completed during the year. We have successfully implemented

## STATUTORY REPORTS

a CRM solution that helps the business development efforts of NSDL in building the sales pipeline. It has also helped various internal departments to function efficiently and also provide satisfactory service to the customer. We have also implemented the HRMS platform, 'NGAGE' that has helped the company streamline various HR processes including the performance management system. It has also helped the employee engagement through the 'Vibe' portal.

During the year, NSDL focussed on a number of other initiatives aimed at (a) Ease of Doing Business (b) Enhanced Digitisation and Digitalisation for Operational Efficiency, (c) Customer Centric Digital Journeys (d) Adoption of Innovation as a Strategic Lever for Disruptive Business Transformation and (e) Focus on Building a Resilient, Secure and Scalable infrastructure. With SEBI's continuous efforts to shorten the settlement cycles further, the company has already taken a number of steps including enhancing the infrastructure as well as fine tuning the applications so as to be able to handle larger volume of transactions within a short span of time. Other key initiatives are implementation of mandatory block mechanism to minimise the settlement risks, the unified payment interface for block mechanism and the introduction of dematerialisation and holding Alternate Investment Funds in the depository system. During the year, NSDL shifted its Primary Data Centre from its own premises to a co-located DC facility with state-of-the-art facilities including carrier-neutral network connectivity and high-end security systems.

NSDL has always been in the forefront in bringing in newer technologies in the securities markets. One such initiative has been the launch of blockchain based Distributed Ledger Technology [DLT] platform 'DeLiTe' built for issuance and covenant monitoring of debt securities. During the year,

## FINANCIAL STATEMENTS



The company continued with its steady growth with the Revenue from Operations increasing to ₹473.06 crore in FY 2023-24 from ₹409.17 crore in FY 2022-23, a Y-o-Y growth of 15.6% and the Profit Before Tax increasing to ₹327.52 crore from ₹271.68 crore in FY 2022-23 a Y-o-Y growth of 20.6%."

NSDL enhanced 'DeLiTe' to facilitate listed corporate bond issuers and Debenture trustees to manage the entire life cycle of issuance of corporate bonds, including monitoring the security and the covenants. The DeLiTe platform has been successfully tested on various parameters and attained a substantial maturity level with nearly 600 active listed debenture issuers already onboarded on the platform. The platform has recorded security related information of around 4,000 secured active debentures as of March 31, 2024. NSDL is the first company among MIs to develop and launch the DLT platform and with its success, the company is looking to expanding the platform to support other market players such as Banks for loan monitoring and management and exploring other use cases.

I am very happy to share that the SEBI Chairperson felicitated the entire team of NSDL that was involved in launching DeLiTe. Also, NSDL received the award for "Best use of Blockchain in Fintech", for 'DeLiTe' at the Fintech India Innovation awards held in New Delhi.



## MD & CEO Message

### BUSINESS GROWTH

Our innovative endeavours have translated into robust growth in the number of active Demat Accounts, increasing from 3.15 crores in FY 2022-23 to 3.58 crores as on March 31, 2024. These demat account holders are being serviced, through 281 Depository Participants operating from more than 61,000 Service Centres.

This financial year, the custody value crossed USD 5 trillion constituting 87% of the market share between the depositories. We also held assets in custody aggregating to ₹65.11 lakh crore for individuals (including NRIs) and Hindu Undivided Family ("HUFs") accounts, which constituted 70% of the total value of such assets under custody in dematerialised form as of March 31, 2024. Also, as of March 31, 2024, we held assets in custody in relation to Non-Resident Indians aggregating to ₹4.17 lakh crore, constituting 86% of the total value of such assets held by NRIs.

The number of issuers registered with NSDL has been steadily growing and the company continues to maintain its lead in the number of companies. During FY 2024; 5,028 new issuers were added, taking the total Issuers registered with us to 46,018. The Government's mandate that all unlisted companies dematerialise their shares by Sep 30, 2024 is expected to add to these numbers going forward. To serve the Issuers better, we are accelerating the automation of the processes like Issuer Onboarding and Corporate Action processing, for enhanced client servicing and delivery.

### CUSTOMER ENGAGEMENT PROGRAMMES

We hold the annual NSDL DDP conference for the members of Designated Depository Participants, which was held in Feb 2024 this year. Details pertaining to automation related initiatives,



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upcoming regulatory initiatives and future enhancements plan were shared with the DDPs and Custodians. Currently around 11,200 FPIs are registered with NSDL that constitutes 99.99% market share of the FPI holdings. NSDL, as Designated Depository monitors foreign investment limit of around 2,800 listed issuers.

Another interesting initiative was the launch of WhatsApp services for our Demat account holders. This service ensures sharing crucial updates and important announcements related to areas like Nomination, KYC updation etc, with demat account holders. By leveraging the widespread use of WhatsApp, we have made it easier for investors to stay informed, fostering a more engaged and knowledgeable investor community. Besides these initiatives, NSDL has been very actively engaging in the social media platforms with large amount of content on various products and services and investor quizzes and educational series. These initiatives are very well received by the public.

### INVESTOR AWARENESS INITIATIVES

Our commitment to investor education is unwavering with NSDL conducting over 2,100 investor awareness programmes in the last financial year which were attended by more than 1.35 lakh investors. Our flagship programme 'Market

Ka Eklavya' (MKE), reached more than 58,000 students digitally via 800+ sessions, in various regional languages. With MKE programmes, we try to sow the seeds of financial awareness in the young minds, across the length and breadth of the country. It is heartening to note that about 50% of the participants were women students.

### ON THE GLOBAL STAGE

International Securities Services Association (ISSA) is a Swiss-domiciled association established in 1979 that supports the securities services industry, all over the world. NSDL has been a member of ISSA and participates in the Working Groups/Symposium organised by ISSA. During the year, NSDL has been offered a Director position by the prestigious ISSA Board, which will help create a global visibility for NSDL and is also an opportunity to collaborate with the global capital market players.

NSDL is also a member of three regional Central Securities Depositories (CSD) associations, i.e. Asia-Pacific CSD Group (ACG), Association of Eurasian Central Securities Depositories (AECSD) and Africa & Middle East Depositories Association (AMEDA) and participates in the various international events organised by CSDs.

### ENVIRONMENT AND SOCIAL RESPONSIBILITY

The company continued its responsibility to the community by committing and investing in various CSR activities. Through its impact driven CSR programmes/projects, NSDL has been reaching out to the underserved sections of society with the aim of enabling socio-economic upliftment. The CSR initiatives of NSDL are Project Yogdan (Healthcare Support to Thalassemia Patients), Chalo School Chale (school kit distribution drive), Comprehensive Eye Care Project for people engaged in unorganised occupations/Sectors, Mid-Day-Meal Project for School Students, Support for Geriatric and Palliative Care Centre in association with Sneha Sandhya Age Care Foundation, Infra Support in Andhra Education Society's High School, Wadala, Project Sanjeevani- Mobile Medical Unit (Clinic on Wheels), Project Sanjeevani Nirantar Seva- Advanced Life Support Ambulance Service and NSDL Shiksha-Sahyog - an educational scholarship project.

### OTHER INITIATIVES

NSDL, jointly with other MIs, introduced the common Online Dispute Resolution Portal (ODR Portal) in the Indian Securities Market to foster investor protection. It aims to connect online conciliation and arbitration for resolution of disputes arising in the Indian Securities Market. ODR Portal



**Currently around 11,200 FPIs are registered with NSDL that constitutes 99.99% market share of the FPI holdings. NSDL, as Designated Depository monitors foreign investment limit of around 2,800 listed issuers."**

is designed to provide investors with a seamless and efficient platform for resolving disputes against market participants in the Indian securities market. NSDL also participated in the Industry Standards Forum set up by SEBI with Industry associations and representatives to formulate standards for implementation of specific regulations and circulars, based on feedback from industry and stakeholders, in consultation with SEBI.

NSDL along with other MIs has formed a consortium which has setup an International Bullion Exchange (IIBX), Bullion Clearing Corporation and India International Depository IFSC Limited (IIDI) in IFSC, GIFT City. Currently, IIBX provides world class bullion exchange ecosystem to promote bullion trading, investment in bullion financial products and vaulting facilities in International Financial Services Centre (IFSC). IIDI operates as a unified depository in the IFSC. It is currently providing settlement service for Bullion and Securities traded at IIBX and Exchanges at IFSC respectively. NSDL has provided securities software to IIDI for managing securities operations.

### OUR TEAM, OUR STRENGTH

At NSDL, we recognise that human resources are the pillar of the organisation. In line with our commitment to fostering a healthy, supportive, and productive work environment, we have implemented a variety of initiatives designed to promote the overall well-being of our team members. Access to continuous learning opportunities, team development courses, and skill-building workshops are arranged for professional growth of our employees. Collaboration related activities foster social connections amongst team members and initiatives like Walkathon, Marathon, Annual

picnic, Women's day, Yoga day etc. created the required bonding amongst the employees.

As we move forward, our focus remains steadfast on leveraging our digital pulse to foster innovation and nurture sustainable growth. We are excited about the opportunities that lie ahead and are confident in our ability to navigate the challenges of an ever-changing digital landscape.

### NEW HOME FOR NSDL @BKC

After 27 years in the current office at Lower Parel, NSDL will be relocating to a new office in the bustling business district of Bandra Kurla Complex (BKC) in August 2024. This move symbolises more than just a change of address. It signifies our readiness to embrace change, adapt to evolving market dynamics, and chart a new course of growth and innovation. The modern infrastructure and state-of-the-art facilities at our new office reflect our commitment to providing world-class services and experiences to our stakeholders, fostering collaboration, innovation, nurturing growth and a conducive environment for our team to innovate and excel.

I would like to express my sincere thanks and gratitude to our shareholders, employees, customers, partners, for their unwavering support and trust. I also thank the Regulators and the members of our Governing Board for their guidance and support throughout the year. Together, we have set a solid foundation for a future where innovation and growth go hand in hand, driving us towards new horizons of success.

Thank you for being part of our journey.

With Best Wishes,  
**Padmaja Chunduru**  
MD & CEO

Governance

Board of Directors

NSDL’s esteemed Board of Directors provides us with strategic guidance and expertise that has been integral to our success. Through their unwavering vision and commitment, NSDL has emerged as a trusted leader in depository services.



**Mr. Parveen Kumar Gupta**  
Former MD (Retail & Digital Banking)  
of State Bank of India



**Dr. Madhu Sudan Sahoo**  
Distinguished Professor,  
National Law University, New Delhi)



**Ms. Sripriya Kumar**  
(Partner, SPR & Co., Chartered Accountants)



**Mr. Sriram Krishnan**  
(Chief Business Development Officer-NSEIL)



**Prof. Rajat Moona**  
(Director - Indian Institute of Technology Gandhinagar)



**Mr. Shailendra Nadkarni**  
Executive Director, IDBI Bank Limited



**Ms. Padmaja Chunduru**  
MD & CEO, National Securities Depository Limited



Governance

Leadership Team



**Ms. Padmaja Chunduru**  
Managing Director & CEO



**Mr. S. Gopalan**  
Executive Director



**Mr. Prashant Vagal**  
Executive Vice President, Chief Operating Officer



**Mr. Kothandaraman Prabhakaran**  
Executive Vice President, Chief Technology Officer



**Mr. Yash Kumar Gyanani**  
Senior Vice President, Chief Regulatory Officer



**Mr. Sandip Navdhare**  
Vice President, Chief Risk Officer



**Mr. Rahul Pratap Singh**  
Vice President, Business Development and Products



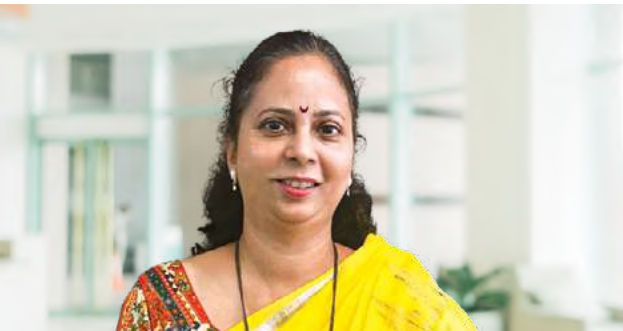
**Mr. Nagesh Bihari Jha**  
Vice President, Chief Information Security Officer



**Mr. Malav Rajesh Shah**  
Vice President, Chief Compliance Officer



**Ms. Meghna Kale**  
Senior Vice President, Chief Human Resource Officer



**Ms. Vaishali Vaidya**  
Assistant Vice President, Interim Chief Financial Officer



**Mr. Alen Ferns**  
Assistant Vice President, Company Secretary



Our People

# Employee Engagement & Wellness



➔ Diwali



➔ Women's Day Celebration



➔ Step-A-Thon



➔ Marathon



➔ Holi



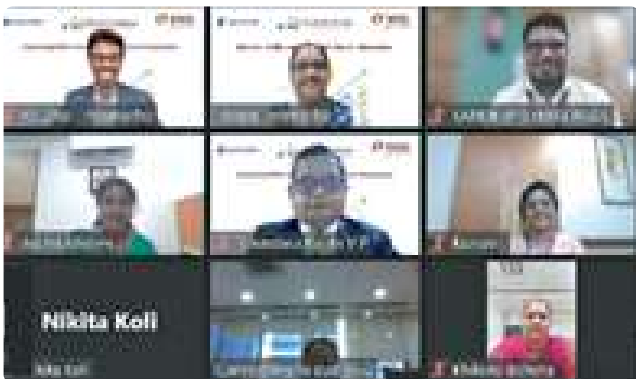
➔ Cyber Security Contest



➔ Training for Employees



➔ NSDL Annual Gathering



➔ Women's Day Special - Market Ka Eklavya for NSDL Employees



## Investor Education and Awareness

# Empowering Investors, Enriching Lives

At NSDL, we're committed to engage with the investor community at large through various Investor Education activities that will help them develop the skills necessary to become a 'Prudent Investor'. NSDL organises Investor Awareness programmes for various segments of investors/potential investors including retail, corporate employees, college faculties & students, Indian Army personnel, Police officials, Railway officials, Lawyers, Acid victim survivors, visually impaired persons, doctors, senior citizens across India.

The programmes are conducted in various languages and cover a variety of investor-related topics. These programmes are conducted in association with SEBI, Stock Exchanges, Depository Participants and other institutions

to educate demat account holders and prospective investors about depository services, new services and important updates for investors, precautions to be taken by investors while dealing in Capital Market, guidelines for becoming

a prudent investor, information on grievance redressal system, procedure for claiming shares and dividend from Investor Education and Protection Authority, etc.

## Highlights of IAPs conducted in FY 2023-24

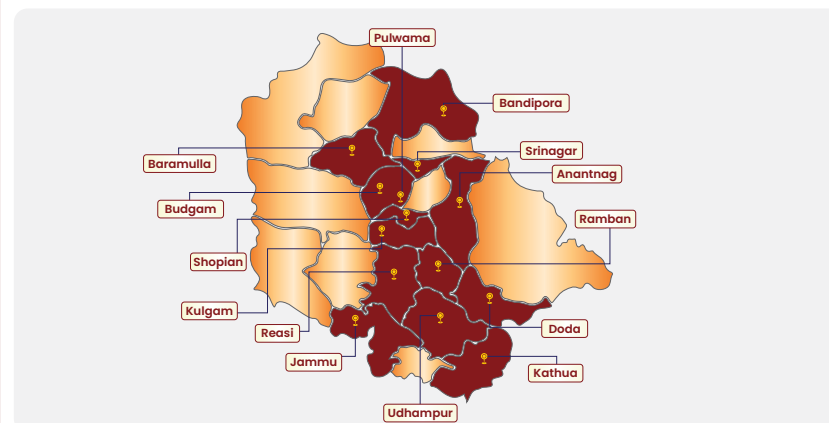
**2100+**  
Total IAPs

**1.35+ lakh**  
Total Participants

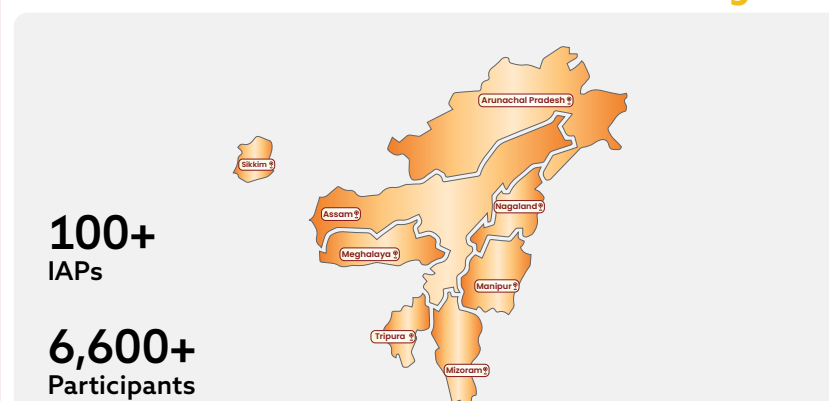
**36**  
States/UTs

**17**  
Languages

### IAP sessions for Indian Army, Para Military & Police Force @Jammu & Kashmir



### IAP sessions conducted in North East Region



## Focused Programmes for Defence Personnel

During the FY 2023-24, NSDL conducted special programmes for Defence personnel serving in Indian Army, Border Security Force (BSF), Central Reserve Police Force (CRPF), Central Industrial Security Force (CISF), etc. at Jammu & Kashmir, Himachal Pradesh and other Indian States. The significance of investing in capital markets, which encompassed fundamental concepts such as the power of compounding, savings and investments, and the various investment avenues available for investment, was addressed during these programmes.



➔ Investor Awareness Session for CRPF Kokernag, Jammu & Kashmir

## Glimpses of other focused programmes



➔ Acid Victim Survivors, Agra



➔ Students, Leh Ladakh



➔ Maharani's Women's Commerce and Management College, Mysuru, Karnataka



➔ Visual impairment – All India Confederation of the Blind (AICB), Delhi



## Investor Education and Awareness

## Glimpses of Investor Awareness Programme with Depository Participants



➔ IAP with Motilal Oswal Financial Services Limited at Bhubaneswar



➔ IAP with Sharekhan at Anjar



➔ IAP with YES Securities (India) Limited at Amaravati



➔ IAP with Religare Broking at Ratnagiri



➔ IAP with SBI CAP Securities at Indore

## MARKET KA EKLAVYA (MKE)

NSDL's flagship programme 'Market Ka Eklavya' (online) launched by the Honourable Finance Minister Smt. Nirmala Sitharaman aims to educate & sensitise students about need of financial planning to manage their money for their future. This initiative's primary objective is to pave the way for prospective investors and prepare them for the real world. The programme intends to equip students with basic knowledge and skills about managing money at an early age.

Through this program, students are educated on the various asset classes available for investments and to build foundation of financial discipline in them. The programme is delivered online in Hindi, English and even in some regional languages. Via this online mode of Market Ka Eklavya (MKE), NSDL reached out to places generally considered challenging like Jammu & Kashmir, North East States like Nagaland, Tripura, Manipur, Mizoram, etc.

**58,000+**  
Students Participants

**800+**  
Cohorts

**More than 50% of the participants were Women**

**33**  
States/UTs

## PROGRAMMES IN ASSOCIATION WITH OTHER MARKET PARTICIPANTS

NSDL conducts awareness programmes in association with Depository Participants, SEBI, Stock Exchanges and other corporates involved in capital markets. These initiatives are designed to reach out to Demat Account holders and potential investors, providing them with valuable information about depository services, updates,

precautions, best practices, grievance redressal systems, and other essential investor safeguards. The programmes are conducted in various languages including English, Hindi, Marathi and other regional languages to ensure widespread awareness and accessibility. Additionally, we also organised women centric programmes.

## SEBI Chief Guests @ NSDL IAPs



➔ **Mr. Jeevan Sonparote**  
CGM, SEBI



➔ **Mr. Deep Mani Shah**  
CGM, SEBI



➔ **Mr. Surya Mohan**  
GM, SEBI



➔ **Mr. Satyajit Jaware**  
DGM, SEBI



➔ **Mr. Rahul Kelapure**  
AGM, SEBI



Investor Education and Awareness



IIT Bombay, 2024

PARTICIPATION IN EVENTS ORGANISED BY VARIOUS INSTITUTIONS

NSDL regularly participates in investor education and awareness related seminars, lectures, workshops, and conferences where it exhibits by setting up booths at such events. During the 2023-24, NSDL participated in various events organised by reputable industry associations such as ASSOCHAM, ANMI, Indian Institute of Technology Bombay, etc.

To spread awareness amongst investors, NSDL participated in India International Trade Fair at Delhi, Hornbill Festival at Kohima, Nagaland, Purple Fest event at Goa, Kolkata Book Fair at Kolkata, Assam Book Fair at Guwahati, Assam, Rajdhani Book Fair at Bhubaneswar, Odisha, Agartala Book Fair at Tripura, District Book Fair at Purulia, Bankura and Purba Bardhaman, West Bengal during the 2023-24.



Purple fest, 2024 held at Goa

Digital Initiatives

In the past year, NSDL has significantly enhanced its digital initiatives to foster investor education & awareness. Recognising the growing need for accessible and reliable information, NSDL has launched several innovative initiatives aimed at empowering the investors/potential investors with the knowledge they need to make informed decisions.



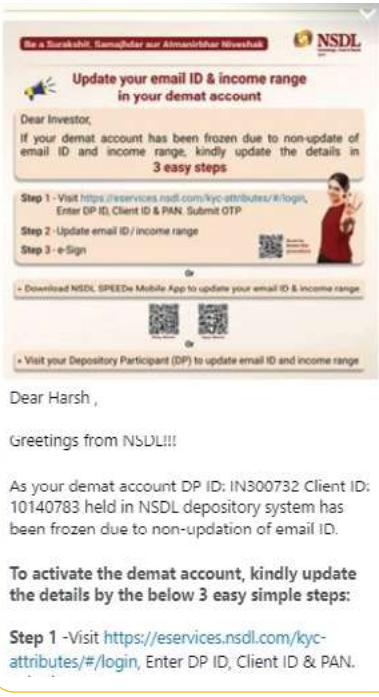
LAUNCH OF WHATSAPP SERVICES

One of our flagship initiatives has been the launch of WhatsApp services for our demat account holders. This service ensures crucial update and important announcements, such as nomination, KYC not updated etc, is disseminated promptly and conveniently. By leveraging the widespread use of WhatsApp, we have made it easier for investors to stay informed, fostering a more engaged and knowledgeable investor community.

Nomination Campaign commenced from February 2024



Updation of 6 KYC Attributes commenced from February 2024



General awareness campaign on WhatsApp in 5 Regional Languages commenced from March 2024





## Investor Education and Awareness

### ENGAGING CONTENT ACROSS DIGITAL PLATFORMS

To further our commitment to investor awareness, we have spread our content offerings across the various digital platforms.

Our video content has been designed to cater to both novice and experienced investors. These videos may be available in different forms like Digital video creation, Animated and Whiteboard videos. Some videos are also dubbed into regional languages for making it more relevant to public across different regions. We also introduced NSDL Podcast (video) to provide valuable insights and practical advice to our viewers.



### DIGITAL VIDEO CREATION

**BASIC SERVICES DEMAT ACCOUNT**

Basic Services Demat Account (Bsda)

Scan to know more

**Nomination**

Scan to know more

**Hindi DVC Dubbed in 8 Regional languages**

हिन्दी (Hindi)	मराठी (Marathi)	गुजराती (Gujarati)
தமிழ் (Tamil)	తెలుగు (Telugu)	ಕನ್ನಡ (Kannada)
മലയാളം (Malayalam)	অসমীয়া (Assamese)	বাংলা (Bengali)

### ANIMATED VIDEOS (TUTORIALS)

**KRA**

Scan to know more

**BASIC SERVICES DEMAT ACCOUNT (BSDA)**

Scan to know more

### PODCAST

**Mr. Narayan Venkat**  
Vice President, NSDL

**Mr. Keval Bhanushali**  
Co-Founder and CEO, 1 Finance

**Nomination**

Scan to know more

### WHITEBOARD VIDEOS

**Top 5 Benefits of Mutual Funds**

SERIES ON MUTUAL FUNDS

Scan to know more

**What Are Equity Funds?**

Scan to know more

### COMIC

**NSDL Cool Guru & The Teary Flood**

Scan to know more

**NSDL Cool Guru & The Birthday Gift**

Scan to know more

### SOCIAL MEDIA ENGAGEMENT

Our social media presence has been a cornerstone of our digital strategy wherein we actively engage with our audience on platforms such as Facebook, Twitter, LinkedIn, Instagram and You Tube. Our social media campaigns have been instrumental in driving awareness and fostering a culture of continuous learning.

Visual content such as infographics and creatives have proven to be highly effective in simplifying complex financial concepts. These materials are regularly shared on our social media channels ensuring that our audience can easily grasp and retain important information. Our Comic series is especially appreciated amongst the millennials for the light humour way used to convey crucial information.

### CROSSWORD

**In case of change in demographic details in demat account, the investor will receive the following from his/her DP?**

Write your answers in the comments

www.nsdl.co.in

Scan to know more

**In case of Pledged securities, the corporate action / benefit will be received by:**

Write your answers in the comments

www.nsdl.co.in

Scan to know more

### MYTHS VS FACTS

**MYTHS VS FACTS**

Scan to know more

**MYTHS VS FACTS**

Scan to know more

### QUIZ

These quizzes not only test the knowledge of our audience but also serve as a fun and informative way to reinforce key concepts.

**NSDL eCAs is received on the following modes:**

Scan to know more

**BSDA (Basic Services Demat Account) can be opened only by individual?**

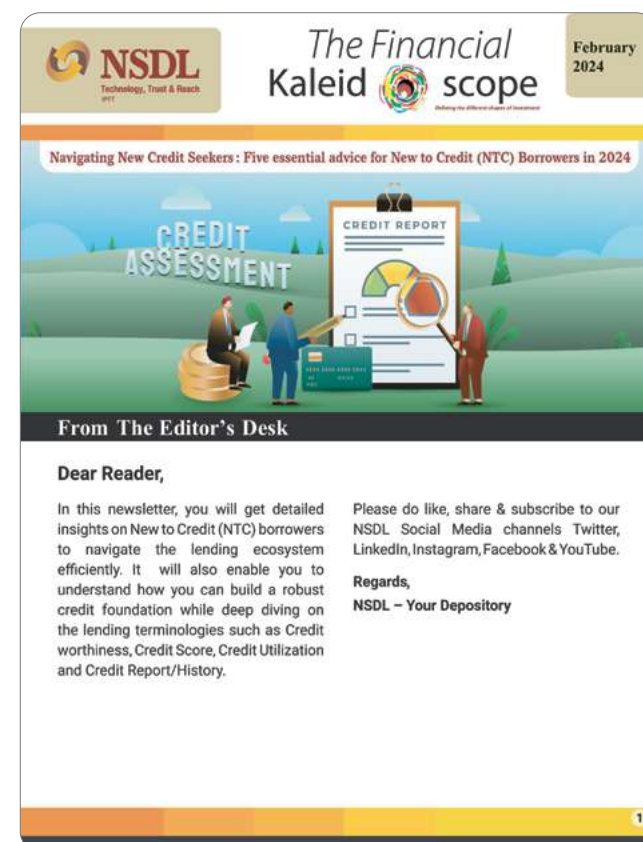
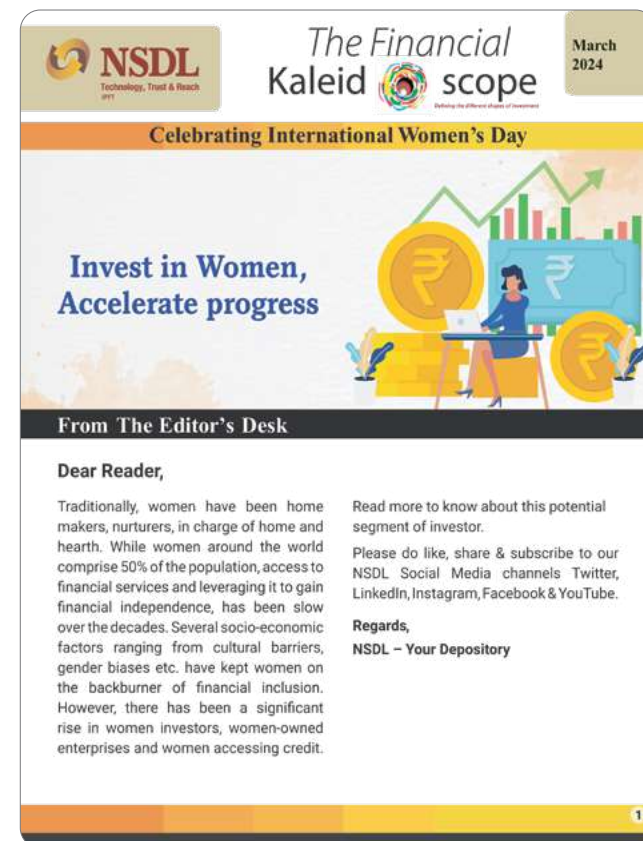
Scan to know more



## Investor Education and Awareness



THE FINANCIAL KALEIDOSCOPE



## PUBLICATIONS FROM NSDL

NSDL has made use of newsletters, books, e-guides to create awareness among different investors. NSDL publishes its monthly newsletter - The Financial Kaleidoscope for investors. It has published a book titled 'NSDL Primer on Personal Finance' that provides step-by-step guidance to accumulating wealth through savings and investment. NSDL has made available an e-Guide for Demat Account Holders that provides investors with a comprehensive view of the capital market, including intermediaries involved, various products & services that NSDL offers. In addition, it has information brochure for investors, FAQs on demat accounts and a booklet on securities market. Most of the material is available in multiple languages.

40 lakh

Readership of  
The Financial Kaleidoscope

## Corporate Social Responsibility

Creating Lasting Change  
for Communities

Being a responsible corporate citizen, the Company has been implementing need based social initiatives that have meaningful yet sustainable impact on the marginalised communities. Through its impact driven CSR programmes/projects, NSDL has been reaching out to the underserved sections of society with the aim of enabling socio-economic upliftment.

NSDL undertook a decisive shift in gears in its CSR purpose, strategy, approach and philosophy wherein we endeavor to align our CSR strategy and projects to capture the essence of the Sustainable Development Goals (SDG). We believe that social development and community development are critical to the pillars of sustainable development. Each of our marque projects, within our CSR thematic areas of Education, Health, Skill development & Livelihood and Environmental Sustainability Rural Development and Disaster Relief, are the impact stories of convergence, scale and reach.

## Chalo School Chale (School Kit Distribution Drive)



➔ Ahmedabad, Gujarat

NSDL initiated Chalo School Chale drive with an aim to promote education amongst students from poor socio-economic backgrounds and thereby improve school enrolment and classroom attendance. Besides this, the drive also aimed to reduce the financial burden of the parents for procurement of academic stuff.

NSDL distributed 5000+ school kits to the underprivileged students across various locations such as Mumbai, Palghar, Sindhudurg, Thane, Chennai, Ahmedabad, Kolkata, Sant Kabir Nagar (UP), Morigaon and Baksa (Assam), etc. While implementing impact driven social projects in the communities, NSDL also encourages its employees to contribute their time and efforts by volunteering in various social activities.

5,000  
School kits distributed➔ Sindhudurg, Maharashtra  
Fostering Innovation, Nurturing Growth



## Corporate Social Responsibility

### Comprehensive Eye Care Project for People Engaged in Unorganised Sectors

Majority of India's work population comes from unorganised occupations/sectors with almost 90% of the workers being unorganised sector workers and almost producing half of the nation's GDP. The workers engaged in unorganised occupations usually face ocular problems such as cataract which is cloudiness in the lens and can cause visual impairment/blindness. In order to address this issue, NSDL provides an end-to-end eye care services at the beneficiary doorstep and this was facilitated through camps which were conducted in



➔ Viluppuram, Tamil Nadu

association with Medical Research Foundation (Sankara Nethralaya). The camps were organised in rural, tribal, urban slums as well as semi-urban areas across various districts in Tamil Nadu.

In FY 2023-24, NSDL screened around 800+ workers who were engaged in various unorganised occupations.

# 800

Unorganised Workers Screened



➔ Mumbai, Maharashtra

### Project Yogdan (Healthcare Support to Thalassemia Patients)

Since last 6 years, NSDL has been contributing to improve the quality of life of around 400+ Thalassemia patients and has achieved a significant improvement in the

health profiles of beneficiaries under our support. The project beneficiaries fall under the age group of 4 months to 35 years and belong to low household income groups.

In the FY 2023-24, NSDL provided bed-side Leukocyte Filters to around 323 Thalassemia patients

from Lokmanya Tilak Municipal General Hospital and Medical College (Sion Hospital) and also facilitated DXA Scan and Cardiac & T2\* MRI investigations for the needy patients.

# 400

Thalassemia Patients Helped

### Infra Support in Andhra Education Society's High School, Wadala

NSDL endeavors to promote education amongst less-privileged students by creating an effective learning environment for them. In FY 2023-24, NSDL refurbished the classrooms for secondary and higher secondary students by setting up sturdy benches at AES High School, Wadala, Mumbai.



➔ Mumbai, Maharashtra

### Project Sanjeevani - Mobile Medical Unit (Clinic on Wheels)

The Mobile Medical Unit (MMU) is proven to be instrumental in addressing the needs of rural, tribal and slum areas, particularly for low-income and marginalised populations. It envisages the benefit of the poor communities by providing immediate health check-ups and medical treatment.

To address the primary healthcare needs of the marginalised communities, NSDL in association with SBI Foundation has initiated Project Sanjeevani-Mobile Medical Unit (also known as Clinic on Wheels). The Mobile Medical Units are equipped with state-of-the-art diagnostic facilities and accompanied by a medical team. In the last FY, NSDL deployed three Sanjeevani units at the strategic locations namely, Mumbai (Maharashtra), Thane Baksa-

Tamulpur (Assam) and Hardoi & Gorakhpur (Uttar Pradesh). In FY 2023-24, NSDL added 2 more MMUs in the service of needy communities at Thane (Maharashtra) and Chandauli (Uttar Pradesh).

Our Project Sanjeevani is perfectly aligned with the national program, Ayushman Bharat and UN's Sustainable Development Goals. In the last two years, NSDL could serve 24600+ beneficiaries by providing need based primary healthcare services at their doorstep.

# 24,600

Beneficiaries in Sanjeevani Programme



➔ Gorakhpur, Uttar Pradesh



➔ Baksa Tamulpur, Assam



➔ Mumbai, Maharashtra



## Corporate Social Responsibility

### Mid-Day-Meal Project for School Students

Since 2021, NSDL in association with Akshaya Patra Foundation has been providing nutritious mid-day-meals to the students in government schools. Mid-day-meals have played a pivotal role in curbing the drop-out ratio and enhancing classroom attendance in schools as these meals are the only nutritious food that students get in a day.

In FY 2023-24, NSDL in association with Akshaya Patra Foundation served around 1,52,460 mid-day-meals to around 770 students in the targeted government recognised schools in Thane and Ahmedabad.

# 770

Students from Government Schools in Thane and Ahmedabad

# 1,52,460

Meals served



➔ Mumbai, Maharashtra

### Blood Donation Camp

While our CSR projects serve the community needs, we also endeavor to promote employee engagement in our CSR initiatives. Blood donation camp is one of such initiatives wherein the employees are encouraged to

participate actively and responsibly to serve the needy lives. Since NSDL has been closely working for the cause of Thalassemia, the collected blood units are primarily used for the treatment of less-privileged patients suffering from Thalassemia disease.



➔ NSDL Office Mumbai

### NSDL SHIKSHA SAHYOG - an educational scholarship project

A lot of capable students often fail to fulfil their dreams for studies due to poor financial conditions. NSDL SHIKSHA SAHYOG is an educational scholarship project initiated with the aim to support underprivileged bright students who lack adequate financial resources to cope with their academic studies.

The deserving students are identified and shortlisted across PAN India especially, from Tier II & III locations.

The scholarships are awarded to deserving students in different categories such as 8<sup>th</sup> to 12<sup>th</sup> STD, Undergraduate, Post Graduate students who are shortlisted as per the eligibility criteria.

In FY 2023-24, NSDL awarded scholarship support to approx. 1261 meritorious students in different academic categories.

# ~1,261

Students Awarded Scholarship

### Project Sanjeevani Nirantar Seva - Advanced Life Support Ambulance Service

Sanjeevani Nirantar Seva is the advanced life support ambulance service which is designed as per National Ambulance Code guidelines. The unit is equipped with advanced medical equipment and tools with a team of expert medical practitioners to provide emergency medical services to the road accident victims during the first few hours (known as Golden Hours) and platinum 10 minutes until the victim is transferred to nearest hospital/healthcare center.

NSDL in association with SBI Foundation had deployed 2 Advanced Life Support Ambulance units on two prominent highways in Maharashtra namely, Mumbai-Pune Express Highway and Samruddhi Highway.

### Support for Geriatric and Palliative Care Centre in association with Sneha Sandhya Age Care Foundation

In FY 2023-24, NSDL had associated with Sneha Sandhya Age Care Foundation to offer specialised health care services, especially palliative care and geriatric care to underprivileged community people throughout the year. NSDL has established X-Ray, ECG and Ultrasound unit in the Integrated Palliative and Geriatric Care Centre in Visakhapatnam (Andhra Pradesh) which is built by Sneha Sandhya Age Care Foundation.

# Corporate Information

### Company Secretary

Mr. Alen Ferns

### Auditors

#### STATUTORY

**K C Mehta & Co. LLP.**

Chartered Accountants

204, Meghdhanush,  
Race course, Vadodara,  
Gujarat - 390 007

#### INTERNAL

**M/s. Mahajan & Aibara**

Chartered Accountants

B-Wing, 2<sup>nd</sup> Floor,  
Mafatlal Chambers,  
N M Joshi Marg,  
Lower Parel (East),  
Mumbai - 400 013

#### SECRETARIAL

**M/s Alwyn Jay & Co.**

Annex-103,  
Dimple Arcade,  
Asha Nagar,  
Kandivali (East),  
Mumbai 400 101.

### Bankers

Bank of Baroda  
ICICI Bank Limited  
Kotak Mahindra Bank Limited  
HDFC Bank Limited  
IDBI Bank Limited  
NSDL Payments Bank Limited

### Registered Office

301, 3<sup>rd</sup> Floor, Naman Chambers,  
G Block, Plot No- C-32,  
Bandra Kurla Complex,  
Bandra East,  
Mumbai - 400 051,  
Maharashtra  
Website: [www.nsdl.co.in](http://www.nsdl.co.in)  
Phone No: 022 6944 8400/8500  
Email: [cs-depository@nsdl.com](mailto:cs-depository@nsdl.com)  
CIN: U74120MH2012PLC230380



# Management Discussion and Analysis

NSDL continued its pivotal role as a Market Infrastructure Institution (MII), by providing a comprehensive range of products and services that help manage and hold various asset classes in digital form. The company pioneered the depository system in India way back in 1996 and once again, in the current year, NSDL achieved the status of being the first MII to launch a block chain based Distributed Ledger Technology 'DeLiTe' for Debt issuance and Covenant monitoring. This has been well received as a product by the market and received a number of awards, both in India and abroad.

During the year under review, we made significant progress on a number of initiatives of SEBI. Stabilising the market-wide settlement of trades on T+1 basis, introduction of beta version of T+0 settlements, Clients Unpaid Securities Pledgees Account (CUSPA) are the prominent initiatives. The company successfully completed Project API (Aspire, Perspire and Inspire), the transformation project of NSDL which is intended to enhance customer experience. As a part of Project API, the company implemented a CRM solution to build an efficient sales pipeline,

provide an efficient customer service and enable the automation of a number of corporate action services. Also, the company implemented a comprehensive Human Resource Management Solution. The other significant area of focus has been to keep improving the security posture of the company by constantly reviewing, monitoring and upgrading the security systems at NSDL. All our endeavours underscore our commitment to safeguarding client interests and promoting transparency.

## 1. HIGHLIGHTS

### i) Our Performance:

The company continued with its steady growth with the Revenue from Operations increasing to ₹ 473.06 crore in FY 2023-24 from ₹ 409.17 crore in FY 2022-23, registering a Y-o-Y growth of 15.6% and the Profit Before Tax increasing to ₹ 327.52 crore from ₹ 271.68 crore in FY 2022-23, a Y-o-Y growth of 20.6%.

The Subsidiary companies of NSDL, i.e. NSDL Database Management Limited (NDML) and NSDL Payments Bank Ltd., have also turned in good



results during the year. During the FY 2023-24, NDML achieved a total income of ₹ 94.35 crore and a Profit After Tax of ₹ 35.47 crore. NSDL Payments Bank achieved a total income of ₹ 719.88 crore with PAT of ₹ 1.58 crore. Overall, the Group achieved ₹ 1268.24 crore revenue from operations (Y-o-Y growth of 24.1%), total income ₹ 1365.70 crore (Y-o-Y growth of 24.2%) and PAT ₹ 275.44 crore (Y-o-Y growth of 17.3%). This is the highest ever revenue and profit in 27 years history of NSDL.

### ii) Custody Value

The value of assets under NSDL Custody ("AUC") continued to grow and as of March 31, 2024, such value of assets stood at ₹ 423.44 lakh crore, representing 86.83% overall market share. The market share of NSDL in AUC of individuals at ₹ 65 lakh crore is 70% and that of NRIs at ₹ 4.17 lakh crores is 86%.

### iii) Debt Securities

NSDL commands over 97.45% of the market share in the demat value of debt securities (both listed and unlisted).

In respect of listed corporate debt securities, NSDL holds a market share of 98.18%, with a custody value of ₹ 41.36 lakh crore as of March 31, 2024. The number of active debt instruments increased from 28,077 in FY2018 to 54,094 in FY2024.

### iv) Issuers

We continue to maintain our lead in the aspect of dematerialisation of securities. As of March 2024; 46,018 listed and unlisted companies have dematerialised their securities through NSDL, up from 40,987 as on March 31, 2023. The number of companies with dematerialised securities has grown at a CAGR of about 15% between FY2018 and FY2024.

### v) Settlement Value and volume

During the year under review, the value of securities settled in NSDL in dematerialised form was ₹ 76.59 lakh crore, compared to ₹ 69.13 lakh crore in the previous year. The volume of shares settled was 25,649 crore.

### vi) Client Accounts

During FY 2024, NSDL opened 51.15 lakh new accounts, bringing the total number of demat accounts to 5.27 crore as of March 31, 2024.

Active depository accounts grew from 3.15 crore at the end of the previous year to 3.58 crore by March 31, 2024, a net increase of about 43 lakh accounts.



### vii) Dematerialisation of Securities

As of March 31, 2024, the number of securities dematerialised exceeded 3.77 lakh crore, up from 3.22 lakh crore on March 31, 2023, reflecting a growth of over 16.25% as compared to the previous year.

### viii) Corporate Actions

The Corporate Action (CA) service of NSDL has been extensively used by issuers for distribution of securities in the form of IPOs, bonus issues, rights issues, ESOPs etc which are dealt electronically. In FY2024, the total number of corporate actions reached 6,24,832, a growth of around 31.66% from the previous year's 4,74,576. The number of securities credited or debited through corporate actions was 83,525 crore compared to 68,545 crore the previous year.

### ix) Depository Participants

As of March 31, 2024, there were 281 Depository Participants, who provided depository services from over 61,665 service centres and branches in more than 2,048 cities and towns in India.

Sr. No		Total no. of Participants
1	Bank	43
2	Clearing Corporation/Clearing House	3
3	Custodian	7
4	Financial Services Company	4
5	Foreign Bank	6
6	NBFC	2
7	Registrar & Transfer Agent	2
8	Stock Broker	214
<b>Total</b>		<b>281*</b>

The category wise break-up of Participants is as follows (as on March 31, 2024)

\* Includes 22 Participants under closure/termination process whose SEBI registration is not yet cancelled/suspended.



## Management Discussion and Analysis

### 2. REGULATORY UPDATES

As an MII, it is also NSDL's responsibility to meet various regulatory requirements, a sine qua non, to maintain market integrity and protect investors' interests. During FY2024, we implemented several initiatives, including those placed below:

#### i) Upstreaming of Clients' Funds by Stock Brokers (SBs) and Clearing Members (CMs) to Clearing Corporations (CCs)

To safeguard clients' funds held by SBs and CMs, all client funds, at the End of Day, are required to be up-streamed to the Clearing Corporations (CCs) in one of the following forms:

- Cash
- Lien on Fixed Deposit Receipts (FDR)
- Pledge of units of Mutual Fund Overnight Schemes (MFOS)

MFOS provide a new option for SBs/CMs to handle client funds. These schemes ensure minimal risk to client funds, which are withdrawable on demand. NSDL systems have been re-configured for this purpose by the introduction of new client types and sub-types for opening demat accounts for TMs/CMs Client Nodal MFOS Accounts.

#### ii) UPI Block for Trading in Secondary Markets

To protect the investors from member defaults (trading member or clearing member), SEBI has introduced a new process for trading in the secondary market. Instead of transferring funds upfront to the trading member, investor funds will be blocked in their bank account, providing enhanced protection of cash collateral.

Under this framework:

- Funds remain in the client's account but are blocked in favour of the clearing corporation (CC) until the block mandate expires. The CC, thereafter, releases the block, or the funds are debited for trading obligations, based on whichever occurs first.
- Settlements for funds and securities are handled directly by the CC, eliminating the need for members to handle client funds and securities.
- The scheme envisages that the depositories will transfer the securities directly to the client's primary demat account, upon receipt of pay-out instructions from the CC. The UPI block facility was successfully launched by NSDL.

#### iii) AIF Dematerialisation and Restricted Transferability

NSDL, in accordance with the relevant SEBI Guidelines, launched services for Alternative Investment Funds (AIFs) wherein all new units of AIFs which are issued are held in dematerialised form, and all existing units were also converted to dematerialised form. NSDL also introduced the restricted transferability of these units as per the scheme.

#### iv) Launch of Beta Version in T+0 Settlement

SEBI, announced the launch of beta version of T+0 settlement on March 28, 2024 on an optional basis in select scrips alongside the existing market-wide T+1 settlement system.

NSDL successfully launched T+0 settlement, as required under SEBI directions and also published, on the website, an FAQ on T+0 settlements for the benefit of clients. NSDL is closely working with SEBI and other MIIs to launch full-fledged T+0 settlements as well as instantaneous settlement which will further strengthen capital market operations.

#### v) ODR Portal

NSDL has participated with all other MIIs to launch the common Online Dispute Resolution ("ODR") Portal as a dispute resolution mechanism for the Indian Securities Market. This followed SEBI's decision to introduce ODR to further enhance the investor protection as well as to enable efficient dispute resolution.

The ODR Portal for 'Securities Market Approach for Resolution Through ODR,' (SMART ODR) was developed after extensive public consultations and dedicated efforts to serve investors' interests. Recognising the need for a streamlined and transparent dispute resolution process, MIIs have worked together under SEBI's guidance to improve the current system significantly. This portal offers investors a seamless and effective platform for addressing disputes with market participants.

#### vi) Resources Committed Towards Regulatory Functions

During FY 2023-24, pursuant to an amendment in Regulation 29(1) of the SEBI (Depositories and Participants) Regulations, 2018, the Company has segregated its functions under three verticals i.e. (i) Critical Operations, (ii) Regulatory, Compliance, Risk Management and Investor Grievances; (iii) Other functions including business development, compared to FY 2022-23 when the segregation was under two verticals i.e. (i) Regulatory; and (ii) Non-

Regulatory, where Regulatory vertical included employees working towards operations.

For resources committed towards regulatory functions (Vertical II), the Company has incurred a total cost of ₹ 3,552.98 lakh (details given below) pertaining to 102 employees in FY 2023-24. The total cost comprises direct expense of the resources assigned to regulatory activities as well as expenses pertaining to the supporting teams, IT related costs and other administrative expenses.

Particulars	Amounts in ₹ lakhs
Provision for incentive to DP	658.14
Annual Fees to SEBI	462.71
Cost of regulatory teams	2432.13
<b>Total Regulatory Activities cost</b>	<b>3,552.98</b>
<b>No. of Employees</b>	<b>102</b>

### 3. TECHNOLOGY

The Indian Capital Markets embraced industry wide transformation initiatives such as the shortening of settlement cycles with T+0 and mandatory block mechanism to minimise the settlement risks, unified payment interface for block mechanism and the introduction of framework for Alternate Investment Funds for innovative investment products etc.

NSDL has adopted a multi-pronged IT strategy to deliver a plethora of transformation initiatives aimed at (a) Ease of Doing Business (b) Enhanced Digitisation and Digitalisation for Operational Efficiency, (c) Customer Centric Digital Journeys for its B2B2C products (d) Adoption of Innovation as a Strategic Lever for Disruptive Business Transformation and (e) Focus on Building a Resilient, Secure and Scalable infrastructure.

Having strategically invested over the last 2-3 years in building a digital platform for the Issuer market segment, NSDL undertook a comprehensive review of the business capabilities, products and user experience on the Issuer Portal. As a part of Project API, the company further enhanced the Issuer Portal experience by digitising the corporate actions process automation, issuer onboarding and ISIN generation services. Additionally, new Do-It-Yourself 'DIY' capabilities such as e-Voting and e-Notice Campaign Automation enable the Issuers to manage such transaction intensive campaigns in a seamless manner. All these process transformation and digitisation initiatives are aimed at driving operational efficiency and minimising operational risks.

As the capital market was exploring and building innovative business models based on the foundational work of India Stack in building the Digital Public Infrastructure, NSDL also leads the bandwagon by enabling the Financial Information Provider 'FIP' technology solution framework in its role as a post trade market infrastructure provider by integrating with Account Aggregators. This business model enables Financial Information Users 'FIU' to leverage the demat account data to offer value-added, data centric offerings to the end investors.

NSDL is also working on integrating with "DigiLocker" services for enabling clients to store and access their Consolidated Account Statements [CAS] generated by the depository systems.

We are also aligning with the objectives of OCEN [Open Credit Enablement Framework], and have advanced the Loan-Against-Securities product offering to the next level by allowing flexibility to NBFCs to build their loan management platforms by developing API based integration for demat account discovery and pledge request submissions. NSDL has extensively used the open-source technologies for developing these product suites which also helps to rationalise the Total Cost of Ownership [TCO] for managing the IT portfolio.

As the Indian Capital Market graduates into the era of institutionalising T+0 settlement and instantaneous settlements, NSDL has been working on both aspects of optimisation of business processes as well as increasing the resilience of its core depository platform to process the exponentially growing transaction volumes with reduced latency requirements. We are continually assessing our current and future infrastructure sizing requirements and are taking necessary measures to augment infrastructure for supporting the increased system processing cores. This initiative aligns with the NSDL objective to continually work towards building a scalable, robust and high availability technology platform.

NSDL has also implemented advanced application monitoring and system performance measurement systems. We are also in the process of building and improving cockpit views and monitoring dashboards for IT applications observability during peak load periods. NSDL has also designed and adopted an IT resiliency index framework which is being used to assess the resiliency index of its mission critical applications on a quarterly cadence model. Multi-homing internet links have been established in both production and DR sites to



## Management Discussion and Analysis

provide resiliency and improved up time for last mile and potential ISP level failures.

NSDL's SOC is operational 24/7, with the objective to minimise system risks. During the year, NSDL migrated its Primary Data Centre operations to a new co-located site which was a significant milestone, considering the complexities involved. The shifting was accomplished in a seamless manner with no business disruption.

NSDL is ISO 27001:2013 and ISO 22301:2019 certified for its depository systems. These certifications, which ensure robust information security and business continuity management, are subject to periodic surveillance audits as required by the standards.

NSDL has strengthened its blockchain based Distributed Ledger Technology [DLT] platform 'DeLiTe' with covenant monitoring systems as well as established an interoperability model with other depository for exchange of assets information to prevent any duplication of assets being recorded. This initiative is innovative in the context of the capital markets space and will enhance the regulatory framework for listed corporate bonds, safeguard the interests of debenture holders and promote transparency,

NSDL is working on expanding the platform to support new capabilities for other market players such as Banks for loan monitoring and management. Identification of use cases for other significant domains is in progress for further deployment. This innovative technology has won international recognition and also lauded specifically by the Chairperson SEBI.

### 4. PRODUCT UPDATES

During FY2024, we have undertaken significant initiatives to strengthen our operations, enhance investor protection, and boost market efficiency. These efforts reflect our continuing commitment to our core underpinnings of innovation, regulatory compliance, and technological advancement. These are the highlights of our initiatives and their impact on the market and investors.

#### i) NSDL Mobile App Enhancements

We have introduced several new features on the NSDL SPEED-e Mobile Application to improve user experience:

- **Download Client Master Report (CMR):** Users can easily download their CMR.

- **Download e-Consolidated Account Statement (e-CAS):** Access and download e-CAS seamlessly.
- **Enhanced e-Voting:** Demat account holders can now conveniently access voting pages from different e-voting service providers with a single sign-on (SSO).
- **Display of SMART ODR Link:** Direct access to the SMART ODR portal.
- **Add and Verify Beneficiaries:** Easily add and verify beneficiaries to facilitate off-market transfers.
- **Growth in User Base:** During the year under review, the number of users who accessed the NSDL Mobile App increased to 5,91,332, up from 5,10,144 in the previous year.

#### ii) NSDL Consolidated Account Statement (CAS)

During the financial year, NSDL dispatched over 9.35 crore CAS to investors. To enhance the customer experience, we have incorporated the following new features in the NSDL CAS:

- **Inclusion of NPS Details:** Investments in the National Pension System (NPS) are now included in the CAS, based on consent from clients given to NPS providers, to provide a comprehensive view of all financial assets in a single statement.
- **Inclusion of ZCZP Securities:** The CAS now includes Zero Coupon Zero Principal (ZCZP) securities in dematerialised form, reflecting these new instruments in the demat holdings.
- **Masking of Personal Details:** To protect personal information from unauthorised access, both eCAS and physical CAS (pCAS) now display key personal details (such as mobile number, email address, PAN, and nomination details) in a masked form.

#### iii) SPEED-e

SPEED-e is an internet infrastructure that enables Depository Participants (DPs) to offer depository services to their clients electronically. This platform is extensively used by DPs to provide an electronic instruction submission facility, bringing convenience to investors and reducing risk for both DPs and investors, thereby enhancing the overall customer experience.

Demat account holders, including Clearing Members, can submit delivery instructions electronically through the SPEED-e website instead of using paper Delivery Instruction Slips. This service can be accessed securely via the internet.

As of March 31, 2024, 226 Participants have subscribed to the SPEED-e service, with more than 17.38 lakh users registered for the e-service facility. During FY2024, over 25.12 crore instructions were executed through SPEED-e, with approximately 94.7% of these instructions processed through the SPEED-e Direct facility.

Further, SPICE (Submission of Power of Attorney-based Instructions for Clients Electronically) facility is designed for demat accounts operated based on eDIS/DDPI/POA-Power of Attorney (POA).

As of March 31, 2024, 3,33,82,711 unique clients have registered for the SPICE facility.

#### iv) IDeAS

The Internet-based Demat Account Statement (IDeAS) is a secure online service provided by NSDL for demat account holders to view their latest balances, values, and transactions.

During FY2024, the number of IDeAS users increased to 22.68 lakh from 15.52 lakh in the previous year, indicating a growth of around 46.13%. As of March 31, 2024, 440 Clearing Members and all 281 DPs have subscribed to IDeAS.

#### v) STeADY

STeADY (Securities Trading Information easy Access and DeliverY) revolutionises trade processing by enabling Straight Through Processing (STP), a fully automated workflow. This internet-based platform securely transmits digitally signed and encrypted trade information directly to market participants. With STeADY, institutional investors and their custodians receive electronic contract notes for seamless matching and efficient settlement. By leveraging STeADY, we are committed to delivering a more efficient, secure, and streamlined trading experience for our valued clients.

**Growth in FY2024:** NSDL's STeADY, experienced phenomenal growth in 2023-24. The number of trade details processed through STeADY surged by 46% year-over-year, reaching 578.95 crore trade details. The contract notes processed grew by nearly 30%, totalling 1.35 crore in number terms.

By March 31, 2024, 95% of clients had chosen STeADY for their electronic contract processing needs, solidifying its dominance as the leading STP facility in the market. This widespread adoption is a testament to the efficiency, security, and reliability that STeADY offers.

The STeADY facility is now used by around 250 fund managers (including Mutual Funds, Insurance Companies, Banks, PMS, AIFs, and others), approximately 450 brokers, and 16 custodians.

#### STeADY Metrics:

Particulars	2019-20	2020-21	2021-22	2022-23	2023-24
ECNs Uploaded (lakh)	33.73	37.46	78.88	104	135
Trade details uploaded (Crore)	292.49	269.27	383.54	396.4	578.95



**vi) TRADEs**

Transaction Related Alerts of Demat account received through SMS (TRADEs) is an SMS alert facility provided by NSDL. It offers clients important updates about their depository accounts on their mobile phones, facilitating risk mitigation and adding value to our services.

**Growth in Usage:** As of March 31, 2024, 343.44 lakh investors were registered for TRADEs, up from 300.10 lakh investors as of March 31, 2023. During FY2024, a total of 70.04 crore SMS alerts were sent to clients under this service.

**vii) e-Voting**

Our e-Voting platform has helped many leading companies to offer e-Voting services to their shareholders, empowering them to exercise their voting rights electronically. This platform allows investors to actively participate in the company's decision-making process by casting their votes online. It also provides companies with live streaming of meeting proceedings, instantaneous results, tab-based e-Voting services at AGM venues, and e-notices services for companies using the e-Voting platform.

Module of CPE	As on March 2023	As on March 2024
Companies Joined	3,986	4,027
Companies availed e-Voting facility	3,892	4,229
No. of occasions on which companies availed e-Voting facility	22,852	27,156

**5. FOREIGN PORTFOLIO INVESTMENTS**

Since introduction of Foreign Portfolio Investors (FPI) regime in India on June 1, 2014, SEBI has assigned NSDL, the responsibility of generating FPI Registration Certificates. NSDL developed a web-based system, FPI Monitor (www.fpi.nsdl.co.in), for Designated Depository Participants (DDPs) to register FPI applicants online and obtain FPI registration numbers and certificates using API technology between NSDL and SEBI.

In FY2024, a total of 862 new FPI applications were registered on the NSDL FPI registration portal, compared to 1,196 in FY2023. DDPs also renewed the registration validity of 2,470 FPIs in FY2024, compared to 3,467 in FY2023. As of March 31, 2023, there were 11,219 FPIs registered on the NSDL FPI website.

NSDL monitors the investment limits of FPI investor groups under the equity segment and Aggregate FPI Debt limits in respect of Corporate Debt. NSDL also monitors FPIs that individually or along with their investor group hold more than ₹ 25,000 crore of equity AUM in Indian markets. Additionally, NSDL provides detailed statistical information on the NSDL FPI portal regarding Assets Under Custody and investments by FPIs in India.

**Common Application Form (CAF)**

NSDL provides a web-based Common Application Form (CAF) on the NSDL FPI Registration portal, FPI Monitor (www.fpi.nsdl.co.in), for FPI applicants. This form offers a single window clearance for SEBI registration, PAN allotment from the Income Tax Department, KYC, and opening of bank and demat accounts in India.

During FY2023 and FY2024, 2,058 new FPI applications were registered through the NSDL CAF portal, with 1,609 applicants receiving PANs during this period.

**FPI Registration via CAF During**

	2022-23	2023-24
FPI Registration with PAN	948	661
FPI Registration without PAN	248	201
<b>Total</b>	<b>1,196</b>	<b>862</b>

**FPI Assets Under Custody (AUC) Country-wise (top 10 countries) Data**

As of March 31, 2024, the total Assets Under Custody (AUC) of all FPIs was 69.54 lakh crore. FPIs from the USA, Singapore, and Luxembourg account for 56.11% of the total. FPIs from the USA hold the most, with 27.24 lakh crore (39.18%), followed by Singapore with 6.80 lakh crore (9.78%), and Luxembourg with 4.97 lakh crore (7.15%). The country-wise FPI AUC of the top 10 countries is shown below:

**Country-wise (top 10 countries) – FPI Asset Under Custody (AUC) in ₹ crores as on March 31, 2024**

Sr. No		AUC (INR lakhs crore)	% Age
1	UNITED STATES OF AMERICA	27.24	39.18
2	SINGAPORE	6.80	9.78
3	LUXEMBOURG	4.97	7.15
4	MAURITIUS	4.18	6.02
5	IRELAND	3.83	5.52
6	UNITED KINGDOM	3.33	4.79
7	NORWAY	2.30	3.32
8	CANADA	1.97	2.84
9	JAPAN	1.80	2.59
10	FRANCE	1.60	2.30

**FPI Net Investment during FY2024**

During FY2024, there was a net FPI inflow of ₹ 3,39,066 crore across all segments. The equity segment saw the largest inflow at ₹ 2,08,212 crore, while the only positive net outflow was in the Debt-VRR segment at ₹ 2,972 crore.

**6. OPERATIONS IN GIFT CITY (IFSC)**

An International Financial Services Centre (IFSC) has been established at GIFT City, Gandhinagar with the International Financial Services Centers Authority (IFSCA) as the regulatory body. NSDL has joined as a partner in the MII consortium with other MIIs. Within this framework, the MII Consortium has led the formation of India International Bullion Holding IFSC Limited (IIBH), where NSDL holds a 20% stake.

Under IIBH, two wholly-owned subsidiaries have been established:

- (i) **India International Bullion Exchange IFSC Limited:** Oversees bullion exchange operations.
- (ii) **India International Depository IFSC Limited (IIDL):** Serves as an international depository for securities and bullion products.

NSDL has provided the software system for securities depository to IIDL, enabling the issuance of Unsecured Depository Receipts (UDRs) for various NASDAQ and NYSE-listed companies. These UDRs are actively traded on the NSE IFSC platform within GIFT City.

As of March 31, 2024, approximately 212 clients have opened demat accounts with IIDL to hold UDRs.

**7. RISK MANAGEMENT****1) Risk Management Framework**

NSDL has adopted a Risk Management Framework which is based on CPMI-IOSCO principles. In accordance with the SEBI (Depositories & Participants) Regulations, 2018, and SEBI's recommendations, NSDL has also constituted a Risk Management Committee. This committee includes Public Interest Directors and an Independent External Person, and it is chaired by a Public Interest Director.

**NSDL's Risk Mitigation Strategy**

NSDL has institutionalised a comprehensive risk management system that includes proactive reporting to the Risk Management Committee. This system is supported by internal policies and procedures to ensure compliance. A Chief Risk Officer has been recruited during the year to ensure focussed monitoring of risk parameters. The following are some of the critical risks in the depository system:

- **Business Risk:** Impact of market behaviour on the company's revenues and sustainability across business cycles.
- **Business Continuity Risk:** Potential inability to conduct business and provide services due to damage to physical assets or infrastructure breakdowns caused by natural calamities, accidents, or technical failures.
- **Operational Risk:** Possible losses from operations due to third-party liability, employee infidelity, electronic and computer crimes, errors, and omissions.
- **Financial Risk:** Financial risks that can affect the ability of the company to perform its functions.
- **Legal and Statutory Risk:** Compliance with various laws and regulations governing the company.
- **Technological Risk:** Risks associated with the increased use of technology in business operations.

**Risk mitigation strategy**

The Risk Mitigation strategy of NSDL encompasses the following

- **Identify Possible Risk Events:** NSDL maintains a comprehensive list of potential risks to data, operations, and personnel in the form of risk registers. These registers are regularly reviewed and updated to ensure all potential risk events are identified and controlled.





- **Conduct Risk Assessment:** All business processes undergo a thorough risk assessment. This involves documenting potential risks and the relevant control designs and safeguards in place to prevent and also to mitigate the impact of these risks if and when they materialise.
- **Track Risks:** Risks are continuously monitored by internal teams and by external service providers. The effectiveness of the risk mitigation plan is also evaluated periodically to ensure it can address the changing nature of risks.
- **Implement Actions and Assess Progress:** The risk mitigation plan is periodically evaluated for its ability to handle evolving risks. The plan is revised and updated as needed to ensure it remains relevant and effective in mitigating risks.

## 2) Business Continuity Planning (BCP) & Disaster Recovery (DR)

NSDL has a robust policy in place for Business Continuity Planning (BCP) and Disaster Recovery (DR), in compliance with SEBI circulars dated March 26, 2019, and March 22, 2021.

- **Disaster Recovery Site (DRS):** NSDL has established DRS and also enables periodic conduct of depository operations from the Disaster Recovery Site to ensure readiness in case of a disaster at the primary site.
- **Regular Drills:** Mock and real scenario exercises are conducted regularly to ensure that operations can be smoothly resumed from the DR site if needed.
- **Near DR Site:** NSDL has implemented a Near DR site as a data bunker for critical applications, providing an additional layer of security and resilience for its operations.

## 8. INTERNAL CONTROL AND AUDIT

NSDL has well-established processes with clearly defined internal audit roles and responsibilities. Comprehensive operational manuals and standard operating procedures are in place across various departments. An independent audit firm conducts internal and operations audits under the supervision of a designated NSDL person. The Internal Auditor's report, along with management's response, is presented to the Audit Committee, which reviews the report and provides advice on improvements in internal controls.

## 9. ARBITRATION

During FY2024, no new arbitration proceedings were initiated by or against the Company.

## 10. INVESTOR AWARENESS PROGRAMMES AND TRAINING PROGRAMMES & CERTIFICATION

During the year, NSDL conducted over 2,100 investor awareness programmes in the last financial year which were attended by more than 1.35 lakh investors.

Our flagship digital programme 'Market Ka Eklavya' (MKE) reached more than 58,000 students through 800+ sessions, in various regional languages. The MKE programmes are designed to sow seeds of investor awareness in young minds, across the length and breadth of the country. It is heartening to note that about 50% of the student participants were women.

During the year, NSDL organised 13 training programmes for its participants viz., Depository Participants, Issuers etc, which was attended by more than 300 officials.

## 11. FILING OF DRHP WITH SEBI

We have filed a Draft Red Herring Prospectus (DRHP) with the SEBI. This development marks a crucial step towards our planned public offering, reflecting our commitment to growth to continue to serve the nation as a capital markets intermediary. SEBI approval for the DRHP is awaited.

## 12. CYBER SECURITY INITIATIVES

We have established an in-house Security Operations Center (SOC) that operates 24/7 to detect, analyse, contain, and respond to cyber security events. The SOC uses an analytical platform to correlate data from network, security, and server infrastructure.

## 13. WAY FORWARD

As we reflect on our achievements and progress over the past year, NSDL is committed to continuing its journey of innovation, growth, and excellence. Our strategic vision for the future encompasses several key areas:

### i) Digital Transformation

We will accelerate our digital transformation journey, with ease of doing business and investor protection as the core themes to ensure that all our processes and services are efficient, seamless and highly scalable. This transformation will include adoption of newer and modern technologies and solutions for better and safer customer experience.

### ii) Expanding Market Reach

NSDL aims to broaden its market reach by introducing new products and services tailored to the evolving needs of our clients. NSDL's open architecture technology facilitates brokers to submit instructions for clients who hold demat accounts with bank-based Participants, based on client consent through eDIS/DDPI or power of attorney.

### iii) Enhancing Customer Experience

Customer satisfaction is at the core of our operations. The CRM (Customer Relationship Management) system that has been implemented during 2023-24 will be further enhanced to provide seamless interface with the clients with advanced MIS and tracking mechanisms.

### iv) Expansion of Custody Services

Expanding our products and service for our custodial clients will continue to be our strategic focus. This will enable us to provide comprehensive asset servicing solutions for our custodial clients.

### v) Promoting Investor Education

NSDL is dedicated to promoting financial education by reaching out to investors across the country. We will expand our educational programmes to include more extensive outreach initiatives, targeting different demographics and regions. We will implement initiatives aimed at increasing financial literacy and awareness beyond tier 3 cities as well as reach out through various campaign via social media and other electronic mediums.

### vi) Sustainable Growth

Sustainability will be a guiding principle in our growth strategy. We are committed to adopting environmentally responsible practices and contributing to the social and economic development of the communities we serve through our Corporate Social Responsibilities.

### vii) Continue focus on Talent Development

Our employees are our greatest asset. We will continue to invest in their professional development through continuous learning programmes, leadership training, and creating a work environment that fosters trust, innovation and creativity. The HRMS tool implemented in 2023-24 is expected to deliver its full potential in the current year. Attracting and retaining top talent will continue to be our priority to enable achievement of our strategic objectives.

### viii) New office at BKC

After 27 years in the current office at Lower Parel, NSDL will be relocating to a new office in the bustling business district of Bandra Kurla Complex (BKC) in August 2024. This move symbolises more than just a change of address. It signifies our readiness to embrace change, adapt to evolving market dynamics, and chart a new course of growth and innovation. The modern infrastructure and state-of-the-art facilities at our new office reflect our commitment to providing world-class services and experiences to our stakeholders, fostering collaboration, innovation, nurturing growth and a conducive environment for our team to innovate and excel.

## Conclusion

As we look to the future, NSDL is poised to navigate the dynamic landscape of the financial services industry with resilience and agility. We remain dedicated to our mission of providing reliable, efficient, and innovative depository services, and we are confident that our strategic initiatives will drive sustained growth and success.

We acknowledge with deep humility and gratitude, the exemplary support of the regulator and all our stakeholders in enabling our continuing journey and vision to support a robust and inclusive financial ecosystem that contributes to the overall economic development of the nation.



Notice

Notice is hereby given that the Twelfth Annual General Meeting (12<sup>th</sup> AGM) of the Members of National Securities Depository Limited ("Company") will be held on Wednesday, August 28, 2024 at 12:00 p.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business. The venue shall be deemed to be Registered Office of the Company (i.e.) 301, 3<sup>rd</sup> Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, Maharashtra.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon
2. To declare dividend of ₹ 1 per equity share, of the face value of ₹ 2 each, for the financial year ended March 31, 2024

To Consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** dividend at the rate ₹ 1 per Equity Share, of the face value of ₹ 2 each (i.e. 50%) for the financial year ended March 31, 2024, on 20 crores (twenty crores) equity shares of the Company aggregating to ₹ 20 crores (Rupees Twenty crores Only) be paid to those Shareholders whose name appears on the register of members, as on the record date."

3. To appoint Mr. Sriram Krishnan (DIN: 07816879) as Non-Independent Director, of the Company who retires by rotation and being eligible, offers himself for re-appointment

To Consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 25 read with Part C of the Second Schedule of the SEBI (Depositories & Participants) Regulations, 2018, as amended from time to time; Sections 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended

from time to time, the Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and subject to approval of SEBI and such other consent and permission as may be necessary, and subject to such modifications, variations as may be approved, approval of the Members be and is hereby accorded for the re-appointment of Mr. Sriram Krishnan (DIN: 07816879) as Non-Independent Director of the Company, whose period of office is liable to retire by rotation.

**RESOLVED FURTHER THAT** Managing Director & CEO or Executive Director or Compliance Officer or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms or submission of documents with any authority, for the purpose of giving effect to this Resolution."

SPECIAL BUSINESS:

4. Appointment of Mr. Sanjay Panicker (DIN: 03531776) as a Non-Independent Director of the Company

To consider and, if thought fit, pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 25 read with Part C of the Second Schedule of the SEBI (Depositories & Participants) Regulations, 2018; Sections 152, 160(1), 161 and other applicable provisions of the Companies Act, 2013, as amended from time to time, SEBI Listing Regulations, Articles of Association of the Company and other applicable provisions and such other consent and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board and subject to approval of SEBI, approval of the Members be and is hereby accorded for the appointment of Mr. Sanjay Panicker (DIN: 03531776), a representative of IDBI Bank Limited, as Non-Independent Director on the Board of the Company, liable to retire by rotation, with effect from the date of approval of SEBI or January 01, 2025 whichever is later.



**RESOLVED FURTHER THAT** Managing Director & CEO or Executive Director or Compliance Officer or Company Secretary of the Company be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental, including filing of requisite forms or submission of documents with any authority, for the purpose of giving effect to the aforesaid resolution."

Registered Office:

301, 3<sup>rd</sup> Floor, Naman Chambers, G Block,  
Plot No- C-32, Bandra Kurla Complex,  
Bandra East, Mumbai - 400 051, Maharashtra

Date: July 24, 2024  
Place: Mumbai

By **Order of the Board of Directors**  
For **National Securities Depository Limited**

**ALEN FERNS**  
Company Secretary  
Membership No. A30633



Notice

NOTES:

1. The Ministry of Corporate Affairs (MCA), vide General Circular No. 09/2023 Dated September 25,2023 read with General Circular No. 10/2022 dated December 28, 2022, General Circular No. 02/2022 dated May 05, 2022, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 08, 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI) has allowed the Companies whose AGMs are due in the year 2024, to conduct their AGMs through Video Conferencing (VC) or Other Audio Visual Means (OAVM). In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Companies Act 2013 and SEBI Listing Regulations, the 12<sup>th</sup> AGM of the Company shall be conducted through VC/OAVM.

2. As the AGM shall be conducted through VC/ OAVM physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. The proceedings of this AGM shall be deemed to be conducted at the Registered Office of the Company situated at 301, 3<sup>rd</sup> Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, Maharashtra, which shall be deemed venue of AGM.

3. Members (Institutional/Corporate Shareholders) are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution/authorisation letter authorising its representatives to attend the AGM through VC/OAVM and to vote on its behalf, pursuant to Section 113 of the Companies Act, 2013 ("the Act") to the Scrutiniser at [mihenhalani@mha-cs.com](mailto:mihenhalani@mha-cs.com) with a copy marked to the Company at [cs-depository@nsdl.com](mailto:cs-depository@nsdl.com)

4. An explanatory statement pursuant to section 102(1) of the Companies Act, 2013 and Secretarial Standard - 2 with respect to Item Nos. 3 & 4 of the Notice is annexed hereto.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

5. In accordance with the above MCA and SEBI circulars the financial statements (including notes to accounts, Reports of Board of Directors,

- Auditor's Report and other documents required to be attached therewith) for the financial year ended March 31, 2024 and the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
6. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. In case of any queries /difficulties in registering the e-mail address, Members may write to [cs-depository@nsdl.com](mailto:cs-depository@nsdl.com)
7. The Notice of the AGM along with Annual Report for the financial year 2023-24, is available on the website of the Company at [www.nsdl.co.in](http://www.nsdl.co.in)
8. Members may send an e-mail request at the email id [cs-depository@nsdl.com](mailto:cs-depository@nsdl.com) for obtaining a copy of the notice and Annual report.

PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM AND E-VOTING:

9. The Members can join the AGM in VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
10. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and applicable circulars, the Company is providing facility of e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has availed in-house services for facilitating voting through electronic means on all resolutions set forth in this Notice.
12. The Remote e-Voting period will commence on Friday, August 23, 2024 at 9:00 A.M (IST) and will end on Tuesday, August 27, 2024 at 05:00 P.M. (IST). During this period, the Members, whose names appear in the Register of Members/list of Beneficial Owners as on Wednesday, August 21, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The e-Voting module shall be disabled for voting thereafter. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

13. The facility for e-voting shall be made available during the AGM and members who have not voted or voted on some of the resolutions during the aforesaid voting period are also eligible to vote on all or the remaining resolutions respectively during the AGM.
14. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commencing from Friday, August 23, 2024 to Tuesday, August 27, 2024 or e-Voting during the AGM.
15. The Board of Directors have appointed M/s. Mihen Halani & Associates (COP No.: 12015), Practicing Company Secretaries, as the Scrutiniser to scrutinise the e-voting process of the AGM in a fair and transparent manner and he has consented to act as scrutiniser.
16. The results shall be declared within two working days from conclusion of the Meeting which is within the time stipulated under the applicable laws. The results declared along with the Scrutiniser's Report

- will be placed on the website of the Company at [www.nsdl.co.in](http://www.nsdl.co.in).
17. Details of the Directors seeking Appointment under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard – 2 are included in the explanatory statement.
18. The detailed instructions and the process for e-voting are explained herein under:

Step 1: Access to NSDL e-Voting system

- A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<div>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the e-Voting period or joining virtual meeting &amp; voting during the meeting.</div> <div>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></div> <div>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period or joining virtual meeting &amp; voting during the meeting.</div> <div>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</div>

NSDL Mobile App is available on



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



## Notice

### For Technical Assistance:

Members facing any technical issues related to login may reach out the NSDL helpdesk by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call at no.: 022 - 48867000

- B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode.

### How to Log-in to NSDL e-Voting website?

- A. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- B. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- C. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

- D. Your User ID details will be your 8 Character DP ID followed by 8 Digit Client ID

For example, if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*.

- E. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from

NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- F. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid option, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- G. After entering your password, tick on agree to 'Terms and Conditions' by selecting on the check box.

- H. Now, you will have to click on 'login' button.

- I. After you click on 'login' button, home page of e-voting will open.

### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

#### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

- v. Upon confirmation, the message "Vote cast successfully" will be displayed.

- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

- In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID, Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs-depository@nsdl.com](mailto:cs-depository@nsdl.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### GENERAL GUIDELINES FOR SHAREHOLDERS

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to [mihenhalani@mha-cs.com](mailto:mihenhalani@mha-cs.com) with a copy marked to [cs-depository@nsdl.com](mailto:cs-depository@nsdl.com) or [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

- iii. Non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 48867000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

- iv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on no.: 022 - 48867000 or send a request to Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

19. Member will be provided with a facility to attend the AGM through VC/OAVM through the company's e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the e-Voting instructions mentioned in the notice to avoid last minute rush.



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20. Members are encouraged to join the Meeting through Laptops for better experience.
21. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
22. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
23. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number [cs-depository@nsdl.com](mailto:cs-depository@nsdl.com). The same will be replied by the company suitably.
24. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS:

25. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/ send their queries in advance mentioning their name, email id, mobile number at [cs-depository@nsdl.com](mailto:cs-depository@nsdl.com). Questions/queries received by the Company till 05:00 p.m. on Thursday, August 22, 2024 shall only be considered and responded during the AGM.
26. In addition to the abovementioned step, the Members may register themselves as speakers for the AGM to pose their queries by sending an email mentioning their name, email id, mobile number to [cs-depository@nsdl.com](mailto:cs-depository@nsdl.com) till 05:00 P.M. on Monday, August 26, 2024. The Company reserves the right to restrict the number of speakers at the AGM and to allow only those Members who have registered themselves, depending on the availability of time for the AGM.

GENERAL INFORMATION:

27. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon request.
28. The Board of Directors have recommended Dividend of ₹ 1 per Equity Share, of the face value of ₹ 2 each (i.e. 50%), for the Financial Year ended March 31, 2024 subject to approval of shareholders at the AGM.
29. If the Dividend on Equity Shares, as recommended by the Board, is declared at the AGM, it will be paid on or before 30 Days from the date of Declaration to all Beneficial Owners/Members in respect of shares held and whose names are on the Company’s Register of Members.
30. Wednesday, August 21, 2024 shall be considered as record date for identifying the shareholders entitled for dividend, for the financial year ended March 31, 2024.
31. As per the Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 at applicable rates and as such the Company is not required to pay any Dividend Distribution Tax (DDT).
32. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
33. The members are requested to take note of the appointment of Dr. Madhu Sudan Sahoo with effect from April 18, 2023 and Prof. Rajat Moona with effect from January 9, 2024 as Public Interest Directors on the Governing Board of NSDL during the financial year ended March 31, 2024.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, RULES MADE THEREUNDER, SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETING (SS-2)

The following statement sets out all material facts relating to the Ordinary Business as mentioned in the accompanying Notice:

Item No. 3: To appoint Mr. Sriram Krishnan (DIN: 07816879) as Non-Independent Director, of the Company who retires by rotation and being eligible, offers himself for re-appointment

Mr. Sriram Krishnan (DIN: 07816879) was appointed as a Non-Independent Director of the Company by the

members vide resolution passed through Postal Ballot on July 19, 2023. Subsequently, an application was made to SEBI for his appointment on the Board of NSDL and SEBI, vide its letter dated August 23, 2023, had approved his appointment on the Board of NSDL. As such, he is liable to retire by rotation in this AGM.

Mr. Sriram Krishnan is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. Accordingly, it is proposed to re-appoint him as a Non-Independent Director of the Company whose period of office shall be liable to retire by rotation.

Other details required to be disclosed in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Secretarial Standards on General Meetings are below:

Name of the Director	Mr. Sriram Krishnan
Director Identification Number (DIN)	07816879
Designation/category of the Director	Non-Independent Director
Age	52 years
Date of the first appointment	August 23, 2023
Qualifications	<div><div></div><div><ul style="list-style-type: none"><li>Graduated with Bachelor of Commerce from Bharathiar University</li><li>Chartered Accountant</li><li>Cost and Management Accountant</li></ul></div></div>
Profile, Experience and Expertise in specific functional areas	<p>Mr. Sriram Krishnan has over 28 years of work experience in the Indian banking and capital markets space. He has spent about 22 years with multinational organisations, across corporate and institutional banking, asset management and securities services at various levels of seniority.</p> <p>His current role with the NSE, as Chief Business Development Officer, entails establishing and managing business strategy and advocacy, product lifecycle and all business alliances and relationships. He also oversees marketing &amp; corporate communication and economic policy &amp; research.</p> <p>In his previous roles, Sriram has worked for over 20 years across HSBC, Citi and Deutsche Bank. In his immediately previous role with Deutsche Bank India, Sriram was Managing Director &amp; Co-Head of Global Transaction Banking.</p>
Directorships held in other companies including equity listed companies and excluding foreign companies as of the date of this Notice	<div><div></div><div><ul style="list-style-type: none"><li>India International Bullion Holding IFSC Limited</li><li>India International Bullion Exchange IFSC Limited</li><li>India International Depository IFSC Limited</li><li>NSE IFSC Limited</li><li>Cogencis Information Services Limited</li><li>NSE Investment Limited</li><li>NSE Indices Limited</li></ul></div></div>
Memberships/Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	NIL
Name of listed entities from which the person has resigned in the past three years	<div><div></div><div><ul style="list-style-type: none"><li>Deutsche Investor Services Private Limited</li></ul></div></div>
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	He is not related to any other Director, Managers, and other Key Managerial Personnel of the Company.
Shareholding in the Company including shareholding as a beneficial owner	He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.



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No. of board meetings attended during the year	During FY 2023-2024, Mr. Sriram Krishnan was eligible to attend 5 Board meetings of which he had attended 3 Board Meetings.
Details of Remuneration sought to be paid	He will be paid remuneration in the form of sitting fees within the limit prescribed under the Companies Act, 2013 for attending Board and other Committee meetings.
Remuneration last drawn (FY 2023-2024)	Apart from sitting fees for attending the Board and the Committee meetings, no remuneration is being paid.  The sitting fees on behalf of Mr. Sriram Krishnan is paid to National Stock Exchange of India Limited, the nominating Shareholder.
Terms and Conditions of appointment/ reappointment	Mr. Sriram Krishnan shall be liable to retire by rotation and all other applicable terms & conditions as mentioned under the Companies Act, 2013, SEBI (Depositories & Participants) Regulations, 2018 and SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, shall be applicable to him.

Except Mr. Sriram Krishnan being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item no. 3.

The Board of Directors recommends the Ordinary Resolution set out at item No. 3 of the Notice for approval by Members.

Item No. 4: To appoint Mr. Sanjay Panicker (DIN: 03531776) as Non-Independent Director of the Company

Mr. Shailendra Nadkarni was appointed as a Director in the category of Non-Independent Director w.e.f. January 11, 2023. NSDL has received a letter dated June 15, 2024 from IDBI Bank Limited (IDBI) Shareholder of the Company (holding 26.10 % in NSDL), wherein it was informed that Mr. Shailendra Nadkarni is due for retirement from the services of IDBI as at the close of business on December 31, 2024, hence pursuant section 160 of the Companies Act, 2013, IDBI has nominated Mr. Sanjay Panicker, Executive Director of IDBI as a Non-Independent Director on the Governing Board of NSDL effective from January 01, 2025. Mr. Shailendra Nadkarni will tender his resignation as a Non-Independent Director from NSDL on the date of his retirement from IDBI.

As recommended by the Nomination and Remuneration Committee, the Governing Board had proposed the appointment of Mr. Sanjay Panicker, as Non-Independent

Director to Shareholders for their approval. On receipt of the approval of the Shareholders, approval of SEBI would be sought.

Mr. Sanjay Panicker, aged 52 years, holds a Bachelor’s Degree in Mechanical Engineering and Master’s Degree in Business Administration (Finance). He joined IDBI Bank in May 1998. During his tenure with the bank, he has work extensively in corporate financing, infrastructure financing and restructuring of advances. He has worked as Executive Assistant in the Managing Director’s office for four years, Thereafter, he has headed to Pune Retail Zone of the Bank. He has also worked in the Finance and Accounts Department of the Bank responsible for balance sheet preparation and handling the strategic investments in subsidiaries and associates of the Bank. As Executive Director, he currently heads the Corporate Strategy and Planning Department and Administration Department in the Bank.

Further, the Company has also received from Mr. Sanjay Panicker a consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, nor debarred from holding the office of a director by virtue of any SEBI order or any such other regulatory authority.

In view of the above, it is proposed to appoint him as a Non- Independent Director of the Company whose period of office shall be liable to retire by rotation.

CORPORATE OVERVIEW	STATUTORY REPORTS	FINANCIAL STATEMENTS
Other details required to be disclosed in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Secretarial Standards on General Meetings are below:		
Name of the Director	Mr. Sanjay Panicker	
Director Identification Number (DIN)	03531776	
Designation/category of the Director	Non-Independent Director	
Age	52 years	
Date of the first appointment	Not Applicable	
Qualifications	B.E (Mechanical), MBA (Finance), CAIIB, CFA (ICFAI, Hyderabad)	
Profile, Experience and Expertise in specific functional areas	Mr. Sanjay Panicker, aged 52 years, holds a Bachelor’s Degree in Mechanical Engineering and Master’s Degree in Business Administration (Finance). He joined IDBI Bank in May 1998. During his tenure with the bank, he has work extensively in corporate financing, infrastructure financing and restructuring of advances. He has worked as Executive Assistant in the Managing Director’s office for four years, Thereafter, he has headed to Pune Retail Zone of the Bank. He has also worked in the Finance and Accounts Department of the Bank responsible for balance sheet preparation and handling the strategic investments in subsidiaries and associates of the Bank. As Executive Director, he currently heads the Corporate Strategy and Planning Department and Administration Department in the Bank.	
Directorships held in other companies including equity listed companies and excluding foreign companies as of the date of this Notice	NIL	
Memberships/Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	NIL	
Name of listed entities from which the person has resigned in the past three years	Not Applicable	
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	He is not related to any other Director, Managers, and other Key Managerial Personnel of the Company.	
Shareholding in the Company including shareholding as a beneficial owner	He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.	
No. of board meetings attended during the year	Not Applicable	
Details of Remuneration sought to be paid	He will be paid remuneration in the form of sitting fees within the limit prescribed under the Companies Act, 2013 for attending Board and other Committee meetings.	
Remuneration last drawn (FY 2023-2024)	Not Applicable	
Terms and Conditions of appointment/ reappointment	Mr. Sanjay Panicker shall be liable to retire by rotation and all other applicable terms & conditions as mentioned under the Companies Act, 2013, SEBI (Depositories & Participants) Regulations, 2018 and SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, shall be applicable to him.	

Except Mr. Sanjay Panicker being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item no. 4.

The Board of Directors recommends the Ordinary Resolution set out at item No. 4 of the Notice for approval by Members.

By **Order of the Board of Directors**  
For **National Securities Depository Limited**

**Registered Office:**  
301, 3<sup>rd</sup> Floor, Naman Chambers, G Block,  
Plot No- C-32, Bandra Kurla Complex,  
Bandra East, Mumbai - 400 051, Maharashtra

Date: July 24, 2024  
Place: Mumbai

**ALEN FERNES**  
Company Secretary  
Membership No. A30633



# Board's Report

for the year ended March 31, 2024

To the Members,

Your Directors are pleased to present the Twelfth Annual Report and the Company's Audited Financial Statements (Standalone and Consolidated) for the Financial Year (FY) ended March 31, 2024.

## FINANCIAL HIGHLIGHTS

Your Company's financial performance for the year ended March 31, 2024 as compared to the previous year is given in the table below.

Particulars	(₹ in crores, except EPS)			
	Consolidated		Standalone	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Revenue from Operations	1,268.24	1,021.99	473.05	409.17
Other Income	97.46	77.83	98.05	76.34
Total Income	1,365.70	1,099.82	571.10	485.51
Total Expenditure	973.79	758.36	219.75	193.61
Profit before Depreciation, IPF Expense, Share of Profit / (Loss) from Associates and Taxation	391.91	341.46	351.35	291.90
Depreciation	24.12	21.69	12.35	10.33
Contribution to Investor Protection Fund (IPF)	11.48	9.89	11.48	9.89
Profit before Share of Profit/(Loss) of investment accounted for using Equity Method and Taxation	356.31	309.88	327.52	271.68
Share of Profit/(Loss) of Associates	(1.36)	(4.84)	-	-
Profit before Tax	354.95	305.04	327.52	271.68
Tax Expense	79.51	70.23	69.44	60.86
Profit after Tax	275.44	234.81	258.08	210.82
Total Comprehensive Income	274.84	212.32	256.98	182.68
Appropriation:				
Proposed Dividend (Final)	20.00	20.00	20.00	20.00
Surplus Carried to the Balance Sheet	254.84	192.32	236.98	162.68
Earnings Per Share (EPS)	13.77	11.74	12.90	10.54
Net Worth	1,684.10	1,428.86	1,508.57	1,271.59

### Result of Operations and state of Company's Affairs for FY 2023-24

#### Standalone

Revenue from Operations increased to ₹473.05 crore in FY 2023-24 as compared to ₹409.17 crore in the previous year, a growth of 15.6%. Profit before Tax and Exceptional Items increased to ₹327.52 crore in FY 2023-24 as compared to ₹271.68 crore in the previous year. Profit after Tax (PAT) increased to ₹258.08 crore in FY 2023-24 as compared to ₹210.82 crore in the previous year, a growth of 22.4%. Earnings Per Share (EPS) of the Company increased to ₹12.90 in FY 2023-24 as compared to ₹10.54 in the previous year.

The net worth of the Company as on March 31, 2024 increased by 18.6% to ₹1,509 crore as compared to ₹1,272 crore a year ago. Further, as required under SEBI (Depositories and Participants) Regulations, 2018 ("SEBI D&P Regulations"), Five percent of profits from depository operations, i.e. ₹11.48 crore has been set aside to be contributed to the Investor Protection Fund (IPF).

#### Consolidated

Revenue from Operations increased to ₹1,268.24 crore in FY 2023-24 as compared to ₹1,021.99 crore in the previous year, a growth of 24.1 %. Profit Before Tax and Exceptional Items increased to ₹354.95 crore in FY 2023-24 as compared to ₹305.04 crore in the previous year. Profit After Tax (PAT) increased to ₹275.44 crore in FY 2023-24 as compared to ₹234.81 crore in the previous year, a growth of 17.3%. Earnings per Share (EPS) of the Company increased to ₹13.77 in FY 2023-24 as compared to ₹11.74 in the previous year.

The net worth of the Company as on March 31, 2024 increased by 17.9% to ₹1,684 crore as compared to ₹1,429 crore a year ago.

#### Dividend

The Board of Directors of your Company have recommended a dividend of ₹1.00 per equity share on the face value of ₹2/- each (i.e. 50%) for FY 2023-24 (same as in FY 2022-23) for consideration of the shareholders at the ensuing Annual General Meeting. The dividend

distribution would result in a cash outflow of ₹20.00 crore on twenty crore equity shares.

As per the advice of SEBI vide its letter dated October 06, 2023, the voting rights and all corporate actions in respect of shareholding of IDBI and NSE in excess of 15% has been frozen. Accordingly, dividend on 4,02,00,000 shares (2,22,00,000 shares of IDBI and 1,80,00,000 shares of NSE) will be kept in an escrow account.

### SHARE CAPITAL

There was no change in the issued, subscribed and paid-up Share Capital of the Company during the year under review. As on March 31, 2024, the paid-up share capital stood at ₹40 crore comprising of 20 crore equity shares of face value of ₹2/- each, fully paid up.

During the year under review, the Company has neither issued any shares with differential voting rights not has it granted any Stock Option or Sweat Equity.

None of the Directors of the Company hold equity shares in the Company.

### TRANSFER TO RESERVE

During the year under review, no amount has been transferred to the General Reserve.

### KEY FINANCIAL RATIOS

Key Financial Ratios like Current Ratio, Return on Equity, etc., are in accordance with the prudent commercial practice adopted across the Industry in which your Company operates. Financial Ratios are disclosed along with explanation in Note 35 to the Standalone Financial Statements.

### DETAILS OF SUBSIDIARY COMPANIES

Your Company has the following subsidiary companies as on March 31, 2024:

- a. NSDL Database Management Limited (CIN: U72400MH2004PLC147094)**

NSDL Database Management Limited ("NDML") was incorporated on June 22, 2004, under the Companies Act, 1956. NDML's registered office is situated at 4<sup>th</sup> Floor, Tower 3, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai – 400013, Maharashtra, India.

NDML is currently engaged in the business of, inter alia, providing services for e-governance initiatives for SEZs in India, KYC Registration Agency (KRA), Insurance Repository for e-insurance policies, Payment Aggregator for online payment services,

Registrar & Transfer Agent (RTA), managing 'National Skills Registry' on behalf of NASSCOM and assisting SEBI registered capital market intermediaries to digitally onboard new clients and perform necessary diligence and KYC.

NDML recorded a gross income of ₹94.35 crore and profit before tax of ₹45.53 crore for the year ended March 31, 2024. NDML is a wholly owned material subsidiary of your Company.

- b. NSDL Payments Bank Limited (CIN: U65900MH2016PLC284869)**

NSDL Payments Bank Limited ("NPBL") was incorporated on August 17, 2016, under the Companies Act, 2013. NPBL's registered office is situated at 401, 4<sup>th</sup> Floor, Tower 3, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai – 400013, Maharashtra, India.

NPBL is currently engaged in the business of payment banking, including accepting demand deposits, providing payment solutions, remittances or recharge services through its mobile application, issuance of debit cards and co-branded prepaid cards, and offering domestic money transfer, mutual fund investment services, bank verification services for corporate brokers and insurance investment services.

NPBL recorded a gross income of ₹719.88 crore and a profit of ₹1.58 crore for the year ended March 31, 2024. NPBL is a material subsidiary of your Company wherein NSDL holds 88.89% of shares and NDML holds 11.11% shares.

As required under Section 134 of the Companies Act, 2013, the Audited Statement of Accounts, the report of the Directors and Auditors of the separate audited accounts in respect of each of the Subsidiary Companies are available on our website <https://nsdl.co.in/investor-relation/annual-report.php> and the statement containing salient features of the financial statements of subsidiaries in form AOC-1 is annexed to this report as **Annexure A**.

### POLICY ON MATERIAL SUBSIDIARIES

As required under Regulation 16(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has formulated and adopted a policy for determining Material Subsidiaries. For the FY 2023-24, both NDML and NPBL are the material subsidiaries of the Company. The Company's policy for determining material subsidiary, as approved by the Board, may be accessed on the Company's website at the link: <https://nsdl.co.in/investor-relation/code-and-polices.php>.



Board’s Report

DETAILS OF ASSOCIATE COMPANIES

Your Company has the following associate company as on March 31, 2024:

India International Bullion Holding IFSC Limited (CIN: U67100GJ2021PLC123076)

India International Bullion Holding IFSC Limited (“IIBH”) is an unlisted public company incorporated on June 04, 2021. It is classified as a public limited company and is located in GIFT city, Gandhinagar, Gujarat and received registration as Finance Company from International Financial Services Centres Authority (IFSCA) on August 09, 2021.

National Securities Depository Limited, Central Depository Services Limited, Multi Commodity Exchange of India, National Stock Exchange of India and BSE’s subsidiaries India INX International Exchange and India International Clearing Corporation have joined hands in setting up of Market Infrastructure Institutions (MIs) comprising of International Bullion Exchange, Clearing Corporation and Depository Company at Gujarat International Finance Tec-City (GIFT) via a Holding Company i.e. IIBH, as per the Regulations issued by IFSCA.

IIBH has a wholly owned subsidiary i.e. India International Bullion Exchange IFSC Limited that is undertaking the Exchange business for Bullion and IIBH also owns majority stake in India International Depository IFSC Limited (IIDL) which acts as a depository for both Equity and Bullion products. NSDL has provided the software system to IIDL for Equity products, which has facilitated issuance of Unsecured Depository Receipts (UDR) on various NASDAQ & NYSE listed companies, which are traded on NSE IFSC in GIFT City.

NSDL has contributed ₹30 crore comprising 30,00,00,000 equity shares of ₹1 each, equivalent to 20% stake in IIBH as on March 31, 2024. IIBH recorded a gross income of ₹22.96 crore and loss of ₹6.85 crore for the year ended March 31, 2024.

NAMES OF THE COMPANIES WHICH HAVE BECOME AND CEASED TO BE A SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY DURING THE YEAR

During the year under review, no company had become or ceased to be a Subsidiary, Joint Venture and Associate Company of your Company.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report as stipulated under the SEBI Listing Regulations is presented in a separate section forming part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

In terms of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 the Company has constituted a Corporate Social Responsibility (CSR) Committee. During the year under review, your Company has spent ₹3,36,38,668, in various CSR activities in accordance with the provisions of the Companies Act, 2013 and CSR Policy of the Company.

The Composition, meeting and attendance during the year is set out in Corporate Governance Report, which forms part of the Annual Report. The Company has formulated CSR Policy as approved by the Board and the same is disclosed on the website of the Company (<https://nsdl.co.in/investor-relation/code-and-polices.php>).

The CSR policy lays out NSDL’s philosophy of having a positive impact on society, CSR guiding principles, areas of activity, implementation and project planning, monitoring and reporting.

NSDL believes in inclusive growth by empowering and enhancing lives of the underprivileged section of the society for their betterment and socio-economic development. With the philosophy of ‘Giving Back’, NSDL has been undertaking various initiatives under the aegis of CSR to facilitate a holistic development of the deserving lives from lesser-privileged communities. As a responsible corporate citizen, the Company has been implementing a number of social initiatives that are meaningful and having sustainable impact on the lesser-privileged communities. Through its impact driven CSR programmes/projects, NSDL has been reaching out to the underprivileged section of the society and enabling socio-economic upliftment. NSDL’s CSR projects/ programmes are focussed on education, health, skill development, environmental sustainability, rural development and disaster relief.

A report on CSR initiatives is set out as **Annexure B** and forms part of this Annual Report.

MAJOR CHANGES FROM THE END OF THE FINANCIAL YEAR TILL THE DATE OF THIS REPORT

No material changes affecting the financial position of the Company have occurred between the end of the financial year and the date of the report.

UPDATE ON LISTING OF SHARES OF NSDL

In order to enable our existing shareholders to reduce their shareholding by way of an exit option and to achieve the shareholding in NSDL as per threshold mentioned in Regulation 21 of the SEBI (Depositories and Participants) (Amendment) Regulations, 2023

(“SEBI D&P Amendment Regulations”), our Company had initiated the process of listing its shares on a recognised stock exchange.

In this regard, the Company had received in-principle approval from SEBI vide its letter dated April 13, 2023 (“SEBI In-principle Approval”) to list the securities of the Company on a recognised stock exchange within one year from the date of issuance of the SEBI In-principle Approval. Accordingly, the Company had filed its Draft Red Herring Prospectus dated July 07, 2023 with SEBI on July 08, 2023. The Company had further received in-principle approval from Bombay Stock Exchange (“BSE”) for listing Company’s securities on the exchange under the proposed public offer.

Since the process of listing is not yet completed, subsequently, we filed an application seeking extension of the SEBI In-principle Approval, which is pending. Further, National Stock Exchange of India Limited (“NSE”) and IDBI Bank (“IDBI”) have also individually sought extension of time. SEBI has granted extension of time to NSE and IDBI until April 12, 2025 and March 31, 2025 respectively, to reduce their respective shareholding in our Company within permissible limits prescribed under the SEBI D&P Regulations.

SHIFTING OF REGISTERED OFFICE

The Company has also set up a vibrant new office at Bandra Kurla Complex (“BKC”) in Naman Chambers with a state-of-the-art infrastructure and amenities for our employees. The workspace is designed to enhance employee well-being through good ventilation, natural light and good acoustics, safety features, ergonomic furniture, energy efficient fixtures fostering sustainability. New office promotes team work and a dynamic workspace is in place to encourage better collaboration.

The registered office of NSDL located at Trade World, ‘A’ Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013 will be shifted to “301, 3<sup>rd</sup> Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai-400051”, w.e.f. August 01, 2024.

HUMAN RESOURCES

Your Company emphasises on the quality of its Human Resources as employees are considered to be vital for the growth of the organisation. The Company also gives importance to employee wellbeing for which a number of online/offline health awareness programmes were conducted during the year. As a part of the Employee Wellness program, NSDL has conducted step-a-thon, participation in Mumbai Marathon, Yoga sessions for employees, International Women’s Day Celebrations

with Zumba and stress management sessions. The Company has a favourable work environment, which enables it to attract, motivate and retain high calibre employees. Promoting diversity has been of key importance. The Company has 28% women employees as on March 31, 2024. The Company has an R&R (Rewards & Recognition) programme wherein employees are appreciated and rewarded through various contests and programmes.

The Company believes in nurturing its employees by providing training and enhancement of skills and competencies. During the year, a number of training and orientation programmes were conducted, depending on the need of the employee cohorts. Officials across various levels are exposed to programmes basis the training needs. Key focus was to continue to build and strengthen customised learning pathways in terms of design and content, by factoring in user experience and requirements. The Company also nominates employees to participate or as a Speaker in various seminars in the capital market and other related areas both in India and abroad. Every new employee goes through a comprehensive induction programme that gives them a complete understanding of the business of the Company. Further, the Company provides specific training programmes on Information Security, Policy Awareness, and Compliance/ Regulatory obligations. Below mentioned table illustrates the training manhours across various categories.

Sr. No.	Training Category	Total Manhours
1	Data Literacy	1712
2	Process	2419
3	Training Outside the classroom	366

During the year, the Company implemented a new HRMS solution that supports processes from “Hire to Retire” and enhances the employee engagement and collaboration through its social media platform “Vibe”.

POSITIVE WORK ENVIRONMENT

In accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (“POSH Act”) and the Rules made thereunder, the Company has formulated Policy for Positive Work Environment & POSH which mandates no tolerance against any conduct amounting to sexual harassment of women at workplace. The said Policy applies to all the employees, regular or temporary, including contract employees, employees on deputation, probationer, trainee and apprentice whether in the office premises or outside while on assignment. Where sexual harassment occurs to a NSDL employee as a result of an act by a third party or outsider while on official duty, NSDL will take all necessary and reasonable steps



Board’s Report

to assist the affected person in terms of support and preventive action.

The Policy is hosted on the Company’s website at <https://nsdl.co.in/investor-relation/code-and-polices.php>

An Internal Complaints Committee(s) (ICCs) has been constituted to redress and resolve any complaints arising under the **POSH Act**. Training/awareness programme are regularly being conducted throughout the year to create sensitivity towards ensuring respectable workplace. Disclosure in relation to POSH Act is provided in Corporate Governance Report for the year ended March 31, 2024, which is enclosed as **Annexure F**.

BOARD AND ITS COMMITTEES

A. BOARD

Ten meetings of the Board were held during the FY 2023-24. The details of meetings of the Board are provided in the Corporate Governance Report for the Year ended March 31, 2024 which is enclosed as **Annexure F**.

B. COMMITTEES

In terms of the Companies Act, 2013, SEBI D&P Amendment Regulations and SEBI Listing Regulations following Committees are constituted by the Board:

- Audit Committee
- Corporate Social Responsibility Committee
- Nomination and Remuneration Committee
- Stakeholders’ Relationship Committee
- Member Committee
- Standing Committee on Technology
- Regulatory Oversight Committee
- Risk Management Committee
- Investment Committee

In addition to the above, the Board had also constituted IPO Committee to undertake decisions pertaining to IPO Process of NSDL.

Brief details pertaining to composition, Terms of Reference, meetings held, attendance of the Directors at such Meetings and other relevant details of the Committees of the Board are given in the Corporate Governance Report for the Year ended March 31, 2024 which is enclosed as **Annexure F**.

DECLARATION FROM PUBLIC INTEREST DIRECTORS/INDEPENDENT DIRECTORS

The Company has received the necessary declarations from all the Public Interest Directors/Independent Directors, under Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations and Rule 6(1) & 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company has also received declaration from the Public Interest Directors that they meet the “fit and proper” criteria as prescribed under Regulation 23 of the SEBI D&P Regulations. In the opinion of the Board, all Public Interest Directors (Independent Directors) fulfill all the applicable conditions prescribed under the Companies Act, 2013 and Rules framed thereunder, SEBI D&P Amendment Regulations and SEBI Listing Regulations.

The Independent Directors are complying with the provisions relating to the limit on the number of directorships as required under Regulation 17A of the SEBI Listing Regulations.

BOARD EVALUATION

In terms of the provisions of the Companies Act, 2013, SEBI Listing Regulations, SEBI D&P Amendment Regulations and SEBI Circular dated January 05, 2017, the Board has carried out an annual performance evaluation of its own performance, the Chairperson, the directors individually as well as the evaluation of the working of its committees based on the defined parameters as recommended by the Nomination and Remuneration Committee.

Further, in terms of the SEBI D&P Amendment Regulations read with SEBI Master Circular for Depositories dated October 06, 2023, the Board, based on the recommendations of the Nomination and Remuneration Committee, has adopted the Performance Evaluation Policy. The criteria for evaluation of Public Interest Directors is based on the said policy framed in accordance with the SEBI prescribed guiding principles namely qualification, experience, knowledge and competency, fulfilment of functions, ability to function as team, initiative, availability and attendance, commitment, contribution, integrity, independence, independent views and judgement. The detailed Performance Evaluation Policy, as approved by the Board, may be accessed on your Company’s website at <https://nsdl.co.in/investor-relation/code-and-polices.php>.



The performance of the Independent Directors was evaluated by the entire Board except the person being evaluated. The performance of the Committees was evaluated by the Board seeking inputs from the Committee Members. The Board carried out the evaluation of its own performance and that of its committees and individual Directors considering the inputs received from the Directors.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

- 1) Appointment/Re-appointment/Cessation of Directors:**
- During the year under review and as on the date of signing the report, the following changes have taken place in Board of Directors:
- a. Dr. Madhu Sudan Sahoo (DIN: 01968430) was appointed as Public Interest Director for a term of three years on the Board of NSDL w.e.f. April 18, 2023.
  - b. Mr. B. A. Prabhakar (DIN: 02101808) ceased to be the Public Interest Director and Chairman from the Board of NSDL w.e.f. May 07, 2023.
  - c. Mr. Parveen Kumar Gupta (DIN: 02895343) was appointed as Chairman on the Board of NSDL w.e.f. May 08, 2023.
  - d. Ms. Priya Subbaraman (DIN: 01620890) ceased to be the Non-Independent Director w.e.f. May 29, 2023 pursuant to her resignation from National Stock Exchange of India Limited.
  - e. Mr. Sriram Krishnan (DIN: 07816879) was appointed as Non-Independent Director on the Board of NSDL w.e.f. August 23, 2023.
  - f. Mr. Shailendra Nadkarni (DIN: 03401830) was liable to retire by rotation and was re-appointed as a Non-Independent Director w.e.f. August 31, 2023.
  - g. Prof. G. Sivakumar (DIN: 07537575) ceased to be the Public Interest Director from the Board of NSDL w.e.f. January 09, 2024.

- h. Prof. Rajat Moona (DIN: 09036263) was appointed as Public Interest Director for a term of three years on the Board of NSDL w.e.f. January 09, 2024.
- i. Dr. Rajani Gupte (DIN: 03172965) ceased to be the Public Interest Director from the Board of NSDL w.e.f. May 22, 2024.
- j. Ms. Sripriya Kumar (DIN: 03319979) was appointed as Public Interest Director for a term of three years on the Board of NSDL w.e.f. May 23, 2024.

The Company hereby confirms that necessary application was made to SEBI for appointment of Directors (Public Interest Director/Non-Independent Director/Chairman) in accordance with SEBI D&P Regulations and upon receipt of such approvals, Directors (Public Interest Director/Non-Independent Director/Chairman) are appointed on the Board of NSDL.

2) Key Managerial Personnel

As on the date of this report, the Company has three Key Managerial Personnel as per the Companies Act, 2013 i.e., MD & CEO, Chief Financial Officer and Company Secretary:

Sr. No.	Name of Key Managerial Personnel	Designation
1	Ms. Padmaja Chunduru	Managing Director & CEO
2	Ms. Vaishali Vaidya*	Interim Chief Financial Officer
3	Mr. Alen Ferns**	Company Secretary

*\*Mr. Chandresh Shah ceased to be the Chief Financial Officer (CFO) of the Company w.e.f. April 07, 2024. Further, Mr. Pratik Punjabi was appointed as the CFO of the Company w.e.f. April 08, 2024 who ceased to be the CFO w.e.f. July 18, 2024. Accordingly, Ms. Vaishali Vaidya is appointed as Interim CFO of the Company w.e.f. July 18, 2024.*

*\*\*Mr. Nikhil Arya ceased to be the Company Secretary (CS) of the Company w.e.f. February 05, 2024. Further, Mr. Malav Shah was appointed as CS for an interim period w.e.f. February 06, 2024 who ceased to be the CS w.e.f. April 04, 2024 pursuant to appointment of Mr. Alen Ferns as the CS of the Company w.e.f. April 05, 2024.*

Board’s Report

Also, as on the date of this report, following are the KMPs in terms of SEBI D&P Regulations:

Sr. No.	Name of Employee	Designation	Grade
1.	Padmaja Chunduru	Managing Director & CEO	Managing Director & CEO
2.	Gopalan Srinivasa Raghavan	Executive Director	Executive Director
3.	Kothandaraman Prabhakaran	Chief Technology Officer	Executive Vice President
4.	Prashant Vagal	Chief Operating Officer	Executive Vice President
5.	Yash Gyanani	Chief Regulatory Officer	Senior Vice President
6.	Vishal Gajjar	SVP - Special Projects	Senior Vice President
7.	Malav Rajesh Shah	Head Legal & Compliance Officer	Vice President
8.	Meghna Kale	Chief Human Resource Officer	Vice President
9.	Rahul Pratap Singh	Head Business Development and Products 2	Vice President
10.	Rakesh Mehta	Head Issuer Services	Vice President
11.	Parag C. Joshi	Head Software Development and Maintenance	Vice President
12.	Pradip Bhattacharya	Head Software Development and Maintenance	Vice President
13.	Vishal Gupta	Head Software Development and Maintenance	Vice President
14.	Balasaheb Yashwant Ugale	Head - Infra	Vice President
15.	Sandip Navdhare	Chief Risk Officer	Vice President
16.	Nagesh Bihari Jha	Chief Information and Security Officer	Vice President

DIRECTORS’ RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- b. accounting policies have been selected and applied consistently and judgements and estimates made are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing & detecting fraud and other irregularities;
- d. the annual accounts have been prepared on a going concern basis;
- e. internal financial controls to be followed by the Company are laid down and that such internal financial controls are adequate and were operating effectively; and
- f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

NOMINATION AND REMUNERATION POLICY

Pursuant to requirements of the Companies Act, 2013, the Company has formulated Nomination and Remuneration Policy for Directors and Key Management Personnel identified under SEBI D&P Amendment Regulations and under the Companies Act, 2013.

The Nomination and Remuneration Policy as approved by the Board and other matters provided in Section 178 of Companies Act, 2013 has been disclosed in the Corporate Governance Report (enclose as **Annexure F**) and the same is disclosed on the website of the Company. (<https://nsdl.co.in/investor-relation/code-and-polices.php>).

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of Loans, Guarantees or Investments made during the financial year are set out in the Notes to Accounts which forms part of this Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were on an arm’s length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations. Disclosure of transactions with related parties is set out in Note 26 of Standalone Financial Statements, forming part of the Annual Report & Annexures thereto.



The Company has formulated a Policy on Related Party Transactions as approved by the Board and the same is disclosed on the website of the Company (<https://nsdl.co.in/investor-relation/code-and-polices.php>).

No material related party transactions were entered during the Financial Year under review by your Company and hence the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, in Form AOC -2, is not applicable to your Company.

COST RECORDS

The Company is not required to maintain cost records as specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013.

PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

The Company has not made any application and no proceeding is pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) as at the end of the financial year.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY’S OPERATIONS IN FUTURE

During the year under review, no adverse orders were passed by the Regulators or Courts or Tribunals which may have impact on the going concern status of the Company and the Company’s operations.

CHANGE IN THE NATURE OF BUSINESS

During the financial year, there have been no changes in the nature of the business undertaken by your Company.

RISK MANAGEMENT

The Company has a robust Risk Management Policy to effectively handle various internal and external risks that can impact our business performance. The Company has a dedicated Risk Management function, headed by a Chief Risk Officer, independent from the operations and business units of the Company. The Risk Management team is responsible for assessment, monitoring and reporting of risks.

The Board of Directors of the Company has a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness. Mr. Sandip Navdhare has been appointed as Vice President and Chief Risk Officer w.e.f. June 26, 2023.

The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of risk management policy has been covered in the Management Discussion and Analysis, which forms part of this report.

PUBLIC DEPOSITS

During the year under review, the Company has not accepted any fixed deposit under Sections 3, 4, 5 and 76 of the Companies Act, 2013 from the public.

STATUTORY AUDITORS AND AUDITOR’S REPORT

M/s. KC Mehta & Co LLP (ICAI Registration No. 106237W/W100829) were appointed as Statutory Auditors of the Company in the Tenth Annual General Meeting held on August 31, 2023, for a period of five years commencing from FY 2022-23 to FY 2026-27 (i.e., from the conclusion of the Tenth Annual General Meeting till the conclusion of Fifteenth Annual General Meeting).

Accordingly, M/s. KC Mehta & Co LLP are the Statutory Auditors of the Company for the FY 2023-24. The Auditor’s Report on the financial statements of the Company for the year ended March 31, 2024, forms part of the Annual Report.

The notes on financial statement referred to in the Auditor’s Report are self-explanatory and there are no qualifications, reservations or adverse remarks in their report. There are no frauds reported by auditors under subsection (12) of section 143 of the Companies Act, 2013.

SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT

In terms of Section 204(1) of the Companies Act, 2013 and rules made thereunder and Regulation 24A of the SEBI Listing Regulations the Board had appointed M/s. Alwyn Jay & Co., Practicing Company Secretaries (Firm Registration No. P2010MH021500) to undertake the Secretarial Audit of the Company for the FY 2023-24.

The Secretarial Audit report issued in Form MR-3 by M/s. Alwyn Jay & Co., Practicing Company Secretaries for the financial year ended March 31, 2024 is enclosed as **Annexure C**.

The Secretarial Auditor’s report does not contain any qualifications, reservations or adverse remarks in their report.



Board’s Report

In terms of the provisions of Regulation 24A of the SEBI Listing Regulations the Secretarial Audit Reports of the subsidiaries, NSDL Database Management Limited & NSDL Payments Bank Limited are enclosed as **Annexure C(i)** and **Annexure C(ii)**, respectively. The said reports do not contain any qualifications, reservation, adverse remarks or disclaimer.

In addition to the above report, pursuant to Regulation 24A of the SEBI Listing Regulations the Annual Secretarial Compliance Report is received from M/s. Alwyn Jay & Co., Practicing Company Secretaries, for the FY 2023-24, in relation to compliance of all applicable SEBI Regulations/Circulars/Guidelines issued thereunder and Secretarial Standards is enclosed as **Annexure D**.

PARTICULARS OF EMPLOYEES

Information required under the provisions of section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI D&P Regulations a statement containing the remuneration details of Directors and Employees is annexed as **Annexure E** and forms part of this report.

CORPORATE GOVERNANCE

Your Company is committed to good corporate governance and has also implemented several best governance practices. The report on Corporate Governance, as stipulated under Regulation 34(3) read with Schedule V of the SEBI Listing Regulations and the certificate from a Practicing Company Secretary, regarding compliance of conditions of corporate governance, forms part of this Annual Report.

As per the SEBI D&P Amendment Regulations, the disclosure requirements and corporate governance norms as specified for the listed companies are mutatis mutandis applicable to the Depository. Accordingly, during the year under review, the Company is in compliance with all the applicable provisions of the aforesaid regulations.

The Corporate Governance Report for the year ended March 31, 2024 is enclosed as **Annexure F**.

ANNUAL RETURN

The Draft Annual Return of the Company as on March 31, 2024 in Form MGT-7 in accordance with section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014, is available on the Company’s website at <https://nsdl.co.in/investor-relation/general-meeting.php>.

COMPLIANCE WITH SECRETARIAL STANDARDS

Your Company is in compliance with Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

Pursuant to the requirements of Regulation 22 of SEBI Listing Regulations Regulation 9A (6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the provisions of the Companies Act 2013, the Company has formulated a Whistle Blower Policy which provides information pertaining to the detailed enquiry process, authority to receive Protected Disclosure, protection, guidelines, Retaliatory action, Confidentiality, Reporting to Audit Committee, Retention of documents and Company’s Powers.

The Company has established a vigil mechanism by framing a Whistle Blower Policy with a view to provide a mechanism for employees of the Company, Directors or any Stakeholders associated with the Company to raise concerns on any illegal or unethical behaviour, violations of regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. During the year under review, the Company has not received any whistle blower complaints and no one has been denied access to the Audit Committee.

The Policy is hosted on the Company’s website at <https://nsdl.co.in/investor-relation/code-and-polices.php>.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING/OUTGO

**A) Conservation of Energy and Technology absorption** - The new premises at BKC is a Green Building, LEED Certified. Staff are strictly instructed to switch off their monitors before they leave for the day. The Company also maintains the air conditioning temperatures to conserve energy. The Company continuously strives to optimise its energy usage and efficiency.

**B) Foreign Exchange earnings/ outgo during the year under review:**

Sr. No.	Name of Key Managerial Personnel	FY 2023-24 (₹ in lakh)	FY 2022-23 (₹ in lakh)
1	Foreign Exchange Earnings (Miscellaneous)	NIL	80.70
3	Foreign Exchange Outgo/Expenditure incurred in foreign currency	86.17	77.19



OUTLOOK

The Company’s primary objective is to enhance its current business operations by offering a range of value-added services to both investors and business partners. It recognises the significance of its role in fostering the growth of capital markets and remains committed to expanding its depository services.

ACKNOWLEDGEMENT

Your Directors are grateful for the support and co-operation extended by Securities and Exchange Board of India, Reserve Bank of India, Ministry of Finance, Ministry of Corporate Affairs, Depository Participants, Issuers, Registrars, Stock Exchanges, Clearing Corporations, Commodity Exchanges, Investors, Vendors, Technology Partners, Business Associates, Bankers and Market Intermediaries.

The Directors wish to express their gratitude to the Members and experts for their trust and support. The Directors also express their deep sense of appreciation to all the employees whose outstanding professionalism, commitment and initiatives have made the organisation’s growth and success possible.

For and on behalf of the Board of Directors

Sd/-  
**Padmaja Chunduru**  
Managing Director & CEO

Sd/-  
**P. K. Gupta**  
Chairman

Date: July 24, 2024  
Place: Mumbai

Form AOC-1

Pursuant to first proviso to Sub-Section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014  
Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures:

PART "A": SUBSIDIARIES

As on/for the year ended March 31, 2024

Particulars	NSDL Database Management Limited	(₹ in lakh)
		NSDL Payments Bank Limited
Share Capital	6,105.00	18,000.00
Reserves and Surplus	21,632.18	(3,422.42)
Total Networth	27,737.18	14,577.58
Total Assets	32,479.61	33,388.34
Total Liabilities	4,742.43	18,810.76
Investments	27,842.19	15,330.91
Turnover	7,651.83	71,967.46
Profit/(Loss) Before Taxation	4,553.19	158.46
Provisions for taxation	1,006.28	-
Profit/(Loss) After Taxation	3,546.91	158.46
Proposed dividend	1,831.50	-
% of Shareholding	100%	88.89% (Direct) and 11.11% (through subsidiary)

The audited financial statements of the above subsidiaries have been drawn up to the same reporting date as that of the Company, i.e. March 31, 2024.

1. Names of subsidiaries which are yet to commence operations: Nil
2. Names of subsidiaries which have been liquidated or sold during the year: Nil

PART "B": ASSOCIATES AND JOINT VENTURES

As on/for the year ended March 31, 2024

Particulars	India International Bullion Holding IFSC Limited	(₹ in lakh)
1. Latest audited Balance Sheet Date		March 31, 2024
2. Date on which the Associate was associated		August 13, 2024
3. Shares of Associate held by the company on the year end		
No. of Shares		300,000,000
Amount of Investment in Associates		3,000.00
Extent of Holding (in percentage)		20.00%
4. Description of how there is significant influence		Note 1
5. Reason why the associate is not consolidated.		NA
6. Net worth attributable to shareholding as per latest audited Balance Sheet		2,496.72
7. Profit/(Loss) for the year		
i. Considered in Consolidation		(102.23)
ii. Not Considered in Consolidation		-

1. The group has significant influence through holding 20.00% of the equity shares in the investee company in terms of Indian Accounting Standard (Ind AS) 28, Investments in Associates and Joint Ventures.
2. Names of associates or joint ventures which are yet to commence operations: Nil
3. Names of associates or joint ventures which have been liquidated or sold during the year: Nil

For and on behalf of the Board of Directors

Date: May 14, 2024

Place: Mumbai

Sd/-

Padmaja Chunduru

Managing Director & CEO

Sd/-

P. K. Gupta

Chairman - Public Interest Director

Report on CSR Activities

1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY

National Securities Depository Limited (NSDL) and its subsidiaries have been involved in various socio-economic development programmes/projects that have meaningful yet sustainable impact on the communities where it operates. The Company undertakes various impact driven programmes/projects under the aegis of Corporate Social Responsibility (CSR) which are mapped to the Company's CSR policy. The CSR policy enumerates specific thematic areas which are the guiding principles of the projects/programmes that are being implemented by NSDL. At present, the Company endeavours to undertake CSR programmes/projects in the area of education, skill development, health & sanitation, environmental sustainability, rural development and disaster relief, rehabilitation and recreation.

It is the Company's policy to spend the amount allocated for CSR expenditure on activities listed in Schedule VII of the Companies Act, 2013 and the rules framed thereunder. Therefore, in view of the same the CSR activities for FY 2023-24 as listed out in the CSR policy were in the areas of promoting education, employment & livelihood generating skills, health & sanitation, environmental sustainability, disaster relief & rehabilitation, rural development, etc. Details of CSR policy are available on our website at the web link: [https://nsdl.co.in/downloadables/pdf/CSR\\_Policy.pdf](https://nsdl.co.in/downloadables/pdf/CSR_Policy.pdf). The implementation and monitoring of CSR Policy is in compliance with the CSR objectives and Policy of the Company.

2. COMPOSITION OF CSR COMMITTEE

Sr. No.	Name of the Director	Designation/ Nature of Directorship	Number of Meetings of CSR Committee Held During the Year	Number of Meetings of CSR Committee attended During the Year
1	Dr. Rajani Gupte	Chairperson	1	1
2	Prof. Rajat Moona	Member	1	1
3	Ms. Padmaja Chunduru	Member	1	1

3. WEB-LINK FOR DISCLOSURE OF COMPOSITION OF CSR COMMITTEE, CSR POLICY AND CSR PROJECTS APPROVED BY THE BOARD ON THE WEBSITE OF THE COMPANY

Composition of CSR Committee- [https://nsdl.co.in/downloadables/pdf/Composition%20of%20Board%20Committees-January%202024\\_Final.pdf](https://nsdl.co.in/downloadables/pdf/Composition%20of%20Board%20Committees-January%202024_Final.pdf)

CSR Projects of NSDL- [https://nsdl.co.in/about/csr\\_project.php](https://nsdl.co.in/about/csr_project.php)

CSR Policy of NSDL- [https://nsdl.co.in/downloadables/pdf/CSR\\_Policy.pdf](https://nsdl.co.in/downloadables/pdf/CSR_Policy.pdf)

4. EXECUTIVE SUMMARY ALONG WITH WEB-LINK OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014, IF APPLICABLE

Though NSDL is not required to conduct the impact assessment of its CSR projects as per the sub rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board recommended to perform impact assessment of the CSR projects executed in preceding financial years through an independent agency as a prudent practice to analyse the project impact.

Hence, NSDL and its subsidiaries entrusted the Centre for Excellence in CSR (CECSR) at Tata Institute of Social Sciences, Mumbai, to conduct a Social Impact Assessment (SIA) of its CSR initiatives spanning fiscal years 2018 to 2022 to understand the on-ground feedback of the CSR projects. This comprehensive study assessed the impact of NSDL's projects on Health (specifically focusing on Thalassemia Patients- Project Yogdan), Education (Scholarship Project- Shiksha Sahyog), and Skill Development initiatives (Artha SAMARTH). The report provides an overview of these three projects, with dedicated chapters for each intervention detailing the assessment studies.



Project Yogdan –

NSDL partnered with Lokmanya Tilak Municipal General Hospital (Sion Hospital) and Comprehensive Thalassemia Care Center and Bone Marrow Transplantation Center in Borivali to provide free comprehensive care, including transfusions, iron overload management, and related complications treatment. This support ensures that economically disadvantaged patients receive necessary care without interruption. A cumulative study was conducted for the fiscal years 2018-19 to 2021-22 due to beneficiaries being spread across each financial year, with new additions mostly comprising newborns, while the rest are carried forward from previous years. Yearly DEXA Scans and Cardiac & Liver T2\* MRI investigations are conducted to address severe health conditions like Osteoporosis and Iron Overload on vital body organs. Since there is no complete cure and all beneficiaries require blood transfusions based on the severity, they are requesting the continuation of this project. The support provided to the Comprehensive Thalassemia Care Center and Bone Marrow Transplantation Center in Borivali during the two financial years was very productive.

Shiksha Sahyog

NSDL partnered with TISS and Vidyasaarathi for the Shiksha Sahyog project, providing scholarships to marginalised students for period between FY 2018-19 and FY 2021-22, with an exception in FY 2019-20 due to the COVID-19 outbreak. While the scholarships have been well received by everyone interviewed and shows very high satisfaction. Overall, the partnership between NSDL and TISS & Vidyasaarathi for project Shiksha Sahyog has been instrumental in empowering students and ensuring their access to quality education.

Artha SAMARTH

Project Artha SAMARTH aimed to provide employable and self-employment skills in mutual fund distributor programmes and the business correspondence business facilitators (BCBF) sector to deserving youth, thereby creating livelihood opportunities. The programme targeted a diverse group including self-employed youth, existing

or emerging entrepreneurs, existing BCs, low-income entrepreneurs, unemployed graduates, and those working in the informal sector. By providing income sources, the project aimed to support their livelihoods and enhance their economic well-being. The Government of India’s emphasis on Skill India and Make in India initiatives provides a conducive environment for NSDL to collaborate with existing implementing agencies or new agencies working closely on the ground. This collaboration can lead to the development of more impactful skill development projects. The success of Project Artha SAMARTH is evident from the significant increase in the annual income of beneficiaries after completing the skill development courses. This approach will not only benefit the individual beneficiaries but also contribute to the overall socio-economic development of the country.

Conclusion and Recommendations

This Social Impact Assessment report provides valuable insights into the impact of NSDL’s CSR initiatives on Health, Education, and Skill Development. The impact study report recommends continued support for Thalassemia patients, expanding scholarship programmes, and enhancing skill development initiatives to reach a wider audience. Overall, the Social Impact Assessment conducted by TISS CECSR demonstrates NSDL’s commitment to CSR and its positive impact on society. Through its initiatives, NSDL has made a significant difference in the lives of Thalassemia patients, underprivileged students, and deserving youth, contributing to socio-economic development in India.

5.
- (a)

Average net profit of NSDL for immediately preceding three financial years - ₹ 23,696.12 lakh
- (b)

Two percent of average net profit of the Company as per section 135(5) - ₹ 473.92 lakh
- (c)

Surplus arising out of the CSR projects or programmes or activities of the previous financial years- NIL
- (d)

Amount required to be set off for the financial year- NIL
- (e)

Total CSR obligation for the financial year (b+c-d)- ₹ 473.92 lakh

6. (a) Amount spent on CSR Projects (both Ongoing Projects and Other than Ongoing Projects) - ₹ 3,36,38,668/-  
Details of CSR amount spent against ongoing projects for the financial year:

1	2	3	4	5	6	7	8	9	10	11	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Through Implementing Agency	
				Location	District						
1	Project Sanjeevani-Mobile Medical Unit (Clinic on Wheel) for FY 2023-24 for providing free of cost preventive, curative and diagnostic primary healthcare services in the vulnerable communities. The project also encompasses initiatives such as community health profiling, special health camps, awareness on sanitation and hygiene, waste management activities, etc.	Item no. (i)	Yes	Thane including urban slums, rural and tribal areas (Maharashtra) and Chandauli including Naugarh block (Uttar Pradesh)	Thane and Chandauli	Thane- upto May 25 Chandauli- upto October 24	1,90,00,000	1,10,83,333 <sup>#</sup>	79,16,667	No	SBI Foundation CSR000001456
2	Project Sanjeevani Nirantar Seva for FY 2023-24 (Advanced Life Support Ambulance Service- Type D Ambulance Unit) to provide emergency and primary healthcare services to the victims of road accident on major highways. 24 x 7 service ambulance unit with the capacity to carry 4 accident victims to nearby hospital as well as equipped with medical equipment to provide medical care on-the-spot and along the way to hospital.	Item no. (i)	Yes	<div><div>• Mumbai- Pune Express Way- Stretch between Lonavala &amp; Khopoli (Maharashtra)</div><div>• Raigarh • Pune • Nashik • Ahmednagar</div></div>	Upto November 24	1,34,00,000	1,02,00,000	32,00,000	No	SBI Foundation CSR000001456	
Total							3,24,00,000	2,12,83,333	1,11,16,667		

# In FY 2023-24, the Board had approved Project Sanjeevani- Mobile Medical Unit (MMU) for FY 2023-24 as multi-year/ongoing project with the total budget of ₹1,90,00,000/- to be used for deployment of 2 MMUs in India. Out of the total budget, the amount of ₹1,10,83,333/- was disbursed to the project implementation agency (SBI Foundation) in FY 2023-24 while the remaining amount of ₹79,16,667/- was transferred to Unspent CSR Account. Out of total amount disbursed in FY 2023-24 towards Project Sanjeevani-Mobile Medical Unit (MMU) of FY 2023-24 (multi-year/ongoing project), an amount of ₹8,33,333/- was reported and refunded by the project implementation agency (SBI Foundation) in the month of April 2024. The said amount was pertaining to MMU deployed in Chandauli (Uttar Pradesh). SBI Foundation, based on their operating process, refunded the said unutilised amount (₹8,33,333/-) to NSDL in the month of April 2024. NSDL has procedurally again funded the said amount (₹8,33,333/-) to SBI Foundation to spend immediately for the same project at Chandauli since the project is still ongoing till October-2024.

Details of CSR amount spent against other than ongoing projects for the financial year:

Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR Registration No.
1	Project Yogdan- (Health support to Underprivileged Thalassemia patients)	Item no. (i)	Yes	Maharashtra	Mumbai	19,63,200	Yes (Direct)	NA	NA
2	Mid-Day-Meal distribution in government schools at Thane and Ahmedabad.	Item (i) & (ii)	Yes	Maharashtra	Thane	10,00,000	No	The Akshaya Patra Foundation	CSR000000286
3	Comprehensive Eye-care Project for marginalised community people engaged in Unorganised Occupations/Professions, farmers, community people, etc. in identified districts of Tamil Nadu.	Item (i)	Yes	Tamil Nadu	Chennai,	15,00,000	No	Medical Research Foundation	CSR000002623
4	Infra Support in School	Item (ii)	Yes	Maharashtra	Mumbai	9,38,100	Yes (Direct)	NA	NA
5	Blood Donation Camp in support of Project Yogdan beneficiaries.	Item (i)	Yes	Maharashtra	Mumbai	58,730	Yes (Direct)	NA	NA
6	Chalo School Chale (school kit distribution drive)	Item (ii)	PAN India	Maharashtra	Mumbai, Palghar, Thane and Sindhudurg	50,15,305	Yes (Direct)	NA	NA
7	Support to Integrated Geriatric and Palliative Care Centre in association with Sneha Sandhya Age Care Foundation	Item (i)	Yes	Andhra Pradesh	Visakhapatnam	18,80,000	Yes (Direct)	NA	NA
8	Total					1,23,55,335			

- (b) Amount spent in Administrative Overheads- ₹19,42,095/-
- (c) Amount spent on Impact Assessment, if applicable- ₹10,37,192/-
- (d) Total amount spent for the Financial Year [(a)+(b)+(c)] – ₹3,66,17,955/-
- (e) CSR amount spent or unspent for the Financial Year:

The below table shows the amount spent by NSDL against its CSR obligation for FY 2023-24.

Total Amount Spent for the FY 2023-24 (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
3,66,17,955	1,11,16,667	24/04/2024	NA	NA	NA

- (f) Excess amount for set-off, if any:

Sr. No.	Particular	Amount (₹ in lakh)
1	2	3
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	473.92
(ii)	Total amount spent for the Financial Year	477.35
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	3.43
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	3.43*

\* There is excess spending of around ₹ 3.43 lakh which is a result of total spent for FY 2023-24 and amount transferred to the Unspent CSR Account for FY 2023-24. As decided by the Board, the set-off for the excess amount spent in FY 2023-24 shall be taken in the CSR obligation in succeeding financial year 2024-25.

Further, it is to be noted that the unspent amount of ₹ 1,11,16,667/- pertaining to On-going Projects of FY 2023-24 (i.e. Project Sanjeevani- Mobile Medical Unit and Project Sanjeevani Nirantar Seva- advanced life support ambulance service) has been transferred to the Unspent CSR Account opened with the scheduled bank. The said unspent amount shall be further utilised for Project Sanjeevani and Project Sanjeevani Nirantar Seva for the defined project objectives in the targeted communities/areas. If required, the Board on the recommendation of the CSR Committee may make the necessary alterations/modifications in the said on-going projects within the permissible project time period.

7. Details of Unspent CSR Amount for the preceding three financial years

Sr. No.	Preceding Financial Year (s)	Amount transferred to Unspent CSR Account under Section 135 (6) (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of Section 135 (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount Transferred to any fund specified under Schedule VII as per Section 135 (6), if any			Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Name of the Fund	Amount (in ₹)	Date of Transfer		
1	2020-21	-	-	-	-	-	-	-	
2	2021-22	1,10,89,000	1,02,15,064	88,24,001	NA	NA	NA	13,91,063	NA
3	2022-23	1,27,99,908	1,27,99,908	1,16,22,168	NA	NA	NA	11,77,740 <sup>5</sup>	NA
Total		2,38,88,908	2,30,14,972	2,16,23,909				13,91,063	

<sup>5</sup> Out of total amount disbursed in the reported fiscal year towards Project Sanjeevani-Mobile Medical Unit (MMU) for FY 2022-23 (multi-year/ongoing project), the amount of ₹ 11,77,740/- was reported and refunded by the project implementation agency (SBI Foundation) in the month of April 2024. The said amount was pertaining to 3 MMUs deployed in Mumbai (Maharashtra), Baksa-Tamulpur (Assam) and Gorakhpur (Uttar Pradesh). SBI Foundation, based on their operating process, refunded the said unutilised amount (₹ 11,77,740/-) to NSDL in the month of April 2024. NSDL Board has extended the timeline of Project Sanjeevani for FY 2022-23 upto September, 2024 wherein the said unspent amount shall be ploughed back in the same project to carry out the project related activities.



- Further, it is to be noted that the below mentioned sections in the CSR **Annexure-II** are not applicable while reporting in the prescribed format and hence, the details in these respective sections are not furnished.
- Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year - **NA**
  - Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135. -**NA**

Sd/-  
**Ms. Padmaja Chunduru**  
(Managing Director & CEO)

Sd/-  
**Prof. Rajat Moona**  
(Chairperson, CSR Committee)

**FORM NO. MR.3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL PERIOD ENDED March 31, 2024**

*[Pursuant to section 204(1) of the Companies Act, 2013 and Regulation 31 of the SEBI Depositories and Participant) Regulations, 2018 read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations,2015]*

To,  
The Members,  
**National Securities Depository Limited**  
Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel (West),  
Mumbai – 400013 Maharashtra, India

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **National Securities Depository Limited** (CIN: U74120MH2012PLC230380) (hereinafter called "the Company").

The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's statutory registers, books, papers, minute books, forms and returns filed and other records maintained by the Company and the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial period ended on **March 31, 2024** complied with the statutory provisions listed hereunder and also that the Company has followed proper Board-processes and has required compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial period ended on **March 31, 2024** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder - **Not Applicable to the Company during the audit period;**

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - **Not applicable to the Company during the audit period;**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and amendment from time to time:
  - a) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (SEBI D&P Regulations).
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- **Not applicable to the Company during the audit 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 audit period;**
  - f) 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 - **Not applicable to the Company during the audit period;**
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not applicable to the Company during the audit period;**

- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable to the Company during the audit period;**

i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not applicable to the Company during the audit period;**

j) SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and SEBI/HO/MRD2/MRD2\_DDAP/P/OW/2022/24598/1 dated June 15, 2022
- (vi) The Company has complied with the provisions of the applicable general laws, rules, regulations and guidelines.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;

(ii) SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 **to the extent applicable to the Company.**

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**  
The Board of Directors of the Company is duly constituted with proper balance of Executive Director

Place: USA  
Date: May 14, 2024

**Office Address:**  
Annex-103, Dimple Arcade,  
Asha Nagar, Kandivali (East),  
Mumbai 400101.

and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and SEBI D&P Regulations.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda except in respect of meetings at shorter notice were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. In respect of meeting at short notice, fact of convening meeting at short notice was duly mentioned in notice convening Meeting.

Decisions at the Board Meetings were taken unanimously. The Minutes of the Board Meetings were duly approved at the meeting by the Chairman of the Meeting.

**We further report that** there are adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period, following events /actions have taken place, having major bearing on Company’s affairs in pursuance of the above referred laws, rules, regulations, guidelines and standards etc.

1. Approval of the Board of Directors of the Company at its meeting held on June 27, 2023 was obtained for making application to BSE Limited for obtaining its in-principle approval for listing of Equity Shares of the Company and for filing Draft Red Herring Prospectus with Securities Exchange Board of India and the BSE Limited.

Sd/-  
**[Alwyn D’Souza, FCS.5559]**  
[Partner]  
[Certificate of Practice No. 5137]  
[UDIN: F005559F000367679]

**Note:** This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

To,  
The Members,  
**National Securities Depository Limited**  
Trade World, ‘A’ Wing, 4<sup>th</sup> Floor, Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel (West),  
Mumbai – 400013 Maharashtra, India

Our Secretarial Audit Report of even date is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to National Securities Depository Limited (hereinafter called ‘the Company’) is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.

2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.

3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. Further part of the verification was done on the basis of electronic data provided to us by the Company and on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.

4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

5. Wherever required, we have obtained the management representation about list of applicable laws, compliance of laws, rules and regulations and major events during the audit period.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: USA  
Date: May 14, 2024

**Office Address:**  
Annex-103, Dimple Arcade,  
Asha Nagar, Kandivali (East),  
Mumbai 400101.

**ALWYN JAY & Co.**  
Company Secretaries

Sd/-  
**[Alwyn D’Souza, FCS.5559]**  
[Partner]  
[Certificate of Practice No. 5137]  
[UDIN: F005559F000367679]



Annexure C(i)

FORM NO. MR.3

SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL PERIOD ENDED March 31, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**NSDL Database Management Limited**  
(U72400MH2004PLC147094)  
4<sup>th</sup> Floor, Tower 3, One International Center,  
Senapati Bapat Marg, Prabhadevi, Mumbai-400013

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NSDL Database Management Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; in so far as they are made applicable from time to time
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial

Borrowings; which is not applicable to the Company during the Audit Period.

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; which is not applicable to the Company during the Audit Period.
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; in so far as they are made applicable to Intermediary from time to time.
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; which is not applicable to the Company during the Audit Period.
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; which is not applicable to the Company during the Audit Period.
  - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; which is not applicable to the Company during the Audit Period.
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; which is not applicable to the Company during the Audit Period and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; which is not applicable to the Company during the Audit Period.



- i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015; in so far as they are made applicable from time to time.
- j) The Securities and Exchange Board of India (Intermediaries) Regulations, 2008; in so far as they are made applicable from time to time.
- (vi) I have further examined the compliance reporting system, maintained, to our satisfaction, by NSDL Database Management Limited for the financial year ended March 31, 2024 in the matters of compliances of applicable provisions of the following laws:
  - a) Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency (KRA)}, Regulations, 2011 and necessary amendments as may be specified from time to time carried out through Master Circular, Circular, Notifications and Regulations.
  - b) Insurance Regulatory and Development Authority Act, 1999 and the revised guidelines on Insurance repositories and electronic issuance of insurance policies issued by IRDA.
  - c) RBI guidelines on Regulation of Payment Aggregators and Payment Gateways and RBI Circular No. RBI/DPSS/2019-20/174 DPSS.CO.PD.No.1810/02.14.008/2019-20 on Regulation of Payment Aggregators and Payment Gateways.
  - d) SEBI (Alternative Investment Funds) Regulations, 2012 (AIF Regulations) in so far as made applicable to the Company as Accreditation Agency under Regulation 2(1) (aa) of AIF Regulations.
  - e) e-KYC User Agency - Unique Identification Authority of India Regulations (KUA- UIDAI Regulations)
- (vii) Secretarial Standards relating to Board Meetings and General Meetings issued by The Institute of Company Secretaries of India.

I report that, during the year under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines and Standards mentioned above.

I further report that

The Board of Directors of the Company is duly constituted and the changes in the composition of Board of Directors that took place during the period under review were carried out in compliance with the provision of the Act.

Adequate notice is given to all the Directors to schedule the Board Meeting, Agenda and detailed Notes on Agenda were sent at least seven days in advance and in case of meeting at Shorter Notice, Consent for Shorter Notice was taken from the requisite majority of Shareholders and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee(s) Meetings are carried through unanimously as recorded in the meetings of the Board and Committee(s) of the Board, as the case may be.

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Sd/-  
**Ashish Garg**  
Practising Company Secretary  
FCS No: 5181, C P No: 4423  
PR: 3684/2023  
UDIN: F005181F000295735

Place: Indore  
Date: May 2, 2024

This report is to be read with **Annexure A** which forms an integral part of this report.

Annexure A

To,  
The Members,  
**NSDL Database Management Limited**  
(U72400MH2004PLC147094)  
4<sup>th</sup> Floor, Tower 3, One International Center,  
Senapati Bapat Marg, Prabhadevi, Mumbai-400013

Our report of even date is to be read along with this letter.

- 1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2. We have followed the audit practices and process 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 secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
- 3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
- 5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
- 6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

**Ashish Garg**

Practising Company Secretary  
FCS No: 5181, C P No: 4423  
PR: 3684/2023  
UDIN: F005181F000295735

Place: Indore  
Date: May 2, 2024



Annexure C(ii)

FORM NO. MR.3

SECRETARIAL AUDIT REPORT  
for the Financial Year Ended March 31, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**NSDL Payments Bank Limited**  
401, 4<sup>th</sup> Floor, Tower 3, One International Center,  
Senapati Bapat Marg, Prabhadevi, Mumbai -400013

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NSDL Payments Bank Limited** (hereinafter called 'the Bank'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

**Auditor's Responsibility:**  
Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards requires that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on our verification of the Bank's books, papers, minute books, forms and returns filed and other records maintained by the Bank and also the information provided by the Bank, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Bank has, during the audit period covering the financial year ended on March 31, 2024 (hereinafter called the '**Audit Period**') complied with the statutory provisions listed hereunder and also that the Bank has proper Board-processes and compliance-mechanism in place to the extent, in the manner and reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Bank for the financial year ended on March 31, 2024, according to the provisions of:

- (i) The Companies Act, 2013 (**the Act**), and the rules made there under;

- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (**Not applicable to the Bank during the Audit Period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (**Not Applicable to the Bank during the Audit Period**)
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (**Not Applicable to the Bank during the Audit Period**)
  - c. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; (**Not Applicable to the Bank during the Audit Period**)
  - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not Applicable to the Bank during the Audit Period**)
  - e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not Applicable to the Bank during the Audit Period**)
  - f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not Applicable to the Bank during the Audit Period**)



- g. 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; **(Not Applicable to the Bank during the Audit Period)**
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable to the Bank during the Audit Period);**
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Bank during the Audit Period)**

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 **(Not Applicable to the Bank during the Audit Period)**

During the Audit Period under review, the Bank has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned above.

We further report that, having regard to the compliance system prevailing in the Bank and on test-check basis, the Bank has complied with the following applicable sector specific laws and circulars issued thereunder;

- a. Banking Regulation Act, 1949 to the extent applicable to the Payment Bank;
- b. Reserve Bank of India Act, 1934 read with applicable circulars/ notifications/guidelines, etc. issued by RBI from time to time; and
- c. The IRDAI (Registration of Corporate Agents) Regulations, 2015.

**We further report that**

The Board of Directors of the Bank is duly constituted with proper balance of Executive Director, Non-Executive Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (a few meetings were convened at shorter notice for which necessary approvals were obtained as per applicable provisions). A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We further report that** the Bank is in process to strengthen its systems and processes commensurate with the size and operations of the Bank to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **MMJB & Associates LLP**  
Company Secretaries

**Saurabh Agarwal**

Designated Partner

FCS: F9290

CP: 20907

PR: 2826/2022

UDIN: F009290F000182529

Date: April 19, 2024

Place: Mumbai

*\* This report is to be read with our letter of event date which is annexed as **Annexure 'A'** and which forms an integral part of this report.*

**Annexure A**

To,  
The Members,  
**NSDL Payments Bank Limited**  
401, 4<sup>th</sup> Floor, Tower 3, One International Center,  
Senapati Bapat Marg, Prabhadevi, Mumbai -400013

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Bank. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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 secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Bank.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Bank nor of the efficacy or effectiveness with which the management has conducted the affairs of the Bank.

For **MMJB & Associates LLP**  
Company Secretaries

**Saurabh Agarwal**

Designated Partner

FCS: F9290

CP: 20907

PR: 2826/2022

UDIN: F009290F000182529

Date: April 19, 2024

Place: Mumbai

Annexure D

Annual Secretarial Compliance Report  
of National Securities Depository Limited

(CIN: U74120MH2012PLC230380) for the year ended March 31, 2024

We, Alwyn Jay & Co., Company Secretaries  
have examined:

(a) all the documents and records made available to  
us and explanation provided by **National Securities  
Depository Limited** (hereinafter called "**the  
Company**"),

(b) the fillings/submissions made by the Company to  
the stock exchanges,

(c) Website of the Company,

(d) any other documents/filing, as may be relevant,  
which has been relied upon to make this  
certification for the year ended **March 31, 2024**  
("Review Period") in respect of compliance with  
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, circular, guidelines issued  
thereunder by the Securities and Exchange  
Board of India ("SEBI") - **Not Applicable to the  
Company during the audit period.**

The specific Regulations, as amended from time to time,  
whose provisions and the circulars/guidelines issued  
thereunder, have been examined, include:

(a) Securities and Exchange Board of India (Listing  
Obligations and Disclosure Requirements)  
Regulation 2015 ("SEBI LODR Regulations") **to the  
extent applicable to the Company.**

(b) Securities and Exchange Board of India (Issue  
of Capital and Disclosure Requirements)  
Regulation 2018

(c) Securities and Exchange Board of India (Substantial  
Acquisition of Shares and Takeovers) Regulation  
2011 - **Not applicable to the Company during the  
audit period.**

(d) The Securities and Exchange Board of India  
(Buyback of Securities) Regulations, 2018 - **Not  
applicable to the Company during the audit period.**

(e) Securities and Exchange Board of India (Share Based  
Employee Benefits and Sweat Equity) Regulations,  
2021 - **Not applicable to the Company during the  
audit 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 audit period.**

(g) The Securities and Exchange Board of India  
(Registrars to an Issue and Share Transfer Agents)  
Regulations, 1993 - **Not applicable to the Company  
during the audit period.**

(h) Securities and Exchange Board of India (Prohibition  
of Insider Trading) Regulations, 2015.

(i) The Securities and Exchange Board of India  
(Delisting of Equity Shares) Regulations, 2021- **Not  
applicable to the Company during the audit period.**

(j) The Securities and Exchange Board of India  
(Depositories and Participants) Regulations, 2018.

(k) SEBI Circular No. CIR/CFD/CMD1/27/2019 dated  
February 08, 2019 and SEBI/HO/MRD2/MRD2\_  
DDAP/P/OW/2022/24598/1 dated June 15, 2022

(l) SEBI Circular CIR/CFD/CMD1/114/2019 dated  
October 18, 2019 in terms of Para 6(A) and 6(B)  
of the said circular in the terms of resignation  
of statutory auditor of the listed entity - **Not  
applicable to the Company during the audit period.**

and based on the above examination, we hereby report  
that during the Review Period:

CORPORATE OVERVIEW				STATUTORY REPORTS			FINANCIAL STATEMENTS			
I.(a) The Company has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder including except in respect of the matters specified below:										
Sr. No.	Compliance Requirement (Regulations /Circulars / Guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning etc.					
					Not Applicable					
I.(b) The Company has taken the following actions to comply with the observation made in previous reports:										
Sr. No.	Compliance Requirement (Regulations /Circulars / Guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning etc.					
					Not Applicable					
II. Further, we hereby confirm the following for the Review Period:										
Sr. No.	Particulars						Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS		
1.	<b>Secretarial Standard:</b> The compliances of Company are in accordance with the applicable Secretarial Standards (SS) issued by ICSI.						Yes	Not Applicable		
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 Company.</li><li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/ circulars/ guidelines issued by SEBI</li></ul>						Yes	Not Applicable		
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>The Company 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) of SEBI LODR Regulations are accurate and specific which redirects to the relevant document(s)/ section of the website.</li></ul>						Yes	Not Applicable		
4.	<b>Disqualification of Director:</b> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.						Yes	Not Applicable		
5.	<b>To examine details related to Subsidiaries of the Company:</b> <ul style="list-style-type: none"><li>Identification of material subsidiary companies</li><li>Requirements with respect to disclosure of material as well as other subsidiaries.</li></ul>						Yes	Not Applicable		
6.	<b>Preservation of Documents:</b> The Company 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.						Yes	Not Applicable		



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
7.	<b>Performance Evaluation:</b> The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	Not Applicable
8.	<b>Related Party Transactions:</b> (a) The Company has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee.	Yes	Not Applicable
9.	<b>Disclosure of events or information:</b> The Company 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	Not Applicable
10.	<b>Prohibition of Insider Trading:</b> The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Not Applicable
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Actions taken against the Company/ 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	Not Applicable	Not Applicable
12.	<b>Additional non-compliances, if any:</b> No additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	Not Applicable	Not Applicable

Place: USA  
Date: May 14, 2024

ALWYN JAY & Co.  
Company Secretaries

Sd/-  
[Alwyn D'Souza, FCS.5559]  
[Partner]  
[Certificate of Practice No. 5137]  
[UDIN: F005559F000367681]

Office Address:  
Annex-103, Dimple Arcade,  
Asha Nagar, Kandivali (East),  
Mumbai 400101.

**Note:** This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

To,  
The Members,  
National Securities Depository Limited

Our Secretarial Compliance Report of even date is to be read along with this letter.

- The compliance of provisions of all regulations, circulars and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) and the Securities Contracts (Regulation) Act,1956 (SCRA) and rules made thereunder applicable to National Securities Depository Limited (hereinafter called 'the Company') is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Compliance Report.
- Maintenance of secretarial and other records under regulations, circulars and guidelines prescribed under the SEBI Act and the SCRA and rules made thereunder is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Compliance Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. Further, part of the verification was done on the basis of electronic data provided to us by the Company and on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Compliance Report.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- Wherever required, we have obtained the management representation about list of applicable laws, compliance of laws, rules and regulations and major events during the audit period.
- The Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: USA  
Date: May 14, 2024

ALWYN JAY & Co.  
Company Secretaries

Office Address:  
Annex-103, Dimple Arcade,  
Asha Nagar, Kandivali (East),  
Mumbai 400101.

[Alwyn D'Souza, FCS.5559]  
[Partner]  
[Certificate of Practice No. 5137]  
[UDIN: F005559F000367681]

Statement of Disclosure of Remuneration  
[Pursuant to Section 197 of the Companies Act 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Key Managerial Personnel) Rules, 2014 and Regulation 28(5) and 28(6) of the SEBI (Depositories & Participants) Regulations, 2018]

Code	Name	Designation	Remuneration Received (₹)	Nature of Employment (contractual or otherwise)	Qualifications	Experience (No. of Years)	Date of Commence-ment of Employment	Age	Last Employment and Designation	Equity Share- holding (%)	Employee is a Relative of any Director or Manager	Ratio of compensation paid to each Key Management, vis-a-Viz median of compensation paid to other employees of the depository
P196	Padmaja Chunduru	Managing Director & CEO	2,34,42,628	On Roll	M.Com (Banking & Finance), CAIIB	39 Years	22-09-2021	63 Years	Managing Director & CEO, Indian Bank	Nil	No	21.36
S011	Samar Banwat	Executive Director	3,77,73,110*	On Roll	B Com,CA, ICWA and CISA	28 Years	01-10-1996	52 Years	Internal Auditor, Aneja Associates,	Nil	No	34.42
S459	Gopalan Srinivasa Raghavan	Executive Director	1,02,86,446	On Roll	BA, CA, CS	24 years + 6 years as consultant/ advisor	30-01-2023	59 Years	NJM Associates, Senior Partner	Nil	No	9.37
P003	Prashant Vagal	Executive Vice President	1,21,78,220	On Roll	BE (Mechanical) & MMS (Finance)	29 Years	01-01-1997	54 Years	Back Office Operation & Settlement, CFCO Finance Limited (CFL Securities Limited).	Nil	No	11.10
S298	Sunil Batra	Executive Vice President	1,08,98,728	On Roll	BE (Electrical)	25 Years	04-08-2016	48 Years	Delivery Head (Senior Consultant), Tata Consultancy Services Limited (TCS).	Nil	No	9.93
M120	Manoj Sarangi	Senior Vice President	1,36,49,560	On Roll	BE (Electrical), M.Tech, CISA, CISSP & CIPT	30 Years	13-12-2016	53 Years	Vice President & Group CISO, HCL Technologies Limited.	Nil	No	12.44
A227	Amit Jindal	Senior Vice President	77,74,544	On Roll	B Com, CA, CS	23 Years	09-05-2017	47 Years	Vice President, Head - Compliance, Kotak Securities Limited	Nil	No	7.08
												Resigned w.e.f. 23.04.2024
												Resigned w.e.f. 07.05.2024
												Resigned w.e.f. 03.04.2024

Code	Name	Designation	Remuneration Received (₹)	Nature of Employment (contractual or otherwise)	Qualifications	Experience (No. of Years)	Date of Commence-ment of Employment	Age	Last Employment and Designation	Equity Share- holding (%)	Employee is a Relative of any Director or Manager	Ratio of compensation paid to each Key Management, vis-a-Viz median of compensation paid to other employees of the depository
V105	Vishal Gupta	Vice President	74,29,778	On Roll	B.Tech (Mechanical)	23 Years	09-11-2018	48 Years	Consulting Partner, Tata Consultancy Services Limited	Nil	No	6.77
C028	Chandresh Mahendra Shah	Vice President	79,65,712	On Roll	B.Com, CA	26 Years	01-01-2019	50 Years	CFO (General Manager) - Credit Analysis and Research Limited	Nil	No	7.26
R022	Rakesh Mehta	Vice President	52,66,657	On Roll	BE (Industrial) + MBA (Finance)	27 years	03-09-2001	50 Years	Executive Trainee-SHCIL	Nil	No	4.80
R172	Rahul Pratap Singh	Vice President	61,90,311	On Roll	BBA (Systems) & MBE (Finance)	17 Years	18-02-2020	44 Years	Senior VP-Centrum Wealth Management	Nil	No	5.64
M163	Malav Shah	Vice President	66,73,966	On Roll	Company Secretary, LLB, Masters in Business Laws, M.Com, B.Com	19 years	28-12-2020	42 Years	Counsel –Khaitan & Co., Advocates & Solicitors	Nil	No	6.08
V047	Vishal Gajjar	Vice President	56,13,378	On Roll	B.Com, M.Com, MBA – Finance	19 Years	06-08-2007	44 Years	Officer - Exclusive Broking Limited, Indore	Nil	No	5.12
P213	Pramit Sen	Vice President	75,90,405	On Roll	MHRM	18 Years	12-05-2022	43 Years	AXIS Bank Ltd. Vice President – Human Resources	Nil	No	6.92
P043	Parag C. Joshi	Vice President	46,63,228	On Roll	BE	17 Years	02-04-2007	44 Years	Faculty at Western College of Commerce & Business Management	Nil	No	4.25
P147	Pradip Bhattacharya	Vice President	56,60,728	On Roll	BE – IT	18 Years	23-04-2018	41 Years	TCS, Technical Lead	Nil	No	5.16
B064	Balasaheb Yashwant Ugale	Vice President	51,11,005	On Roll	B.Sc., Masters in Computer Management	31 Years	03-04-2023	55 Years	DCB Bank Ltd. Vice President & Head - IT Infrastructure	Nil	No	4.66



Code	Name	Designation	Remuneration Received (₹)	Nature of Employment (contractual or otherwise)	Qualifications	Experience (No. of Years)	Date of Commence-ment of Employment	Age	Last Employment and Designation	Equity Share-holding (%)	Employee is a Relative of any Director or Manager	Ratio of compensation paid to each Key Management, vis-a-Viz median of compensation paid to other employees of the depository	Remarks
S483	Sandip Navdhare	Vice President	35,78,923	On Roll	FRM, Executive MBA, B.Com	17 Years	26-06-2023	37 Years	Bajaj Finserv Management Ltd - Chief Risk Officer	Nil	No	3.26	
Y027	Yash Gyanani	Senior Vice President	22,17,121	On Roll	MBA, LLB	23 Years	09-02-2024	47 Years	CITI Group, SVP	Nil	No	2.02	
N103	Nikhil Sunil Arya	Company Secretary	21,75,522	On Roll	B. Com, LLB, CS	13 Years	09-11-2020	35 Years	Focus Lighting & Fixtures Limited, Company Secretary	Nil	No	1.98	Resigned w.e.f. 05.02.2024

\* The remuneration of Mr. Samar Banwat includes ex-gratia payment as per Company's Policy.

NOTES:

- The remuneration is total income of employees paid/payable by the Company
- Total income includes gratuity, perquisites as applicable and excludes leave encashment
- None of the employees was in receipt of remuneration in excess of that drawn by the Managing Director & CEO
- The remuneration of employees who have commenced or ceased employment during the FY 2023-24 for the relevant period.

1. Ratio of remuneration to each director to median remuneration of the employees of the Company for the Financial Year

The ratio of remuneration to each director along with remuneration of the CFO and Company Secretary, to the median remuneration of employees of the Company for FY 2023-24 is given below:

Sr. No.	Name	Designation	Remuneration (in ₹)	Ratio of median to remuneration	Percentage increase/decrease in the remuneration
1	Mr. B. A. Prabhakar <sup>1</sup>	Non-Executive Chairman & Public Interest Director	2,00,000	0.18	-92%
2	Prof. G. Sivakumar <sup>2</sup>	Non-Executive/Public Interest Director	27,80,000	2.53	3%
3	Dr. Rajani Rajiv Gupte <sup>3</sup>	Non-Executive/Public Interest Director	25,20,000	2.30	22%
4	Ms. Priya Subbaraman <sup>4</sup>	Non-Executive/ Non-Independent Director	4,00,000	0.36	-63%
5	Mr. Parveen Kumar Gupta <sup>5</sup>	Non-Executive Chairman & Public Interest Director	33,40,000	3.04	209%
6	Mr. Shailendra Nadkarni	Non-Executive/ Non-Independent Director	11,60,000	1.06	346%
7	Mr. Madhu Sudan Sahoo <sup>6</sup>	Non-Executive/Public Interest Director	29,40,000	2.68	-
8	Mr. Rajat Moona <sup>7</sup>	Non-Executive/Public Interest Director	1,60,000	0.15	-
9	Mr. Sriram Krishnan <sup>8</sup>	Non-Executive/ Non-Independent Director	3,00,000	0.27	-
10	Ms. Padmaja Chunduru	Managing Director & CEO	2,34,42,628	21.36	-2%
11	Mr. Chandresh Shah <sup>9</sup>	CFO	79,65,712	7.26	5%
12	Mr. Nikhil Arya <sup>10</sup>	Company Secretary	21,75,522	1.98	8%

1. Mr. B. A. Prabhakar ceased to be Public Interest Director of the Company with effect from May 07, 2023
2. Mr. G. Sivakumar ceased to be Public Interest Director of the Company with effect from January 09, 2024
3. Dr. Rajani Rajiv Gupte ceased to be Public Interest Director of the Company with effect from May 22, 2024
4. Ms. Priya Subbaraman ceased to be Non-Independent Director of the Company with effect from May 29, 2023
5. Mr. Parveen Kumar Gupta was appointed as Chairman on the Board of NSDL w.e.f. May 08, 2023.
6. Mr. Madhu Sudan Sahoo was appointed as Public Interest Director of the Company with effect from April 18, 2023
7. Mr. Rajat Moona was appointed as Public Interest Director of the Company with effect from January 09, 2024
8. Mr. Sriram Krishnan was appointed as Non-Independent Director of the Company with effect from August 23, 2023
9. Mr. Chandresh Shah ceased to be Chief Financial Officer of the Company with effect from April 07, 2024
10. Mr. Nikhil Arya ceased to be Company Secretary of the Company with effect from February 05, 2024

2. The percentage increase in the median remuneration of the employees in the financial year

The percentage increase in the median remuneration of the employees in FY 2023-24 is around 6.80%

3. The number of permanent employees on the rolls of the Company

As on March 31, 2024, there were **413** employees on the rolls of the Company.

4. Affirmation that the remuneration is as per the remuneration policy of the Company

The remuneration is as per the nomination and remuneration policy of the Company.

Corporate Governance

A report on Corporate Governance for the financial year ended March 31, 2024 in terms of the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") is set out hereunder.

COMPANY’S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company is committed to high standards of Corporate Governance which is critical to our business integrity and maintaining investors’ trust. The Company’s philosophy on Corporate Governance is based on the fundamental principle of fair, ethical and transparent governance practices by adopting the highest standards of professionalism, integrity, honesty, equity, transparency, accountability and ethical behaviour in all facets of operations and dealing with all its stakeholders. The Board of Directors monitors the activities of the Company and protects the long-term interests of the stakeholders. The Board has a balanced mix of experts of eminence and integrity, who provide the vision and direction to the Company. The Company aims to comply with all applicable laws and regulations, ethically conducting its business and protecting the interests of investors and other stakeholders. Your Company also believes that good Corporate Governance practices help enhance the performance and valuation of the Company.

NSDL is a Public Limited Company incorporated under the Companies Act, 1956 and a Depository within the meaning of the Depositories Act, 1996, whose securities are not yet listed on any of the stock exchanges. NSDL is additionally required to comply with the provisions of the SEBI (Depositories and Participants) Regulations, 2018, ("**SEBI D&P Regulations**"), the guidelines, circulars and directives issued by SEBI from time to time. As per Regulation 31 (1) of the said regulation, being a Depository, the disclosure requirements and Corporate Governance norms as specified for listed companies shall apply mutatis-mutandis to the Company. Your Company has been practicing the Code of Corporate Governance by adopting most of the good Corporate Governance practices and continues to practice and comply with the Corporate Governance norms prescribed in the Listing Regulations and have been making all relevant disclosures, as required in the said SEBI Listing Regulations.

GOVERNANCE STRUCTURE:

Governance Structure broadly comprises the Board of Directors and the Committees of the Board at the apex level and the Management structure at the Operational

level. This layered structure brings about a harmonious blend in governance as the Board sets the overall corporate objectives and gives direction and freedom to the Management to achieve these corporate objectives within a given framework, thereby bringing about an enabling environment for value creation through sustainable profitable growth.

BOARD OF DIRECTORS

Your Company recognises and embraces the importance of a diverse Board and is constituted in conformity with the Companies Act, 2013 the SEBI D&P Regulations and the SEBI Listing Regulations. The Board functions either as a full Board or through various Committees constituted to oversee specific areas. Policy formulation, setting up of goals and evaluation of performance and control functions vest with the Board.

Your Company is provided with direction and guidance by professional Board comprising of eminent persons with considerable professional expertise, skills, knowledge and experience in diverse fields.

Your Board is vested with the requisite powers, authorities and duties to ensure highest level of integrity and transparency in all engagements of the Company. The Board also reviews and evaluates long-term as well as short-term strategies of the Company from time to time and ensures statutory and ethical conduct with high quality financial reporting to protect the long-term interests of the stakeholders.

The Board of the Company comprises of qualified members, who bring the required skills, expertise and competence, that allows them to make an effective contribution to the Board and its Committees.

1. The skills/expertise/competencies/positive attributes, etc. of the directors may be determined based on below parameters:
- a. Qualification and Experience – Capital markets, finance and accountancy, legal and regulatory practice, technology, risk management, academia, administration and other areas relevant to financial markets and prior experience in the said areas.

b. Knowledge and Competency – Knowledge about the regulatory norms of the Company, constructive and analytical decision-making abilities, strategy expertise for understanding and reviewing the strategy.

- c. Understanding of Technology – Technical/Professional skills in relation of Company’s business, analysing technological trends, innovation, creative ideas for business, research, innovation and digitilisation and ability to leverage the same for advancement of capital markets.
- d. Leadership – Demonstrated leadership skills preferably at Board level, leadership experience with regard to managing a Company including risk management, strategic planning and guiding the Company towards benefits of the shareholders and other stakeholders.

2. Matrix setting out the skills/expertise/competencies of the existing Board of Directors:

Sr. No.	Name of Director	Skills/Expertise/Competence
1.	Mr. Parveen Kumar Gupta	Finance and accountancy, capital markets, legal and regulatory, administration, risk management, banking
2.	Dr. Madhu Sudan Sahoo	Legal and regulatory, capital markets, finance and accountancy, risk management, administration
3.	Prof. Rajat Moona	Technology, administration, risk management
4.	Ms. Sripriya Kumar	Finance and accountancy, legal and regulatory, risk management, administration
5.	Mr. Shailendra Nadkarni	Technology, finance and accountancy, administration, banking
6.	Mr. Sriram Krishnan	Capital Markets, finance and accountancy, administration, banking
7.	Ms. Padmaja Chunduru	Banking, finance and accountancy, risk management, administration

i. Composition and Size of the Board and Category of Directors

As per Regulation 24 (1) of the SEBI D&P Regulations, the Governing Board of every depository is required to comprise of following types of Directors:

- a) Public Interest Directors (Independent Directors) - PID
- b) Non-Independent Directors (Shareholder Directors) - NID
- c) Managing Director & Chief Executive Officer – MD & CEO

The number of PIDs should not be less than the number of NIDs, with the Managing Director being included in the category of NIDs. The appointment of all Directors requires prior approval of SEBI. The PIDs are appointed by SEBI on the recommendation of the Board of Directors of the Company. They represent the interest of investors in the securities market and do not have any association, directly and indirectly, which is in conflict with their role. The Chairman of the Board is elected from among the PIDs with prior approval from SEBI. Further, all the PIDs are also appointed as Independent Directors (not liable to retire by rotation) in order to comply with the provisions of the Companies Act, 2013. The Chairman and MD&CEO are separate posts in the Company.

The composition of the Board of Directors is in conformity with the provisions of the Companies Act, 2013, SEBI Listing Regulations and SEBI D&P Regulations. The Board has an optimum

combination of Executive/Non-Executive Directors, Woman Directors and Independent Directors. All the Directors of the Company are fit and proper persons in terms of Regulation 23 of the SEBI D&P Regulations.

ii. Composition of the Board:

Category	No. of Directors
Public Interest Directors	4
Non-Independent Directors	2
Managing Director & CEO	1

As on March 31, 2024 and as on the date of this report, the Board comprised of four PIDs, two NIDs and one MD& CEO.

The profile of Directors are available on the website of the Company at <https://nsdl.co.in/about/boardofdirectors.php>

In the opinion of the Board, the Public Interest Directors fulfill the conditions specified in the aforementioned regulations and are independent of the management. Further, none of the Directors of the Company are inter-se related with each other and no Director holds any shares and convertible instruments in the Company.

The Board Members including PIDs are provided with necessary documents/brochures, reports and internal policies to enable them to familiarise with the Company’s procedures and practices. The web link providing the details of the familiarisation programme(s) imparted to PIDs is [https://nsdl.co.in/downloadables/pdf/Familiarisation\\_Programme.pdf](https://nsdl.co.in/downloadables/pdf/Familiarisation_Programme.pdf)



## Corporate Governance

### iii. Meetings and attendance during the FY 2023-24

The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness. A minimum of four Board meetings are held every year. In addition, the Board also meets as and when necessary. However, in case of special and urgent business, the Board also approves important items of business, which are permitted by the Companies Act by way of Circular Resolution(s). During the year under review, the Board met Ten (10) times i.e. on April 18, 2023, May 23, 2023, May 31, 2023, June 27, 2023, August 04, 2023, November 01, 2023, November 03, 2023, December 14, 2023, January 04, 2024 and February 07, 2024, respectively.

Details of attendance of the Directors at the Board meetings held during the financial year and the last Annual General Meeting are given hereunder:

Sr. No.	Name of the Director	Attendance Particulars		
		No. of Board meetings held	No. of Board meetings attended	Whether last AGM attended
1.	Mr. Parveen Kumar Gupta <sup>1</sup>	10	10	Yes
2.	Dr. Madhu Sudan Sahoo <sup>2</sup>	9	8	Yes
3.	Prof. Rajat Moona <sup>3</sup>	1	1	NA
4.	Ms. Sripriya Kumar <sup>4</sup>	0	0	NA
5.	Mr. Shailendra Nadkarni	10	7	Yes
6.	Mr. Sriram Krishnan <sup>5</sup>	5	3	Yes
7.	Mr. B. A. Prabhakar <sup>6</sup>	1	1	NA
8.	Ms. Priya Subbaraman <sup>7</sup>	2	2	NA
9.	Prof. G. Sivakumar <sup>8</sup>	9	8	Yes
10.	Dr. Rajani Gupte <sup>9</sup>	10	10	Yes
11.	Ms. Padmaja Chunduru	10	10	Yes

#### Changes in Governing Board

- Mr. Parveen Kumar Gupta was appointed as Chairman of the Company with effect from May 11, 2023.
- Dr. Madhu Sudan Sahoo was appointed as Public Interest Director of the Company with effect from April 18, 2023.
- Prof. Rajat Moona was appointed as Public Interest Director of the Company with effect from January 9, 2024.
- Ms. Sripriya Kumar was appointed as Public Interest Director of the Company with effect from May 23, 2024.
- Mr. Sriram Krishnan was appointed as Non-Independent Director of the Company with effect from August 23, 2023.
- Mr. B. A. Prabhakar ceased to be Public Interest Director and Chairman of the Company with effect from May 7, 2023.
- Ms. Priya Subbaraman ceased to be Non-Independent Director of the Company with effect from May 29, 2023.
- Prof. G. Sivakumar ceased to be Public Interest Director of the Company with effect from January 9, 2024.
- Dr. Rajani Gupte ceased to be Public Interest Director of the Company with effect from May 22, 2024.

Details of the Governing Board along with the changes therein, directorships, membership/chairmanship in other Committees and name of other listed entities where Directors of the Company are Directors and category of Directorships as on March 31, 2024 are given hereunder:

Sr. No.	Name of the Director	Category	Name of other listed entities	Relationship with other Directors	Directorships in other companies	Number of membership/Chairman in Audit/Stakeholders Relationship Committee(s) including NSDL	
						Member	Chairperson
1.	Mr. Parveen Kumar Gupta	Public Interest Director	1. Utkarsh Small Finance Bank Limited - Non-Executive Independent Director, Chairperson 2. India Shelter Finance Corporation Limited - Non-Executive Independent Director	No	6	6	2
2.	Dr. Rajani Gupte	Public Interest Director	L&T Finance Holdings Limited - Non-Executive Independent Director	No	1	3	2
3.	Mr. Shailendra Nadkarni	Non-Independent Director	Nil	No	0	0	0
4.	Prof. Rajat Moona	Public Interest Director	Nil	No	2	0	0
5.	Dr. Madhu Sudan Sahoo	Public Interest Director	Nil	No	1	3	1
6.	Mr. Sriram Krishnan	Non-Independent Director	Nil	No	7	2	0
7.	Ms. Padmaja Chunduru	MD and CEO	Nil	No	2	2	0

#### Note:

- The details of Memberships/Chairmanships of Committees held by Directors as mentioned above include public limited companies, whether listed or not and all other companies including Private Limited Companies, Foreign Companies and Section 8 Companies are excluded.
- While considering Memberships/Chairmanships of Committees, only the Audit Committee and Stakeholders' Relationship Committee in all Public Limited Companies have been considered.
- NA – Not Applicable

#### MEETINGS OF INDEPENDENT DIRECTORS

In terms of the provisions of Regulation 25 of SEBI Listing Regulations and Schedule IV of the Companies Act, 2013 meeting of Independent Directors was held on May 23, 2023. All Independent Directors were present at the said Meeting. The terms and conditions of appointment of the Independent Directors have been disclosed on the website of the Company. Further, pursuant to SEBI D&P Regulations. Separate meetings of the Public Interest Directors (PIDs) of the Company were held on May 23, 2023, August 04, 2023 and February 07, 2024 respectively to seek views of PIDs on critical issues.

#### Directors' appointment and remuneration

Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub-Section (3) of Section 178 of the Companies Act, 2013, is adopted by the Board pursuant to the recommendation of the Nomination & Remuneration Committee. Further, the criteria for making payments to all the Directors are placed on the website of the Company under web link [https://nsdl.co.in/downloadables/pdf/Nomination\\_and\\_Remuneration\\_Policy.pdf](https://nsdl.co.in/downloadables/pdf/Nomination_and_Remuneration_Policy.pdf)

Corporate Governance

iv. Remuneration of the directors

The sitting fees paid to the Non-Executive Directors for attending the meetings of the Board and Committees, as per limits prescribed under the Companies Act, during the year is as follows:

Sr. No.	Name	Category	Sitting fees paid (in ₹)
1.	Mr. B. A. Prabhakar	Non-Executive Chairman & Public Interest Director	2,00,000
2.	Prof. G. Sivakumar	Non-Executive/Public Interest Director	27,80,000
3.	Dr. Rajani Gupte	Non-Executive/Public Interest Director	25,20,000
4.	Mr. Parveen Kumar Gupta	Non-Executive/Public Interest Director	33,40,000
5.	Ms. Priya Subbaraman	Non-Executive/Non-Independent Director	4,00,000
6.	Mr. Shailendra Nadkarni	Non-Executive/Non-Independent Director	11,60,000
7.	Dr. Madhu Sudan Sahoo	Non-Executive/Public Interest Director	29,40,000
8.	Prof. Rajat Moona	Non-Executive/Public Interest Director	1,60,000
9.	Mr. Sriram Krishnan	Non-Executive/Non-Independent Director	3,00,000

Apart from receiving sitting fees, none of the Non-executive Directors had material pecuniary relationship with the Company during the year under review. Further, none of the Directors hold any shares of the Company.

Remuneration of MD & CEO

Ms. Padmaja Chunduru

Sr. No.	Particulars of Remuneration	Amount (In ₹)	Total Amount (In ₹)
1.	Gross salary		
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961		
	1. Fixed Pay	1,97,52,441	
	2. Variable (PLI)	28,87,500	2,26,39,941
	b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961		8,02,687
	Total		2,34,42,628

Terms of appointment of the MD & CEO are as approved by the Shareholders of the Company and SEBI.

Committees of Board

The Board has constituted five Committees in accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations. The Board functions either as a full Board or through various Committees constituted to oversee specific areas with a view to have a more focused attention on various facets of business and for better oversight. Each of these Committees has been mandated to operate within a given framework as mandated under relevant Acts, Rules or Regulations, thereof.

I. Audit Committee

The Board has constituted the Audit Committee in accordance with provisions of Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations. All the Members of the Committee are financially literate and have relevant finance exposure. The Chairman of the Audit Committee is an Independent Director and was present at the 11<sup>th</sup> AGM of the Company. Invitees to the Audit Committee meetings include the MD & CEO, Executive Director, Chief Financial Officer and partners/representatives

of the Statutory Auditors and Internal Auditors. Executives from various departments are invited to attend the meeting where matters related to their respective departments are discussed. The Company Secretary acts as a secretary to the Committee.

Brief descriptions of terms of reference are as follows:

The Audit Committee of the Company assists the Board in oversight of the Company’s financial reporting process and the disclosure of its financial information. It recommends the Board for the appointment, remuneration and terms of appointment of auditors of the Company and approval of payment to statutory auditors for any other services rendered by the statutory auditors of the Company. It also reviews, with the management, the quarterly and annual financial statements and auditor’s report thereon before submission to the board for its approval. It also reviews the utilisation/application of funds and making appropriate recommendations to the board to take up steps in this regard. The Committee reviews and monitors the auditor’s



independence and performance and effectiveness of audit process. Laying down the criteria for granting omnibus approval in accordance with the Company’s policy on related party transactions. The Committee performs scrutiny of inter-corporate loans and investments; valuation of undertakings or assets of the Company and evaluation of internal financial controls and risk management systems. Further, review of performance of statutory and internal auditors, reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit along with reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board is done by the Committee. Further, review of the functioning or overseeing of the whistle blower/vigil mechanism is a crucial part terms of the Committee.

Further, the Audit Committee mandatorily reviews the management discussion and analysis of financial condition and results of operations; letters issued by the statutory auditors of the Company; internal audit reports; the appointment, removal and terms of remuneration of the chief internal auditor and statement of deviations including quarterly statement of deviation(s) including report of monitoring agency and annual statement of funds utilised for purposes. During the year, all recommendations of Audit Committee were approved by the Board of Directors.

Your Company has adopted the Terms of Reference in accordance with the Companies Act, 2013 and SEBI Listing Regulations.

i. Composition of the Audit Committee as on March 31, 2024:

Sr. No.	Name of Director	Designation	Category
1.	Dr. Madhu Sudan Sahoo	Chairman	PID
2.	Dr. Rajani Gupte	Member	PID
3.	Mr. Parveen Kumar Gupta	Member	PID
4.	Mr. Sriram Krishnan	Member	NID

ii. Meetings and attendance during the year:

The Committee met six (6) times during the year on April 18, 2023, May 23, 2023, June 27, 2023, August 04, 2023, November 01, 2023 and February 07, 2024 respectively. Details of attendance of each member

at the Committee Meetings held during the year are as follows:

Sr. No.	Name of Director	No. of Meetings held	No. of Meetings attended
1.	Mr. Parveen Kumar Gupta	6	6
2.	Mr. B. A. Prabhakar	1	1
3.	Prof. G. Sivakumar	5	5
4.	Dr. Rajani Gupte	6	5
5.	Ms. Priya Subbaraman	2	2
6.	Dr. Madhu Sudan Sahoo	5	4
7.	Mr. Sriram Krishnan	2	0

Changes in FY 2023-24

- Mr. B. A. Prabhakar ceased to be Public Interest Director and Chairman of the Company with effect from May 7, 2023 and subsequently ceased to be Chairman of Audit Committee.
- Ms. Priya Subbaraman ceased to be Non-Independent Director of the Company with effect from May 29, 2023 and subsequently ceased to be Member of Audit Committee.
- Prof. G. Sivakumar ceased to be Public Interest Director with effect from January 9, 2024 and subsequently ceased to be Member of Audit Committee.
- Dr. Madhu Sudan Sahoo was appointed as Public Interest Director of the Company with effect from April 18, 2023. He was appointed as Audit Committee Chairman on May 11, 2023.
- Mr. Sriram Krishnan was appointed as Non-Independent Director of the Company with effect from August 23, 2023. He was appointed as member of Audit Committee on January 15, 2024

Changes after March 31, 2024

- Ms. Sripriya Kumar was appointed as a Public Interest Director of the Company with effect from May 23, 2024. She was appointed as Chairperson of Audit Committee on May 23, 2024.
- Dr. Madhu Sudan Sahoo ceased to be Chairman of the Audit Committee, w.e.f. May 23, 2024, but continues to be member of the Audit Committee.
- Dr. Rajani Gupte ceased to be Public Interest Director of the Company with effect from May 22, 2024 and subsequently ceased to be Member of Audit Committee.



## Corporate Governance

### II. Nomination and Remuneration Committee

The constitution and terms of reference of Nomination and Remuneration Committee is in compliance with the provisions of Section 178 of Companies Act, 2013, SEBI Circular dated January 10, 2019 and SEBI Circular dated June 25, 2024 on Committees of MII's under SEBI D&P Regulations and Regulation 19 read with Part D of Schedule II of SEBI Listing Regulations.

#### Brief Descriptions of Terms of Reference are as follows:

The Nomination and Remuneration Committee of the Company performs various functions which, inter alia, includes identifying and recommending the persons who are qualified to become Directors (including Managing Director & CEO) or who may be appointed in senior management/key managerial personnel in accordance with the criteria laid down, recommend to the Board of Directors of the Company. The Committee also evaluates the balance of skills, knowledge and experience on the Board as per requirements prescribed under SEBI D&P Regulations for appointment of Public Interest Director (PID). Further, the Committee also facilitates determining the tenure of a key management personnel, other than a director, to be posted in a regulatory department and recommending their remuneration to the Board. The Committee also recommends remuneration to non-executive directors in the form of commission on profits, sitting fees for attending meetings of the Board and its committees and remuneration for other services.

Further, the Committee is responsible for formulating the criteria for determining qualifications, positive attributes and independence of a director; evaluation of performance of independent directors and the board of directors and devise a Policy on Board Diversity.

The performance evaluation criteria of Independent Director are specified in accordance with Schedule IV of the Companies Act, 2013, SEBI Listing Regulations and SEBI D&P Regulations. The Committee, on the basis of the performance evaluation, recommends on the extension or continuation of the term of the Independent Director (PID).

The Company has formulated a Nomination and Remuneration Policy as approved by the Board. The salient features of the said policy are as under:

1. Remuneration, performance appraisal and tenure of Directors, Key Managerial Personnel and other Employees.

2. Board Diversity in terms of composition of Board
3. Process of recommendation of Directors

The said Policy is disclosed on the website of the Company at

(<https://nsdl.co.in/investor-relation/code-and-polices.php>).

#### i. Composition of the Committee as on March 31, 2024:

Sr. No.	Name of Director	Designation	Category
1.	Dr. Rajani Gupte	Chairperson	PID
2.	Mr. Parveen Kumar Gupta	Member	PID
3.	Dr. Madhu Sudan Sahoo	Member	PID
4.	Harun Rasid Khan	Member	IEP

#### ii. Meetings and attendance during the year:

The Committee met Eight (8) times during the year on April 18, 2023, May 22, 2023, June 23, 2023, August 04, 2023, November 01, 2023, January 04, 2024, February 7, 2024 and March 27, 2024 respectively. Details of attendance of each member at the Committee Meetings held during the year are as follows:

Sr. No.	Name of Director	No. of Meetings held	No. of Meetings attended
1.	Prof. G. Sivakumar	6	6
2.	Dr. Rajani Gupte	8	7
3.	Mr. Parveen Kumar Gupta	8	8
4.	Dr. Madhu Sudan Sahoo	8	8
5.	Mr. Harun Rasid Khan	1	1

#### Changes in FY 2023-24

1. Prof. G. Sivakumar ceased to be Public Interest Director with effect from January 9, 2024 and Subsequently ceased to be Chairman of NRC.
2. Dr. Madhu Sudan Sahoo was appointed as Public Interest Director of the Company with effect from April 18, 2023. He was appointed as member of the Nomination Remuneration Committee with effect from May 11, 2023
3. Dr. Rajani Gupte was appointed as Chairperson of the Nomination Remuneration Committee with effect from January 15, 2024

4. Mr. Harun Rasid Khan was appointed as an Independent External Person for the limited purpose of recommendation for the selection of MD of NSDL with effect from February 29, 2024.

#### Changes after March 31, 2024

1. Ms. Sripriya Kumar was appointed as Public Interest Director of the Company with effect from May 23, 2024. She was appointed as the Chairperson of the Nomination Remuneration Committee with effect from May 23, 2024.
2. Dr. Rajani Gupte ceased to be Public Interest Director of the Company with effect from May 22, 2024 and subsequently ceased to be Chairperson of NRC.

### III. Corporate Social Responsibility Committee

The Board has constituted the Corporate Social Responsibility Committee in accordance with provisions of Section 135 of the Companies Act, 2013 and rules made thereunder.

#### Brief Descriptions of the terms of reference are as follows:

The terms of reference of the Committee, inter alia includes formulating and monitoring the implementation of the CSR Policy, evaluating the projects and amount of expenditure to be incurred on the permissible activities as prescribed under Schedule VII of the Companies Act, 2013, in accordance with the CSR Policy. It also recommends to the Board, an annual action plan in pursuance of its CSR policy. The Committee overviews the costs incurred in CSR Projects, ensures proper utilisation of CSR funds and transfer of Unutilised funds in Unspent CSR Account.

The themes for the CSR activities are in the areas of education, health or employment generating skills, etc. including education, health and hygiene aspect. However, the Company may also foray into other areas as permitted under the Companies Act, 2013.

#### i. Composition of the Committee as on March 31 2024:

Sr. No.	Name of Director	Designation	Category
1.	Dr. Rajani Gupte	Chairperson	PID
2.	Prof. Rajat Moona	Member	PID
3.	Ms. Padmaja Chunduru	Member	MD&CEO

#### ii. Meetings and attendance during the year:

The Committee met once (1) during the year on May 23, 2023 and attendance details of each member for the same is as follows:

Sr. No.	Name of Director	No. of Meetings held	No. of Meetings attended
1.	Dr. Rajani Gupte	1	1
2.	Prof. G. Sivakumar	1	1
3.	Ms. Padmaja Chunduru	1	1
4.	Prof. Rajat Moona	0	0

#### Changes in FY 2023-24

1. Prof. G. Sivakumar ceased to be Public Interest Director of the Company with effect from January 9, 2024 and subsequently ceased to be Member of CSR Committee.
2. Dr. Rajani Gupte was appointed as Chairperson of the CSR Committee with effect from January 15, 2024
3. Prof. Rajat Moona was appointed as Public Interest Director of the Company with effect from January 9, 2024. He was appointed as member of the CSR Committee with effect from January 15, 2024

#### Changes after March 31, 2024

1. Ms. Sripriya Kumar was appointed as Public Interest Director of the Company with effect from May 23, 2024. She was appointed as member of the CSR Committee with effect from May 23, 2024.
2. Dr. Rajani Gupte ceased to be Public Interest Director of the Company with effect from May 22, 2024 and subsequently ceased to be Chairperson of CSR Committee.
3. Prof. Rajat Moona was appointed as Chairman of the CSR Committee with effect from May 23, 2024.

### IV. Stakeholders Relationship Committee

The Board has constituted the Stakeholders Relationship Committee in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 read with Part D of Schedule II of SEBI Listing Regulations.

Corporate Governance

Brief Descriptions of the Terms of Reference are as follows:

The terms of reference of Committee, inter alia includes redressal of grievances received from the security holders of the Company from time to time. The Committee also reviews the measures taken for effective exercise of voting rights by shareholders and various measures and initiatives taken by the Company regarding payment of dividend. Further, the Committee reviews the adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

i. Composition of Committee as on March 31, 2024:

Sr. No.	Name of Director	Chairperson/ Member	Category
1.	Dr. Rajani Gupte	Chairperson	PID
2.	Dr. Madhu Sudan Sahoo	Member	PID
3.	Mr. Sriram Krishnan	Member	NID
4.	Ms. Padmaja Chunduru	Member	MD&CEO

ii. Meetings and attendance during the year:

The Committee met once (1) during the year on February 06, 2024 and attendance details of each member for the same is as follows:

Sr. No.	Name of Director	No. of Meetings held	No. of Meetings attended
1.	Dr. Rajani Gupte	1	1
2.	Dr. Madhu Sudan Sahoo	1	1
3.	Mr. Sriram Krishnan	1	0
4.	Ms. Padmaja Chunduru	1	1

Changes in FY 2023-24

- Mr. B. A. Prabhakar ceased to be Public Interest Director and Chairman of the Company with effect from May 7, 2023 and subsequently ceased to be Member of Stakeholder Relationship Committee.
- Ms. Priya Subbaraman ceased to be Non-Independent Director of the Company with effect from May 29, 2023 and subsequently ceased to be Member of Stakeholder Relationship Committee.

Changes after March 31, 2024

- Dr. Rajani Gupte ceased to be Public Interest Director of the Company with effect from May 22, 2024 and subsequently ceased to be Chairperson of Stakeholder Relationship Committee.

- Ms. Sripriya Kumar was appointed as Public Interest Director of the Company with effect from May 23, 2024. She was appointed as member of the Stakeholder Relationship Committee with effect from May 23, 2024.
- Dr. Madhu Sudan Sahoo was appointed as Public Interest Director of the Company with effect from April 18, 2023. Dr. Madhu Sudan Sahoo was appointed as Chairman with effect from May 23, 2024.

Mr. Alen Ferns, Company Secretary, is appointed as the Compliance Officer with effect from April 5, 2024 in accordance with Regulation 6 of the Listing Regulations.

During FY 2023-24 the Company had not received any complaint from its shareholders. Accordingly, as on March 31, 2024, there is no pending complaint from the shareholders against the Company.

V. Risk Management Committee (RMC)

The constitution and Terms of Reference of the Risk Management Committee is in accordance with Regulation 30 of SEBI D&P Regulations read with SEBI Circular dated January 10, 2019 and SEBI Circular dated June 25, 2024 on Committees of MII's under SEBI D&P Regulations and Regulation 21 read with Part D of Schedule II of SEBI Listing Regulations.

Brief Descriptions of the Terms of Reference are as follows:

The RMC is responsible for oversight on overall risk management processes of the Company and to ensure that key strategic and business risks are identified and addressed by the management.

The terms of reference of Committee, inter alia includes formulation, monitor and implementation of Risk Management Policy including Risk Management Framework, Risk Mitigation measures and Internal Controls from time to time. The committee also monitors and reviews enterprise-wide risk management plan and lay down procedures to inform Board members about the risk assessment and minimisation. The Committee also deals with the appointment, removal and terms of remuneration of the Chief Risk Officer of the Company.

i. Composition of Committee as on March 31, 2024:

Sr. No.	Name of Director	Chairperson/ Member	Category
1.	Mr. Parveen Kumar Gupta	Chairman	PID
2.	Prof. Rajat Moona	Member	PID
3.	Mr. Pazhamalai Jayaraman	Member	IEP



ii. Meetings and attendance during the year:

The Committee met three (3) times during the year on May 22, 2023, July 26, 2023 and January 17, 2024, respectively and attendance details of each member for the same is as follows:

Sr. No.	Name of Director	No. of Meetings held	No. of Meetings attended
1.	Mr. Parveen Kumar Gupta	3	3
2.	Prof. G. Sivakumar	2	2
3.	Prof. Rajat Moona	1	0
4.	Mr. Pazhamalai Jayaraman	3	3

Changes in FY 2023-24

- Prof. G. Sivakumar ceased to be Public Interest Director of the Company with effect from January 9, 2024 and subsequently ceased to be Chairman of Risk management Committee.
- Prof. Rajat Moona was appointed as Public Interest Director of the Company with effect from January 9, 2024. He was appointed as member of the risk Management Committee with effect from January 15, 2024

In addition to the Committees covered specifically in detail above, the Company, during FY 2023-24, also had the following Committees as per the SEBI D&P Regulations and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, namely:

- Member Committee
- Regulatory Oversight Committee
- Standing Committee on Technology
- Investor Grievance Redressal Committee
- Advisory Committee
- Investment Committee
- IPO Committee
- Committee of IDs for recommendation on the price band for the proposed IPO\*.

\*Committee of IDs for recommendation on the price band for the proposed IPO

Committee of IDs for recommendation on the price band for the proposed IPO was constituted by the Governing Board at its meeting held on February 27, 2023.

Brief Descriptions of the Terms of Reference are as follows:

To issue a recommendation for inclusion in the price band advertisement to be issued by the Company

in relation to its proposed initial public offering of equity shares, based on quantitative factors/key performance indicators disclosed in "Basis for Offer Price" chapter of the red herring prospectus filed by the Company (the "RHP") vis-à-vis the weighted average cost of acquisition of primary issuance/ secondary transaction(s) disclosed in the "Basis for Offer Price" chapter of the RHP. To perform such other duties and functions as may be specifically required to be performed under applicable law, including the Companies Act, 2013 and the regulations, circulars, directives and notifications of the Securities and Exchange Board of India.

The Composition of the Committee consists of all Public Interest Directors. No meetings of the said Committee were held during FY 2023-24.

IPO Committee

IPO Committee was constituted by the Governing Board to oversee the process of offer for listing of equity shares of the Company.

Brief Descriptions of the Terms of Reference are as follows:

- to decide the terms and conditions of the issue/offer.
- to review and recommend to Board the Draft Red Herring Prospectus and the Red Herring Prospectus for filing with the Stock Exchange(s), SEBI, Registrar of Companies and other regulatory bodies as may be required;
- handle all matters relating to appointment of intermediaries viz. Investment Bankers, Book Running Lead Managers, Left Lead, Banker Legal Counsels, Industry Research Report writing agency, printers, etc. in relation to the IPO/OFS;
- to review scope of BRLMs and other intermediaries, negotiate and finalise fees payable to the intermediaries;
- to review estimated IPO/OFS expense and decide on allocation; of this expense to selling shareholders;
- giving or authorising any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- entering into any agreements including the offer agreement, syndicate agreement, cash escrow and sponsor bank agreement, share escrow agreement, underwriting agreement, agreements with the registrar to the Offer and the advertising agency(ies) and all other



Corporate Governance

agreements, appointment/engagement letters, documents, deeds, memorandum of understanding and other instruments whatsoever, any amendment(s) or addendum thereto or other instruments for such purpose, to remunerate all such intermediaries/agencies including the payments of commissions, brokerages, etc. and to terminate any agreements or arrangements with such intermediaries/agents;

- h. wherever necessary, incorporate such modifications, amendments, alterations, corrections as may be required in the RHP and the Prospectus;
- i. seeking the listing and trading approval of the Equity Shares on the Stock Exchange, submitting the listing application to such Stock Exchange and taking all actions that may be necessary in connection with obtaining such listing and trading approval;
- j. to submit undertaking/certificates or provide clarifications to SEBI and the Stock Exchange where the Equity Shares of the Company are proposed to be listed;
- k. delegating its powers as may be deemed necessary and to the extent allowed under Applicable Law to the officials of the Company; and
- l. doing any other act and/or deed, negotiating and executing any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or giving such direction, including any direction to settle all questions, removing any difficulties or doubts that may arise from time to time in relation to the Offer or allotment of the Equity Shares in the Offer, in such manner as may deem fit and giving such directions and/or instructions as it may from time to time decide and accepting and giving effect

to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, and taking such actions or giving such directions as may be necessary or desirable and as it deems fit or as may be necessary or desirable with regard to the Offer.

Composition of Committee:

Sr. No.	Name of Director	Chairperson/ Member	Category
1.	Mr. Parveen Kumar Gupta	Chairman	PID
2.	Dr. Madhu Sudan Sahoo	Member	PID
3.	Mr. Shailendra Nadkarni	Member	NID
4.	Mr. Sriram Krishnan	Member	NID
5.	Ms. Padmaja Chunduru	Member	MD & CEO

The Committee met Two (2) times during the year on June 22, 2023 and July 7, 2023 respectively and attendance details of each member for the same is as follows:

Sr. No.	Name of Director	No. of Meetings held during tenure	No. of Meetings attended
1.	Mr. Parveen Kumar Gupta	2	2
2.	Dr. Madhu Sudan Sahoo	2	2
3.	Mr. Shailendra Nadkarni	2	2
4.	Mr. Sriram Krishnan*	0	0
5.	Ms. Padmaja Chunduru	2	2
6.	Ms. Priya Subbaraman	0	0

Changes in FY 2023-24

- 1. Ms. Priya Subbaraman ceased to be Non-Independent Director of the Company with effect from May 29, 2023 and subsequently ceased to be member Committee.
- 2. Mr. Sriram Krishnan was appointed as Non-Independent Director of the Company with effect from August 23, 2023

General Body Meetings

The details of the previous three Annual General Meetings (AGM) held are given below:

AGM	Date	Time	Venue*	Special Resolution (if any)
Ninth	September 29, 2021	11:30 a.m.	The deemed venue of the meeting was the registered office of the Company.	No
Tenth	September 27, 2022	4:00 p.m.		Yes
Eleventh	August 31, 2023	11.00 a.m.		No

\*The Ninth, Tenth and Eleventh Annual General Meeting of the Members of the Company was held through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") as per the applicable circulars issued by



Ministry of Corporate Affairs ("MCA") and SEBI and the proceedings of the same was deemed to be conducted at the Registered Office of the Company. There were no Extraordinary General Meetings of the Company held during the FY 2023-24.

Management Structure

The Management Structure for running the business of the Company as a whole is in place with appropriate delegation of powers and responsibilities. The MD & CEO is in overall control and responsible for the day-to-day working/ operations of the Company. She gives strategic directions, lays down policy guidelines and ensures implementation of the decisions of the Board of Directors and its various Committees. Your Company has a professional and experienced management team. Presently, the MD & CEO is assisted by senior management officials, who in turn have heads of departments reporting to them to look after the day-to-day affairs of the Company.

Means of Communication

The Company maintains functional website which is an important means of communication. Further, the Annual Report of the Company is electronically sent to the Shareholders giving required information to the Shareholders on annual basis.

General Shareholder Information

- The Twelfth Annual General Meeting of the Company scheduled to be held on Wednesday,
- **Distribution of shareholding as on March 31, 2024:**

Category	Percentage of Shareholding
Foreign Shareholding	-
- FDI	-
- FPI	-
- Others	-
Domestic Shareholding	
- Banks	60.30
- Insurance Companies	2.97
- Domestic Financial Institutions (Other than banks and corporates) (including MFs, NBFCs, AIFs)	9.02
- Individuals	1.61
- Corporates	26.02
- Others	0.08
<b>Total (Foreign + Domestic)</b>	<b>100</b>

- **Dematerialisation of shares and liquidity:** Entire share capital of the Company is in dematerialised form.

- August 28, 2024 at 12:00 p.m. IST through Video Conferencing ("VC")/Other audio visual means ("OAVM")
- **Financial year:** April 01, 2023 to March 31, 2024
- **Dividend Payment Date:** On or before thirty days from the date of approval in the AGM.
- **Record date for dividend payment:** August 21, 2024
- **Listing on Stock Exchange, Stock Code, Market Price Data and Performance of Stock:** The equity shares of the Company are not listed on any Stock Exchange in India or abroad, hence, these are not applicable. However, the Draft Red Herring Prospectus dated July 7, 2023 has been submitted by the Company with Securities and Exchange Board of India and BSE Limited on July 8, 2023.
- **Registrar and Transfer Agents:** Link Intime India Private Limited  
C-101, 247 Park, L.B.S. MARG,  
Vikhroli (West), Mumbai – 400 083
- **Share Transfer System:** The equity shares of the Company are in dematerialised form. To ensure compliance with the provisions of the SEBI D&P Regulations, ISIN of equity shares is suspended to prevent transfer of shares without the approval of the Board of the Company and SEBI, as applicable.

Corporate Governance

Branch offices:

AHMEDABAD	Unit 402, Heritage Horizon, Sardar Patel Nagar, Ellisbridge, Ahmedabad – 380009
BENGALURU	Office No. 201, DBS House, No.26, Cunningham Road, Bangalore - 560052
CHENNAI	6A, 6 <sup>th</sup> Floor, Kences Tower, # 1 Ramkrishna Street, North Usman Road, T. Nagar, Chennai – 600 017
HYDERABAD	Workenstein Collaborative Spaces Pvt. Ltd., 6-3-252/2, Banjara Hills Main Rd, Erram Manzil, Mada Manzil, Banjara Hills, Hyderabad, Telangana – 500 004.
KOCHI	S 105, Monalsh Business Centre, 4 <sup>th</sup> Floor, Crescens Tower, NH47 Changampuzha Nagar, South Kalamassery, Ernakulam, Kerala- 682033
KOLKATA	3E, Crescent Tower, 3 <sup>rd</sup> Floor, 229 AJC Bose Road, Kolkata – 700020
NEW DELHI	Unit No. 601, 603, 604, Tower A, 6 <sup>th</sup> Floor, Naurang House, Kasturba Gandhi Marg, Connaught Place, New Delhi – 110 001.
JAIPUR	Phoebus Business Center, 2 <sup>nd</sup> floor, unit 207, Arcade Tower, K-12, Malviya Marg, C- Scheme, Jaipur-302001
LUCKNOW	Unit No. 438, 4 <sup>th</sup> Floor, Regus Business Center, Halwasia Court, Hazratganj, Lucknow – 226 001.

- Address for correspondence:** Shareholders' correspondence should be addressed to the Company Secretary at the registered office of the Company:  
  
Tel.: 2269448400  
2269448500  
  
E-mail id: [cs\\_nsd@nsdl.com](mailto:cs_nsd@nsdl.com)  
Website: [www.nsd.co.in](http://www.nsd.co.in)
- Company Registration details:** The Company is registered with the Registrar of Companies, Mumbai, State of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is U74120MH2012PLC230380.

Disclosure with Mandatory Information

The Company has complied with all the mandatory corporate governance requirements under the Listing Regulations. Specifically, your Company confirms compliance with corporate governance requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 of the SEBI Listing Regulations.

Other Disclosures

i. Related Party Transactions

During the period under review, the Company had not entered into any material transaction with any of its related parties. Disclosure of transactions with related parties is set out in Note No. 25 of Standalone Financial Statements, forming part of the Annual Report and Annexures thereto. All transactions were at arm's length basis and in the ordinary course of business. The Company has put in place framework for identifying, monitoring and reporting of Related Party Transactions.

The Policy is hosted on the Company's website at <https://nsdl.co.in/investor-relation/code-and-polices.php>

ii. Vigil mechanism/Whistle Blower Policy

The Company has established a vigil mechanism by framing a Whistle Blower Policy with a view to provide a mechanism for employees of the Company to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

The Policy is hosted on the Company's website at <https://nsdl.co.in/investor-relation/code-and-polices.php>

iii. Compliance with non-mandatory requirements [Part E of Schedule II Regulation 27(1) of the SEBI Listing Regulations]

In addition to the above, the Company also complies with many non-mandatory requirements of Part E of Schedule II Regulation 27(1) of the SEBI Listing Regulations namely separate posts of Chairperson and Chief Executive Officer, Internal Auditors report to the Audit Committee, etc.

iv. Relevant Policies as applicable to the Company have been disclosed on the website of the Company at <https://nsdl.co.in/investor-relation/code-and-polices.php>

A. Code of Conduct

Your Company has adopted Code of Conduct for its Directors and Key Management Personnel as prescribed under the SEBI D&P Regulations. The Code of Conduct framed under the aforesaid Regulations is available on the website of the Company.



B. CEO and CFO Certification

The Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) of the Company have furnished the compliance certificate on Company's financial reporting and internal controls to the Board in terms of Regulation 17(8) of SEBI Listing Regulations which has been appended as **Annexure I** to Corporate Governance Report.

C. Compliance Certificate on Corporate Governance

The requisite certificates from M/s. Alwyn Jay & Co., Practicing Company Secretaries (Firm Registration No. P2010MH021500) confirming compliance with the conditions of Corporate Governance as stipulated under Schedule V (E) of the SEBI Listing Regulations and SEBI D&P Regulations forms part of the Annual Report which has been appended as **Annexure II A** and **Annexure II B** Corporate Governance Report.

D. Certificate from a Company Secretary in Practice on debarment or disqualification of Directors

M/s. Alwyn Jay & Co., Practicing Company Secretaries (Firm Registration No. P2010MH021500), has given a certificate that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as the directors of the Company by SEBI/MCA or any such statutory authority. The said certificate also forms part of this report which has been appended as **Annexure III** to Corporate Governance Report.

E. Disclosure of non-acceptance of any recommendation of any committee of the board which is mandatorily required:

There has been no instance where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the FY 2023-24.

F. Fees paid to Statutory Auditors

The details of total fees for all services paid by the Company to the statutory auditor and all the entities in the network firm/network entity of which the statutory auditor is a part, are as follows:

(₹ in lakh)	
Types of Services	March 31, 2024
Audit Fees	44.00
Tax Audit Fees	4.20
Other Services	25.22

G. Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Number of Complaints filed during the year	: Nil
Number of Complaints Disposed during the year	: Nil
Number of Complaints pending as on end of the Financial Year	: Nil

H. Corporate Governance Requirement as specified in Regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations has been complied mutatis mutandis applicable to the Depository.

I. Declaration regarding compliance by the Board Members and Key Management Personnel with the Company's Code of Conduct.

I, the undersigned, hereby confirm that all Directors and the Key Managerial Personnel of the Company have affirmed compliance to the Code of Conduct as applicable to them for the financial year ended March 31, 2024.

For and on behalf of the Board

Place: Mumbai  
Date: July 24, 2024

Sd/-  
**Padmaja Chunduru**  
Managing Director & CEO



Annexure I

COMPLIANCE CERTIFICATE BY CEO & CFO

[In terms of Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

- A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2024 and that to the best of our knowledge and belief:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - 2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
- 1) Significant changes in internal control over financial reporting during the year;
  - 2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - 3) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Sd/-  
**Padmaja Chunduru**  
Managing Director & CEO

Sd/-  
**Pratik Punjabi**  
Chief Financial Officer  
Date: May 14, 2024

Annexure II A

CORPORATE GOVERNANCE – COMPLIANCE CERTIFICATE

To the Members,  
**National Securities Depository Limited**  
**CIN: U74120MH2012PLC230380**  
4<sup>th</sup> Floor, 'A' Wing, Trade World,  
Kamala Mill Compound,  
Senapati Bapat Marg, Lower Parel,  
Mumbai - 400013.

- 1. We have examined relevant records of **National Securities Depository Limited** (the Company) for the purpose of certifying compliance of the Corporate Governance norms as specified for the Listed Companies for the half year ended **September 30, 2023**. In terms of Regulation 31 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, the disclosure requirements and corporate governance norms as specified for listed companies have become mutatis mutandis applicable to a depository.
- 2. We have obtained all the information and explanations to the best of our knowledge and belief, which were necessary for the purpose of this certification regarding compliance of conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Chapter IV and Part C, D, and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended **September 30, 2023**.
- 3. The compliance of the conditions of Corporate Governance as well as preparation of the Corporate Governance Report is the responsibility of the Management.
- 4. Our responsibility is to provide a reasonable assurance that Company has complied with the applicable conditions of Corporate Governance and our examination was limited to the procedures adopted and implementation thereof by the Company for complying with the conditions of Corporate Governance.
- 5. On the basis of our examination of the records produced, explanations and information furnished to us, we are of the opinion that the Company has complied with the Conditions of Corporate Governance as mutatis mutandis applicable to Depositories for the half year ended **September 30, 2023**.
- 6. This Certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.
- 7. This Certificate is addressed to the Members of the Company solely for the purpose of enabling it to comply with its obligation under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty or care or for any other purpose or to any other part to whom it is shown or into whose hands it may come without our prior written consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

Place: Mumbai  
Date: October 30, 2023

**ALWYN JAY & Co.**  
Company Secretaries

**Office Address:**  
Annex-103, Dimple Arcade,  
Asha Nagar, Kandivali (East),  
Mumbai 400101.

Sd/-  
**[Alwyn D'Souza, FCS.5559]**  
[Partner]  
[Certificate of Practice No. 5137]  
[UDIN: F005559E001536077]

CORPORATE GOVERNANCE – COMPLIANCE CERTIFICATE

- To the Members,  
**National Securities Depository Limited**  
**CIN: U74120MH2012PLC230380**  
4<sup>th</sup> Floor, 'A' Wing, Trade World,  
Kamala Mill Compound,  
Senapati Bapat Marg, Lower Parel,  
Mumbai - 400013.
1.

We have examined relevant records of **National Securities Depository Limited** (the Company) for the purpose of certifying compliance of the Corporate Governance norms as specified for the Listed Companies for the half year ended **March 31, 2024**. In terms of Regulation 31 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, the disclosure requirements and corporate governance norms as specified for listed companies have become mutatis mutandis applicable to a depository.

2.

We have obtained all the information and explanations to the best of our knowledge and belief, which were necessary for the purpose of this certification regarding compliance of conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Chapter IV and Part C, D, and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended **March 31, 2024**.

3.

The compliance of the conditions of Corporate Governance as well as preparation of the Corporate Governance Report is the responsibility of the Management.

4.

Our responsibility is to provide a reasonable assurance that Company has complied with the applicable conditions of Corporate Governance and our examination was limited to the procedures adopted and implementation thereof by the Company for complying with the conditions of Corporate Governance.

5.

On the basis of our examination of the records produced, explanations and information furnished to us, we are of the opinion that the Company has complied with the Conditions of Corporate Governance as mutatis mutandis applicable to Depositories for the half year ended **March 31, 2024**.

6.

This Certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

7.

This Certificate is addressed to the Members of the Company solely for the purpose of enabling it to comply with its obligation under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty or care or for any other purpose or to any other part to whom it is shown or into whose hands it may come without our prior written consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

Place: USA

Date: May 14, 2024

**ALWYN JAY & Co.**  
Company Secretaries

**Office Address:**  
Annex-103, Dimple Arcade,  
Asha Nagar, Kandivali (East),  
Mumbai 400101.

**[Alwyn D'Souza, FCS.5559]**  
[Partner]  
[Certificate of Practice No. 5137]  
[UDIN: F005559F000367723]

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) read with sub-clause (10)(i) of Clause C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members of  
**National Securities Depository Limited**  
Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel (West),  
Mumbai – 400013 Maharashtra IN

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **National Securities Depository Limited** having CIN U74120MH2012PLC230380 and having registered office at Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013 Maharashtra IN (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Sub-clause 10(i) of Clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Designation	Date of appointment
1.	Mr. B. A. Prabhakar*	02101808	Director (PID)	08/05/2017
2.	Mr. G. Sivakumar#	07537575	Director (PID)	05/01/2018
3.	Dr. Rajani Rajiv Gupte@	03172965	Director (PID)	23/05/2018
4.	Ms. Priya Subbaraman^	01620890	Director (NID)	23/10/2020
5.	Ms. Padmaja Chunduru	08058663	Managing Director & CEO	22/09/2021
6.	Mr. Parveen Kumar Gupta	02895343	Director (PID)	06/09/2022
7.	Mr. Shailendra Nadkarni	03401830	Director (NID)	11/01/2023
8.	Mr. Madhu Sudan Sahoo&	01968430	Director (PID)	18/04/2023
9.	Mr. Rajat Moona%	09036263	Director (PID)	09/01/2024
10.	Mr. Sriram Krishnan\$	07816879	Director (NID)	23/08/2023

Public Interest Director (PID), Non-Independent Director (NID)

\* Ceased to be director of the company with effect from 07.05.2023  
# Ceased to be director of the company with effect from 09.01.2024  
@ Ceased to be director of the company with effect from 22.05.2024  
^Ceased to be director of the company with effect from 29.05.2023  
& appointed as an director with effect from 18.04.2023  
% appointed as an director with effect from 09.01.2024  
\$ appointed as an director of the company with effect from 23.08.2023

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai

Date: July 18, 2024

**ALWYN JAY & Co.**  
Company Secretaries

**Office Address:**  
Annex-103, Dimple Arcade,  
Asha Nagar, Kandivali (East),  
Mumbai 400101.

**[Alwyn D'Souza, FCS.5559]**  
[Partner]  
[Certificate of Practice No. 5137]  
[UDIN: F005559F000770246]



# Independent Auditor's Report

To the Members of

National Securities Depository Limited

## REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

### OPINION

We have audited the accompanying standalone financial statements of National Securities Depository Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the standalone financial statements including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year ended on that date.

### BASIS FOR OPINION

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI"), together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

### INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in

the Board's Report including Annexures to Board's Report and Management Discussion and Analysis but does not include the standalone financial statements and our Auditor's report thereon. The above-referred information is expected to be made available to us after the date of this audit report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available, and in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions necessitated by the circumstances & the applicable laws and regulations.

### RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going

concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern.

If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in the paragraphs 3 and 4 of the said Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of changes in Equity and the Statement of Cash Flows dealt with by

Independent Auditor’s Report (Contd.)

- this Report are in agreement with the books of account.

d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

e. On the basis of written representations received from the directors as on March 31, 2024 taken on records by the Board of directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”.

g. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements -Refer Note 23 to the standalone financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There has been no delay in transferring the amount required to be transferred to the Investor Education and Protection Fund by the Company;
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.

As stated in note 12(f) to the standalone financial statements, the Board of Directors of the Company has proposed final dividend



- for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance with section 123 of the Act, as applicable.

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.
- As Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For **K C Mehta & Co. LLP**  
Chartered Accountants  
Firm Regn. No. 106237W/W100829

**Shripal Shah**  
Partner  
M. No. 114988

Place: Mumbai  
Date: May 14, 2024  
UDIN: 24114988BKALZI6571



Annexure A to the Independent Auditor’s Report

Annexure referred to in Independent Auditor’s Report to the members of National Securities Depository Limited on the standalone financial statements for the year ended March 31, 2024

- (i) In respect of the Company’s Property, Plant and Equipment:

(a) (A) The Company has maintained proper records showing full particulars including, quantitative details and situation of Property, Plant and Equipment.

(B) The Company has generally maintained proper records showing full particulars of intangible assets.

(b) The Company has a regular programme of physical verification of property, plant and equipment and Right of use assets which, in our opinion is reasonable. The assets which were to be covered as per the said programme have been physically verified by the management during the year. In our opinion and according to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of records of the Company, the title deeds of all the immovable properties (other than properties where the Company is the lessee, and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.

(d) According to the information and explanations given to us, the Company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.

(e) According to the information and explanations given to us, no proceeding has been initiated or is pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.

(ii) (a) The Company, being a service provider does not have any inventory and therefore, reporting under clause (ii) (a) of the Order is not applicable to the Company.
- (b) The Company has not availed any working capital limits at any points of time during the year, from banks or financial institutions and therefore, reporting under clause (ii)(b) of the Order is not applicable to the Company.

(iii) (a) The Company has made investments in Mutual Fund Schemes and Government bonds, but has not provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year.

(b) The investments made during the year are not prejudicial to the Company’s interest.

The Company has not granted any loans or advances in nature of loans during the year and therefore reporting under clause (iii)(c),(d),(e) and (f) of the Order are not applicable to the Company.

(iv) The Company has not granted any loans or provided any guarantees or security to the parties covered under section 185 of the Act. In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of section 186 of the Act in respect of the Investments made.

(v) According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are considered to be deemed deposits during the year, hence directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules made thereunder are not applicable to the Company. According to information and explanations provided to us, no order has been passed by Company Law Board of National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.

(vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company and therefore, reporting under clause (vi) of the Order is not applicable to the Company.



- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services Tax, Provident Fund, Employees’ State Insurance, Income Tax, Service Tax, Cess and any other statutory dues applicable to it with the appropriate authorities. Further, no undisputed amounts payable in respect of Goods and Services Tax, Provident Fund, Employees’ State Insurance, Income Tax, Service Tax, Cess and any other statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.
- (b) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no disputed statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31,2024 on account of disputes except the following:

Name of Statute	Nature of Dues	Forum where dispute is pending	Period to which amount relates (A.Y.)	Amount Involved (lakhs)	Amount Unpaid (lakhs)
Finance Act, 1994	Service Tax	Supreme Court	2004-05 to 2008-09	5,236.21	2,003.49
Income-tax Act, 1961	Demand arising out of Regular Assessment / Reassessment	CIT (Appeals)	2015-16	30.11	30.11
Income-tax Act, 1961	Demand arising out of Regular Assessment / Reassessment	Assessing Officer (AO)	2016-17	1,415.81	1,415.81
Income-tax Act, 1961	Demand arising out of Regular Assessment / Reassessment	CIT (Appeals)	2017-18	657.90	657.90
Income-tax Act, 1961	Demand arising out of Regular Assessment / Reassessment	CIT (Appeals)	2018-19	2,506.77	2,506.77
Income-tax Act, 1961	Demand arising out of Regular Assessment / Reassessment	CIT (Appeals)	2019-20	796.69	796.69
Income-tax Act, 1961	Demand arising out of Regular Assessment / Reassessment	CIT (Appeals)	2020-21	524.42	524.42
Income-tax Act, 1961	Demand arising out of Regular Assessment / Reassessment	CIT (Appeals)	2021-22	262.11	262.11
Income-tax Act, 1961	Demand arising out of Regular Assessment / Reassessment	CIT (Appeals)	2022-23	208.39	208.39

- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) The Company has not taken any loans or other borrowings from any lender and therefore, reporting under clause (ix)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of audit procedures, we report that the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and therefore, reporting under clause (ix)(c) of the Order is not applicable to the Company.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.

(e) According to the information and explanations given to us and on an overall examination of the records of the company, we report that the

## Annexure A (Contd.)

company has not taken any funds from any entity or person and therefore, reporting under clause (ix) (e) of the order is not applicable to the Company.	disclosed in the financial statements as required by the applicable Indian Accounting Standards.
(f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate company and therefore, reporting under clause (ix) (f) of the Order is not applicable to the Company.	(xiv) (a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.  (b) We have considered the internal audit reports of the company issued till date, for the period under audit.
(x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.	(xv) According to the information and explanations given to us, in our opinion during the year, the company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
(b) According to the information and explanations given to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and therefore, reporting under clause (x)(b) of the Order is not applicable to the Company.	(xvi) (a) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.  (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
(xi) (a) To the best of our knowledge and according to information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year;	
(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.	(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
(c) We have taken into consideration the whistle blower complaints received by the company during the year while determining the nature, timing and extent of audit procedures.	(xviii) There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable.
(xii) In our opinion, the Company is not a Nidhi company and therefore, reporting under clause (xii) of the Order is not applicable to the Company.	
(xiii) In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and the details have been	(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as

to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

(b) In respect of ongoing projects, the Company has transferred unspent Corporate Social Responsibility (CSR) amount as at the end of the previous financial year, to a Special account before the end of the said financial year in compliance with the provision of section 135(6) of the Act.

(xxi) With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by

us for the Company, by respective auditors of its subsidiaries and Associate company included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

Further, the auditor of Associate Company has reported as under:

"The Regulatory Authority IFSCA had earlier mandated combined Net worth of Bullion Exchange and Bullion Clearing of USD 20 million by March 2024 on extended period which is not complied with. However, the same has been extended to July 31, 2024. Further The Regulatory Authority IFSCA had earlier mandated Net worth of India International Depository IFSC Ltd. of USD 3 million which is also not complied with. However, the companies have approached the Regulatory Authority for the necessary directions and allow further time to meet the regulatory requirements."

For **K C Mehta & Co. LLP**

Chartered Accountants

Firm Regn. No. 106237W/W100829

**Shripal Shah**

Partner

Place: Mumbai

M. No. 114988

Date: May 14, 2024

UDIN: 24114988BKALZ16571



# Annexure B to the Independent Auditor’s Report

Annexure referred to in Independent Auditor’s report of even date to the members of National Securities Depository Limited on the standalone financial statements for the year ended March 31, 2024

Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to standalone financial statements of National Securities Depository Limited (“the Company”) as of March 31, 2024, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### AUDITOR’S RESPONSIBILITY

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls with reference to standalone Financial Statement and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor’s judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to standalone financial statements.

### MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

A company’s internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with the generally accepted accounting principles. A company’s internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the standalone financial statements.



### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### OPINION

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements in place and such

internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024 based on the internal financial controls with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For **K C Mehta & Co. LLP**  
Chartered Accountants  
Firm Regn. No. 106237W/W100829

**Shripal Shah**  
Partner  
M. No. 114988  
UDIN: 24114988BKALZI6571  
Place: Mumbai  
Date: May 14, 2024

Balance Sheet

as at March 31, 2024

(₹ in lakh)			
Particulars	Notes	As at March 31, 2024	As at March 31, 2023
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
a) Property, plant and equipment	3	24,318.89	3,032.31
b) Capital work-in-progress	3(a)	40.96	24.38
c) Intangible assets	3	377.61	202.69
d) Intangible asset under development	3(a)	863.29	279.17
e) Right of use of assets	3	79.74	109.12
f) Financial assets			
i) Non-current investments	4	1,18,876.45	1,10,780.92
ii) Other financial assets	5	5,229.54	1,866.09
g) Deferred tax assets (net)	6	916.67	830.02
h) Income tax assets (net)		549.30	549.30
i) Other non-current assets	7	148.46	1,008.94
<b>Total Non-Current Assets</b>		<b>1,51,400.91</b>	<b>1,18,682.94</b>
<b>Current Assets</b>			
a) Financial assets			
i) Current investments	8	12,062.27	17,966.79
ii) Trade receivables	9	6,108.91	7,018.33
iii) Cash and cash equivalents	10	1,258.24	1,370.58
iv) Bank balances other than (iii) above	11	12,337.60	17,111.57
v) Other financial assets	5	242.06	316.40
b) Other current assets	7	1,297.09	1,065.73
<b>Total Current Assets</b>		<b>33,306.17</b>	<b>44,849.40</b>
<b>Total Assets</b>		<b>1,84,707.08</b>	<b>1,63,532.34</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity share capital	12	4,000.00	4,000.00
b) Other equity	13	1,46,857.11	1,23,158.67
<b>Total Equity</b>		<b>1,50,857.11</b>	<b>1,27,158.67</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
a) Financial liabilities			
i) Lease liability	26	53.77	82.65
ii) Other financial liabilities	14	510.46	481.42
<b>Total Non-Current Liabilities</b>		<b>564.23</b>	<b>564.07</b>
<b>Current Liabilities</b>			
a) Financial liabilities			
i) Trade payables			
a) Total outstanding dues of micro enterprises and small enterprises	15	380.17	385.49
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	15	2,281.99	2,309.53
ii) Lease liability	26	38.07	36.62
iii) Other financial liabilities	16	21,605.33	25,137.39
b) Provisions	17	2,778.94	2,575.12
c) Current tax liability (net)		732.30	653.09
d) Other current liabilities	18	5,468.94	4,712.36
<b>Total Current Liabilities</b>		<b>33,285.74</b>	<b>35,809.60</b>
<b>Total Liabilities</b>		<b>33,849.97</b>	<b>36,373.67</b>
<b>Total Equity and Liabilities</b>		<b>1,84,707.08</b>	<b>1,63,532.34</b>
See accompanying notes to the Financial Statements	1 to 41		

In terms of our report of even date attached  
For **K C Mehta & Co. LLP**  
Chartered Accountants  
Firm Registration No. 106237W/W100829

For and on behalf of the Board of Directors

Sd/  
**Shripal Shah**  
Partner  
Membership No. 114988

Sd/  
**Padmaja Chunduru**  
Managing Director and CEO  
DIN:08058663

Sd/  
**Parveen Kumar Gupta**  
Chairman  
DIN: 02895343

Sd/-  
**Alen Ferns**  
Company Secretary  
A30633

Sd/-  
**Pratik Punjabi**  
Chief Financial Officer

Place: Mumbai  
Date: May 14, 2024



Statement of Profit and Loss

for the Year ended March 31, 2024

(₹ in lakh)			
Particulars	Notes	Year ended March 31, 2024	Year ended March 31, 2023
<b>INCOMES</b>			
Revenue from operations	19	47,305.69	40,916.92
Other income	20	9,804.73	7,634.05
<b>Total Income</b>		<b>57,110.42</b>	<b>48,550.97</b>
<b>EXPENSES</b>			
Employee benefits expense	21	8,158.99	7,387.78
Depreciation and amortisation expense	3	1,235.34	1,033.56
Finance cost	26	9.76	9.95
Contribution to investor protection fund	30	1,148.31	988.55
Other expenses	22	13,806.22	11,963.60
<b>Total Expenses</b>		<b>24,358.62</b>	<b>21,383.44</b>
<b>Profit before Tax</b>		<b>32,751.80</b>	<b>27,167.53</b>
<b>Tax Expense</b>			
Current tax		7,030.89	6,243.98
Deferred tax	6	(86.65)	(158.44)
<b>Total Tax Expenses</b>		<b>6,944.24</b>	<b>6,085.54</b>
<b>Profit after Tax</b>		<b>25,807.56</b>	<b>21,081.99</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss:			
i) Actuarial gain/(loss) on post retirement benefit plans		(145.83)	47.91
ii) Income tax relating to items that will not be reclassified to profit or loss		36.71	(12.06)
<b>Total Other Comprehensive Income</b>		<b>(109.12)</b>	<b>35.85</b>
<b>Total Comprehensive Income for the year</b>		<b>25,698.44</b>	<b>21,117.84</b>
Basic and Diluted earnings per equity share of ₹2 each	29	12.90	10.54
See accompanying notes to the Financial Statements	1 to 41		

In terms of our report of even date attached  
For **K C Mehta & Co. LLP**  
Chartered Accountants  
Firm Registration No. 106237W/W100829

For and on behalf of the Board of Directors

Sd/  
**Shripal Shah**  
Partner  
Membership No. 114988

Sd/  
**Padmaja Chunduru**  
Managing Director and CEO  
DIN:08058663

Sd/  
**Parveen Kumar Gupta**  
Chairman  
DIN: 02895343

Sd/-  
**Alen Ferns**  
Company Secretary  
A30633

Sd/-  
**Pratik Punjabi**  
Chief Financial Officer

Place: Mumbai  
Date: May 14, 2024



# Statement of Cash Flows

for the Year ended March 31, 2024

Particulars	(₹ in lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
<b>A. Cash Flow from Operating Activities</b>		
Profit before tax	32,751.80	27,167.53
<b>Adjustments for:</b>		
Depreciation and amortisation expense	1,235.34	1,033.56
Provision for compensated absences	(5.29)	23.99
Provision for investor awareness	658.14	640.26
Provision for doubtful trade receivables	1,199.88	635.57
Bad debts written off	104.68	99.05
Provision for doubtful rent deposit	(35.55)	95.55
Contribution to investor protection fund	1,148.31	988.55
Fair value gain on investments in mutual funds	(1,427.60)	(556.47)
Dividend income from current investments	(106.17)	(69.79)
Dividend from subsidiary	(1,831.50)	(1,221.00)
Loss/(Profit) on sale of property, plant and equipment	-	3.22
Interest income	(6,070.71)	(5,235.18)
<b>Operating Profit before Working Capital Changes</b>	<b>27,621.33</b>	<b>23,604.84</b>
<b>Changes in Working Capital:</b>		
(Increase)/decrease other assets	(267.31)	515.12
(Increase)/decrease other financial assets	(3,254.82)	14,977.19
(Increase)/decrease trade receivables	(395.14)	1,060.38
Increase/(decrease) trade payables	(32.86)	1,026.90
Increase/(decrease) other financial liabilities	95.21	(904.05)
Increase/(decrease) provisions	(558.15)	(729.58)
Increase/(decrease) other liabilities	756.58	492.53
<b>Cash generated from Operations</b>	<b>23,964.84</b>	<b>40,043.33</b>
Net income tax paid	(6,951.68)	(6,715.04)
<b>Net Cash generated from/(used) in Operating Activities (A)</b>	<b>17,013.16</b>	<b>33,328.29</b>
<b>B. Cash Flow from Investing Activities</b>		
Capital expenditure on property, plant and equipment, intangible assets, capital advance	(22,371.73)	(2,232.01)
Proceeds from sale of property, plant and equipment	-	0.25
Investment in subsidiary/Associates	-	(1,000.00)
Purchase of non-current investments	(19,766.68)	(49,380.63)
Sale/Redemption of non-current investments	17,518.68	9,346.33
Proceeds/(Purchase) of current investments (Net)	1,590.76	4,687.32
Dividend received from subsidiary	1,831.50	1,221.00
Interest received	6,071.97	5,267.80
<b>Net Cash generated from/(used) in Investing Activities (B)</b>	<b>(15,125.50)</b>	<b>(32,089.94)</b>



# Statement of Cash Flows

for the Year ended March 31, 2024

Particulars	(₹ in lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
<b>C. Cash Flow from Financing Activities</b>		
Dividend paid	(2,000.00)	(2,000.00)
<b>Net Cash used in Financing Activities (C)</b>	<b>(2,000.00)</b>	<b>(2,000.00)</b>
<b>Net increase/(decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(112.34)</b>	<b>(761.65)</b>
Cash and Cash Equivalents at the beginning of the year	1,370.58	2,132.23
<b>Cash and Cash Equivalents at the end of the year (Refer Note 10)</b>	<b>1,258.24</b>	<b>1,370.58</b>
See accompanying notes to the Financial Statements 1 to 41		

In terms of our report of even date attached

For **K C Mehta & Co LLP**

Chartered Accountants

Firm Registration No. 106237W/W100829

Sd/

**Shripal Shah**

Partner

Membership No. 114988

For and on behalf of the Board of Directors

Sd/

**Padmaja Chunduru**

Managing Director and CEO

DIN:08058663

Sd/

**Parveen Kumar Gupta**

Chairman

DIN: 02895343

Sd/-

**Alen Ferns**

Company Secretary

A30633

Sd/-

**Pratik Punjabi**

Chief Financial Officer

Place: Mumbai

Date: May 14, 2024

Statement of Changes in Shareholder’s Equity

for the year ended March 31, 2024

A. EQUITY SHARE CAPITAL

	(₹ in lakh)
As at April 1, 2022	4,000.00
Changes in equity share capital during the year (Note 12)	-
As at March 31, 2023	4,000.00
Changes in equity share capital during the year (Note 12)	-
As at March 31, 2024	4,000.00

B. OTHER EQUITY

Particulars	Reserves and Surplus			(₹ in lakh)
	General Reserve	Retained Earnings	OCI Actuarial Gains/(Losses)	Total
Balance as at April 1, 2022	36,312.82	67,829.67	(101.66)	1,04,040.83
Profit after tax	-	16,224.93	-	16,224.93
Dividends	-	(2,000.00)	-	(2,000.00)
Other Comprehensive Income	-	-	(54.74)	(54.74)
Balance as at March 31, 2023	36,312.82	86,911.66	(65.81)	1,23,158.67
Profit after tax	-	25,807.56	-	25,807.56
Dividends	-	(2,000.00)	-	(2,000.00)
Other Comprehensive Income	-	-	(109.12)	(109.12)
Balance as at March 31, 2024	36,312.82	1,10,719.22	(174.93)	1,46,857.11

See accompanying notes to the Financial Statements 1 to 41

In terms of our report of even date attached  
For **K C Mehta & Co LLP**  
Chartered Accountants  
Firm Registration No. 106237W/W100829

For and on behalf of the Board of Directors

Sd/  
**Shripal Shah**  
Partner  
Membership No. 114988

Sd/  
**Padmaja Chunduru**  
Managing Director and CEO  
DIN:08058663

Sd/  
**Parveen Kumar Gupta**  
Chairman  
DIN: 02895343

Sd/-  
**Alen Ferns**  
Company Secretary  
A30633

Sd/-  
**Pratik Punjabi**  
Chief Financial Officer

Place: Mumbai  
Date: May 14, 2024



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

1 CORPORATE INFORMATION

National Securities Depository Limited (“the Company”) was incorporated on April 27, 2012. The Company is a Depository registered with SEBI under the provisions of Depositories Act, 1996, and Rules and Regulations framed thereunder. The Company provides electronic infrastructure for dematerialisation of securities and facilitates electronic settlement of trades in Indian Securities Market.

2 STATEMENT OF COMPLIANCE

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed in the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and the financial statement also complies with presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III) notified under section 133 of the Companies Act, 2013 (the Act) along with other relevant provisions of the Act.

The standalone financial statements are presented in Indian Rupee (INR), which is also the functional currency of the Company, in denomination of lakh with rounding off to two decimals as permitted by Schedule III to the Act.

The financial statements are prepared on a going concern basis as the Management is satisfied that the Company shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on the going concern assumption. In making this assessment, the Management has considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows and capital resources.

2.1 Basis of Preparation

These financial statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities have been classified as current or non-current as per the Company’s

normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. The Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities. Accordingly, all assets and liabilities have been classified as current or non-current as per the Company’s operating cycle and other criteria set out in Ind AS-1 ‘Presentation of Standalone Financial Statements’ and Schedule III to the Companies Act, 2013.

Fair Value Measurement

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, Level 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety which are described as follows:

**Level 1** — inputs are quoted (unadjusted) prices in active markets for identical assets or liabilities that the entity can access at the measurement date;

**Level 2** — inputs are inputs, other than quoted prices included in level 1, that are observable for the asset or liability either directly or indirectly;

**Level 3** — inputs are unobservable inputs for the assets or liability.

2.2 Revenue and Income Recognition

- a) The Company has applied Ind AS 115 Revenue from Contracts with Customers which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Under Ind AS 115, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for rendering services to a customer. The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances related to contracts with their customers.
- b) The Company derive revenue primarily from services to corporates and capital market intermediary services. The Company recognise revenue when the significant terms of the arrangement are enforceable, services have been delivered and the collectability is reasonably assured. The Company recognise revenue based on two main models: services rendered at a point in time and services rendered over time:



# Notes to the Standalone Financial Statements

for the year ended March 31, 2024

**Services rendered at a point in time:** Revenues and costs relating to time and service contracts are recognised as the related services are rendered.

**Services rendered over time:** Revenue from annual fee contracts is recognised proportionately over the period of the contract. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognised on a straight-line basis over the specified period or under some other method that better represents the stage of completion.

The Company accounts for pricing incentives to customers by reducing the amount of revenue.

- c) Interest income is accounted on accrual basis. For financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability.
- d) Dividend income is accounted for when the right to receive it is established.

## 2.3 Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership to the lessee.

### As a Lessee -

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments

made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been adjusted towards rent expenses in the Statement of Profit and Loss.

## 2.4 Employee Benefits

Employee benefits include provident fund, superannuation fund, gratuity fund, and compensated absences.

### Defined Contribution Plan

The Company's contribution to provident fund and superannuation fund are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

#### i. Superannuation

The Company contributes a sum equivalent to 15% of annual basic salary of the eligible employees to an insurance company which administers the fund. The Company recognises such contributions as an expense during the period they are incurred.



# Notes to the Standalone Financial Statements

for the year ended March 31, 2024

#### ii. Provident Fund

Employees are entitled to receive benefits in respect of provident fund, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' basic salary).

### Defined Benefit Plans

#### i. Gratuity

The Company accounts for the net present value of its obligations for gratuity benefits based on an independent external actuarial valuation determined on the basis of the projected unit credit method carried out at the Balance Sheet date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in retained earnings routed through OCI and is not reclassified to profit and loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit cost are categorised as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Remeasurement

#### ii. Other Employee Benefits

##### Performance Incentive and Compensated Absences

The amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the period when the employees render the services. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The Company accounts for the net present value of its obligations for compensated absences based on an independent external actuarial valuation carried out at the Balance Sheet date. The cost of short-term compensated absences is accounted as under:

- a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- b) in case of non-accumulating compensated absences, when the absences occur.

## 2.5 Tax on Income

Income tax expense represents the sum of the tax currently payable and deferred tax.

### i. Current Tax

The tax currently payable is based on taxable profit for the period. Taxable profit differs from 'Profit Before Tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, in accordance with the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) prescribed therein. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

# Notes to the Standalone Financial Statements

for the year ended March 31, 2024

## ii. Deferred Tax

Deferred tax is recognised on the temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period when the liability is settled or the asset realised based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

## iii. Current and Deferred Tax for the period

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

## 2.6 Property, Plant and Equipment

Property, Plant & Equipment carried at cost less accumulated depreciation and amortisation and impairment losses, if any. The cost comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use.

### Capital Work-in-ProgressCurrent Tax

Projects under which tangible fixed assets that are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses, and interest attributable.

## 2.7 Intangible Assets

Intangible assets purchased are measured at cost as of the date of acquisition less accumulated amortisation and accumulated impairment, if any.

### Intangible Assets under Development

Projects under which Intangible assets that are not yet ready for their intended use are carried at cost, comprising Development expenses and software expenses.

## 2.8 Depreciation and Amortisation

Depreciation is charged so as to write off the cost of assets other than Capital work-in-progress less its estimated residual value over their estimated useful lives as prescribed in Schedule II to the Companies Act, 2013, using the straight-line method except for the new office building acquired during the year for which useful life of 35 years has been adopted as determined by technical expert.

Depreciation on addition/(disposal) is provided on a pro-rata basis.

Intangible assets are amortised on a straight line basis. Computer software is amortised over useful life of assets.

## 2.9 Provision and Contingent Liabilities and Contingent Assets

### Provisions

A provision is recognised when the Company has a present obligation (legal and constructive) as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.

Provisions are discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

### Contingent Liabilities and Assets

Contingent liabilities are when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent liabilities are not recognised but are disclosed in the notes.

# Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Contingent asset is a possible asset that arises from past events the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise. Contingent assets are neither recognised nor disclosed in the financial statements.

Contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

## 2.10 Foreign Currency Transactions and Balances

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Profit and Loss and reported within foreign exchange gains/ (losses).

## 2.11 Investments in Subsidiaries and Associates

Investments in subsidiaries and associates are measured at cost less impairment loss, if any.

## 2.12 Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. All financial instruments are recognised initially at fair value.

## 2.13 Financial Assets

Financial assets are (Investment in Mutual Funds, Non- Convertible Debentures, Bonds, and Government Securities) classified into the following specified categories: financial assets "at amortised cost", "fair value through other comprehensive income", "fair value through Profit or Loss". The classification depends on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset at the time of initial recognition.

Financial assets are recognised by the Company as per its business model. All Financial Assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction cost that are attributable to the acquisition of the Financial Asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. Transaction costs directly attributable to the

acquisition of financial assets measured at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

All equity instruments are measured at fair value other than investments in unquoted equity shares including investment in subsidiaries and associates. Equity instruments held for trading is classified as FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in OCI. The Company makes such election on an instrument-by-instrument basis.

Income and expense is recognised on an effective interest basis for debt instrument. All other investments are classified as Fair Value Through Profit or Loss (FVTPL). The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

### Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss. Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

### Objective evidence of impairment could include -

- Significant financial difficulty of the users or counterparty; or
- Default or delinquency in interest or principal payments; or
- It becoming probable that the borrower will enter bankruptcy or financial reorganisation.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables. For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent the carrying amount of the investment at the date the impairment is reversed does not exceed



# Notes to the Standalone Financial Statements

for the year ended March 31, 2024

what the amortised cost would have been had the impairment not been recognised.

**Expected Credit Losses on Trade Receivables**

For trade receivables the Company measures the loss allowance at an amount equal to life time expected credit losses. Further, for the purpose of measuring life time expected credit losses for trade receivables, the company follows simplified approach as permitted under IndAS 109.

**De-recognition of Financial Assets**

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

**2.14 Impairment of Non-Financial Assets**

The Company assesses at each reporting date whether there is any observable evidence that a non-financial asset or a company of non-financial assets is impaired. If any such indication exists, the Company estimates the amount of impairment loss. An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognised in Statement of profit and loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, then the previously recognised impairment loss is reversed through statement of profit and loss.

**2.15 Financial Liabilities and Equity Instruments**

**Classification as Debt or Equity**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

**Equity Instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deduction all of its liabilities.

**Financial Liabilities**

**i. Initial Recognition and Measurement**

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

**ii. Subsequent Measurement**

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

**iii. Derecognition of Financial Liabilities**

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

**2.16 Cash and Cash Equivalents**

Cash and cash equivalents comprise of cash on hand, balances in current account and demand deposits with banks having an original maturity of three months or less. These do not include bank balances earmarked/restricted for specific purposes

Bank balances other than cash and cash equivalents comprises of demand deposits with banks having an original maturity of more than three months.

**2.17 Use of Estimates and Judgement**

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, incomes, expenses, disclosure of contingent assets and disclosure of contingent liabilities. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant



# Notes to the Standalone Financial Statements

for the year ended March 31, 2024

areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements:

**i. Useful lives of Property, Plant and Equipment/ Intangible Assets**

Property, Plant and Equipment/ Intangible Assets are depreciated/amortised over their estimated useful lives, after taking into account estimated residual value. The useful lives and residual values are based on the Company's historical experience with similar assets and taking into account anticipated technological changes or commercial obsolescence. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/amortisation to be recorded during any reporting period. The depreciation/ amortisation for future periods is revised, if there are significant changes from previous estimates and accordingly, the unamortised/ depreciable amount is charged over the remaining useful life of the assets.

**ii. Contingent Liabilities and Assets**

Contingent Liabilities are disclosed when there is a possible obligation arising from the past events, the existence of which will be confirmed only by the occurrence or non - occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from the past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

**iii. Income Taxes**

The Company's tax jurisdiction is in India. Significant judgements are involved in determining the provision for income taxes,

deferred tax assets and liabilities including the amount expected to be paid or recovered in connection with uncertain tax positions.

**iv. Expected Credit Losses on Trade Receivables**

The Company estimates the probability of collection of trade receivable by analysing historical payment patterns, customer status, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances are made.

**v. Employee Benefits**

Defined employee benefit assets/liabilities determined based on the present value of future obligations using assumptions determined by the Company with advice from an independent qualified actuary.

**2.18 Earnings/Loss per share**

The basic Earnings Per Share ("EPS") is computed by dividing the net profit/(loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year, adjusted for bonus elements in equity shares issued during the year.

**2.19 Rounding of amounts**

All amounts disclosed in the financial statement and notes have been rounded off to the nearest lakhs as per the requirement of schedule III, unless otherwise stated.

**2.20 Recent Pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Gross Block	Property, Plant and Equipment								Other Intangible Assets Computer Software (acquired)	Right of Use of Assets
	Buildings	Computers	Data and Tele-Communication Equipment	Electrical Installations	Office Equipment	Furniture and Fixtures	Leasehold Improvements	Vehicle		
As at April 1, 2022	3,517.82	4,310.08	285.71	164.32	399.35	216.48	24.94	-	10,486.01	246.22
Additions during the year	-	590.55	87.44	1.58	25.51	2.29	-	-	140.15	105.07
Deductions	-	-	(4.19)	-	-	-	(3.75)	-	-	(22.04)
As at March 31, 2023	3,517.82	4,900.63	368.96	165.90	424.86	218.77	21.19	-	10,626.16	329.25
Additions during the year	21,470.66	602.23	135.16	-	13.38	57.30	-	-	381.56	7.30
Deductions	-	-	-	-	-	-	-	-	-	(0.13)
As at March 31, 2024	24,988.48	5,502.86	504.12	165.90	438.24	276.07	21.19	-	11,007.72	336.42

Accumulated Depreciation and Amortisation	Property, Plant and Equipment								Other Intangible Assets Computer Software (acquired)	Right of Use of Assets
	Buildings	Computers	Data and Tele-Communication Equipment	Electrical Installations	Office Equipment	Furniture and Fixtures	Leasehold Improvements	Vehicle		
As at April 1, 2022	3,069.38	2,092.71	153.13	149.62	283.40	191.54	6.04	-	10,067.97	186.54
Depreciation/amortisation for the year	8.92	569.45	32.69	0.94	26.68	3.26	2.53	-	355.50	33.59
Deductions	-	-	(3.98)	-	-	-	(0.49)	-	-	-
As at March 31, 2023	3,078.30	2,662.16	181.84	150.56	310.08	194.80	8.08	-	10,423.47	220.13
Depreciation/amortisation for the year	252.38	649.44	45.05	1.00	28.50	13.54	2.24	-	206.64	36.55
Deductions	-	-	-	-	-	-	-	-	-	-
As at March 31, 2024	3,330.68	3,311.60	226.89	151.56	338.58	208.34	10.32	-	10,630.11	256.68

Net Block	Property, Plant and Equipment								Other Intangible Assets Computer Software (acquired)	Right of Use of Assets
	Buildings	Computers	Data and Tele-Communication Equipment	Electrical Installations	Office Equipment	Furniture and Fixtures	Leasehold Improvements	Vehicle		
As at March 31, 2023	439.52	2,238.47	187.12	15.34	114.78	23.97	13.11	-	202.69	109.12
As at March 31, 2024	21,657.80	2,191.26	277.23	14.34	99.66	67.73	10.87	-	377.61	79.74



# Notes to the Standalone Financial Statements

for the year ended March 31, 2024

## Note 3(a): Capital work-in-progress and Intangible Asset Under Development (IAUD)

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
Capital work-in-progress	40.96	24.38
Intangible Asset Under Development	863.29	279.17
Total	904.25	303.55

### 3 (a) (i) Capital work-in-progress and Intangible Asset Under Development Aging Schedule as on March 31, 2024

Particulars	Amount in Capital work-in-progress and IAUD for a period of				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Capital work-in-progress					
Projects in progress	36.18	4.78	-	-	40.96
Intangible Asset Under Development					
Projects in progress	584.13	279.16	-	-	863.29
Total	620.31	283.94	-	-	904.25

### 3 (a) (ii) Capital work-in-progress and Intangible Asset Under Development Aging Schedule as on March 31, 2023

Particulars	Amount in Capital work-in-progress and IAUD for a period of				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Capital work-in-progress					
Projects in progress	24.38	-	-	-	24.38
Intangible Asset Under Development					
Projects in progress	279.17	-	-	-	279.17
Total	303.55	-	-	-	303.55

### 3 (a) (iii) For Capital work-in-progress and Intangible Asset Under Development whose completion is overdue or has exceeded its cost compared to its original plan

There is no time and cost overrun for any of the projects forming part of IAUD in view of readiness of an asset for intended management use.



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

NOTE 4: NON-CURRENT INVESTMENTS

(₹ in lakh)						
Particulars	Rate of Interest	Year of Maturity	Nos.	Face Value/ NAV (₹)	As at March 31, 2024	As at March 31, 2023
<b>(a) Investment in Equity Instruments of Subsidiaries (at cost)</b>						
1 NSDL Database Management Limited			6,10,50,000	10	6,105.00	6,105.00
2 NSDL Payments Bank Limited			16,00,00,000	10	16,000.00	16,000.00
Sub-total					22,105.00	22,105.00
<b>(b) Investment in Equity Instruments of Associate (at cost)</b>						
India International Bullion Holding IFSC Ltd			30,00,00,000	1	3,000.00	3,000.00
Sub-total					3,000.00	3,000.00
<b>(c) Investment in Equity Instruments of Other Entity (at FVTPL)</b>						
Open Network For Digital Commerce			10,00,000	100	1,000.00	1,000.00
Sub-total					1,000.00	1,000.00
<b>(d) Investment in Debentures or Bonds (at amortised cost)</b>						
1 India Infrastructure Finance Company Limited	9.41	2037	3	10,00,000	34.72	34.83
2 Power Finance Corporation of India Limited *	7.35	2035	50,000	1,000	525.81	526.31
3 National Housing Bank *	8.76	2034	8,000	5,000	426.97	428.47
4 Housing and Urban Development Corporation Limited*	8.76	2034	5,000	1,000	54.29	54.53
5 India Infrastructure Finance Company Limited*	8.66	2034	70,000	1,000	880.80	846.22
6 NTPC Limited*	8.66	2033	92,899	1,000	1,107.10	1,118.54
7 NHPC Ltd*	8.67	2033	49,420	1,000	598.11	602.87
8 India Infrastructure Finance Company Limited*	7.40	2033	50,000	1,000	546.71	549.93
9 India Infrastructure Finance Company Limited*	7.46	2033	1,500	1,00,000	1,589.39	-
10 National Highway Authority of India Limited *	7.35	2031	1,89,883	1,000	2,120.94	2,131.33
11 Indian Renewable Energy Development Agency Limited*	7.49	2031	50,000	1,000	509.43	509.79
12 National Bank for Agriculture and Rural Development*	7.35	2031	4,40,010	1,000	4,688.96	4,724.51
13 Indian Railway Finance Corporation Limited *	7.35	2031	99,000	1,000	1,073.92	1,080.85
14 Housing and Urban Development Corporation Limited*	7.39	2031	1,00,000	1,000	1,106.89	1,116.40
15 Indian Railway Finance Corporation Limited *	7.28	2030	11,074	1,000	122.60	123.58
16 National Bank for Agriculture and Rural Development*	6.49	2030	50	1,000	480.40	478.22
17 National Housing Bank *	8.68	2029	30,000	5,000	1,578.99	1,593.17
18 Indian Railway Finance Corporation Limited *	8.40	2029	63,000	1,000	708.27	715.90
19 Rural Electrification Corporation Limited *	8.80	2029	100	1,000	1,126.74	1,134.14
20 Power Finance Corporation of India Limited *	8.85	2029	100	1,000	1,126.82	1,134.61
21 Indian Railway Finance Corporation Limited *	7.48	2029	100	1,000	1,068.75	1,068.08
22 NHPC Ltd*	8.54	2028	81,428	1,000	934.61	942.06
23 Power Finance Corporation of India Limited *	8.46	2028	40	10,00,000	420.08	419.57
24 Rural Electrification Corporation Limited *	8.46	2028	60,000	1,000	671.10	681.51



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(₹ in lakh)						
Particulars	Rate of Interest	Year of Maturity	Nos.	Face Value/ NAV (₹)	As at March 31, 2024	As at March 31, 2023
25 Rural Electrification Corporation Limited *	8.46	2028	157	10,00,000	1,781.25	1,804.43
26 Indian Railway Finance Corporation Limited *	8.48	2028	100	10,00,000	1,123.27	1,134.69
27 Indian Railway Finance Corporation Limited *	7.34	2028	60,000	1,000	623.51	624.36
28 India Infrastructure Finance Company Limited*	8.26	2028	80	10,00,000	870.25	876.06
29 National Housing Bank *	8.46	2028	90	10,00,000	990.21	998.78
30 Housing and Urban Development Corporation Limited*	8.56	2028	20	10,00,000	226.74	229.97
31 PFC (SERIES 172)	7.74	2028	250	10,00,000	2,523.94	2,517.61
32 National Highway Authority of India Limited *	8.30	2027	1,40,000	1,000	1,487.18	1,495.22
33 Power Finance Corporation of India Limited *	8.30	2027	50,000	1,000	524.75	526.39
34 Indian Railway Finance Corporation Limited *	7.38	2027	100	10,00,000	1,090.07	1,103.28
35 Indian Railway Finance Corporation Limited *	8.10	2027	50,000	1,000	548.38	557.73
36 Rural Electrification Corporation Limited *	8.12	2027	1,00,000	1,000	1,114.11	1,136.32
37 Power Grid Corporation of India Limited	7.20	2027	150	10,00,000	1,616.52	1,631.91
38 Power Grid Corporation of India Limited	9.25	2027	50	10,00,000	541.09	553.59
39 IRFC	7.33	2027	200	10,00,000	2,131.76	2,129.76
40 Power Finance Corporation of India Limited	6.09	2026	100	10,00,000	1,032.83	1,027.22
41 NHPC Ltd	7.13	2026	1,000	2,00,000	2,058.62	2,077.97
42 Power Grid Corporation of India Limited	7.36	2026	150	10,00,000	1,599.89	1,610.28
43 Rural Electrification Corporation Limited *	7.52	2026	50	5,00,000	526.33	530.47
44 NHPC Ltd	7.52	2026	50	5,00,000	535.39	537.37
45 NABARD	7.40	2026	250	10,00,000	2,529.88	2,529.23
46 NTPC Limited*	7.15	2025	171	10,00,000	1,844.60	1,885.19
47 IDFC FIRST Bank Limited	9.03	2025	5	10,00,000	55.58	55.58
48 IDFC FIRST Bank Limited	8.80	2025	4	10,00,000	42.44	42.41
49 Indian Renewable Energy Development Agency Limited*	7.17	2025	60	10,00,000	621.97	621.38
50 Power Grid Corporation of India Limited	8.85	2025	50	12,50,000	541.82	554.95
51 Power Grid Corporation of India Limited	9.64	2025	21	12,50,000	294.25	302.81
52 National Bank for Agriculture and Rural Development	5.70	2025	150	10,00,000	1,552.03	1,546.08
53 Power Finance Corporation of India Limited	6.50	2025	50	10,00,000	513.09	510.33
54 Rural Electrification Corporation Limited *	5.85	2025	50	10,00,000	498.04	492.65
55 Rural Electrification Corporation Limited *	5.85	2025	150	10,00,000	1,475.54	1,463.13
56 National Bank for Agriculture and Rural Development					-	523.12
57 Power Finance Corporation of India Limited					-	67.80
Sub-total					56,417.73	55,713.49
<b>(e) Investment in Government Securities (at amortised cost)</b>						
1 7.54% GOI 2036	7.54	2036	10,00,000	100	3,636.33	3,635.03
2 7.40% GOI 2035	7.40	2035	10,00,000	100	1,006.07	1,006.59
3 6.64% GOI 2035	6.64	2035	10,00,000	100	964.31	961.17
4 6.54% GOI 2032	6.54	2032	25,00,000	100	4,357.26	4,327.33
5 7.95% GOI 2032	7.95	2032	5,00,000	100	520.99	522.43
6 7.26% GOI 2032	7.26	2032	10,00,000	100	1,006.70	1,000.13

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(₹ in lakh)						
Particulars	Rate of Interest	Year of Maturity	Nos.	Face Value/ NAV (₹)	As at March 31, 2024	As at March 31, 2023
7 6.10% GOI 2031	6.10	2031	30,00,000	100	4,751.44	4,701.25
8 6.68% GOI 2031	6.68	2031	10,00,000	100	1,944.05	1,938.39
9 9.20% GOI 2030	9.20	2030	5,00,000	100	548.16	576.96
10 7.10% GOI 2029	7.10	2029	10,00,000	100	1,022.57	1,022.17
11 6.79% GOI 2029	6.79	2029	10,00,000	100	994.46	991.03
12 6.45% GOI 2029	6.45	2029	10,00,000	100	990.05	987.55
13 6.79% GOI 2027	6.79	2027	15,00,000	100	1,518.36	1,512.43
14 8.15% GOI 2026	8.15	2026	20,00,000	100	2,108.56	2,114.11
15 8.20% GOI 2025	8.20	2025	20,000	100	204.02	206.45
16 8.20% GOI 2025	8.20	2025	30,000	100	305.99	309.66
Sub-total					25,879.32	25,812.68
(f) Investment in State Government/ Development Bonds (at amortised cost)						
1 7.77% Haryana SGS 2036	7.77	2036	15,00,000	33	1,539.25	-
2 7.47% Haryana SDL 2035	7.47	2035	5,00,000	100	510.71	-
3 7.67% Haryana SDL 2035	7.67	2035	15,00,000	33	1,535.38	-
4 7.73% Maharashtra SGS 2034	7.73	2034	5,00,000	100	502.86	-
5 6.91% Maharashtra SDL 2034	6.91	2034	5,00,000	100	487.31	-
6 7.66% Tamil Nadu SDL 2033	7.66	2033	10,00,000	50	1,021.41	-
7 7.87% Tamil Nadu SDL 2033	7.87	2033	5,00,000	100	524.77	-
8 7.39% Tamil Nadu SDL 2033	7.39	2033	5,00,000	100	516.86	-
9 7.48% Karnataka SGS 2033	7.48	2033	10,00,000	100	1,012.07	-
Sub-total					7,650.62	-
(g) Investment in Mutual Funds (at FVTPL)						
1 ICICI Prudential PSU BOND PIUS SDL 40:60 Index 2027			19,67,050	11.22	220.70	205.29
2 SBI CPSE Bond PLUS SDL SEP 2026 50-50 Index Fund			1,01,66,743	11.16	1,134.83	1,057.27
3 AXIS AAA Bond Plus SDL ETF 2026 (TMF)			75,00,000	11.60	870.00	816.75
4 Nippon India ETF Nifty CPSE Bond Plus SDL 2024					-	514.10
Sub-total					2,225.53	2,593.41
(h) Investment in ETF Bonds (at FVTPL)						
1 Edelweiss Bharat Bond ETF		2025	49,997	1,000	598.25	556.34
Sub-total					598.25	556.34
Total					1,18,876.45	1,10,780.92
* Investment in tax free bonds						
Aggregate amount of quoted investment					92,771.45	84,675.92
Aggregate market value of quoted investment					92,117.54	84,436.42
Aggregate amount of unquoted investments					26,105.00	26,105.00



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

NOTE 5: OTHER FINANCIAL ASSETS

(₹ in lakh)			
Particulars	As at March 31, 2024		As at March 31, 2023
	Non-Current	Current	Non-Current Current
Security deposits <sup>#</sup>	3,317.55	69.85	447.04 64.07
Interest accrued on fixed deposits	-	3.54	- 4.80
Deposits with original maturity of more than twelve months*	1,851.47	-	1,419.05 -
Others**	60.52	168.67	- 247.53
Total	5,229.54	242.06	1,866.09 316.40

\* Includes FD earmarked for future payments.

\*\* Includes balances with related parties - Refer Note 25

<sup>#</sup> Includes ₹2840.00 lakhs paid under protest in the service tax matter.

NOTE 6: DEFERRED TAX ASSET (NET)

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Deferred Tax Asset:		
Lease Liability (Refer Note 26)	3.04	2.55
Employee benefits	269.12	273.78
Disallowances under Section 40(a)(i) and 43B of the Income Tax Act, 1961	15.04	-
Expected credit loss	915.38	613.37
	1,202.58	889.70
Less: Deferred Tax Liability:		
Property, plant and equipment	285.91	59.68
	285.91	59.68
Net Deferred Tax Asset	916.67	830.02

The movement in Deferred Tax Asset and Liabilities:

(₹ in lakh)				
Particulars	As at March 31, 2023	Credited/ (Charge) to Profit and Loss	Credited/ (Charge) to Other Comprehensive Income	As at March 31, 2024
Deferred Tax Asset:				
Lease Liability (Refer Note 26)	2.55	0.49	-	3.04
Employee benefits	273.78	(41.37)	36.71	269.12
Disallowances under Section 40(a)(i) and 43B of the Income Tax Act, 1961	-	15.04	-	15.04
Expected credit loss	613.37	302.01	-	915.38
	889.70	276.17	36.71	1,202.58
Less: Deferred Tax Liability:				
Property, plant and equipment	59.68	226.23	-	285.91
	59.68	226.23	-	285.91
Net Deferred Tax Asset	830.02	49.94	36.71	916.67



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

The movement in Deferred Tax Asset and Liabilities:

(₹ in lakh)				
Particulars	As at April 1, 2022	Credited/ (Charge) to Profit and Loss	Credited/ (Charge) to Other Comprehensive Income	As at March 31, 2023
<b>Deferred Tax Asset:</b>				
Lease Liability (Refer Note 26)	2.61	(0.06)	-	2.55
Employee Benefit	275.21	10.63	(12.06)	273.78
Expected credit loss	453.40	159.97	-	613.37
	<b>731.22</b>	<b>170.54</b>	<b>(12.06)</b>	<b>889.70</b>
<b>Less: Deferred Tax Liability:</b>				
Property, plant and equipment	59.63	0.05	-	59.68
	<b>59.63</b>	<b>0.05</b>	-	<b>59.68</b>
<b>Net Deferred Tax Asset</b>	<b>671.59</b>	<b>170.49</b>	<b>(12.06)</b>	<b>830.02</b>

NOTE 7: OTHER ASSETS

(₹ in lakh)				
Particulars	As at March 31, 2024		As at March 31, 2023	
	Non-Current	Current	Non-Current	Current
Capital advances	94.90	-	991.33	-
Prepaid expenses	53.56	354.40	17.61	332.14
Advance to employees for expenses	-	8.49	-	15.87
GST credit receivable	-	934.20	-	717.72
<b>Total</b>	<b>148.46</b>	<b>1,297.09</b>	<b>1,008.94</b>	<b>1,065.73</b>

NOTE 8: CURRENT INVESTMENTS

(₹ in lakh)					
Particulars	Rate of Interest	Nos.	Face Value/ NAV (₹)	As at March 31, 2024	As at March 31, 2023
<b>(a) Current portion of Long-Term Investments:</b>					
Investment in Debentures or Bonds (at amortised cost)					
1 NTPC Limited*				-	1,554.65
2 NHPC LIMITED*				-	356.69
3 HDB Financial Services Limited				-	10.10
4 Housing and Urban Development Corporation Limited*				-	517.61
5 National Housing Bank*				-	1,375.78
6 Indian Railways Finance Corporation Limited*				-	558.04
7 India Infrastructure Finance Company Limited*				-	524.50
8 National Bank for Agriculture and Rural Development	5.27	50	10,00,000	522.82	-
9 Power Finance Corporation of India Limited	9.25	6	10,00,000	60.79	-
<b>Sub-total</b>				<b>583.61</b>	<b>4,897.37</b>

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(₹ in lakh)					
Particulars	Rate of Interest	Nos.	Face Value/ NAV (₹)	As at March 31, 2024	As at March 31, 2023
<b>(b) Other Current Investments:</b>					
<b>Investment in Mutual Funds (at FVTPL)</b>					
1 Units of UTI Treasury Advantage Fund - Daily Dividend Reinvestment				-	815.49
2 Units of Axis Liquid Fund -Direct Plan- Daily Dividend				-	1.57
3 Units of IDFC Liquid Fund - Direct Plan - Daily Dividend				-	0.97
4 Units of HDFC Liquid Fund- Daily Dividend Reinvestment				-	743.02
5 Units of IDBI Ultra Short Term Fund- Daily Dividend Reinvestment				-	0.99
6 Units of Principal Debt Opportunity Conservative Fund- Daily Dividend Reinvestment				-	664.77
7 Units of UTI Liquid Fund - Daily Dividend Reinvestment				-	742.46
8 Units of L&T Banking & PSU debt fund		29,88,465	23.06	689.05	642.95
9 Units of Sundaram Corporate bond fund		37,67,812	37.33	1,406.38	1,317.45
10 ICICI Prudential Mutual Fund Corporate Bond				-	2,673.08
11 AXIS MUTUAL FUND CORP DBT FD DIR GROWTH		1,07,10,331	16.15	1,729.54	1,601.60
12 Kotak Mahindra Mutual Fund Corporate Bond				-	1,059.97
13 UTI Corporate Bond Fund - Direct Growth Plan Growth				-	529.87
14 IDFC Prudential Mutual Fund Corporate Bond				-	1,050.89
15 Edelweiss Bharat Bond ETF				-	1,224.34
16 KOTAK Liquid Fund - Dir - Growth-2		49,303	4,877.59	2,404.69	-
17 NIPPON INDIA MONEY MARKET FUND - DIRECT GROWTH		55,722	3,819.20	2,128.13	-
18 ADITYA BIRLA SUN LIFE MONEY MANAGER FUND		6,24,900	340.60	2,128.39	-
19 TATA LIQUID MUTUAL FUND		3,340	3,809.49	127.22	-
20 ICICI Money Market Fund		3,56,722	349.23	312.57	-
21 Nippon India ETF Nifty CPSE Bond Plus SDL 2024		4,60,000	120.15	552.69	-
<b>Sub-total</b>				<b>11,478.66</b>	<b>13,069.42</b>
<b>Total</b>				<b>12,062.27</b>	<b>17,966.79</b>
* Investment in tax free bonds					
Note - The Repurchase Price/NAV has been considered as the Quoted Market Price					
Aggregate amount of quoted investment				12,062.27	17,966.79
Aggregate market value of quoted investment				12,038.31	17,833.26
Aggregate amount of unquoted investments				-	-

# Notes to the Standalone Financial Statements

for the year ended March 31, 2024

## NOTE 9: TRADE RECEIVABLES

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivables considered good - Secured,	107.50	194.79
Trade receivables considered good - Unsecured,	6,001.41	6,823.54
<b>Trade receivables credit impaired - Unsecured</b>		
Which have significant increase in credit risk	286.17	23.92
Credit Impaired	3,350.62	2,412.99
	<b>9,745.70</b>	<b>9,455.24</b>
<b>Less: Expected credit loss/Allowance for doubtful debts (Refer Note 2.14)</b>		
Trade receivables -Unsecured/Allowance for doubtful debts	3,636.79	2,436.91
	<b>3,636.79</b>	<b>2,436.91</b>
<b>Total</b>	<b>6,108.91</b>	<b>7,018.33</b>

Footnote:

- 1) The average credit period on sale of services is 30 days. No interest is charged on trade receivables for the first 30 days from the date of invoice. Thereafter, interest is charged at the range of 12% to 24% p.a. on certain categories of receivables.
- 2) The Company has appropriate levels of control procedures for new customers which ensures the potential customer’s credit quality. Credit limits attributed to customers are reviewed periodically by the Management.

## 9 (a) Movement in Expected Credit Loss

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	2,436.91	1,801.34
Provision during the year	1,501.23	635.57
Reversal during the year	301.35	-
<b>Balance at the end of the year</b>	<b>3,636.79</b>	<b>2,436.91</b>

## 9 (b) Trade Receivables Ageing Schedule as on March 31, 2024

(₹ in lakh)								
Particulars	Unbilled	Current but not due	Outstanding for following periods from due date of payment					Total
			Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed, trade receivables – considered good	888.83	170.58	1,018.21	2,338.16	1,291.10	402.03	-	6,108.91
Which have significant increase in credit risk	-	-	-	-	286.17	-	-	286.17
Credit Impaired	-	-	-	-	7.70	1,052.71	2,290.21	3,350.62
Less: Expected credit loss/ Allowance for doubtful debts	-	-	-	-	293.87	1,052.71	2,290.21	3,636.79
<b>Total</b>	<b>888.83</b>	<b>170.58</b>	<b>1,018.21</b>	<b>2,338.16</b>	<b>1,291.10</b>	<b>402.03</b>	<b>-</b>	<b>6,108.91</b>



# Notes to the Standalone Financial Statements

for the year ended March 31, 2024

## 9 (c) Trade Receivables Ageing Schedule as on March 31, 2023

(₹ in lakh)								
Particulars	Unbilled	Current but not due	Outstanding for following periods from due date of payment					Total
			Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed, trade receivables – considered good	801.73	571.39	548.82	3,018.27	1,660.70	417.42	-	7,018.33
Which have significant increase in credit risk	-	-	-	-	23.92	-	-	23.92
Credit Impaired	-	-	-	-	362.13	973.94	1,076.92	2,412.99
Less: Expected credit loss/ Allowance for doubtful debts	-	-	-	-	386.05	973.94	1,076.92	2,436.91
<b>Total</b>	<b>801.73</b>	<b>571.39</b>	<b>548.82</b>	<b>3,018.27</b>	<b>1,660.70</b>	<b>417.42</b>	<b>-</b>	<b>7,018.33</b>

## NOTE 10: CASH AND CASH EQUIVALENTS

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Cash on hand	0.55	0.55
Balances with banks:		
i) in current accounts	93.44	304.28
ii) in sweep fixed deposit	1,164.25	1,065.75
<b>Total</b>	<b>1,258.24</b>	<b>1,370.58</b>

## NOTE 11: BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
<b>Other bank balances:</b>		
i) in current accounts*	12,337.60	17,111.57
<b>Total</b>	<b>12,337.60</b>	<b>17,111.57</b>

\* These balances have restriction on repatriation.

## NOTE 12: EQUITY SHARE CAPITAL

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
<b>Authorised</b>		
500,000,000 equity shares of ₹2 each with voting rights	10,000.00	10,000.00
<b>Issued, Subscribed and Fully Paid - up:</b>		
200,000,000 equity shares of ₹2 each fully paid up with voting rights	4,000.00	4,000.00
<b>Total</b>	<b>4,000.00</b>	<b>4,000.00</b>

12 (a) There are no promoters as on March 31, 2024 and March 31, 2023.



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

12 (b) Details of Shares held by each Shareholder holding more than 5%:

Name of the Shareholder	As at March 31, 2024		As at March 31, 2023	
	Number of Shares held	% Holding	Number of Shares held	% Holding
IDBI Bank Limited	5,22,00,000	26.10	5,22,00,000	26.10
National Stock Exchange of India Limited	4,80,00,000	24.00	4,80,00,000	24.00
HDFC Bank Limited	1,78,99,500	8.95	1,78,99,500	8.95
Administrator of the Specified Undertaking of the Unit Trust of India- Unit Scheme 1964	1,36,60,000	6.83	1,36,60,000	6.83

12 (c) The Company has one class of equity shares having a par value of ₹2 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors, (except in case of interim dividend), is subject to the approval of the share holders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all dues, propotionate to their shareholding.

12 (d) Reconciliation of the Shares outstanding at the beginning and end of the year:

Particulars	No of shares*	(₹ in lakh)
Balance as at April 1, 2022	20,00,00,000	4,000
Add: Issue of Shares	-	-
Balance as at March 31, 2023	20,00,00,000	4,000
Add: Issue of Shares	-	-
Balance as at March 31, 2024	20,00,00,000	4,000

\*Refer Note No.12 (e) for details regarding sub-division of shares during the previous year.

12 (e) Pursuant to resolutions passed in extra-ordinary general meeting held on March 10, 2023, shareholders of the Company have approved sub-division of each equity share of face value of ₹10 each into five equity shares of face value of ₹2 each. As required under Ind AS 33 "Earnings per share" the effect of such sub-division has been adjusted retrospectively for the purpose of computing earnings per share for all the periods presented retrospectively.

Basic and Diluted earning per share are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

12 (f) On May 14, 2024, the Board of Directors of the Company have recommended a final dividend of of ₹1 per equity share of the face value of ₹2 per share (PY ₹1.00 per equity share of the face value of ₹2 per share) in respect of the year ended March 31, 2024, subject to approval of shareholders at the Annual General Meeting. If approved, the dividend would result in a cash outflow of ₹2000.00 lakh (PY ₹2000.00 lakh).



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

NOTE 13: OTHER EQUITY

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>General Reserve</b>		
Balance at the beginning of the year	36,312.82	36,312.82
Add: Transferred from retained earning	-	-
Balance as at the end of the year	36,312.82	36,312.82
<b>Retained Earnings</b>		
Balance at the beginning of the year	86,911.66	67,829.67
Profit for the year	25,807.56	21,081.99
Less: Dividend (Refer Note 12(e))	(2,000.00)	(2,000.00)
Balance as at the end of the year	1,10,719.22	86,911.66
<b>Other Comprehensive Income</b>		
Balance at the beginning of the year	(65.81)	(101.66)
Other comprehensive income for the year	(109.12)	35.85
Balance as at the end of the year	(174.93)	(65.81)
Total	1,46,857.11	1,23,158.67

NOTE 14: OTHER FINANCIAL LIABILITIES (NON-CURRENT)

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Others:</b>		
Incentive payable to employees	510.46	481.42
Total	510.46	481.42

NOTE 15: TRADE PAYABLES

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
Amounts due to micro enterprise and small enterprises*	380.17	385.49
Others	2,281.99	2,309.53
Total	2,662.16	2,695.02

\* Dues to micro enterprise and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

15 (a) Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
Principal amount remaining unpaid to any supplier as at the end of the accounting period.	380.17	385.49
Interest due thereon remaining unpaid to any supplier as at the end of the accounting period.	-	-
The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day.	-	-
The amount of interest due and payable for the period.	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting period.	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid.	-	-
Total	380.17	385.49

# Notes to the Standalone Financial Statements

for the year ended March 31, 2024

## 15 (b) Trade Payables Ageing Schedule as on March 31, 2024

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled dues	Current but not due	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Amounts due to MSME	280.91	-	93.69	5.57	-	-	380.17
Others	1,604.93	-	607.84	69.22	-	-	2,281.99
<b>Total</b>	<b>1,885.84</b>	<b>-</b>	<b>701.53</b>	<b>74.79</b>	<b>-</b>	<b>-</b>	<b>2,662.16</b>

## 15 (c) Trade Payables Ageing Schedule as on March 31, 2023

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled dues	Current but not due	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Amounts due to MSME	355.27	-	30.22	-	-	-	385.49
Others	2,094.12	-	96.54	116.12	2.75	-	2,309.53
<b>Total</b>	<b>2,449.39</b>	<b>-</b>	<b>126.76</b>	<b>116.12</b>	<b>2.75</b>	<b>-</b>	<b>2,695.02</b>

## NOTE 16: OTHER FINANCIAL LIABILITIES (CURRENT)

Particulars	As at March 31, 2024	As at March 31, 2023
Security deposit received from customers/depository participants	7,400.50	6,471.30
Payable on purchase of property, plant and equipment, intangible assets	0.16	0.16
Payable to Investor Protection Fund Trust (Refer Note 30)	265.77	294.05
Payable on redemption of NSC/KVP and government securities	221.85	4,117.34
Payables to staff	982.53	991.98
Gratuity payable to Fund (Refer Note 28)	411.43	220.72
Annual custody charges payable	101.50	88.38
Payable for stamp duty collection	4,275.60	4,876.09
Advance received for auction of DP demat accounts*	7,810.13	7,810.13
Corporate Social Responsibility Liability	125.08	230.15
Advance from Selling Shareholders for IPO	10.78	37.09
<b>Total</b>	<b>21,605.33</b>	<b>25,137.39</b>

\* Advance received for Auction of Demat Accounts for DP Karvy Stock Broking Limited. The matter is subjudice with Bombay High Court.

## NOTE 17: PROVISIONS

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Provision for Employee Benefit</b>		
Provision for compensated absences	1,026.68	1,031.97
<b>Other Provision</b>		
Provision for investor awareness (Refer Note 31)	1,752.26	1,543.15
<b>Total</b>	<b>2,778.94</b>	<b>2,575.12</b>

## NOTE 18: OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2024	As at March 31, 2023
Advances from customers	4,192.77	3,600.60
Income received in advance	538.73	531.90
Statutory remittances	730.51	559.18
Others*	6.93	20.68
<b>Total</b>	<b>5,468.94</b>	<b>4,712.36</b>

\* Includes balances with related parties - Refer Note 25

# Notes to the Standalone Financial Statements

for the year ended March 31, 2024

## NOTE 19: REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Annual fees	1,566.56	1,538.67
Custody fees	20,591.66	18,752.74
Transaction fees	24,774.71	20,115.56
Software license fees	22.50	19.28
Communication fees	312.72	434.09
Other operating income	37.54	56.58
<b>Total</b>	<b>47,305.69</b>	<b>40,916.92</b>

## 19 (a) Timing of revenue recognition as per Ind AS 115

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Services transferred at a point in time	24,340.14	19,739.15
Services transferred over time	22,965.55	21,177.77
<b>Total revenue from contracts with customers</b>	<b>47,305.69</b>	<b>40,916.92</b>

## NOTE 20: OTHER INCOME

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest income:		
i) On non-current investments	5,969.12	4,699.29
ii) On fixed deposits with banks	101.59	535.89
iii) On overdue trade receivables	100.99	175.64
<b>Sub-total</b>	<b>6,171.70</b>	<b>5,410.82</b>
Dividend income from current Investments	106.17	69.79
Fair value gain on investments in mutual funds	1,427.60	556.47
Dividend from Subsidiary	1,831.50	1,221.00
Bad debts recovered	-	8.27
Provision amount written back	60.00	-
Miscellaneous income	207.76	367.70
<b>Total</b>	<b>9,804.73</b>	<b>7,634.05</b>

## NOTE 21: EMPLOYEE BENEFITS EXPENSES

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Salaries and wages	7,120.58	6,392.91
Contribution to provident and other funds (Refer Note 28)	732.91	730.85
Staff welfare expenses	281.14	217.12
Deputation Cost	24.36	46.90
<b>Total</b>	<b>8,158.99</b>	<b>7,387.78</b>



# Notes to the Standalone Financial Statements

for the year ended March 31, 2024

NOTE 22: OTHER EXPENSES

Particulars	(₹ in lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Annual fees	462.71	426.43
Repairs and maintenance - system	5,603.24	4,570.20
Repairs and maintenance - premises	223.24	238.92
Repairs and maintenance - others	82.30	64.52
Insurance (Refer Note 27)	164.71	160.92
Power and fuel	174.91	167.69
Rent (net of recovery)	195.31	174.26
Communication expenses	2,038.19	1,880.41
Travelling and conveyance expenses	198.61	204.87
Professional and consultancy fees	1,043.42	1,041.17
Legal charges	243.14	148.74
Printing and stationery expenses	162.39	265.11
Rates and taxes	148.47	64.29
Corporate social responsibility expense (Refer Note 32)	477.38	382.33
Seminar and business promotion expenses	117.74	194.45
Payment to auditors (net of GST set-off):		
a) Audit fees	21.00	21.00
b) Tax audit fees	2.00	2.00
c) Other services	2.00	3.50
	25.00	26.50
Directors sitting fees	133.80	110.60
Incentive scheme for DP's (Refer Note 31)	658.14	640.26
Provision for doubtful trade receivables	1,199.88	635.57
Bad debts written off	104.68	99.05
Provision for doubtful rent deposit	(35.55)	95.55
Bad debts written off - rent deposit	35.55	-
Loss on sale of Assets/written off	-	3.22
Miscellaneous expenses	348.96	368.54
Total	13,806.22	11,963.60



# Notes to the Standalone Financial Statements

for the year ended March 31, 2024

23. CONTINGENT LIABILITIES AND OTHER COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

Contingent Liabilities

- a) Demand from the service tax authorities of ₹5,236.21 lakh (for March, 2023 ₹5,236.21 lakh) in respect of FY 2004-05 to FY 2008-09 relate to service tax demanded in respect of depository participant services during that period. The Company has received order from the Central Excise and Service Tax Appellate Tribunal (CESTAT) on June 12, 2020, and it subsequently filed a civil appeal in the Supreme Court and the Service Tax Department has filed a counter affidavit with the Supreme Court. The Company has paid ₹3,232.72 lakh (for March, 2023 ₹392.72 lakh) under protest. The Company is hopeful of succeeding in appeals and does not expect any significant liability to materialise.

b) Demand from income tax authorities is given below:

Particulars	(₹ in lakh)	
	Demand from income tax authorities as at	
	March 31, 2024	March 31, 2023
2015-16	30.11	30.11
2016-17	1,415.81	1,415.81
2017-18	657.90	657.90
2018-19	2,506.77	2,506.77
2019-20	796.69	796.69
2020-21	524.42	524.42
2021-22	262.11	262.11
2022-23	208.39	-
Total	6,402.20	6,193.81

The Company has been legally advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.

- c) The Company has preferred two civil appeals before Hon'ble Supreme Court challenging the Order of Securities Appellant Tribunal ("SAT") dated December 20, 2023 in the matter of Karvy Stock Broking Limited ("Karvy") wherein Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and National Securities Depositories Limited ("NSDL") were directed to either (i) permit Axis Bank (one of the lenders to Karvy) to invoke the shares pledged in its favour by Karvy, as available in the Demat account and (ii) restore the pledge of shares in favour of other appellant Banks & NBFC; or compensate them with the value of underlined securities which were pledged by Karvy in their favour, along with interest. It was alleged in SEBI interim order dated November 22, 2019 ("Interim Order") that Karvy pledged clients' shares unlawfully in order to avail loan facilities from various Banks and NBFC. The said SEBI order was quashed by SAT vide its above referred order. The SEBI's order issued in December 13, 2019 recorded that the total dues payable to Banks & NBFC by Karvy amounted to approx. ₹1,435.05 crore. However, the amount of Karvy's current outstanding dues towards these Banks & NBFC is not known.

Further, both SEBI and NSE have also independently filed their appeals before the Hon'ble Supreme Court against SAT Order. The Hon'ble Supreme Court has directed that no coercive steps be taken against SEBI, NSE and NSDL in respect of SAT order and status quo to be maintained in respect of shares pledged with Axis Bank, as available in the Demat account. Although SAT passed an order implicating SEBI, NSE and NSDL collectively, the Company's management maintains the stand that the Company's actions of releasing the pledge and also returning the securities to Karvy's Clients were strictly as per SEBI's Interim Order (as a Regulator) and were taken under the supervision of NSE and as a result, the Company cannot be held liable towards the Banks and NBFC and no liability can be attributed to the Company. However, the outcome of the matter is contingent upon Hon'ble Supreme Court's verdict and the financial obligations on the Company, if there would be any, would be known once the verdict is pronounced by Hon'ble Supreme Court since the same cannot be reliably estimated at present stage. In the assessment of the management and based on legal opinion obtained in the matter, the Company believes that it has strong case on merits to challenge the SAT Order and hence, no provision is required to be made in the books of account.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

- d) On February 8, 2024, Securities and Exchange Board of India ("SEBI") issued a Show cause notice ("SCN") to the Company in the matter of Kiruskar Group as to why an inquiry should not be held against the Company in terms of Rule 4 of the Depositories (Procedure for Holding Inquiry and Imposing Penalties) Rules, 2005 read with Section 19H of the Depositories Act,1996; Rule 4 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules1995 read with Section 15I of the SEBI Act, and why penalty should not be imposed under Section 19FA of the Depositories Act, 1996 ("Depositories Act" as amended from time to time) and Section 15HB of the SEBI Act, 1992 ("SEBI Act") based on following two main allegations:
- i) Failure to comply with the directions to unfreeze Kiruskar Group’s demat accounts based on orders of the Hon’ble Securities Appellant Tribunal ("SAT") and SEBI’s email dated December 13, 2022, and thereby violating various clauses of the Code of Conduct under the Regulation 7(g) of SEBI (Depositories and Participants) Regulations, 2018, as amended ("DP Regulations").
- ii) Intentionally misrepresenting facts in the affidavit submitted on November 30, 2023, before the Hon’ble SAT, attempting to minimise the Company’s responsibility while attributing non-compliance to SEBI, contravening specific clauses of the Code of Conduct under the DP Regulations.

The Company, while negating the above allegations, has filed a settlement application with SEBI on February 29, 2024, stating that the alleged violation of the above referred Code of Conduct does not apply in this case, and requested to view the issue, at the best, as a delay in addressing an investor grievance. As the settlement application is pending with SEBI, the amount of potential penalty, if any, remains undetermined at present. Further, the Company has made submissions to the SEBI in reply to SCN on April 12, 2024 and sought an opportunity of personal hearing before the Adjudicating Officer."

- e) The Company is a party in certain legal proceedings filed by beneficial owners/third parties in the normal course of business. In view of the management the chances of these legal proceedings being decided against the Company are very remote and it may not have any material adverse impact on its financial conditions, results of operations and cash flow.

Commitments

Particulars	Estimated amount of commitments as at	
	March 31, 2024	March 31, 2023
	1,949.63	18,871.29

24. SEGMENT REPORTING

The Managing Director of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind-AS 108, Operating Segments. The Company’s business is to provide depository services to its clients in India which includes providing various services to the investors like, dematerialisation, re-materialisation, holding, transfer and pledge of securities in electronic form through close user group network of business partners (viz. Issuers/Registrars & Transfers Agents and Depository Participants) and providing facility to market intermediaries for "straight through processing", providing e-voting services to companies. All other activities of the Company revolve around the main business. Further, all activities are carried in India. As such, there are no reportable segments as per the Ind AS 108-‘Operating Segments’.



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

25. RELATED PARTY DISCLOSURES

a) Names of Related Parties and Relationship

i)	IDBI Bank Limited	Company having substantial Interest
ii)	National Stock Exchange of India Limited	Company having substantial Interest
iii)	NSDL Database Management Limited	Wholly-owned subsidiary (control exists)
iv)	NSDL Payments Bank Limited	Wholly-owned subsidiary (control exists)
v)	India International Bullion Holding IFSC Limited	Associate Company (w.e.f. August 13, 2021)
vi)	Bank of India Investment Managers Private Limited	Companies in which director is interested (w.e.f. September 06, 2022)
vii)	Mr. B. A. Prabhakar (till May 7, 2023)	Public Interest Director
	Mr. Parveen Kumar Gupta	
	Prof. G. Sivakumar (till January 9, 2024)	
	Dr. Rajani Gupte	
	Dr. Madhu Sudan Sahoo	Shareholder Director
	Mr. Rajat Moona (From January 9, 2024)	
	Ms. Priya Subbaraman (till May 29, 2023)	
	Mr. Sriram Krishnan	Managing Director and CEO
	Mr. Shailendra Nadkarni	
	Ms. Padmaja Chunduru	

b) Nature and Volume of Transactions during the year with the above Related Parties

		(₹ in lakh)	
Sr. No.	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(i)	Transactions during the period:		
I.	Companies having Substantial Interest		
a)	IDBI Bank Limited		
	Transaction fees	64.94	59.02
	Annual fees	10.12	10.31
	Annual custody fees	26.31	26.71
	Reimbursement of expenses	-	0.23
	Interest Income on fixed deposit with bank	95.42	255.09
	Interest (waiver)/ income – other	0.29	0.36
	Miscellaneous expenses	0.18	(0.43)
	Investor awareness expense	3.25	5.11
	Dividend paid	522.00	522.00
b)	National Stock Exchange of India Limited		
	Transaction fees	45.93	63.45
	Dividend paid	480.00	480.00
II.	Subsidiary Companies		
a)	NSDL Database Management Limited		
	Income	20.03	132.45
	Expense	47.60	78.52
	Reimbursement of expense	16.97	25.26
	Dividend received	1,831.50	1,221.00
b)	NSDL Payments Bank		
	Income	0.84	3.03
	Expense	42.98	35.26
	Reimbursement of expense	7.62	15.00



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(₹ in lakh)		
Sr. No.	Particulars	
III. Associate Company		
a)	India International Bullion Holding IFSC Limited	
	Investment In Associate	1,000.00
	Income	0.80
IV. Key Managerial Personnel		
a)	Sitting Fees to directors	110.60
b)	Remuneration to KMPs (Refer note ii):	
	Short-term employee benefit	336.77
	Long-term employee benefit	-
V. Companies in which director is interested		
a)	Bank of India Investment Managers Private Limited	
	Income	4.33

(₹ in lakh)		
Sr. No.	Particulars	
(ii) (Payable)/Receivable at the end of the year:		
I. Companies having Substantial Interest		
a)	IDBI Bank Limited	
	Security deposit payable	(30.00)
	Balance in current account	47.35
	FDS	1,178.46
	Trade receivables	3.32
	Trade Payables	-
b)	National Stock Exchange of India Limited	
	Trade receivables	47.21
II. Subsidiary Companies		
a)	NSDL Database Management Limited	
	Trade receivables (net)	-
	Trade Payables	24.18
b)	NSDL Payments Bank	
	Security deposit payable	1.50
	Balance in current account	1.72
	Payables (net)	20.68
III. Associate Company		
a)	India International Bullion Holding IFSC Limited	
	Trade receivables (net)	-
IV. Key Managerial Personnel		
a)	Payable to key managerial person	215.25
V. Companies in which director is interested		
a)	Bank of India Investment Managers Private Limited	
	Trade receivables	11.22

Notes

- iThere are no provisions for doubtful debts or amounts written off/written back in respect of dues from/to related parties.
- iiManagerial Remuneration does not include provision made for compensated absence and gratuity since the same is provided for the company as a whole based on independent actuarial valuation except to the extent of amount paid.



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

26. LEASE LIABILITY

(i) Statement showing movement in Lease Liabilities

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Balance as at beginning	119.27	70.04
Add/(less): Agreements reassessed as lease contracts	-	-
Additions	7.30	105.07
Deductions/Adjustments	0.16	26.34
Finance cost accrued during the year	9.76	9.95
Payment of lease liabilities	44.33	39.45
Balance as at end	91.84	119.27

(ii) Statement showing carrying value of Right of Use Assets

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Balance as at beginning	109.12	59.68
Additions	7.30	105.07
Deductions/Adjustments	0.13	22.04
Depreciation	36.55	33.59
Balance as at end	79.74	109.12

(iii) Statement showing break up value of the Current and Non - Current Lease Liabilities

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Current lease liabilities	38.07	36.62
Non- Current lease liabilities	53.77	82.65
Total	91.84	119.27

(iv) Statement showing agreement maturities of Lease Liabilities on an undiscounted basis:

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Due for		
Up to One year	46.31	122.63
One year to Five years	62.57	55.49
More than Five years	-	-
Total	108.88	178.12

(v) Statement showing amount recognised in Statement of Profit and Loss

(₹ in lakh)		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest on lease liabilities	9.76	9.95
Depreciation on right of use assets	36.55	33.59
Variable lease payments not included in the measurement of lease liabilities	-	-
Income from sub-leasing right-of-use assets	-	-
Expenses relating to short-term leases	-	-
Expenses relating to leases of low-value assets, excluding short-term leases of low value assets	-	-
Total	46.31	43.54

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(vi) Statement showing total cash outflow for leases

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Total cash outflow for leases	44.33	39.45

27. EXPENSES IN NOTE 22 HAS BEEN DISCLOSED NET OF RECOVERIES AS UNDER

(₹ in lakh)		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Insurance	63.97	52.74

28. EMPLOYEE BENEFITS

a) The Company has recognised the following amounts in the statement of profit and loss under the head company’s contribution to provident fund and other funds.

(₹ in lakh)		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
a. Provident fund	296.93	293.70
b. ESIC	0.23	0.52
c. Superannuation fund	151.94	147.75
Balance as at end	449.10	441.97

b) Gratuity

(i) Summary of Actuarial Assumptions

(₹ in lakh)		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Discount rate	7.21%	7.47%
Rate of return on plan assets	7.21%	7.47%
Salary escalation	7.00%	7.00%
Attrition rate	Slab (18%<5, 4%>=5)	Slab (18%<5, 4%>=5)
Mortality table	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2012-14) Urban

(ii) Reconciliation of defined benefit obligation

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Liability at the beginning of the year	2,802.29	2,716.76
Interest cost	209.33	194.25
Current service cost	255.20	249.27
Liability Transferred Out/ Divestments	(53.34)	-
(Gains)/ Losses on Curtailment	(6.10)	-
Benefits paid	(517.21)	(316.06)
Actuarial loss /(gain) on obligations	124.84	(41.93)
Liability at the end of the year	2,815.01	2,802.29



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(iii) Reconciliation of fair value of plan assets

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Fair value of plan assets at the beginning of the year	2,581.57	2,355.18
Interest Income	192.84	168.39
Contributions by the Employer	220.72	368.08
Assets Transferred Out/ Divestments	(53.34)	-
Benefits paid	(517.21)	(316.06)
Actuarial gain/(loss) on Plan Assets	(21.00)	5.98
Fair value of plan assets at the end of the year	2,403.58	2,581.57

(iv) Amount recognised in Balance Sheet

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Present value of funded obligation	(2,815.01)	(2,802.29)
Fair value of plan assets at the end of the year	2,403.58	2,581.57
Amount recognised in balance sheet	(411.43)	(220.72)

(v) Expenses recognised in Statement of Profit and Loss

(₹ in lakh)		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current service cost	255.20	249.27
Interest cost	16.49	25.85
(Gains)/ Losses on Curtailment	(6.10)	-
Expenses recognised in the Statement of Profit and Loss	265.59	275.12

(vi) Expenses recognised in other Comprehensive Income

(₹ in lakh)		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Actuarial gain loss on obligation	124.84	(41.93)
Actuarial (Gain) or Loss	20.99	(5.98)
Net (Income)/Expense for the year Recognised in OCI	145.83	(47.91)

(vii) Balance Sheet reconciliation

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Opening net liability	220.72	361.58
Expenses Recognised in Statement of Profit and Loss	265.60	275.13
Expenses Recognised in OCI	145.83	(47.91)
Employers Contribution	(220.72)	(368.08)
Amount recognised in balance sheet	411.43	220.72

(viii)Description of Plan Assets (managed by an Insurance Company)

Information of major categories of plan assets of gratuity fund is not available with the Company and hence not disclosed as per the requirements of Ind AS 19 "Employee Benefits".



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(ix) Expected contribution in the next year

Particulars	(₹ in lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Expected contribution in the next year	302.19	322.67

(x) Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	(₹ in lakh)	
	Defined Benefit Obligation	
	Increase in Assumption	Decrease in Assumption
Discount rate (1% movement)	(240.50)	275.78
Future salary appreciation (1% movement)	273.62	(243.07)
Attrition rate (1% movement)	0.25	(0.62)

The above details are as certified by the actuary and relied upon by the auditors.

The actuarial calculation used to estimate defined benefit commitment and expenses are based on above assumptions which if changed would affect the defined benefit commitments and expenses.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

29. EARNINGS PER SHARE

Particulars	(₹ in lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit for the year attributable to the equity shareholders	25,807.56	21,081.99
Number of equity shares at the beginning of the year (absolute)	4,00,00,000	4,00,00,000
Number of shares outstanding post stock split in the ratio of 5:1 (absolute) (Refer Note No.29.1 for details regarding sub-division of shares during the FY 2022-23)	20,00,00,000	20,00,00,000
Weighted average number of equity shares during the year	20,00,00,000	20,00,00,000
Basic and diluted earnings per share (₹)*	12.90	10.54
Face value of each share (₹)	10.00	10.00
Face value of each share post Stock split (₹) (Refer Note No.29.1 for details regarding sub-division of shares during the FY 2022-23)	2.00	2.00

\*Diluted Earnings per share is equal to the Basic Earnings per share in view of absence of any dilutive potential equity shares.

29.1 Pursuant to resolutions passed in extra-ordinary general meeting held on March 10, 2023, shareholders of the Company have approved sub-division of each equity share of face value of ₹10 each into five equity shares of face value of ₹2 each. As required under Ind AS 33 "Earnings per share" the effect of such sub-division has been adjusted retrospectively for the purpose of computing earnings per share for all the periods presented retrospectively.

Basic and Diluted earning per share are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

30. INVESTOR PROTECTION FUND (IPF)

30.1 On January 21, 2016, The Securities Exchange Board of India (SEBI) has issued SEBI (Depositories and Participants) (Amendment) Regulations, 2016 ("the Amended Regulations"). According to these Amended Regulations, depositories are required to establish and maintain an Investor Protection Fund (IPF) for the protection of interest of beneficial owners and every depository shall credit five per cent of its profits from depository operations every year to the Investor Protection Fund.

The contribution to IPF is given below in the table, being 5% of the profits from depository operations of the Company before tax for the year available after making such contribution.

Particulars	(₹ in lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Contribution to Investor Protection Fund (IPF)	1,148.31	988.55

30.2 Further, SEBI vide its Circular dated June 7, 2016 issued guidelines for utilisation of IPF. The guidelines require administration of IPF by creation of a trust administered by Depository. As required by the Guidelines, the Company created irrevocable Trust 'National Securities Depository Limited Investor Protection Fund Trust' (NSDL IPF Trust)'.

The amount transferred by the Company to NSDL IPF Trust is given below in the table. The amount includes contribution to IPF, and it includes other amounts recovered from depository participants and SEBI Clearing members as required by the guidelines.

Particulars	(₹ in lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Amount transferred to NSDL IPF Trust	1,358.08	1,079.47

31. OTHER PROVISIONS: PROVISION FOR INVESTOR AWARENESS

SEBI vide its circular no. CIR/MRD/DP/18/2015, dated December 9, 2015 (the "Circular") has revised the annual custody/issuer charges to be collected by the depositories from the issuers with effect from financial year 2015-16. The Circular has also directed the Depositories to set aside 20% of the incremental revenue received from the issuers listed with SEBI.

Pursuant to the Circular, the amount set aside by the Company, being 20% of incremental revenue on issuer income, and balance, if any, to be utilised is given below in the table.

Particulars	(₹ in lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Amount set aside by the Company	658.14	640.26

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
Opening Balance	1,543.15	1,668.32
Addition	658.14	640.26
Payment/Utilisation	(449.03)	(765.43)
Closing Balance	1,752.26	1,543.15

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

32. EXPENSES TOWARDS CORPORATE SOCIAL RESPONSIBILITY

		(₹ in lakh)	
Sr. No.	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
1	Amount required to be spent by the company during the year	473.92	381.42
2	Amount of expenditure spent during the period	362.75	253.42
3	(Excess) of earlier years adjusted	-	-
4	(Excess)/Shortfall at the end of the period #	111.17	128.00
5	Total of previous years shortfall	-	-
6	Reason for shortfall	-	-
7	Nature of CSR activities	1) Project Sanjeevani (Mobile Medical Unit) 2) Project Yogdaan (Thalassemia Patients) 3) Chalo School Chale Campaign (school kit distribution drive) 4) Blood Donation Camp at NSDL 5) Comprehensive Eye Care Project (Sankara Nethralaya) 6) Support for Geriatric and Palliative Care Centre 7) Mid-Day Meal Program 8) Infra Support in Andhra Education Society's High School 9) Project Management, Capacity Building and Administration 10) Project Sanjeevani Nirantar Seva (Ambulance Service) 11) Impact Assessment of CSR Project (Centre of Excellence in CSR)	1) Project Sanjeevani (Mobile Medical Unit) 2) Project Yogdaan (Thalassemia Patients) 3) Chalo School Chale Campaign (school kit distribution drive) 4) Blood Donation Camp at NSDL 5) Comprehensive Eye Care Project (Sankara Nethralaya) 6) Project SAMEIP - Skill Development Project (Artha SAMARTH) 7) Mid-Day Meal Program 8) Mini Science Centre Project in School 9) Project Management, Capacity Building and Administration
8	Details of related party transactions	NA	NA
9	Provision made in financial year due to any contractual obligation	NA	NA

# As at March 31, 2024, ₹111.17 lakhs towards ongoing projects remained unspent, which were transferred to a special account opened by the company in that behalf for the financial year 2023-24 in scheduled bank to be called Unspent Corporate Social Responsibility Account, and such amount shall be spent by the company in pursuance of its obligation towards Corporate Social responsibility policy within a period of three financial years from the date of such transfer.

As at March 31, 2023, ₹128.00 lakhs towards ongoing projects remained unspent, which were transferred to a special account opened by the company in that behalf for the financial year 2022-23 in scheduled bank to be called Unspent Corporate Social Responsibility Account. As of March 31, 2024, the unspent amount is fully spent towards Corporate Social responsibility in respect of financial year 2022-23.



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

33. FAIR VALUE MEASUREMENT

		(₹ in lakh)	
Particulars	As at March 31, 2024	As at March 31, 2023	
<b>Financial Assets</b>			
<b>a) Amortised cost*</b>			
Investments in debt instrument	90,531.28	86,423.54	
Trade receivables	6,108.91	7,018.33	
Cash and cash equivalents	1,258.24	1,370.58	
Other bank balances	12,337.60	17,111.57	
Other financial assets	5,471.60	2,182.49	
	<b>1,15,707.63</b>	<b>1,14,106.51</b>	
<b>b) FVTPL</b>			
Investment in mutual funds	13,704.19	15,662.83	
Investment in Exchange traded Fund	598.25	556.34	
Investment in Other entities	1,000.00	1,000.00	
	<b>15,302.44</b>	<b>17,219.17</b>	
<b>c) At Cost</b>			
Investment in subsidiaries	22,105.00	22,105.00	
Investment in Associate	3,000.00	3,000.00	
	<b>25,105.00</b>	<b>25,105.00</b>	
<b>Total</b>	<b>1,56,115.07</b>	<b>1,56,430.68</b>	
<b>Financial Liabilities</b>			
<b>a) Amortised cost*</b>			
Trade payables	2,662.16	2,695.02	
Lease liability	91.84	119.27	
Other financial liabilities	22,115.79	25,618.81	
<b>Total</b>	<b>24,869.79</b>	<b>28,433.10</b>	

\*The fair values of the above financial assets and liabilities approximate their carrying amounts except in case of investment in bonds and debentures.

Fair value hierarchy of financial assets and financial liabilities measured at amortised cost:

	(₹ in lakh)		
Assets and liabilities which are measured at amortised cost for which fair values are disclosed as at March 31, 2024	Fair value	Carrying value	Fair value hierarchy
Financial Assets			
Investments in debt instrument	89,853.41	90,531.28	Level 2
Trade receivables	6,108.91	6,108.91	Level 3
Cash and cash equivalents	1,258.24	1,258.24	Level 3
Other bank balances	12,337.60	12,337.60	Level 3
Other financial assets	5,471.60	5,471.60	Level 3
Total	1,15,029.76	1,15,707.63	
Financial Liabilities			
Trade payables	2,662.16	2,662.16	Level 3
Lease liability	91.84	91.84	Level 3
Other financial liabilities	22,115.79	22,115.79	Level 3
Total	24,869.79	24,869.79	



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(₹ in lakh)			
Assets and liabilities which are measured at amortised cost for which fair values are disclosed as at March 31, 2023	Fair value	Carrying value	Fair value hierarchy
<b>Financial Assets</b>			
Investments in debt instrument	86,050.51	86,423.54	Level 2
Trade receivables	7,018.33	7,018.33	Level 3
Cash and cash equivalents	1,370.58	1,370.58	Level 3
Other bank balances	17,111.57	17,111.57	Level 3
Other financial assets	2,182.49	2,182.49	Level 3
<b>Total</b>	<b>1,13,733.48</b>	<b>1,14,106.51</b>	
<b>Financial Liabilities</b>			
Trade payables	2,695.02	2,695.02	Level 3
Lease liability	119.27	119.27	Level 3
Other financial liabilities	25,618.81	25,618.81	Level 3
<b>Total</b>	<b>28,433.10</b>	<b>28,433.10</b>	

34. FINANCIAL INSTRUMENTS

Capital Risk Management

The Company’s objectives when managing capital is to safeguard continuity as a going concern and provide adequate return to shareholders through continuing growth and maintain an optimal capital structure to reduce the cost of capital. The Company sets the amount of capital required on the basis of annual business plan and long-term operating plans which include capital investments.

Financial Risk Management

A wide range of risks may affect the Company’s business and financial results. Amongst other risks that could have significant influence on the Company are market risk, credit risk and liquidity risk.

The Board of Directors of the Company manage and review the affairs of the Company by setting up short term and long term budgets by monitoring the same and taking suitable actions to minimise potential adverse effects on its operational and financial performance.

The Company is exposed to the following market risks:

(a) Credit Risk

Credit risk refers to the risk that the counter party will default on its contractual obligation resulting in financial loss to the Company. The Company has adopted a policy of dealing with only credit worthy counter parties. This risk principally arises from credit exposures to customers, deposits with banks and financial institutions and other receivables.

Trade and Other Receivables: The Company’s exposure to credit risk is influenced mainly by the individual characteristics of each customer. Receivables mainly consist of receivables from Depository Participants (DP), Issuers of

Securities, Registrar and Transfer Agents (RTA), Asset Management Companies (AMC) and Stock Exchanges. Trade receivables consist of a large number of customers, representing diverse industries and geographical areas; hence the Company is not exposed to concentration risks. With respect to DPs, the Company performs credit evaluation while on boarding the customer and security deposits are taken. Ongoing credit evaluation is performed on the financial conditions of the accounts receivable.

The Company has a dedicated Credit and Control team primarily responsible for monitoring credit risk and receivables. They monitor outstanding receivables along with ageing on periodic basis. For receivables pertaining to other streams of revenues, the credit and collection team regularly follows up for the collection. The credit risk on liquid funds, banks and financial institutions is limited because the counterparties are with high credit-ratings.”

(b) Liquidity Risk

Liquidity risk refers to the risk that the Company may not be in a position to meet its financial obligations timely. Management monitors rolling forecasts of the Company’s liquidity position (comprising of undrawn bank facilities and cash and cash equivalents) on the basis of expected cash flows. This monitoring includes financial ratios and takes into account the accessibility of cash and cash equivalents.

(c) Market Risk

Market Risk is the risk that the value of on and off-balance sheet positions of a Company will be adversely affected by movements in market rates or prices such as interest rates, prices resulting in a loss to earnings and capital.



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

The Company may be exposed to Market Risk in different ways. The market risk is potential for loss resulting from adverse movement in market risk factors such as interest rates and prices. The Company’s exposure to market risk is primarily on account of interest rate risk, price risk. All investment in Debentures and Bonds are at fixed rate of Interest and does not have material interest rate risks.

The Company’s exposure to assets having price risk is as under:

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Mutual Fund	13,704.19	15,662.83
Exchange traded Fund	598.25	556.34
<b>Total</b>	<b>14,302.44</b>	<b>16,219.17</b>

Sensitivity

The table below summarises the impact of increases/ decreases of the Price on profit for the period. The analysis is based on the assumption that the instrument index has increased/ decreased by 5% with all other variables held constant.

Particulars	Impact on profit after tax		Impact on other components of equity	
	As at March 31, 2024	FY 2022-23	As at March 31, 2024	FY 2022-23
Increase by 5%	715.12	810.96	-	-
Decrease by 5%	(715.12)	(810.96)	-	-

35. ANALYTICAL RATIOS

(₹ in lakh)							
Sr. No.	Ratios	Numerator	Denominator	As at March 31, 2024	As at March 31, 2023	Variance %	Reason for variance
1	Current Ratio	Current Assets	Current Liabilities	1.00	1.25	(20.1%)	
2	Debt-Equity Ratio			N.A.	N.A.		
3	Debt Service Coverage Ratio			N.A.	N.A.		
4	Return on Equity Ratio	Net Profits after taxes	Average Shareholder’s Equity	18.6%	17.9%	3.6%	
5	Inventory Turnover Ratio			N.A.	N.A.		
6	Trade Receivables Turnover Ratio	Revenue from Operations	Average Trade Receivable	7.21	5.17	39.4%	On account of higher recoveries made during the year
7	Trade Payables Turnover Ratio	Other Expenses	Average Trade Payables	5.15	5.48	(6.0%)	
8	Net Working Capital Turnover Ratio	Revenue from Operations	Working Capital	2,315.50	4.53	51056.5%	Due to maturity of Short-term securities and investment in long-term securities
9	Net Profit Ratio	Net Profit	Revenue from Operations	54.6%	51.5%	5.9%	
10	Return on Capital Employed Ratio	Earnings before interest and taxes	Shareholder’s Equity	21.7%	21.4%	1.6%	
11	Return on Investment Ratio	Finance Income	Average Investment	7.2%	5.9%	21.1%	

\* Ratios are annualised

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

36. ADDITIONAL REGULATORY DISCLOSURES

- The Company’s objectives when managing capital is to safeguard continuity as a going concern and provide adequate return to shareholders through continuing growth and maintain an optimal capital structure to reduce the cost of capital. The Company sets the amount of capital required on the basis of annual business plan and long-term operating plans which include capital investments.
- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (iii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (iv) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

- (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (v) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.
- (vi) There is no immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) whose title deeds are not held in the name of the Company.
- (vii) There are no loans or advances in the nature of loans that are granted to promoters, directors, key managerial personnel (KMPs) and the related parties either severally or jointly with any other person, that are: a) Repayable on demand or b) Without specifying any terms or period of repayment.
- (viii) The Company is not a declared willful defaulter by any bank or financial Institution or other lender.
- The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 in respect of investments in subsidiaries.



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

37. FOLLOWING ARE THE DETAILS OF BALANCES OUTSTANDING ON ACCOUNT OF ANY TRANSACTION WITH COMPANIES STRUCK OFF UNDER SECTION 248 OF COMPANIES ACT, 2013 OR SECTION 560 OF COMPANIES ACT, 1956

Sr. No.	Name of Struck Off Company	Nature of Transaction	Outstanding Balance		Relationship
			As at March 31, 2024	As at March 31, 2023	
1	AANKIT GRANITES LIMITED	Receivables	(1.96)	-	Customer
2	AARKAY HABITAT LIMITED	Receivables	0.12	0.06	Customer
3	AARKAY HABITAT LIMITED	Security Deposit	(0.04)	(0.04)	Customer
4	ABCAP TRUSTEE COMPANY PRIVATE LIMITED	Receivables	0.10	0.03	Customer
5	ACME HANUMANGARH SOLAR ENERGY PRIVATE LIMITED	Receivables	0.01	0.01	Customer
6	ACME JAIGARH SOLAR ENERGY PRIVATE LIMITED	Receivables	0.01	0.01	Customer
7	ADANI RENEWABLE ENERGY TWENTY FOUR PRIVATE LIMITED	Receivables	-	0.12	Customer
8	AK SKILL DEVELOPERS LIMITED	Receivables	0.06	0.00	Customer
9	AK SKILL DEVELOPERS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
10	AKB ELECTRONICS & TELECOM LIMITED	Receivables	0.12	0.06	Customer
11	AKB ELECTRONICS & TELECOM LIMITED	Security Deposit	(0.04)	(0.04)	Customer
12	AKSHARA AGRI FARMS PRIVATE LIMITED	Receivables	0.12	0.12	Customer
13	ALTICO HOUSING FINANCE INDIA LIMITED	Receivables	0.06	0.06	Customer
14	AMTIER INFOTECH LIMITED	Receivables	0.04	(0.01)	Customer
15	ANANDAA CONSUMERS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
16	ANANDAA CONSUMERS LIMITED	Receivables	0.06	-	Customer
17	ARDHIKA INFRASTRUCTURE LIMITED	Receivables	0.11	0.05	Customer
18	ARDHIKA INFRASTRUCTURE LIMITED	Security Deposit	(0.10)	(0.10)	Customer
19	ART DISTRIBUTION (I) PRIVATE LIMITED	Receivables	-	0.24	Customer
20	ARUNACHAL HYDRO POWER LIMITED	Receivables	0.89	0.89	Customer
21	ASHOKA CUTTACK ANGUL TOLLWAY LIMITED	Receivables	0.02	0.02	Customer
22	ATLAS CYCLES (SAHIBABAD) LIMITED	Receivables	0.06	-	Customer
23	ATLAS CYCLES (SAHIBABAD) LIMITED	Security Deposit	(0.10)	(0.10)	Customer
24	ATRIA ROOFTOP HOLDINGS PRIVATE LIMITED	Receivables	0.11	0.05	Customer
25	ATRIA SOLAR POWER (KADAPA) PRIVATE LIMITED	Receivables	(0.01)	(0.01)	Customer
26	ATRIA WIND POWER (AN)PRIVATE LIMITED	Receivables	0.22	-	Customer
27	ATRIA WIND POWER (GJ) PRIVATE LIMITED	Receivables	-	0.22	Customer
28	ATRIA WIND POWER (KR3) PRIVATE LIMITED	Receivables	0.09	0.03	Customer
29	AVAADA GREEN APPROJECT PRIVATE LIMITED	Receivables	0.06	0.06	Customer
30	BENIOS MARKETING LIMITED	Receivables	0.06	-	Customer
31	BHASKAR INFRAVENTURE LIMITED	Receivables	0.06	-	Customer



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

			Outstanding Balance		(₹ in lakh)
Sr. No.	Name of Struck Off Company	Nature of Transaction	As at March 31, 2024	As at March 31, 2023	Relationship
32	BHASKAR INFRAVENTURE LIMITED	Security Deposit	(0.10)	(0.10)	Customer
33	BILVANI SCHOOL LIMITED	Receivables	0.12	0.06	Customer
34	BILVANI SCHOOL LIMITED	Security Deposit	(0.05)	(0.05)	Customer
35	BLISS HOME PRIVATE LIMITED	Receivables	0.06	0.06	Customer
36	BLUESHIFT INFORMATION SYSTEMS PRIVATE LIMITED	Receivables	0.11	0.11	Customer
37	BOMBAY PIECE-GOODS YARN AND PLASTICS TRADERS LIMITED	Receivables	(0.02)	-	Customer
38	BOMBAY PIECE-GOODS YARN AND PLASTICS TRADERS LIMITED	Security Deposit	(0.10)	-	Customer
39	BOMBAY SKYSCRAPERS LIMITED	Security Deposit	-	(0.10)	Customer
40	BRAHI HYDRO-ELECTRIC POWER PROJECTS LIMITED	Receivables	(0.04)	(0.04)	Customer
41	BRAHMA IRON AND POWER LIMITED	Receivables	0.26	(0.00)	Customer
42	CAMBRONNE SOLAR PRIVATE LIMITED	Receivables	(0.01)	-	Customer
43	CIEL TRANSMISSION PRIVATE LIMITED	Receivables	0.03	(0.03)	Customer
44	CM LUBES INDIA LIMITED	Receivables	0.12	0.06	Customer
45	CM LUBES INDIA LIMITED	Security Deposit	(0.04)	(0.04)	Customer
46	CS AGRICO PRIVATE LIMITED	Receivables	(0.04)	(0.04)	Customer
47	DABRIPADA ENERGY LIMITED	Security Deposit	(0.10)	(0.10)	Customer
48	DADHA HEALTHCARE PRIVATE LIMITED	Receivables	0.12	0.06	Customer
49	DBL POWER TRANSMISSION PRIVATE LIMITED	Receivables	0.12	0.06	Customer
50	DCL INFORMATION TECHNOLOGIES LIMITED	Receivables	0.06	(0.00)	Customer
51	DCM FINANCE AND LEASING LIMITED	Receivables	0.12	0.06	Customer
52	DCM FINANCE AND LEASING LIMITED	Security Deposit	(0.10)	(0.10)	Customer
53	DELUXE VYAPAAR PRIVATE LIMITED	Receivables	0.06	0.06	Customer
54	DEVONA POWER LIMITED	Receivables	1.67	0.89	Customer
55	DEVONA POWER LIMITED	Security Deposit	-	(0.10)	Customer
56	DIANA ENERGY LIMITED	Receivables	0.02	0.06	Customer
57	DIANA ENERGY LIMITED	Security Deposit	-	(0.10)	Customer
58	DIVYA MINING CORP LIMITED	Receivables	(0.14)	(0.14)	Customer
59	DOIT RETAIL NETWORKS (INDIA) PRIVATE LIMITED	Receivables	0.12	0.06	Customer
60	DOTOM AMBIT DEVELOPERS PRIVATE LIMITED	Receivables	0.17	0.17	Customer
61	DUET INDIA HOTELS (BENGALURU CYBERCITY) PRIVATE LIMITED	Receivables	0.12	0.06	Customer
62	DUROC SOLAR PRIVATE LIMITED	Receivables	(0.06)	0.00	Customer
63	EAST WEST HOTELS LIMITED	Receivables	0.07	0.07	Customer



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

			Outstanding Balance		(₹ in lakh)
Sr. No.	Name of Struck Off Company	Nature of Transaction	As at	As at	Relationship
			March 31, 2024	March 31, 2023	
64	EDCL - SEPPA NIRE HYDRO ELECTRIC PRIVATE LIMITED	Receivables	0.35	0.35	Customer
65	EDEN RENEWABLE ANVERS PRIVATE LIMITED	Receivables	(0.02)	-	Customer
66	EDEN RENEWABLE CONCORDE PRIVATE LIMITED	Receivables	(0.02)	-	Customer
67	EDEN RENEWABLE IENA PRIVATE LIMITED	Receivables	(0.03)	0.06	Customer
68	EDEN RENEWABLE JASMIN PRIVATE LIMITED	Receivables	0.16	0.16	Customer
69	EDEN RENEWABLE LOURMEL PRIVATE LIMITED	Receivables	(0.01)	0.06	Customer
70	EDEN RENEWABLE SIMPLON PRIVATE LIMITED	Receivables	(0.00)	0.06	Customer
71	EDEN RENEWABLE VARENNE PRIVATE LIMITED	Receivables	(0.02)	0.06	Customer
72	EDEN RENEWABLE VILLIERS PRIVATE LIMITED	Receivables	(0.01)	0.06	Customer
73	EDEN SOLAR RASPAIL PRIVATE LIMITED	Receivables	(0.01)	-	Customer
74	ELECTROSTEEL THERMAL POWER LIMITED	Receivables	0.12	0.06	Customer
75	ELECTROSTEEL THERMAL POWER LIMITED	Security Deposit	(0.04)	(0.04)	Customer
76	EMPOWER ELECTRONICS LIMITED	Receivables	0.01	0.06	Customer
77	EMPOWER ELECTRONICS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
78	FIRST BLUE FINANCIAL CONSULTANTS LIMITED	Receivables	0.06	0.06	Customer
79	FLUENCE ADVISORY SERVICES LIMITED	Receivables	0.06	0.06	Customer
80	FRC COMPOSITES INDIA LIMITED	Receivables	(0.07)	0.36	Customer
81	GEBIRGE PRIVATE LIMITED	Receivables	-	0.21	Customer
82	GINNI CAPITAL LIMITED	Receivables	0.06	0.06	Customer
83	GOLD NEST TRADING COMPANY LIMITED	Receivables	0.12	0.06	Customer
84	GOLD NEST TRADING COMPANY LIMITED	Security Deposit	(0.10)	(0.10)	Customer
85	GREENWILLOW HOMES PRIVATE LIMITED	Receivables	0.24	0.24	Customer
86	GTPL SURAT TELELINK PRIVATE LIMITED	Receivables	0.01	0.01	Customer
87	GTPL TV TIGER PRIVATE LIMITED	Receivables	0.03	0.03	Customer
88	GTPL VIDARBHA TELE LINK PRIVATE LIMITED	Receivables	0.01	0.01	Customer
89	GTPL VIDEO VISION PRIVATE LIMITED	Receivables	0.01	0.01	Customer
90	H J THAKKAR PROPERTY INVESTMENT LIMITED	Receivables	(0.01)	(0.01)	Customer
91	H J THAKKAR PROPERTY INVESTMENT LIMITED	Security Deposit	(0.10)	(0.10)	Customer
92	HARITA PACKAGINGS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
93	HARITA PACKAGINGS LIMITED	Receivables	0.06	-	Customer
94	HATHWAY PALAMPUR CABLE NETWORK PRIVATE LIMITED	Receivables	0.19	-	Customer
95	HINDUSTAN BIOTECH LIMITED	Receivables	(0.10)	-	Customer
96	HITECHI JEWELERY INDUSTRIES LIMITED	Receivables	0.89	0.89	Customer
97	HOLLAND SHIELDING SYSTEMS (INDIA) PRIVATE LIMITED	Receivables	0.07	0.07	Customer

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

			Outstanding Balance		(₹ in lakh)
Sr. No.	Name of Struck Off Company	Nature of Transaction	As at March 31, 2024	As at March 31, 2023	Relationship
98	HOME TRADE LIMITED	Security Deposit	(8.19)	(8.19)	Customer
99	HYPERSONIC INVESTMENT PRIVATE LIMITED	Receivables	0.06	(0.00)	Customer
100	ICAP INSTITUTIONAL STOCK EXCHANGE OF INDIA LIMITED	Receivables	0.06	0.00	Customer
101	ICAP INSTITUTIONAL STOCK EXCHANGE OF INDIA LIMITED	Security Deposit	(0.10)	(0.10)	Customer
102	IDEASPACE SOLUTIONS LIMITED	Receivables	0.01	0.01	Customer
103	IEE INTERNATIONAL LIMITED	Receivables	0.12	0.06	Customer
104	IEE INTERNATIONAL LIMITED	Security Deposit	(0.10)	(0.10)	Customer
105	INDIA INTERACTIVE TECHNOLOGIES LIMITED	Receivables	(0.18)	(0.18)	Customer
106	INDIAN SCHOOL OF K -12 EDUCATION PRIVATE LIMITED	Receivables	0.06	-	Customer
107	IQU POWER COMPANY PRIVATE LIMITED	Receivables	0.01	0.01	Customer
108	JAIPUR SKYSCRAPERS LIMITED	Security Deposit	-	(0.10)	Customer
109	JAMADOBA STEEL LIMITED	Receivables	0.06	0.06	Customer
110	JAMES CAPITAL AND FINANCE PRIVATE LIMITED	Receivables	0.18	0.12	Customer
111	JEEVANDHARA MULTITRADE LIMITED	Receivables	0.11	0.11	Customer
112	JUPITER SATELLITE INDIA PRIVATE LIMITED	Receivables	0.06	-	Customer
113	JUPITER SATELLITE INDIA PRIVATE LIMITED	Security Deposit	(0.10)	(0.10)	Customer
114	KALBROS IRON AND STEELS LIMITED	Receivables	0.12	0.06	Customer
115	KALBROS IRON AND STEELS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
116	KALDAR ENERGY PROJECTS LIMITED	Receivables	0.05	0.05	Customer
117	KALDAR ENERGY PROJECTS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
118	KAMDHENU ISPATLIMITED	Receivables	0.06	0.06	Customer
119	KAMDHENU ISPATLIMITED	Security Deposit	(0.10)	(0.10)	Customer
120	KAMDHENU PAINTS INDIA LIMITED	Receivables	0.06	0.06	Customer
121	KAMDHENU PAINTS INDIA LIMITED	Security Deposit	(0.10)	(0.10)	Customer
122	KEWAL KIRAN MANAGEMENT CONSULTANCY LIMITED	Receivables	0.05	(0.00)	Customer
123	KEWAL KIRAN MANAGEMENT CONSULTANCY LIMITED	Security Deposit	(0.10)	(0.10)	Customer
124	KEWAL KIRAN MEDIA AND COMMUNICATION LIMITED	Receivables	0.05	(0.00)	Customer
125	KEWAL KIRAN MEDIA AND COMMUNICATION LIMITED	Security Deposit	(0.10)	(0.10)	Customer
126	KKR ARC INDIA PRIVATE LIMITED	Receivables	0.32	-	Customer
127	KNR CHIDAMBARAM INFRA PRIVATE LIMITED	Receivables	0.27	0.27	Customer
128	KONDAIBARI ENERGY LIMITED	Receivables	0.03	0.03	Customer



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

		(₹ in lakh)			
Sr. No.	Name of Struck Off Company	Nature of Transaction	Outstanding Balance		Relationship
			As at March 31, 2024	As at March 31, 2023	
129	KONDAIBARI ENERGY LIMITED	Security Deposit	(0.10)	(0.10)	Customer
130	L & T ARUNACHAL HYDROPOWER LIMITED	Receivables	1.13	0.07	Customer
131	LOGOS LIFECARE LIMITED	Receivables	(0.01)	0.06	Customer
132	LOGOS LIFECARE LIMITED	Security Deposit	(0.10)	(0.10)	Customer
133	LOKMANGAL GARMENTS LIMITED	Receivables	(0.10)	(0.10)	Customer
134	LOWE INFRA AND WELLNESS PRIVATE LIMITED	Receivables	0.11	0.11	Customer
135	LUMINO BIO FUEL PRIVATE LIMITED	Receivables	(0.04)	(0.10)	Customer
136	MAHARANI HOTELS LIMITED	Receivables	(0.07)	-	Customer
137	MAHARANI HOTELS LIMITED	Security Deposit	-	(0.10)	Customer
138	MAHARISHI AYURVED HEALTH CARE LIMITED	Receivables	0.05	(0.01)	Customer
139	MAHARISHI AYURVED HEALTH CARE LIMITED	Security Deposit	(0.10)	(0.10)	Customer
140	MANAVTA HOLDINGS LIMITED	Receivables	0.12	0.25	Customer
141	MAX PLANCK SOLARFARMS PRIVATE LIMITED	Receivables	0.49	(0.04)	Customer
142	MOTHERSON AUTO ENGINEERING SERVICE LIMITED	Receivables	0.11	-	Customer
143	MOTHERSON AUTO ENGINEERING SERVICE LIMITED	Security Deposit	(0.10)	(0.10)	Customer
144	NARANG REALTY & CONSTRUCTION PRIVATE LIMITED	Receivables	(0.17)	-	Customer
145	NARANG SHELTERS PRIVATE LIMITED	Receivables	(0.17)	-	Customer
146	NARAYANA HEALTH INSTITUTIONS PRIVATE LIMITED	Receivables	(0.01)	(0.01)	Customer
147	NARAYANA HEALTH INSTITUTIONS PRIVATE LIMITED	Security Deposit	(0.10)	(0.10)	Customer
148	NATIONAL TRADERS LIMITED	Receivables	0.04	-	Customer
149	NATIONAL TRADERS LIMITED	Security Deposit	(0.10)	-	Customer
150	NAYA RAIPUR GEMS AND JEWELLERY SEZ LIMITED	Receivables	0.18	0.18	Customer
151	NEARA ENERGY PRIVATE LIMITED	Receivables	0.06	0.06	Customer
152	NEARA KHANDWA ENERGY PRIVATE LIMITED	Receivables	0.06	0.06	Customer
153	NEARA MADHYA ENERGY PRIVATE LIMITED	Receivables	0.06	0.06	Customer
154	NEARA PAVAGADA PRIVATE LIMITED	Receivables	0.06	0.06	Customer
155	NETMEDS HEALTH AND WELLNESS MARKETPLACE PRIVATE LIMITED	Receivables	0.11	-	Customer
156	NETMEDS HEALTH AND WELLNESS MARKETPLACE PRIVATE LIMITED	Security Deposit	(0.10)	-	Customer
157	NETMEDS HEALTH PRIVATE LIMITED	Receivables	-	0.05	Customer
158	NETMEDS HEALTH PRIVATE LIMITED	Security Deposit	-	(0.10)	Customer
159	NETS ENERGY AND INFRATECH PRIVATE LIMITED	Receivables	0.06	0.06	Customer
160	NEW GEN FOOTWEAR LIMITED	Receivables	0.12	0.06	Customer



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

			Outstanding Balance		(₹ in lakh)
Sr. No.	Name of Struck Off Company	Nature of Transaction	As at March 31, 2024	As at March 31, 2023	Relationship
161	NEW GEN FOOTWEAR LIMITED	Security Deposit	(0.10)	(0.10)	Customer
162	NIGHTSTAY TRAVELS PRIVATE LIMITED	Receivables	0.17	0.17	Customer
163	NIRUPAM ENERGY PROJECTS PRIVATE LIMITED	Receivables	(0.01)	-	Customer
164	OFFSHORE FINANCIAL SERVICES LIMITED	Receivables	0.05	(0.00)	Customer
165	ORIENT GREEN POWER (MAHARASHTRA) PRIVATE LIMITED	Receivables	(0.20)	(0.20)	Customer
166	PALAMPUR CABLE NETWORK PRIVATE LIMITED	Receivables	-	0.14	Customer
167	PARASWANATH SOLAR POWER (ITAGI) PRIVATE LIMITED	Receivables	0.10	0.05	Customer
168	PARASWANATH SOLAR POWER (KOPPAL) PRIVATE LIMITED	Receivables	0.13	0.07	Customer
169	PAYLESS HOLIDAYS LIMITED	Receivables	(0.00)	0.06	Customer
170	PAYLESS HOLIDAYS LIMITED	Security Deposit	-	(0.04)	Customer
171	PLETHORA INVESTMENT ADVISER LIMITED	Receivables	0.07	0.07	Customer
172	PNB ASSET MANAGEMENT COMPANY LIMITED	Receivables	-	1.73	Customer
173	PRIME TECHNOLOGY RESOURCES MANAGEMENT LIMITED	Security Deposit	(0.10)	(0.10)	Customer
174	PRIME TECHNOLOGY RESOURCES MANAGEMENT LIMITED	Receivables	0.06	-	Customer
175	PRINCIPAL ASSET MANAGEMENT PRIVATE LIMITED	Receivables	(0.62)	-	Customer
176	PRISEK ENTERPRISES LIMITED	Receivables	(0.06)	(0.12)	Customer
177	PRISEK ENTERPRISES LIMITED	Security Deposit	(0.10)	(0.10)	Customer
178	PURI PORTS LIMITED	Receivables	0.06	-	Customer
179	PURI PORTS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
180	QUIPPPO DRILLING INTERNATIONAL PRIVATE LIMITED	Receivables	0.17	0.11	Customer
181	RAAS DISTRIBUTION (INDIA) PRIVATE LIMITED	Receivables	0.14	-	Customer
182	RAJASTHAN TILTERS LIMITED	Receivables	0.06	0.06	Customer
183	RAMKY ESCO LIMITED	Receivables	0.06	0.06	Customer
184	RAMKY FOOD PARK (CHATTISGARH) LIMITED	Receivables	0.06	0.06	Customer
185	RAMKY FOOD PARK (KARNATAKA) LIMITED	Receivables	0.06	0.06	Customer
186	RAMKY HERBAL & MEDICINAL PARK CHATTISGARH LTD	Receivables	0.06	0.06	Customer
187	RANAKPUR CEMENT LIMITED	Receivables	(0.09)	(0.00)	Customer
188	RANAKPUR CEMENT LIMITED	Security Deposit	-	(0.10)	Customer
189	RAR BREWERIES LIMITED	Receivables	0.06	-	Customer
190	RAR BREWERIES LIMITED	Security Deposit	(0.10)	(0.10)	Customer
191	RATTAN VANASPATI LIMITED	Receivables	0.27	0.27	Customer



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

			Outstanding Balance		(₹ in lakh)
Sr. No.	Name of Struck Off Company	Nature of Transaction	As at	As at	Relationship
			March 31, 2024	March 31, 2023	
192	RAVI FARMTECH (INDIA) PRIVATE LIMITED	Receivables	0.06	0.06	Customer
193	RAVI MILK PRODUCTS (INDIA) PRIVATE LIMITED	Receivables	0.06	0.06	Customer
194	REGENCY CONVENTION CENTRE AND HOTELS LIMITED	Receivables	0.12	0.06	Customer
195	REGENCY CONVENTION CENTRE AND HOTELS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
196	RENEE INDUSTRIES LIMITED	Receivables	0.27	0.27	Customer
197	RICHE HOSPITALITY LIMITED	Receivables	0.12	0.06	Customer
198	RICHE HOSPITALITY LIMITED	Security Deposit	(0.04)	(0.04)	Customer
199	RICHE LABORATORIES LIMITED	Receivables	0.21	0.11	Customer
200	RICHE LABORATORIES LIMITED	Security Deposit	(0.07)	(0.07)	Customer
201	RUSHIL GLOBAL TRADE LIMITED	Receivables	0.08	0.08	Customer
202	RUTHERFORD SOLARFARMS PRIVATE LIMITED	Receivables	0.05	(0.01)	Customer
203	S2 CAPITAL SERVICES PRIVATE LIMITED	Receivables	0.11	0.11	Customer
204	SBE RENEWABLES TWENTY ONE PROJECTS PRIVATE LIMITED	Receivables	0.18	-	Customer
205	SEGUR SOLAR PRIVATE LIMITED	Receivables	(0.01)	-	Customer
206	SEVEN SEAS LEASING LTD	Receivables	0.01	(0.05)	Customer
207	SEZ ADITYAPUR LIMITED	Receivables	0.06	0.06	Customer
208	SHAPOORJI PALLONJI SAURPOWER PRIVATE LIMITED	Receivables	(0.16)	(0.22)	Customer
209	SHARP INTEGRATED FOOD PARK LIMITED	Receivables	0.06	-	Customer
210	SHARP INTEGRATED FOOD PARK LIMITED	Security Deposit	(0.10)	(0.10)	Customer
211	SHIBIR INDIA LIMITED	Receivables	0.09	0.12	Customer
212	SHRI PURAN MULTIMEDIA LIMITED	Receivables	(0.19)	-	Customer
213	SIDH INDUSTRIES LIMITED	Receivables	0.11	0.11	Customer
214	SIL GOVINDAM ENERGY PRIVATE LIMITED	Receivables	0.00	(0.06)	Customer
215	SIL GOVINDAM POWER PRIVATE LIMITED	Receivables	0.00	(0.06)	Customer
216	SPANGLE MARKETING LIMITED	Receivables	0.24	0.24	Customer
217	SPIRIT FINANCIAL ADVISORY PRIVATE LIMITED	Receivables	0.07	0.07	Customer
218	SPML INFRA DEVELOPERS LIMITED	Receivables	0.10	0.10	Customer
219	STOA SQUARES PRIVATE LIMITED	Receivables	0.16	0.16	Customer
220	SUNDRAM SERVICES LIMITED	Security Deposit	(0.04)	(0.04)	Customer
221	SUNDRAM SERVICES LIMITED	Receivables	0.06	-	Customer
222	SUNFLEX FINANCE AND INVESMENTS LIMITED	Receivables	0.06	0.06	Customer
223	SURATGARH-SRIGANGANAGAR TOLL ROAD PRIVATE LIMITED	Receivables	0.18	0.12	Customer
224	SUSTAINABLE AGG SOLUTIONS LIMITED	Receivables	0.06	0.00	Customer

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(₹ in lakh)					
Sr. No.	Name of Struck Off Company	Nature of Transaction	Outstanding Balance		Relationship
			As at March 31, 2024	As at March 31, 2023	
225	SUSTAINABLE AGG SOLUTIONS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
226	SYSTEL INFOTECH LIMITED	Receivables	0.37	0.37	Customer
227	TAPIR LAND DEVELOPMENT LIMITED	Receivables	0.01	0.01	Customer
228	TERRA LAND DEVELOPERS LIMITED	Receivables	(0.18)	(0.18)	Customer
229	TERRA LAND DEVELOPERS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
230	THAPAR SPINNING MILLS LIMITED	Receivables	0.11	0.11	Customer
231	TODAY GLOBAL BUILDERS PRIVATE LIMITED	Receivables	0.18	0.12	Customer
232	TRIDENT INNOVATIONS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
233	TURBO INVESTMENT PRIVATE LIMITED	Receivables	0.06	0.06	Customer
234	UNIVERSAL CABLETEL AND DATACOM PRIVATE LIMITED	Receivables	(0.00)	(0.01)	Customer
235	VANS STRATEGIC MANAGEMENT PRIVATE LIMITED	Receivables	0.02	0.02	Customer
236	VATSA EDUCATIONS LIMITED	Receivables	0.06	0.06	Customer
237	VICKITASH MEDIA VENTURE LIMITED	Receivables	0.12	0.06	Customer
238	VICKITASH MEDIA VENTURE LIMITED	Security Deposit	(0.10)	(0.10)	Customer
239	VIRIDI CLEAN ALTERNATIVES PRIVATE LIMITED	Receivables	0.03	(0.03)	Customer
240	WHITE LAKE ADVISORS PRIVATE LIMITED	Receivables	0.18	0.12	Customer
241	ZENITH GLOBAL CONSULTANTS LIMITED	Receivables	0.27	0.27	Customer

38. INCOME TAX EXPENSES RECOGNISED IN STATEMENT OF PROFIT AND LOSS

(₹ in lakh)		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit Before Tax from Continuing Operations	32,751.80	27,167.53
Corporate tax expense rate	25.17%	25.17%
Tax on accounting profit	8,243.63	6,838.07
Effect of tax on income exempt from taxation	(1,098.60)	(982.09)
Effect of expenses not deductible in determining taxable income	158.54	216.92
Effect of different tax rates for capital gain on investments	-	152.70
Effect of tax on unrealised gains on investment	(359.33)	(140.06)
Income Tax Expense recognised in Statement of Profit and Loss	6,944.24	6,085.54



Notes to the Standalone Financial Statements

for the year ended March 31, 2024

39. The Code on wages 2019 and Code on Social Security, 2020 ("the Codes") relating to employee compensation and post-employment benefits that received Presidential assent have not been notified further the related rules for quantifying the financial impact have not been notified. The Company will assess the impact of the Codes when the rules are notified and will record any related impact in the period the Code becomes effective.

40. The previous period/year's figures have also been regrouped and rearranged wherever necessary.

41. These financial statements were approved for issue by the board of directors of the company at their meeting held on May 14, 2024.

In terms of our report of even date attached

For **K C Mehta & Co LLP**

Chartered Accountants

Firm Registration No. 106237W/W100829

For and on behalf of the Board of Directors

Sd/

**Shripal Shah**

Partner

Membership No. 114988

Sd/

**Padmaja Chunduru**

Managing Director and CEO

DIN:08058663

Sd/

**Parveen Kumar Gupta**

Chairman

DIN: 02895343

Sd/-

**Alen Ferns**

Company Secretary

A30633

Sd/-

**Pratik Punjabi**

Chief Financial Officer

Place: Mumbai

Date: May 14, 2024



# Independent Auditor's Report

To the Members of

**National Securities Depository Limited**

## REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

### OPINION

We have audited the accompanying Consolidated Financial Statements of National Securities Depository Limited ("the Holding Company" or "Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its Associate company, which comprise the Consolidated Balance Sheet as at March 31, 2024, and the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and notes to the Consolidated Financial Statements, including material accounting policies and other explanatory information (hereinafter referred to as "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and its Associate company as referred to in the "Other Matters" Paragraphs 2 and 3, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and Associate company as at March 31, 2024, and its consolidated profit including other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

### BASIS FOR OPINION

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its Associate company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and

the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraphs 2 and 3 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

### INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report and Management Discussion and Analysis, but does not include the consolidated financial statements, and our auditor's report thereon. The above-referred information is expected to be made available to us after the date of this audit report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements, or our knowledge obtained in audit or otherwise appears to be materially misstated.

When we read the information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions necessitated by the circumstances & the applicable laws and regulations.

### RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, total comprehensive income, consolidated Statement of Changes in Equity and consolidated Statement of Cash Flows of the Group and its Associate company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act.

The respective Board of Directors of the companies included in the Group and of its Associate company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its Associate company for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and its Associate company are responsible for assessing the ability of Group and its Associate company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its Associate company are responsible for overseeing the financial reporting process of the Group and of its Associate company.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group and its Associate company have adequate internal financial controls with reference to Consolidated Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its Associate company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its Associate company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Independent Auditor’s Report (Contd.)

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group and its Associate company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the Consolidated Financial Statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding company and such other entities included in the Consolidated Financial Statements of which we are the independent auditor regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

OTHER MATTERS

- We did not audit the financial statements of two subsidiaries, included in the consolidated financial statements whose financial statements for the year ended March 31, 2024 reflect as follows:

(Amount ₹ in lakhs)	
Particulars	Year ended March 31, 2024
Total Assets	65,867.95
Total Revenues	79,619.29
Total Net profit/(loss) after tax	3,705.37
Total Comprehensive Income	14.40
Total Cash inflow/(Outflow) (net)	(7,846.40)

The financial statements of these two subsidiaries have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the audit reports of the other auditors.

- The Consolidated Financial Statements also include the Group’s share of net profit/(loss) after tax and total Comprehensive Income for the year ended March 31, 2024, as mentioned below, considered in the consolidated financial statements, in respect of one Associate company, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this Associate company, is based solely on the audit report of the other auditors.

(Amount ₹ in lakhs)	
Particulars	Year ended March 31, 2024
Total Net profit/(loss) after tax	(136.25)
Total Comprehensive Income	34.77

Our opinion on the Consolidated Financial Statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiaries and Associate company referred to in the “Other Matters” section above, we report, to the extent applicable that:
  - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books.
  - The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for



- the purpose of preparation of the Consolidated Financial Statements;
- In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act;
  - On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and Associate company incorporated in India, none of the directors of the Group companies and its Associate company incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
  - With respect to the adequacy of the internal financial controls with reference to Consolidated Financial Statements of the Group and Associate company and operating effectiveness of such controls, refer to our separate Report in “Annexure A”;
  - With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us and based on the report of other auditors, the remuneration paid by the Holding Company, its subsidiaries and its Associate company incorporated in India to whom section 197 is applicable, to its directors during the year is in accordance with the provisions of section 197 of the Act; and
  - With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position in its Consolidated Financial Statements – refer note 24 to the Consolidated Financial Statements;
- The Group and its Associate company did not have long-term contracts including derivative contracts for which there were material foreseeable losses as at March 31, 2024;
- There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies and Associate company incorporated in India, during the year ended March 31, 2024;
- The Management of the Holding Company have represented to us that, to the best of their knowledge and belief and based on consideration of reports of other auditors on separate financial statements of subsidiaries and its Associate company incorporated in India, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company, its subsidiaries and its Associate company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or its subsidiaries or Associate Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.



Independent Auditor’s Report (Contd.)

- (b) The Management of the Holding Company have represented to us that, to the best of their knowledge and belief and based on consideration of reports of other auditors on separate financial statements of subsidiaries and its Associate company incorporated in India, no funds (which are material either individually or in the aggregate) have been received by the Holding Company, its subsidiaries and its Associate company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or its subsidiaries or its Associate company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and those performed by other auditors of the subsidiaries and Associate company which are companies incorporated in India, whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The final dividend proposed in the previous year, declared and paid by the Holding company and its subsidiary which are companies incorporated in India, whose financial statements have been audited under the Act, where applicable, during the year is in accordance with section 123 of the Act, as applicable.
- As stated in note 12(e) to the consolidated financial statements, the Board of Directors of the Holding Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance with section 123 of the Act, as applicable.

vi. Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries and its Associate company which are companies incorporated in India whose financial statements have been audited under the Act, the Holding Company, subsidiaries or its Associate company have used an accounting software for maintaining their respective books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and respective auditors of the above referred subsidiaries and its Associate company did not come across any instance of audit trail feature being tampered with.

As Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor’s Report) Order, 2020 (the “Order”/ “CARO”) issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor’s report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company, and respective auditors of its subsidiaries and Associate company included in the Consolidated Financial Statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

Further, the auditor of Associate Company has reported as under:

“The Regulatory Authority IFSCA had earlier mandated combined Net worth of Bullion Exchange and Bullion Clearing of USD 20 million

by March 2024 on extended period which is not complied with. However, the same has been extended to July 31, 2024. Further The Regulatory Authority IFSCA had earlier mandated Net worth of India International Depository IFSC Ltd of USD 3 million which is also not complied with. However, the companies have approached the Regulatory Authority for the necessary directions and allow further time to meet the regulatory requirements.”
- For **K C Mehta & Co. LLP**  
Chartered Accountants  
Firm Regn. No. 106237W/W100829

**Shripal Shah**  
Partner  
M. No. 114988

Place: Mumbai  
Date: May 14, 2024  
UDIN: 24114988BKALZJ9298

# Annexure A to the Independent Auditor’s Report

(Referred to in paragraph (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

## REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of National Securities Depository Limited (hereinafter referred to as “Holding Company”) and its subsidiary companies (collectively referred to as “the Group”) and Associate company, which are companies incorporated in India, as of that date.

## MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Holding Company, its subsidiary companies, and its Associate company which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Holding Company, its subsidiaries, and its Associate company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“the ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

## AUDITOR’S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies, and its Associate company which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and

perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, and audit evidence obtained by other auditors in term of their reports is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company, its subsidiaries, and its Associate company, which are companies incorporated in India.

## MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company’s internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to financial statement includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.



## INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## OPINION

In our opinion, the Holding Company, its subsidiary companies and its Associate company which are companies incorporated in India, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Group considering the essential

components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

## OTHER MATTER

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to subsidiaries and Associate company which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies.

Our opinion is not modified in respect of the above matter.

For **K C Mehta & Co. LLP**  
Chartered Accountants  
Firm Regn. No. 106237W/W100829

**Shripal Shah**  
Partner  
Place: Mumbai  
Date: May 14, 2024  
M. No. 114988  
UDIN: 24114988BKALZJ9298



Consolidated Balance Sheet

as at March 31, 2024

(₹ in lakh)			
Particulars	Notes	As at March 31, 2024	As at March 31, 2023
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
a) Property, plant and equipment	3	25,483.94	3,381.67
b) Capital work-in-progress	3(a)	40.96	24.38
c) Intangible assets	3	2,232.52	1,880.87
d) Intangible asset under development	3(a)	1,250.19	485.64
e) Right of use of assets	3	1,174.07	1,567.69
f) Financial assets			
i) Non-current investments	4	1,22,020.97	1,11,901.06
ii) Other financial assets	5	8,685.57	3,895.67
g) Deferred tax assets (net)	6(a)	916.67	830.02
h) Income tax assets (net)		735.25	710.93
i) Other non-current assets	7	175.18	1,120.37
<b>Total Non-Current Assets</b>		<b>1,62,715.32</b>	<b>1,25,798.30</b>
<b>Current Assets</b>			
a) Financial assets			
i) Current investments	8	27,328.70	33,770.51
ii) Trade receivables	9	8,313.92	8,562.76
iii) Cash and cash equivalents	10	10,601.24	18,569.72
iv) Bank balances other than (iii) above	11	13,446.08	19,629.15
v) Other financial assets	5	553.78	709.82
b) Other current assets	7	2,814.48	2,307.22
<b>Total Current Assets</b>		<b>63,058.20</b>	<b>83,549.18</b>
<b>Total Assets</b>		<b>2,25,773.52</b>	<b>2,09,347.48</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity share capital	12	4,000.00	4,000.00
b) Other equity	13	1,64,409.72	1,38,886.18
<b>Total Equity</b>		<b>1,68,409.72</b>	<b>1,42,886.18</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
a) Financial liabilities			
i) Lease liability	27	1,008.88	1,353.19
ii) Other financial liabilities	14	514.64	485.32
b) Deferred tax liability (Net)	6(b)	7.40	1.21
c) Other non-current liabilities	15	606.57	583.67
d) Provisions	18	68.82	64.32
<b>Total Non-Current Liabilities</b>		<b>2,206.31</b>	<b>2,487.71</b>
<b>Current Liabilities</b>			
a) Financial liabilities			
i) Trade payables			
a) Total outstanding dues of micro enterprises and small enterprises	16	1,426.77	557.87
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	16	5,536.76	5,560.63
ii) Lease liability	27	353.51	328.49
iii) Other financial liabilities	17	35,957.34	47,022.42
b) Provisions	18	3,045.39	2,803.81
c) Current tax liability (net)		967.54	810.60
d) Other current liabilities	19	7,870.18	6,889.77
<b>Total Current Liabilities</b>		<b>55,157.49</b>	<b>63,973.59</b>
<b>Total Liabilities</b>		<b>57,363.80</b>	<b>66,461.30</b>
<b>Total Equity and Liabilities</b>		<b>2,25,773.52</b>	<b>2,09,347.48</b>
See accompanying notes to the Consolidated Financial Statements	1 to 45		

In terms of our report of even date attached  
For **K C Mehta & Co. LLP**  
Chartered Accountants  
Firm Registration No. 106237W/W100829

Sd/-  
**Shripal Shah**  
Partner  
Membership No. 114988

For and on behalf of the Board of Directors

Sd/-  
**Padmaja Chunduru**  
Managing Director and CEO  
DIN:08058663

Sd/-  
**Alen Ferns**  
Company Secretary  
A30633

Sd/-  
**Parveen Kumar Gupta**  
Chairman  
DIN: 02895343

Sd/-  
**Pratik Punjabi**  
Chief Financial Officer

Place: Mumbai  
Date: May 14, 2024



Consolidated Statement of Profit and Loss

for the Year ended March 31, 2024

(₹ in lakh)			
Particulars	Notes	Year ended March 31, 2024	Year ended March 31, 2023
<b>INCOMES</b>			
Revenue from operations	20	1,26,824.37	1,02,198.76
Other income	21	9,746.15	7,782.71
<b>Total Income</b>		<b>1,36,570.52</b>	<b>1,09,981.47</b>
<b>EXPENSES</b>			
Employee benefits expense	22	12,319.90	10,980.74
Depreciation and amortisation expense	3	2,412.41	2,168.93
Finance cost	27	205.99	151.94
Contribution to investor protection fund	31	1,148.31	988.55
Other expenses	23	84,852.71	64,703.38
<b>Total Expenses</b>		<b>1,00,939.32</b>	<b>78,993.54</b>
<b>Profit before Share of Profit/(Loss) of investment accounted for using equity method and Tax</b>		<b>35,631.20</b>	<b>30,987.93</b>
Share of Loss of Associate		(136.25)	(483.70)
<b>Profit before Tax</b>		<b>35,494.95</b>	<b>30,504.23</b>
<b>Tax Expense</b>			
Current tax		8,030.98	7,202.43
Deferred tax	6	(80.46)	(179.18)
<b>Total Tax Expenses</b>		<b>7,950.52</b>	<b>7,023.25</b>
<b>Profit after Tax</b>		<b>27,544.43</b>	<b>23,480.98</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to profit or loss:</b>			
i) Actuarial gain/(loss) on post retirement benefit plans		(128.52)	73.48
ii) Income tax relating to items that will not be reclassified to profit or loss		33.80	(17.65)
<b>Items that will be reclassified to profit or loss:</b>			
i) Share of Profit of Associate		34.77	174.44
<b>Total Other Comprehensive Income</b>		<b>(59.95)</b>	<b>230.27</b>
<b>Total Comprehensive Income for the year</b>		<b>27,484.48</b>	<b>23,711.25</b>
Basic and Diluted earnings per equity share of ₹2 each	30	13.77	11.74
See accompanying notes to the Consolidated Financial Statements	1 to 45		

In terms of our report of even date attached  
For **K C Mehta & Co. LLP**  
Chartered Accountants  
Firm Registration No. 106237W/W100829

Sd/-  
**Shripal Shah**  
Partner  
Membership No. 114988

For and on behalf of the Board of Directors

Sd/-  
**Padmaja Chunduru**  
Managing Director and CEO  
DIN:08058663

Sd/-  
**Alen Ferns**  
Company Secretary  
A30633

Place: Mumbai  
Date: May 14, 2024

Sd/-  
**Parveen Kumar Gupta**  
Chairman  
DIN: 02895343

Sd/-  
**Pratik Punjabi**  
Chief Financial Officer

# Consolidated Statement of Cash Flows

for the Year ended March 31, 2024

Particulars	(₹ in lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
<b>A. Cash Flow from Operating Activities</b>		
Profit before tax	35,494.95	23,325.15
<b>Adjustments for:</b>		
Depreciation and amortisation expense	2,412.41	1,667.19
Provision for compensated absences	36.97	(94.43)
Provision for investor awareness	658.14	479.52
Provision for doubtful trade receivables	1,207.27	690.64
Bad debts written off	112.77	0.24
Provision for doubtful rent deposit	(35.55)	95.55
Contribution to investor protection fund	1,148.31	770.21
Fair value gain on investments in mutual funds	(1,700.73)	(400.54)
Dividend income from current investments	(106.17)	(45.32)
Loss/(Profit) on sale of property, plant and equipment	-	34.02
Profit on sale of investments	(43.45)	(20.57)
Interest income	(7,510.66)	(4,624.61)
<b>Operating Profit before Working Capital Changes</b>	<b>31,674.26</b>	<b>21,877.05</b>
Changes in Working Capital:		
(Increase)/decrease other assets	(458.50)	(708.21)
(Increase)/decrease other financial assets	(4,589.06)	13,590.90
(Increase)/decrease trade receivables	(1,071.20)	(2,099.60)
Increase/(decrease) trade payables	845.03	2,324.09
Increase/(decrease) other financial liabilities	(7,747.28)	(598.67)
Increase/(decrease) provisions	(469.92)	(597.88)
Increase/(decrease) other liabilities	1,003.31	5,011.89
<b>Cash generated from Operations</b>	<b>19,186.64</b>	<b>38,799.57</b>
Net income tax paid	(7,898.36)	(6,099.21)
<b>Net Cash generated from Operating Activities (A)</b>	<b>11,288.28</b>	<b>32,700.36</b>
<b>B. Cash Flow from Investing Activities</b>		
Capital expenditure on property, plant and equipment, intangible assets, capital advance	(24,385.42)	(4,364.08)
Proceeds from sale of property, plant and equipment	-	0.66
Bank balances not considered as cash and cash equivalents		
i) Placed	(1,045.00)	(4,232.31)
ii) Matured	2,500.00	8,090.99
Purchase of non-current investments	(20,954.88)	(58,109.92)
Sale/Redemption of non-current investments	17,518.68	9,346.33
Proceeds/(Purchase) of current investments (Net)	1,608.45	7,157.55
Interest received	7,501.41	4,630.49
<b>Net Cash used in Investing Activities (B)</b>	<b>(17,256.76)</b>	<b>(37,480.29)</b>



# Consolidated Statement of Cash Flows

for the Year ended March 31, 2024

Particulars	(₹ in lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
<b>C. Cash Flow from Financing Activities</b>		
Dividend paid	(2,000.00)	(2,000.00)
<b>Net Cash used in Financing Activities (C)</b>	<b>(2,000.00)</b>	<b>(2,000.00)</b>
<b>Net increase/(decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(7,968.48)</b>	<b>(6,779.93)</b>
Cash and Cash Equivalents at the beginning of the year	18,569.72	14,445.97
<b>Cash and Cash Equivalents at the end of the year (Refer Note 10)</b>	<b>10,601.24</b>	<b>7,666.04</b>
See accompanying notes to the Consolidated Financial Statements 1 to 45		

In terms of our report of even date attached

For **K C Mehta & Co. LLP**

Chartered Accountants

Firm Registration No. 106237W/W100829

Sd/-

**Shripal Shah**

Partner

Membership No. 114988

For and on behalf of the Board of Directors

Sd/-

**Padmaja Chunduru**

Managing Director and CEO

DIN:08058663

Sd/-

**Alen Ferns**

Company Secretary

A30633

Sd/-

**Parveen Kumar Gupta**

Chairman

DIN: 02895343

Sd/-

**Pratik Punjabi**

Chief Financial Officer

Place: Mumbai

Date: May 14, 2024



Consolidated Statement of changes in Shareholder’s Equity

for the year ended March 31, 2024

A. EQUITY SHARE CAPITAL

	(₹ in lakh)
As at April 1, 2022	4,000.00
Changes in equity share capital during the year (Note 12)	-
As at March 31, 2023	4,000.00
Changes in equity share capital during the year (Note 12)	-
As at March 31, 2024	4,000.00

B. OTHER EQUITY

Particulars	Reserves and Surplus					(₹ in lakh)
	General Reserve	Retained Earnings	OCI Actuarial Gains/ (Losses)	Share Based Payment Reserve	Statutory Reserves	Total
Balance as at April 1, 2022	36,312.82	80,891.15	(42.01)	-	-	1,17,161.96
Profit after tax	-	23,480.98	-	-	-	23,480.98
Dividends	-	(2,000.00)	-	-	-	(2,000.00)
Other Comprehensive Income	-	-	230.27	-	-	230.27
Addition to Share based payment reserve	-	-	-	12.97	-	12.97
Transferred from retained earning to statutory reserves	-	(202.37)	-	-	202.37	-
Balance as at March 31, 2023	36,312.82	1,02,169.76	188.26	12.97	202.37	1,38,886.18
Profit after tax	-	27,544.43	-	-	-	27,544.43
Dividends	-	(2,000.00)	-	-	-	(2,000.00)
Other Comprehensive Income	-	-	(59.95)	-	-	(59.95)
Addition to Share based payment reserve	-	-	-	39.06	-	39.06
Transferred from retained earning to statutory reserves	-	-	-	-	-	-
Balance as at March 31, 2024	36,312.82	1,27,714.19	128.31	52.03	202.37	1,64,409.72

See accompanying notes to the Consolidated Financial Statements 1 to 45

In terms of our report of even date attached  
For **K C Mehta & Co. LLP**  
Chartered Accountants  
Firm Registration No. 106237W/W100829

For and on behalf of the Board of Directors

Sd/-  
**Shripal Shah**  
Partner  
Membership No. 114988

Sd/-  
**Padmaja Chunduru**  
Managing Director and CEO  
DIN:08058663

Sd/-  
**Parveen Kumar Gupta**  
Chairman  
DIN: 02895343

Sd/-  
**Alen Ferns**  
Company Secretary  
A30633

Sd/-  
**Pratik Punjabi**  
Chief Financial Officer

Place: Mumbai  
Date: May 14, 2024



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

1 CORPORATE INFORMATION

National Securities Depository Limited (“the Holding Company”) was incorporated on April 27, 2012. The Holding Company is a Depository registered with Securities Exchange Board of India under the provisions of Depositories Act, 1996, and Rules and Regulations framed thereunder. The Holding Company and its wholly owned subsidiaries constitute the Group. The Group provide electronic infrastructure for dematerialisation of securities, facilitates electronic settlement of trades in Indian Securities Market, offers services as a managed service provider, sets-up system infrastructure, connectivity, software application, database management systems, and banking services.

2 STATEMENT OF COMPLIANCE

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed in the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and the consolidated financial statement also complies with presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III) notified under section 133 of the Companies Act, 2013 (the Act) along with other relevant provisions of the Act.

The consolidated financial statements are presented in Indian Rupee (INR), which is also the functional currency of the Holding Company, in denomination of lakh with rounding off to two decimals as permitted by Schedule III to the Act.

The financial statements are prepared on a going concern basis as the Management is satisfied that the Group shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on the going concern assumption. In making this assessment, the Management has considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows and capital resources.

2.1 Basis of Preparation

These Consolidated Financial statements of the National Securities Depository Limited (“the Holding Company”) and its subsidiaries (together the ‘Group’) have been prepared in accordance with Indian Accounting Standards (Ind AS) as notified under the Companies (Indian Accounting Standards) Rules, 2015, prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other accounting principles

generally accepted in India and transition date is considered as April 1, 2015.

These Consolidated Financial statements have been prepared on accrual basis under the historical cost convention except for certain financial instruments which are measured at fair values at the end of each of the reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities have been classified as current or non-current as per the Group’s normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. The Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities. Accordingly, all assets and liabilities have been classified as current or non-current as per the Group’s operating cycle and other criteria set out in Ind AS-1 ‘Presentation of Standalone Financial Statements’ and Schedule III to the Companies Act, 2013.

Fair Value Measurement

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, Level 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety which are described as follows:

**Level 1** — inputs are quoted (unadjusted) prices in active markets for identical assets or liabilities that the entity can access at the measurement date;

**Level 2** — inputs are inputs, other than quoted prices included in level 1, that are observable for the asset or liability either directly or indirectly;

**Level 3** — inputs are unobservable inputs for the assets or liability.

2.2 Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Holding Company, its subsidiaries, and associate company. Control is achieved when the Company:

# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the company obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Profit or loss and each component of other comprehensive income are attributed to the owners of the Group. Total comprehensive income of subsidiaries is attributed to the owners of the Group.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

- c) **Investment in Associates** - Investments in entities where the Group has significant influence (associate) is accounted under the equity method as prescribed by Indian Accounting Standard 28 Investments in Associates and Joint Ventures ("Ind AS 28"). Under the equity method, on initial recognition the investment in an associate has been recognised at cost, and the carrying amount has been increased or decreased to recognise the Group's share of the profit or loss of the investee after the date of acquisition. The Group's share of the investee's profit or loss has been recognised in the statement of profit or loss.

- d) Following companies have been considered in the preparation of the Consolidated Financial Statements:

Name of the Entity	Relationship	Country of Incorporation	Ownership held by	% of Holding and voting power either directly or indirectly at each reporting period covered under these Consolidated Financial Statements.
NSDL Database Management Limited	Subsidiary	India	National Securities Depository Limited	100%
NSDL Payments Bank Limited	Subsidiary	India	National Securities Depository Limited	100%
India International Bullion Holding IFSC Limited	Associate	India	National Securities Depository Limited	20%

- e) The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Group's separate financial statements.

### Principles of Consolidation

The Consolidated Financial statements relate to National Securities Depository Limited (the 'Holding Company') and its subsidiaries. The Consolidated Financial statements have been prepared on the following basis:

- a) The financial statements of the subsidiary companies are drawn upto the same reporting date as that of the Group for each of the reporting period covered by these Consolidated Financial statements.
- b) The financial statements of the Holding Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.

### 2.3 Revenue and Income Recognition

- a) The Group has applied Ind AS 115 Revenue from Contracts with Customers which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Under Ind AS 115, revenue is recognised at an amount



# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

that reflects the consideration to which an entity expects to be entitled in exchange for rendering services to a customer. The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances related to contracts with their customers.

- b) The Group derive revenue primarily from services to corporates and capital market intermediary services. The Group recognise revenue when the significant terms of the arrangement are enforceable, services have been delivered and the collectability is reasonably assured. The Group recognise revenue based on two main models: services rendered at a point in time and services rendered over time:

**Services rendered at a point in time:** Revenues and costs relating to time and service contracts are recognised as the related services are rendered.

**Services rendered over time:** Revenue from annual fee contracts is recognised proportionately over the period of the contract. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognised on a straight-line basis over the specified period or under some other method that better represents the stage of completion.

The Group accounts for pricing incentives to customers by reducing the amount of revenue.

- c) Interest income is accounted on accrual basis. For financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability.
- d) Dividend income is accounted for when the right to receive it is established.

### 2.4 Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership to the lessee.

### As a Lessee -

At the date of commencement of the lease, the Group recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been adjusted towards rent expenses in the Statement of Profit and Loss.



# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

## 2.5 Employee Benefits

Employee benefits include provident fund, superannuation fund, gratuity fund, and compensated absences.

### Defined Contribution Plan

The Group’s contribution to provident fund and superannuation fund are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

### i. Superannuation

The Group contributes a sum equivalent to 15% of annual basic salary of the eligible employees to an insurance company which administers the fund. The Group recognises such contributions as an expense during the period they are incurred.

### ii. Provident Fund

Employees are entitled to receive benefits in respect of provident fund, in which both employees and the Group make monthly contributions at a specified percentage of the covered employees’ salary (currently 12% of employees’ basic salary).

### Defined Benefit Plans

### i. Gratuity

The Group accounts for the net present value of its obligations for gratuity benefits based on an independent external actuarial valuation determined on the basis of the projected unit credit method carried out at the Balance Sheet date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in in retained earnings routed through OCI and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

### Defined benefit cost are categorised as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Remeasurement

## ii. Other Employee Benefits

### Performance Incentive and Compensated Absences

The amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the period when the employees render the services. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The Group accounts for the net present value of its obligations for compensated absences based on an independent external actuarial valuation carried out at the Balance Sheet date. The cost of short-term compensated absences is accounted as under:

- a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- b) in case of non-accumulating compensated absences, when the absences occur.

### Employee stock option schemes

**Share Based Payment Reserve:** Our Subsidiary NSDL Payments Bank Limited has Employee stock option schemes under which the eligible employees and key management personnel are granted stock options. Stock options granted are measured at fair value on the grant date using Black-Scholes model and amortised over the vesting period as share based payment with corresponding credit in share-based payment reserve. On exercise of the stock options, balance in share-based payment reserve is transferred to securities premium account.

**Method used for Accounting for Share Based Payment Plan:** The stock options granted to employees pursuant to the Bank Stock options Schemes, are measured at the fair value of the options at the grant date using Black-Scholes model. The fair value of the options determined at grant date is recognised as employee compensation cost over the vesting period on straight line basis over the period of option, based on the number of grants expected to vest, with corresponding increase in equity.



# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

## 2.6 Tax on Income

Income tax expense represents the sum of the tax currently payable and deferred tax.

### i. Current Tax

The tax currently payable is based on taxable profit for the period. Taxable profit differs from ‘Profit Before Tax’ as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, in accordance with the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) prescribed therein. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

### ii. Deferred Tax

Deferred tax is recognised on the temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period when the liability is settled or the

asset realised based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

### iii. Current and Deferred Tax for the period

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

## 2.7 Property, Plant and Equipment

Property, Plant & Equipment carried at cost less accumulated depreciation and amortisation and impairment losses, if any. The cost comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use.

### Capital Work-in-ProgressCurrent Tax

Projects under which tangible fixed assets that are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses, and interest attributable.

## 2.8 Intangible Assets

Intangible assets purchased are measured at cost as of the date of acquisition less accumulated amortisation and accumulated impairment, if any.

### Intangible Assets under Development

Projects under which Intangible assets that are not yet ready for their intended use are carried at cost, comprising Development expenses and software expenses.

## 2.9 Depreciation and Amortisation

Depreciation is charged so as to write off the cost of assets other than Capital work-in-progress less its estimated residual value over their estimated useful lives as prescribed in Schedule II to the Companies Act, 2013, using the straight-line method except for the new office building acquired during the year for which useful life of 35 years has been adopted as determined by technical expert.

Depreciation on addition/(disposal) is provided on a pro-rata basis.

# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

Intangible assets are amortised on a straight line basis. Computer software is amortised over useful life of assets. However, In case of its subsidiary NSDL Database Management Limited, Computer software is amortised over 48 months or useful life, whichever is lower.

## 2.10 Provision and Contingent Liabilities and Contingent Assets

### Provisions

A provision is recognised when the Group has a present obligation (legal and constructive) as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.

Provisions are discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised/disclosed in the financial statements.

### Contingent Liabilities and Assets

Contingent liabilities are when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent liabilities are not recognised but are disclosed in the notes.

Contingent asset is a possible asset that arises from past events the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise. Contingent assets are neither recognised nor disclosed in the financial statements.

Contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

## 2.11 Foreign Currency Transactions and Balances

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Profit and Loss and reported within foreign exchange gains/ (losses).

## 2.12 Financial Instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. All financial instruments are recognised initially at fair value.

## 2.13 Financial Assets

Financial assets are (Investment in Mutual Funds, Non- Convertible Debentures, Bonds and Government Securities) classified into the following specified categories: financial assets “at amortised cost”, “fair value through other comprehensive income”, “fair value through Profit or Loss”. The classification depends on the entity’s business model for managing the financial assets and the contractual cash flow characteristics of the financial asset at the time of initial recognition.

Financial assets are recognised by the Group as per its business model. All Financial Assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction cost that are attributable to the acquisition of the Financial Asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. Transaction costs directly attributable to the acquisition of financial assets measured at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

All equity instruments are measured at fair value other than investments in unquoted equity shares including investment in subsidiaries and associates. Equity instruments held for trading is classified as FVTPL. For all other equity instruments, the

# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

Group may make an irrevocable election to present subsequent changes in the fair value in OCI. The Group makes such election on an instrument-by-instrument basis.

Income and expense is recognised on an effective interest basis for debt instrument. All other investments are classified as Fair Value Through Profit or Loss (FVTPL). The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

## Impairment of Financial Assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss. Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

### Objective evidence of impairment could include -

- Significant financial difficulty of the users or counterparty; or
- Default or delinquency in interest or principal payments; or
- It becoming probable that the borrower will enter bankruptcy or financial reorganisation.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables. For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

## Expected Credit Losses on Trade Receivables

For trade receivables the Group measures the loss allowance at an amount equal to life time expected credit losses. Further, for the purpose of measuring life time expected credit losses for trade receivables, the company follows simplified approach as permitted under Ind AS 109.

## De-recognition of Financial Assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

## 2.14 Impairment of Non-Financial Assets

The Group assesses at each reporting date whether there is any observable evidence that a non-financial asset or a company of non-financial assets is impaired. If any such indication exists, the Group estimates the amount of impairment loss. An impairment loss is calculated as the difference between an asset’s carrying amount and recoverable amount. Losses are recognised in Statement of profit and loss and reflected in an allowance account. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, then the previously recognised impairment loss is reversed through statement of profit and loss.

## 2.15 Financial Liabilities and Equity Instruments

### Classification as Debt or Equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.



# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

**Equity Instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deduction all of its liabilities.

**Financial Liabilities**

**i. Initial Recognition and Measurement**

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

**ii. Subsequent Measurement**

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

**Derecognition of Financial Liabilities**

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

**2.16 Cash and Cash Equivalents**

Cash and cash equivalents comprise of cash on hand, balances in current account and demand deposits with banks having an original maturity of three months or less. These do not include bank balances earmarked/restricted for specific purposes

Bank balances other than cash and cash equivalents comprises of demand deposits with banks having an original maturity of more than three months.

**2.17 Use of Estimates and Judgement**

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, incomes, expenses, disclosure of contingent assets and disclosure of contingent liabilities. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical

judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following note:

**i. Useful lives of Property, Plant and Equipment/ Intangible Assets**

Property, Plant and Equipment/ Intangible Assets are depreciated/amortised over their estimated useful lives, after taking into account estimated residual value. The useful lives and residual values are based on the Group's historical experience with similar assets and taking into account anticipated technological changes or commercial obsolescence. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/amortisation to be recorded during any reporting period. The depreciation/ amortisation for future periods is revised, if there are significant changes from previous estimates and accordingly, the unamortised/ depreciable amount is charged over the remaining useful life of the assets.

**ii. Contingent Liabilities and Assets**

Contingent Liabilities are disclosed when there is a possible obligation arising from the past events, the existence of which will be confirmed only by the occurrence or non - occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from the past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

**iii. Income Taxes**

The Group's tax jurisdiction is in India. Significant judgements are involved in determining the provision for income taxes, deferred tax assets and liabilities including the amount expected to be paid or recovered in connection with uncertain tax positions.

**iv. Expected Credit Losses on Trade Receivables**

The Group estimates the probability of collection of trade receivable by analysing historical payment patterns, customer status, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances are made.



# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

**v. Employee Benefits**

Defined employee benefit assets/liabilities determined based on the present value of future obligations using assumptions determined by the Company with advice from an independent qualified actuary.

**2.18 Earnings/Loss per share**

The basic Earnings Per Share ("EPS") is computed by dividing the net profit/(loss) after tax for the year attributable to the Equity Shareholders of the Holding Company by the weighted average number of equity shares outstanding during the year, adjusted for bonus elements in equity shares issued during the year.

**2.19 Rounding of amounts**

All amounts disclosed in the financial statement and notes have been rounded off to the nearest lakhs as per the requirement of schedule III, unless otherwise stated.

**2.20 Recent Pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

NOTE 3: PROPERTY, PLANT AND EQUIPMENT, OTHER INTANGIBLE ASSETS, AND RIGHT OF USE OF ASSETS

Gross Block	Property, Plant and Equipment							Other Intangible Assets	Right of Use of Assets		
	Buildings	Computers	Data and Tele-Communication Equipment	Electrical Installations	Office Equipment	Furniture and Fixtures	Leasehold Improvements	Vehicle		Total	
As at April 1, 2022	3,517.82	5,630.70	429.33	172.44	434.62	227.73	48.99	-	10,461.63	13,593.50	1,318.79
Additions during the year	-	735.38	105.13	15.47	47.83	4.34	-	-	908.15	1,076.90	1,927.45
Deductions	-	(70.12)	(20.42)	(8.14)	(9.42)	(9.47)	(27.80)	-	(145.37)	(52.21)	(1,094.61)
As at March 31, 2023	3,517.82	6,295.96	514.04	179.77	473.03	222.60	21.19	-	11,224.41	14,618.19	2,151.63
Additions during the year	21,470.66	1,532.66	160.45	19.57	24.91	57.30	-	-	23,265.55	1,199.99	7.30
Deductions	-	(11.52)	-	-	-	-	-	-	(11.52)	-	(0.13)
As at March 31, 2024	24,988.48	7,817.10	674.49	199.34	497.94	279.90	21.19	-	34,478.44	15,818.18	2,158.80

Accumulated Depreciation and Amortisation	Property, Plant and Equipment								Other Intangible Assets	Right of Use of Assets	
	Buildings	Computers	Data and Tele-Communication Equipment	Electrical Installations	Office Equipment	Furniture and Fixtures	Leasehold Improvements	Vehicle	Total		
As at April 1, 2022	3,069.38	3,153.79	282.49	151.98	311.57	195.62	17.99	-	7,182.82	11,798.58	1,065.03
Depreciation/amortisation for the year	8.92	681.46	36.41	1.97	31.24	3.85	3.32	-	767.17	967.29	434.47
Deductions	-	(62.30)	(17.73)	(2.49)	(7.66)	(3.84)	(13.23)	-	(107.25)	(28.55)	(915.56)
As at March 31, 2023	3,078.30	3,772.95	301.17	151.46	335.15	195.63	8.08	-	7,842.74	12,737.32	583.94
Depreciation/amortisation for the year	252.38	804.26	50.78	3.98	35.71	13.93	2.24	-	1,163.28	848.34	400.79
Deductions	-	(11.52)	-	-	-	-	-	-	(11.52)	-	-
As at March 31, 2024	3,330.68	4,565.69	351.95	155.44	370.86	209.56	10.32	-	8,994.50	13,585.66	984.73

Net Block	Property, Plant and Equipment							Other Intangible Assets	Right of Use of Assets			
	Buildings		Computers	Data and Tele- Communication Equipment	Electrical Installations	Office Equipment	Furniture and Fixtures			Leasehold Improvements	Vehicle	Total Tangible Assets
As at March 31, 2023	439.52	2,523.01	212.87	28.31	137.88	26.97	13.11	-	3,381.67	1,880.87	1,567.69	
As at March 31, 2024	21,657.80	3,251.41	322.54	43.90	127.08	70.34	10.87	-	25,483.94	2,232.52	1,174.07	

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

Note 3(a): Capital work-in-progress and Intangible Asset Under Development (IAUD)

Particulars	As at March 31, 2024	As at March 31, 2023
Capital work-in-progress	40.96	24.38
Intangible Asset Under Development	1,250.19	485.64
Total	1,291.15	510.02

3 (a) (i) Capital work-in-progress and Intangible Asset Under Development Aging Schedule as on March 31, 2024

Particulars	Amount in Capital work-in-progress and IAUD for a period of				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Capital work-in-progress					
Projects in progress	36.18	4.78	-	-	40.96
Intangible Asset Under Development					
Projects in progress	959.28	290.91	-	-	1,250.19
Total	995.46	295.69	-	-	1,291.15

3 (a) (ii) Capital work-in-progress and Intangible Asset Under Development Aging Schedule as on March 31, 2023

Particulars	Amount in Capital work-in-progress and IAUD for a period of				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Capital work-in-progress					
Projects in progress	24.38	-	-	-	24.38
Intangible Asset Under Development					
Projects in progress	382.30	29.64	27.78	45.92	485.64
Total	406.68	29.64	27.78	45.92	510.02

3 (a) (iii) For Capital work-in-progress and Intangible Asset Under Development whose completion is overdue or has exceeded its cost compared to its original plan

There is no time and cost overrun for any of the projects forming part of IAUD in view of readiness of an asset for intended management use.



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

NOTE 4: NON-CURRENT INVESTMENTS

(₹ in lakh)						
Particulars	Rate of Interest (%)	Year of Maturity	Nos.	Face Value/ NAV (₹)	As at March 31, 2024	As at March 31, 2023
<b>(a) Investment in Equity Instruments of Associate (Accounted using Equity Method)</b>						
India International Bullion Holding IFSC Ltd			30,00,00,000	1	2,496.72	2,598.95
Sub-total					2,496.72	2,598.95
<b>(b) Investment in Equity Instruments of Other Entity (at FVTPL)</b>						
Open Network For Digital Commerce			10,00,000	100	1,000.00	1,000.00
Sub-total					1,000.00	1,000.00
<b>(c) Investment in Debentures or Bonds (at amortised cost)</b>						
1 India Infrastructure Finance Company Limited	9.41	2037	3	10,00,000	34.72	34.83
2 Power Finance Corporation of India Limited*	7.35	2035	50,000	1,000	525.81	526.31
3 National Housing Bank*	8.76	2034	8,000	5,000	426.97	428.47
4 Housing and Urban Development Corporation Limited*	8.76	2034	5,000	1,000	54.29	54.53
5 India Infrastructure Finance Company Limited*	8.66	2034	70,000	1,000	880.80	846.22
6 NTPC Limited*	8.66	2033	92,899	1,000	1,107.10	1,118.54
7 NHPC Ltd*	8.67	2033	49,420	1,000	598.11	602.87
8 India Infrastructure Finance Company Limited*	7.40	2033	50,000	1,000	546.71	549.93
9 India Infrastructure Finance Company Limited*	7.46	2033	1,500	1,00,000	1,589.39	-
10 National Highway Authority of India Limited*	7.35	2031	1,89,883	1,000	2,120.94	2,131.33
11 Indian Renewable Energy Development Agency Limited*	7.49	2031	50,000	1,000	509.43	509.79
12 National Bank for Agriculture and Rural Development*	7.35	2031	4,40,010	1,000	4,688.96	4,724.51
13 Indian Railway Finance Corporation Limited*	7.35	2031	99,000	1,000	1,073.92	1,080.85
14 Housing and Urban Development Corporation Limited*	7.39	2031	1,00,000	1,000	1,106.89	1,116.40
15 Indian Railway Finance Corporation Limited*	7.28	2030	11,074	1,000	122.60	123.58
16 National Bank for Agriculture and Rural Development*	6.49	2030	50	1,000	480.40	478.22
17 National Housing Bank*	8.68	2029	30,000	5,000	1,578.99	1,593.17
18 Indian Railway Finance Corporation Limited*	8.40	2029	63,000	1,000	708.27	715.90
19 Rural Electrification Corporation Limited*	8.80	2029	100	1,000	1,126.74	1,134.14
20 Power Finance Corporation of India Limited*	8.85	2029	100	1,000	1,126.82	1,134.61
21 Indian Railway Finance Corporation Limited*	7.48	2029	100	1,000	1,068.75	1,068.08
22 NHPC Ltd*	8.54	2028	81,428	1,000	934.61	942.06
23 Power Finance Corporation of India Limited*	8.46	2028	40	10,00,000	420.08	419.57
24 Rural Electrification Corporation Limited*	8.46	2028	60,000	1,000	671.10	681.51
25 Rural Electrification Corporation Limited*	8.46	2028	157	10,00,000	1,781.25	1,804.43



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

(₹ in lakh)						
Particulars	Rate of Interest (%)	Year of Maturity	Nos.	Face Value/ NAV (₹)	As at March 31, 2024	As at March 31, 2023
26 Indian Railway Finance Corporation Limited*	8.48	2028	100	10,00,000	1,123.27	1,134.69
27 Indian Railway Finance Corporation Limited*	7.34	2028	60,000	1,000	623.51	624.36
28 India Infrastructure Finance Company Limited*	8.26	2028	80	10,00,000	870.25	876.06
29 National Housing Bank*	8.46	2028	90	10,00,000	990.21	998.78
30 Housing and Urban Development Corporation Limited*	8.56	2028	20	10,00,000	226.74	229.97
31 PFC (SERIES 172)	7.74	2028	250	10,00,000	2,523.94	2,517.61
32 National Highway Authority of India Limited*	8.30	2027	1,40,000	1,000	1,487.18	1,495.22
33 Power Finance Corporation of India Limited*	8.30	2027	50,000	1,000	524.75	526.39
34 Indian Railway Finance Corporation Limited*	7.38	2027	100	10,00,000	1,090.07	1,103.28
35 Indian Railway Finance Corporation Limited*	8.10	2027	50,000	1,000	548.38	557.73
36 Rural Electrification Corporation Limited*	8.12	2027	1,00,000	1,000	1,114.11	1,136.32
37 Power Grid Corporation of India Limited	7.20	2027	150	10,00,000	1,616.52	1,631.91
38 Power Grid Corporation of India Limited	9.25	2027	50	10,00,000	541.09	553.59
39 IRFC	7.33	2027	200	10,00,000	2,131.76	2,129.76
40 Power Finance Corporation of India Limited	6.09	2026	100	10,00,000	1,032.83	1,027.22
41 NHPC Ltd	7.13	2026	1,000	2,00,000	2,058.62	2,077.97
42 Power Grid Corporation of India Limited	7.36	2026	150	10,00,000	1,599.89	1,610.28
43 Rural Electrification Corporation Limited*	7.52	2026	50	5,00,000	526.33	530.47
44 NHPC Ltd	7.52	2026	50	5,00,000	535.39	537.37
45 NABARD	7.40	2026	250	10,00,000	2,529.88	2,529.23
46 NTPC Limited*	7.15	2025	171	10,00,000	1,844.60	1,885.19
47 IDFC FIRST Bank Limited	9.03	2025	5	10,00,000	55.58	55.58
48 IDFC FIRST Bank Limited	8.80	2025	4	10,00,000	42.44	42.41
49 Indian Renewable Energy Development Agency Limited*	7.17	2025	60	10,00,000	621.97	621.38
50 Power Grid Corporation of India Limited	8.85	2025	50	12,50,000	541.82	554.95
51 Power Grid Corporation of India Limited	9.64	2025	21	12,50,000	294.25	302.81
52 National Bank for Agriculture and Rural Development	5.70	2025	150	10,00,000	1,552.03	1,546.08
53 Power Finance Corporation of India Limited	6.50	2025	50	10,00,000	513.09	510.33
54 Rural Electrification Corporation Limited*	5.85	2025	50	10,00,000	498.04	492.65
55 Rural Electrification Corporation Limited*	5.85	2025	150	10,00,000	1,475.54	1,463.13
56 National Bank for Agriculture and Rural Development					-	523.12
57 Power Finance Corporation of India Limited					-	67.80
58 Indian Railway Finance Corporation Limited*	8.63	2029	40,000	1,000	442.94	444.26
59 Housing and Urban Development Corporation Limited*	8.56	2028	100	10,00,000	1,095.91	1,104.30
60 India Infrastructure Finance Company Limited*	8.66	2034	30,000	1,000	335.48	337.52
61 Housing and Urban Development Corporation Limited*	8.51	2028	50,000	1,000	542.73	546.97
62 NHPC Limited*	8.67	2033	10,000	1,000	117.92	118.55
63 NTPC Limited*	7.37	2035	12,491	1,000	129.44	129.39

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

(₹ in lakh)						
Particulars	Rate of Interest (%)	Year of Maturity	Nos.	Face Value/ NAV (₹)	As at March 31, 2024	As at March 31, 2023
64 Power Finance Corporation of India Limited*	7.35	2035	1,540	1,000	15.92	15.92
65 Rural Electrification Corporation Limited*	7.18	2035	11,450	1,000	117.26	117.24
66 National Highway Authority of India*	7.28	2030	50	10,00,000	541.16	541.71
67 Indian Railway Finance Corporation Limited*	7.28	2030	12,080	1,000	124.86	124.86
68 National Highway Authority of India*	7.35	2031	28,313	1,000	303.94	303.94
69 National Highway Authority of India*	7.35	2031	50,000	1,000	558.30	560.76
70 National Bank For Agriculture And Rural Development*	7.35	2031	1,20,000	1,000	1,274.08	1,282.60
71 India Infrastructure Finance Company Limited*	7.40	2033	50,000	1,000	546.77	549.99
72 National Housing Bank*	8.46	2028	50	10,00,000	565.44	573.10
73 NTPC Limited*	8.48	2028	1,00,000	1,000	1,123.62	1,141.10
74 National Housing Bank*	8.68	2029	20,000	5,000	943.15	958.73
75 Rural Electrification Corporation Limited*	7.17	2025	50	10,00,000	521.33	527.97
76 Power Finance Corporation of India Limited	8.03	2026	50	10,00,000	555.21	563.08
77 Power Finance Corporation of India Limited	6.09	2026	50	10,00,000	518.97	519.18
78 Rural Electrification Corporation Limited	7.52	2026	50	10,00,000	529.36	534.92
79 Rural Electrification Corporation Limited	5.85	2025	50	10,00,000	508.06	507.92
80 Rural Electrification Corporation Limited	7.54	2026	50	10,00,000	524.38	529.29
81 Power Finance Corporation of India Limited	6.09	2026	50	10,00,000	515.45	514.37
82 Power Finance Corporation of India Limited	9.46	2026	21	10,00,000	235.83	240.64
83 Power Finance Corporation of India Limited	7.23	2027	50	10,00,000	508.90	508.92
84 Indian Railway Finance Corporation Limited	10.04	2027	50	10,00,000	565.06	576.05
85 National Bank For Agriculture And Rural Development	5.70	2025	50	10,00,000	510.35	504.23
86 National Bank For Agriculture And Rural Development	7.40	2026	50	10,00,000	506.19	506.08
87 Indian Railway Finance Corporation Limited	7.33	2027	50	10,00,000	534.19	528.02
88 Indian Railway Finance Corporation Limited	6.92	2031	50	10,00,000	513.96	502.83
89 National Bank For Agriculture And Rural Development	7.62	2028	500	1,00,000	504.92	-
Sub-total					72,748.81	71,627.93
(d) Investment in Government Securities (at amortised cost)						
1 7.54% GOI 2036	7.54	2036	10,00,000	100	3,636.33	3,635.03
2 7.40% GOI 2035	7.40	2035	10,00,000	100	1,006.07	1,006.59
3 6.64% GOI 2035	6.64	2035	10,00,000	100	964.31	961.17
4 6.54% GOI 2032	6.54	2032	25,00,000	100	4,357.26	4,327.33
5 7.95% GOI 2032	7.95	2032	5,00,000	100	520.99	522.43
6 7.26% GOI 2032	7.26	2032	10,00,000	100	1,006.70	1,000.13
7 6.10% GOI 2031	6.10	2031	30,00,000	100	4,751.44	4,701.25
8 6.68% GOI 2031	6.68	2031	10,00,000	100	1,944.05	1,938.39
9 9.20% GOI 2030	9.20	2030	5,00,000	100	548.16	576.96
10 7.10% GOI 2029	7.10	2029	10,00,000	100	1,022.57	1,022.17
11 6.79% GOI 2029	6.79	2029	10,00,000	100	994.46	991.03
12 6.45% GOI 2029	6.45	2029	10,00,000	100	990.05	987.55
13 6.79% GOI 2027	6.79	2027	15,00,000	100	1,518.36	1,512.43
14 8.15% GOI 2026	8.15	2026	20,00,000	100	2,108.56	2,114.11
15 8.20% GOI 2025	8.20	2025	20,000	100	204.02	206.45



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

(₹ in lakh)						
Particulars	Rate of Interest (%)	Year of Maturity	Nos.	Face Value/ NAV (₹)	As at March 31, 2024	As at March 31, 2023
16 8.20% GOI 2025	8.20	2025	30,000	100	305.99	309.66
17 GOI 2031	6.10	2031	10,00,000	100	950.38	943.92
18 GOI 2031	6.68	2031	5,00,000	100	486.31	484.80
19 GOI 2032	6.54	2032	12,50,000	100	1,201.38	1,195.30
20 GOI 2035	6.64	2035	7,00,000	100	676.00	673.87
21 GOI 2036	7.54	2036	10,00,000	100	1,035.63	1,019.97
22 GOI 2033	7.26	2033	5,00,000	100	504.72	-
23 GOI 2034	7.50	2034	5,00,000	100	515.09	-
24 GOI 2029	7.10	2029	5,00,000	100	496.90	-
Sub-total					31,745.73	30,130.54
(e) Investment in State Government/ Development Bonds (at amortised cost)						
1 7.77% Haryana SGS 2036	7.77	2036	15,00,000	33	1,539.25	-
2 7.47% Haryana SDL 2035	7.47	2035	5,00,000	100	510.71	-
3 7.67% Haryana SDL 2035	7.67	2035	15,00,000	33	1,535.38	-
4 7.73% Maharashtra SGS 2034	7.73	2034	5,00,000	100	502.86	-
5 6.91% Maharashtra SDL 2034	6.91	2034	5,00,000	100	487.31	-
6 7.66% Tamil Nadu SDL 2033	7.66	2033	10,00,000	50	1,021.41	-
7 7.87% Tamil Nadu SDL 2033	7.87	2033	5,00,000	100	524.77	-
8 7.39% Tamil Nadu SDL 2033	7.39	2033	5,00,000	100	516.86	-
9 7.48% Karnataka SGS 2033	7.48	2033	10,00,000	100	1,012.07	-
Sub-total					7,650.62	-
(f) Investment in Mutual Funds (at FVTPL)						
1 ICICI Prudential PSU BOND PIUS SDL 40:60 Index 2027			19,67,050	11.22	220.70	205.29
2 SBI CPSE Bond PLUS SDL SEP 2026 50-50 Index Fund			1,01,66,743	11.16	1,134.83	1,057.27
3 AXIS AAA Bond Plus SDL ETF 2026 (TMF)			75,00,000	11.60	870.00	816.75
4 Nippon India ETF Nifty CPSE Bond Plus SDL 2024					-	514.10
5 Axis AAA Bond Plus SDL ETF - 2026 Maturity			75,00,000	75.00	872.09	812.75
6 ICICI Prudential PSU Bond Plus Index Fund - Sep 2027			1,00,07,606		-	1,047.91
7 IDFC G-Sec Fund Constant Growth			13,38,811	13.39	553.46	508.59
8 Nippon India Nivesh Lakhsay Fund			34,98,506	34.99	576.00	523.52
9 Axis Corporate Debt Fund			33,46,979	33.47	541.31	501.12
10 ICICI Prudential Corporate Bond Fund - Direct Plan - Growth			35,97,233	35.97	1,012.45	-
Sub-total					5,780.84	5,987.30
(g) Investment in ETF Bonds (at FVTPL)						
1 Edelweiss Bharat Bond ETF		2025	49,997	1,000	598.25	556.34
Sub-total					598.25	556.34
Total					1,22,020.97	1,11,901.06
* Investment in tax free bonds						
Aggregate amount of quoted investment					1,18,524.25	1,08,302.11
Aggregate market value of quoted investment					1,17,988.19	1,08,153.30
Aggregate amount of unquoted investments					3,496.72	3,598.95



# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

NOTE 5: OTHER FINANCIAL ASSETS

Particulars	(₹ in lakh)		(₹ in lakh)	
	As at March 31, 2024		As at March 31, 2023	
	Non-Current	Current	Non-Current	Current
Security deposits <sup>#</sup>	4,686.21	82.04	1,474.23	67.60
Interest accrued on investments	-	1.46	-	30.76
Interest accrued on fixed deposits	98.37	109.44	33.39	135.87
Deposits with original maturity of more than twelve months*	3,781.47	-	2,144.05	219.32
Margin money deposits with a bank (earmarked as security for performance guarantee and other commitments)	59.00	193.00	244.00	8.00
Others	60.52	167.84	-	248.27
Total	8,685.57	553.78	3,895.67	709.82

\* Includes FD earmarked for future payments.

<sup>#</sup> Includes ₹2840.00 lakhs paid under protest in the service tax matter.

NOTE 6: DEFERRED TAX ASSET AND LIABILITY (NET)

Note 6(a): Deferred Tax Asset

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Deferred Tax Asset:</b>		
Lease Liability (Refer Note 27)	3.04	2.55
Employee benefits	269.12	273.78
Expected credit loss	915.38	613.37
	1,202.58	889.70
<b>Less: Deferred Tax Liability:</b>		
Property, plant and equipment	285.91	59.68
	285.91	59.68
<b>Net Deferred Tax Asset</b>	<b>916.67</b>	<b>830.02</b>

The movement in Deferred Tax Asset and Liabilities:

Particulars	(₹ in lakh)			
	As at March 31, 2023	Credited/ (Charge) to Profit and Loss	Credited/ (Charge) to Other Comprehensive Income	As at March 31, 2024
<b>Deferred Tax Asset:</b>				
Lease Liability (Refer Note 27)	2.55	0.49	-	3.04
Employee benefits	273.78	(38.46)	33.80	269.12
Expected credit loss	613.37	302.01	-	915.38
	889.70	279.08	33.80	1,202.58
<b>Less: Deferred Tax Liability:</b>				
Property, plant and equipment	59.68	226.23	-	285.91
	59.68	226.23	-	285.91
<b>Net Deferred Tax Asset</b>	<b>830.02</b>	<b>52.85</b>	<b>33.80</b>	<b>916.67</b>



# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

The movement in Deferred Tax Asset and Liabilities:

Particulars	(₹ in lakh)			
	As at April 1, 2022	Credited/ (Charge) to Profit and Loss	Credited/ (Charge) to Other Comprehensive Income	As at March 31, 2023
<b>Deferred Tax Asset:</b>				
Lease Liability (Refer Note 27)	2.61	(0.06)	-	2.55
Employee Benefit	275.21	16.22	(17.65)	273.78
Expected credit loss	453.40	159.97	-	613.37
	731.22	176.13	(17.65)	889.70
<b>Less: Deferred Tax Liability:</b>				
Property, plant and equipment	59.63	0.05	-	59.68
	59.63	0.05	-	59.68
<b>Net Deferred Tax Asset</b>	<b>671.59</b>	<b>176.08</b>	<b>(17.65)</b>	<b>830.02</b>

Note 6(b): Deferred Tax Liability

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Deferred Tax Liability:</b>		
Property, plant and equipment	62.66	65.30
Fair value gain on investments	48.76	24.94
	111.42	90.24
<b>Less: Deferred Tax Asset:</b>		
Employee benefits	63.81	53.55
Expected credit loss	9.56	14.92
Lease Liability (Refer Note 27)	30.65	20.56
	104.02	89.03
<b>Net Deferred Tax Liability</b>	<b>7.40</b>	<b>1.21</b>

The movement in Deferred Tax Liabilities and Asset:

Particulars	(₹ in lakh)			
	As at March 31, 2023	Credited/ (Charge) to Profit and Loss	Credited/ (Charge) to Other Comprehensive Income	As at March 31, 2024
<b>Deferred Tax Liability:</b>				
Property, plant and equipment	65.30	(2.64)	-	62.66
Fair value gain on investments	24.94	23.82	-	48.76
	90.24	21.18	-	111.42
<b>Less: Deferred Tax Asset:</b>				
Employee benefits	53.55	10.26	-	63.81
Expected credit loss	14.92	(5.36)	-	9.56
Lease Liability (Refer Note 27)	20.56	10.09	-	30.65
	89.03	14.99	-	104.02
<b>Net Deferred Tax Liability</b>	<b>1.21</b>	<b>6.19</b>	<b>-</b>	<b>7.40</b>

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

The movement in Deferred Tax Liabilities and Asset:

(₹ in lakh)				
Particulars	As at April 1, 2022	Credited/ (Charge) to Profit and Loss	Credited/ (Charge) to Other Comprehensive Income	As at March 31, 2023
<b>Deferred Tax Liability:</b>				
Property, plant and equipment	57.24	8.06	-	65.30
Fair value gain on investments	37.94	(13.00)	-	24.94
	<b>95.18</b>	<b>(4.94)</b>	-	<b>90.24</b>
<b>Less: Deferred Tax Asset:</b>				
Employee benefits	49.55	4.00	-	53.55
Expected credit loss	22.44	(7.52)	-	14.92
Lease Liability (Refer Note 27)	1.24	19.32	-	20.56
	<b>73.23</b>	<b>15.80</b>	-	<b>89.03</b>
<b>Net Deferred Tax Liability</b>	<b>21.95</b>	<b>(20.74)</b>	-	<b>1.21</b>

NOTE 7: OTHER ASSETS

(₹ in lakh)				
Particulars	As at March 31, 2024		As at March 31, 2023	
	Non-Current	Current	Non-Current	Current
Capital advances	94.90	-	991.33	16.85
Prepaid expenses	80.28	628.91	126.28	484.46
Advance to employees for expenses	-	10.50	-	16.50
GST credit receivable	-	1,892.72	-	1,633.09
Security deposits	-	22.16	-	13.95
Others	-	260.19	2.76	142.37
<b>Total</b>	<b>175.18</b>	<b>2,814.48</b>	<b>1,120.37</b>	<b>2,307.22</b>

NOTE 8: CURRENT INVESTMENTS

(₹ in lakh)					
Particulars	Rate of Interest	Nos.	Face Value/ NAV (₹)	As at March 31, 2024	As at March 31, 2023
<b>(a) Current portion of Long-Term Investments:</b>					
<b>Investment in Debentures or Bonds (at amortised cost)</b>					
1 NTPC Limited*				-	1,554.65
2 NHPC LIMITED*				-	356.69
3 HDB Financial Services Limited				-	10.10
4 Housing and Urban Development Corporation Limited*				-	517.61
5 National Housing Bank*				-	1,375.78
6 Indian Railways Finance Corporation Limited*				-	558.04
7 India Infrastructure Finance Company Limited*				-	524.50
8 National Bank for Agriculture and Rural Development	5.27	50	10,00,000	522.82	-
9 Power Finance Corporation of India Limited	9.25	6	10,00,000	60.79	-
10 NTPC Limited*				-	519.60
<b>Sub-total</b>				<b>583.61</b>	<b>5,416.97</b>



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

(₹ in lakh)					
Particulars	Rate of Interest	Nos.	Face Value/ NAV (₹)	As at March 31, 2024	As at March 31, 2023
<b>(b) Other Current Investments:</b>					
<b>Investment in Mutual Funds (at FVTPL)</b>					
1 Units of UTI Treasury Advantage Fund - Daily Dividend Reinvestment				-	815.49
2 Units of Axis Liquid Fund -Direct Plan- Daily Dividend				-	1.57
3 Units of IDFC Liquid Fund - Direct Plan - Daily Dividend				-	0.97
4 Units of HDFC Liquid Fund- Daily Dividend Reinvestment				-	743.02
5 Units of IDBI Ultra Short Term Fund- Daily Dividend Reinvestment				-	0.99
6 Units of Principal Debt Opportunity Conservative Fund- Daily Dividend Reinvestment				-	664.77
7 Units of UTI Liquid Fund - Daily Dividend Reinvestment				-	742.46
8 Units of L&T Banking & PSU debt fund		29,88,465	23.06	689.05	642.95
9 Units of Sundaram Corporate bond fund		37,67,812	37.33	1,406.38	1,317.45
10 ICICI Prudential Mutual Fund Corporate Bond				-	2,673.08
11 AXIS MUTUAL FUND CORP DBT FD DIR GROWTH		1,07,10,331	16.15	1,729.54	1,601.60
12 Kotak Mahindra Mutual Fund Corporate Bond				-	1,059.97
13 UTI Corporate Bond Fund - Direct Growth Plan Growth				-	529.87
14 IDFC Prudential Mutual Fund Corporate Bond				-	1,050.89
15 Edelweiss Bharat Bond ETF				-	1,224.34
16 KOTAK Liquid Fund - Dir - Growth-2		49,303	4,877.59	2,404.69	-
17 NIPPON INDIA MONEY MARKET FUND - DIRECT GROWTH		55,722	3,819.20	2,128.13	-
18 ADITYA BIRLA SUN LIFE MONEY MANAGER FUND		6,24,900	340.60	2,128.39	-
19 TATA LIQUID MUTUAL FUND		3,340	3,809.49	127.22	-
20 ICICI Money Market Fund		3,56,722	349.23	312.57	-
21 Nippon India ETF Nifty CPSE Bond Plus SDL 2024		4,60,000	120.15	552.69	-
22 Bandhan Liquid Fund - Direct Plan Growth		14,822		432.42	-
<b>Sub-total</b>				<b>11,911.08</b>	<b>13,069.42</b>
<b>Investments in Treasury Bills and CD</b>				<b>14,834.01</b>	<b>15,284.12</b>
<b>Total</b>				<b>27,328.70</b>	<b>33,770.51</b>
* Investment in tax free bonds					
Note - The Repurchase Price/NAV has been considered as the Quoted Market Price					
Aggregate amount of quoted investment				27,328.70	33,770.51
Aggregate market value of quoted investment				27,304.74	33,628.11
Aggregate amount of unquoted investments				-	-



# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

## NOTE 9: TRADE RECEIVABLES

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
Trade receivables considered good - Secured,	100.70	169.51
Trade receivables considered good - Unsecured,	8,213.22	8,393.25
<b>Trade receivables credit impaired - Unsecured</b>		
Which have significant increase in credit risk	286.17	23.92
Credit Impaired	3,515.22	2,578.83
	<b>12,115.31</b>	<b>11,165.51</b>
<b>Less: Expected credit loss/Allowance for doubtful debts (Refer Note 2.14)</b>		
Trade receivables -Unsecured/Allowance for doubtful debts	3,801.39	2,602.75
	<b>3,801.39</b>	<b>2,602.75</b>
<b>Total</b>	<b>8,313.92</b>	<b>8,562.76</b>

Footnote:

- 1) The average credit period on sale of services is 30 days. No interest is charged on trade receivables for the first 30 days from the date of invoice. Thereafter, interest is charged at the range of 12% to 24% p.a. on certain categories of receivables.
- 2) The Company has appropriate levels of control procedures for new customers which ensures the potential customer’s credit quality. Credit limits attributed to customers are reviewed periodically by the Management.

## 9 (a) Movement in Expected Credit Loss

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	2,602.75	1,898.04
Provision during the year	1,566.91	759.46
Reversal during the year	368.27	54.75
<b>Balance at the end of the year</b>	<b>3,801.39</b>	<b>2,602.75</b>

## 9 (b) Trade Receivables Ageing Schedule as on March 31, 2024

Particulars	Unbilled	Current but not due	Outstanding for following periods from due date of payment					Total
			Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed, trade receivables – considered good	1,734.47	280.54	2,042.29	2,522.69	1,301.97	421.11	10.85	8,313.92
Which have significant increase in credit risk	-	-	-	-	286.17	-	-	286.17
Credit Impaired	-	-	-	19.10	127.43	1,067.63	2,301.06	3,515.22
Less: Expected credit loss/ Allowance for doubtful debts	-	-	-	19.10	413.60	1,067.63	2,301.06	3,801.39
<b>Total</b>	<b>1,734.47</b>	<b>280.54</b>	<b>2,042.29</b>	<b>2,522.69</b>	<b>1,301.97</b>	<b>421.11</b>	<b>10.85</b>	<b>8,313.92</b>



# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

## 9 (c) Trade Receivables Ageing Schedule as on March 31, 2023

Particulars	Unbilled	Current but not due	Outstanding for following periods from due date of payment					Total
			Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed, trade receivables – considered good	997.47	571.39	1,714.10	3,174.31	1,688.07	417.42	-	8,562.76
Which have significant increase in credit risk	-	-	-	-	23.92	-	-	23.92
Credit Impaired	-	-	1.50	47.04	460.93	992.44	1,076.92	2,578.83
Less: Expected credit loss/ Allowance for doubtful debts	-	-	1.50	47.04	484.85	992.44	1,076.92	2,602.75
<b>Total</b>	<b>997.47</b>	<b>571.39</b>	<b>1,714.10</b>	<b>3,174.31</b>	<b>1,688.07</b>	<b>417.42</b>	<b>-</b>	<b>8,562.76</b>

## NOTE 10: CASH AND CASH EQUIVALENTS

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
Cash on hand	0.55	0.55
Balances with banks:		
i) in current accounts	8,669.44	16,231.42
ii) in sweep fixed deposit	1,931.25	2,337.75
<b>Total</b>	<b>10,601.24</b>	<b>18,569.72</b>

## NOTE 11: BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
Other bank balances:		
i) in current accounts*	12,401.08	17,129.15
ii) In other deposit accounts with original maturity more than 3 months	1,045.00	2,500.00
iii) Margin money deposits with a bank (earmarked as security for performance guarantee and other commitments)	-	-
<b>Total</b>	<b>13,446.08</b>	<b>19,629.15</b>

\* These balances have restriction on repatriation.

## NOTE 12: EQUITY SHARE CAPITAL

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Authorised:</b>		
500,000,000 equity shares of ₹2 each with voting rights	10,000.00	10,000.00
<b>Issued, Subscribed and Fully Paid - up:</b>		
200,000,000 equity shares of ₹2 each fully paid up with voting rights	4,000.00	4,000.00
<b>Total</b>	<b>4,000.00</b>	<b>4,000.00</b>

12 (a) There are no promoters as on March 31, 2024 and March 31, 2023.

# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

12 (b) Details of Shares held by each Shareholder holding more than 5%:

Name of the Shareholder	As at March 31, 2024		As at March 31, 2023	
	Number of Shares held	% Holding	Number of Shares held	% Holding
IDBI Bank Limited	5,22,00,000	26.10	5,22,00,000	26.10
National Stock Exchange of India Limited	4,80,00,000	24.00	4,80,00,000	24.00
HDFC Bank Limited	1,78,99,500	8.95	1,78,99,500	9.95
Administrator of the Specified Undertaking of the Unit Trust of India- Unit Scheme 1964	1,36,60,000	6.83	1,36,60,000	6.83

12 (c) The Company has one class of equity shares having a par value of ₹2 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors, (except in case of interim dividend), is subject to the approval of the share holders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all dues, propotionate to their shareholding.

12 (d) Reconciliation of the Shares outstanding at the beginning and end of the year:

Particulars	No of shares*	(₹ in lakh)
Balance as at April 1, 2022	20,00,00,000	4,000
Add: Issue of Shares	-	-
Balance as at March 31, 2023	20,00,00,000	4,000
Add: Issue of Shares	-	-
Balance as at March 31, 2024	20,00,00,000	4,000

\*Refer Note No.12 (e) for details regarding sub-division of shares during the previous year.

12 (e) Pursuant to resolutions passed in extra-ordinary general meeting held on March 10, 2023, shareholders of the Holding Company have approved sub-division of each equity share of face value of ₹10 each into five equity shares of face value of ₹2 each. As required under Ind AS 33 "Earnings per share" the effect of such sub-division has been adjusted retrospectively for the purpose of computing earnings per share for all the periods presented retrospectively.

Basic and Diluted earning per share are calculated by dividing the profit for the year attributable to equity holders of the Holding Company by the weighted average number of equity shares outstanding during the year.

12 (f) On May 14, 2024, the Board of Directors of the Holding Company have recommended a final dividend of of ₹1 per equity share of the face value of ₹2 per share (PY ₹1.00 per equity share of the face value of ₹2 per share) in respect of the year ended March 31, 2024, subject to approval of shareholders at the Annual General Meeting. If approved, the dividend would result in a cash outflow of ₹2000.00 lakh (PY ₹2000.00 lakh).

On May 2, 2024, the Board of Directors of the Subsidiary (NSDL Database Management Limited) have recommended a final dividend of 3 per equity share of the face value of ₹10 per share (PY ₹3.00 per equity share of the face value of ₹10 per share) in respect of the year ended March 31, 2024, subject to approval of shareholders at the Annual General Meeting. If approved, the dividend would result in a cash outflow of ₹1831.50 lakh (PY ₹1831.50 lakh).

# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

NOTE 13: OTHER EQUITY

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>General Reserve</b>		
Balance at the beginning of the year	36,312.82	36,312.82
Add: Transferred from retained earning	-	-
Balance as at the end of the year	36,312.82	36,312.82
<b>Retained Earnings</b>		
Balance at the beginning of the year	1,02,169.76	80,891.15
Profit for the year	27,544.43	23,480.98
Less: Dividend (Refer Note 12(e))	(2,000.00)	(2,000.00)
Add: Transferred to statutory reserves	-	(202.37)
Balance as at the end of the year	1,27,714.19	1,02,169.76
<b>Other Comprehensive Income</b>		
Balance at the beginning of the year	188.26	(42.01)
Other comprehensive income for the year	(59.95)	230.27
Balance as at the end of the year	128.31	188.26
<b>Share Based Payment Reserve</b>		
Balance at the beginning of the year	12.97	-
Addition during the year	39.06	12.97
Balance as at the end of the year	52.03	12.97
<b>Statutory Reserves</b>		
Balance at the beginning of the year	202.37	-
Add: Transferred from retained earning	-	202.37
Balance as at the end of the year	202.37	202.37
<b>Total</b>	1,64,409.72	1,38,886.18

NOTE 14: OTHER FINANCIAL LIABILITIES (NON-CURRENT)

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
<b>Others:</b>		
Incentive payable to employees	510.46	481.42
Advances from customers	4.18	3.90
<b>Total</b>	514.64	485.32

NOTE 15: OTHER NON-CURRENT LIABILITIES

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
Others:		
Income received in advance	606.57	583.67
<b>Total</b>	606.57	583.67

NOTE 16: TRADE PAYABLES

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
Amounts due to micro enterprise and small enterprises*	1,426.77	557.87
Others	5,536.76	5,560.63
<b>Total</b>	6,963.53	6,118.50

\* Dues to micro enterprise and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

16 (a) Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
Principal amount remaining unpaid to any supplier as at the end of the accounting period.	1,426.77	557.87
Interest due thereon remaining unpaid to any supplier as at the end of the accounting period.	-	-
The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day.	-	-
The amount of interest due and payable for the period.	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting period.	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid.	-	-
Total	1,426.77	557.87

16 (b) Trade Payables Ageing Schedule as on March 31, 2024

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled dues	Current but not due	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Amounts due to MSME	1,298.53	-	122.67	5.57	-	-	1,426.77
Others	3,316.76	-	2,127.69	92.31	-	-	5,536.76
Total	4,615.29	-	2,250.36	97.88	-	-	6,963.53

16 (c) Trade Payables Ageing Schedule as on March 31, 2023

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled dues	Current but not due	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Amounts due to MSME	480.13	-	77.74	-	-	-	557.87
Others	4,727.60	-	714.16	116.12	2.75	-	5,560.63
Total	5,207.73	-	791.90	116.12	2.75	-	6,118.50

NOTE 17: OTHER FINANCIAL LIABILITIES (CURRENT)

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
Security deposit received from customers/depository participants	7,536.37	6,595.99
Payables on purchase of Property, plant and equipment, intangible assets	50.14	78.15
Payable to Investor Protection Fund Trust (Refer Note 31)	265.77	294.05
Payable on redemption of NSC/KVP and government securities	221.85	4,117.34
Payables to staff	1,506.37	1,532.47
Gratuity payable to Fund (Refer Note 29)	451.17	252.98
Annual custody charges payable	101.50	88.38
Payable for stamp duty collection	4,275.60	4,876.09
Advance received for auction of DP demat accounts*	7,810.13	7,810.13
Corporate Social Responsibility Liability	125.08	230.15
Advance from Selling Shareholders for IPO	10.78	37.09
Others**	13,602.58	21,109.60
Total	35,957.34	47,022.42

\* Advance received for Auction of Demat Accounts for DP Karvy Stock Broking Limited. The matter is subjudice with Bombay High Court.

\*\* Includes Customer Deposits, Earnest Money Deposits, and Settlement Accounts related to Subsidiary (NSDL Payments Bank Limited).



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

NOTE 18: PROVISIONS

Particulars	(₹ in lakh)		As at March 31, 2023	
	As at March 31, 2024		Non-current	Current
	Non-current	Current		
Provision for Employee Benefit				
Provision for compensated absences	68.82	1,293.13	64.32	1,260.66
Other Provision				
Provision for investor awareness (Refer Note 32)	-	1,752.26	-	1,543.15
Total	68.82	3,045.39	64.32	2,803.81

NOTE 19: OTHER CURRENT LIABILITIES

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
Advances from customers	5,398.26	4,755.24
Income received in advance	955.11	962.74
Statutory remittances	1,243.68	1,092.06
Other Payables	273.13	79.73
Total	7,870.18	6,889.77

NOTE 20: REVENUE FROM OPERATIONS

Particulars	(₹ in lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Annual fees	2,741.82	2,737.45
Custody fees	20,589.41	18,750.44
Registration fees	332.96	585.01
Transaction fees	30,863.41	25,538.16
Software license fees	22.50	19.28
Communication fees	312.72	434.09
Income from banking services	71,924.01	54,077.75
Other operating income	37.54	56.58
Total	1,26,824.37	1,02,198.76

20 (a) Timing of revenue recognition as per Ind AS 115

Particulars	(₹ in lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Services transferred at a point in time	1,02,644.81	79,696.21
Services transferred over time	24,179.56	22,502.55
Total revenue from contracts with customers	1,26,824.37	1,02,198.76

NOTE 21: OTHER INCOME

Particulars	(₹ in lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Interest income:		
i) On non-current investments	7,374.58	5,861.63
ii) On fixed deposits with banks	136.08	705.30
iii) On overdue trade receivables	100.99	175.64
Sub-total	7,611.65	6,742.57

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

Particulars	(₹ in lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Dividend income from current Investments	106.17	69.79
Fair value gain on investments in mutual funds	1,700.73	651.98
Profit on sale of investments	43.45	20.57
Bad debts recovered	0.04	13.52
Extinguishment of Lease Liability	-	34.70
Rent recovery (Ind AS 116 - Leases)	12.11	7.93
Amounts written back	81.22	-
Miscellaneous income	190.78	241.65
Total	9,746.15	7,782.71

NOTE 22: EMPLOYEE BENEFITS EXPENSES

Particulars	(₹ in lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Salaries and wages	10,940.30	9,677.95
Contribution to provident and other funds (Refer Note 29)	962.97	969.36
Staff welfare expenses	379.70	263.09
Deputation Cost	36.93	70.34
Total	12,319.90	10,980.74

NOTE 23: OTHER EXPENSES

Particulars	(₹ in lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Annual fees	461.96	425.68
Repairs and maintenance - system	5,522.17	4,469.95
Repairs and maintenance - premises	236.43	252.71
Repairs and maintenance - others	867.47	617.63
System support charges	597.39	482.62
Insurance (Refer Note 28)	284.07	263.12
Processing charges	1,287.30	1,248.78
Power and fuel	174.91	167.69
Rent (net of recovery)	202.73	215.10
Communication expenses	2,123.21	1,943.05
Travelling and conveyance expenses	239.87	236.59
Professional and consultancy fees	1,195.18	1,263.44
Legal charges	243.14	148.74
Printing and stationery expenses	173.09	271.30
Rates and taxes	172.19	95.35
Corporate social responsibility expense (Refer Note 33)	569.59	463.52
Seminar and business promotion expenses	117.74	253.48
Payment to auditors (net of GST set-off):		
(a) Audit fees	44.00	39.07
(b) Tax audit fees	4.20	3.40
(c) Taxation matters	2.00	1.25
(d) Other services	22.25	19.95
(e) Reimbursement of expenses (out of pocket expenses)	1.97	-
	74.42	63.67



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

Particulars	(₹ in lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Directors sitting fees	234.40	214.82
Incentive scheme for DP's (Refer Note 32)	658.14	640.26
Provision for doubtful trade receivables	1,207.27	704.72
Bad debts written-off	112.77	99.59
Provision for doubtful rent deposit	(35.55)	95.55
Bad debts written off - rent deposit	35.55	-
Loss on sale of Assets/written off	-	35.90
IAUD written off	-	24.95
Marketing expenses	18.81	14.60
Business & remittance expenses	67,387.06	49,362.89
Miscellaneous expenses	691.40	627.68
Total	84,852.71	64,703.38

24. CONTINGENT LIABILITIES AND OTHER COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

Contingent Liabilities

- a) Demand from the service tax authorities of ₹5,236.21 lakh (for March, 2023 ₹5,236.21 lakh) in respect of FY 2004-05 to FY 2008-09 relate to service tax demanded in respect of depository participant services during that period. The Group has received order from the Central Excise and Service Tax Appellate Tribunal (CESTAT) on June 12, 2020, and it subsequently filed a civil appeal in the Supreme Court and the Service Tax Department has filed a counter affidavit with the Supreme Court. The Group has paid ₹3,232.72 lakh (for March, 2023 ₹392.72 lakh) under protest. The Group is hopeful of succeeding in appeals and does not expect any significant liability to materialise.
- b) Demand from Goods and Service Tax authorities of ₹90.35 lakh (for March, 2023 ₹1,825.05 lakh) on account of disputed demand of Goods and Service Tax pertaining to year 2017-18 to -2019-20. The Group is hopeful of succeeding in appeals and does not expect any significant liability to materialise.
- c) Demand from income tax authorities is given below:

Particulars	(₹ in lakh)	
	Demand from income tax authorities as at	
	March 31, 2024	March 31, 2023
2014-15	8.55	8.55
2015-16	34.87	33.33
2016-17	1,415.81	1,415.81
2017-18	892.59	892.59
2018-19	2,802.71	2,802.71
2019-20	810.80	796.69
2020-21	538.44	538.44
2021-22	281.33	281.33
2022-23	210.26	-
Total	6,995.36	6,769.45

The Group has been legally advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

- d) GSRTC a merchant of Payment Gateway has disputed transactions amounting to ₹9.20 lakh. The merchant customer has a Bank Gaurantee of ₹8.00 lakh. The Company is in discussion with the highest authority of the merchant customer and is hopeful of preventing an invocation of Bank Gaurantee.
- e) Fixed Deposits placed with Corporation Bank for issue of Bank Guarantee to Unique Identification Authority of India (UIDAI) on behalf of NSDL Payments Bank Limited for ₹25.00 lakh (for March, 2023 ₹25.00 lakh)
- f) The Company has preferred two civil appeals before Hon'ble Supreme Court challenging the Order of Securities Appellant Tribunal ("SAT") dated December 20, 2023 in the matter of Karvy Stock Broking Limited ("Karvy") wherein Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and National Securities Depositories Limited ("NSDL") were directed to either (i) permit Axis Bank (one of the lenders to Karvy) to invoke the shares pledged in its favour by Karvy, as available in the Demat account and (ii) restore the pledge of shares in favour of other appellant Banks & NBFC; or compensate them with the value of underlined securities which were pledged by Karvy in their favour, along with interest. It was alleged in SEBI interim order dated November 22, 2019 ("Interim Order") that Karvy pledged clients' shares unlawfully in order to avail loan facilities from various Banks and NBFC. The said SEBI order was quashed by SAT vide its above referred order. The SEBI's order issued in December 13, 2019 recorded that the total dues payable to Banks & NBFC by Karvy amounted to approx. ₹1,435.05 crore. However, the amount of Karvy's current outstanding dues towards these Banks & NBFC is not known.

Further, both SEBI and NSE have also independently filed their appeals before the Hon'ble Supreme Court against SAT Order. The Hon'ble Supreme Court has directed that no coercive steps be taken against SEBI, NSE and NSDL in respect of SAT order and status quo to be maintained in respect of shares pledged with Axis Bank, as available in the Demat account. Although SAT passed an order implicating SEBI, NSE and NSDL collectively, the Company's management maintains the stand that the Company's actions of releasing the pledge and also returning the securities to Karvy's Clients were strictly as per SEBI's Interim Order (as a Regulator) and were taken

under the supervision of NSE and as a result, the Company cannot be held liable towards the Banks and NBFC and no liability can be attributed to the Company. However, the outcome of the matter is contingent upon Hon'ble Supreme Court's verdict and the financial obligations on the Company, if there would be any, would be known once the verdict is pronounced by Hon'ble Supreme Court since the same cannot be reliably estimated at present stage. In the assessment of the management and based on legal opinion obtained in the matter, the Company believes that it has strong case on merits to challenge the SAT Order and hence, no provision is required to be made in the books of account.

- g) On February 8, 2024, Securities and Exchange Board of India ("SEBI") issued a Show cause notice ("SCN") to the Company in the matter of Kirloskar Group as to why an inquiry should not be held against the Company in terms of Rule 4 of the Depositories (Procedure for Holding Inquiry and Imposing Penalties) Rules, 2005 read with Section 19H of the Depositories Act, 1996; Rule 4 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules 1995 read with Section 15I of the SEBI Act, and why penalty should not be imposed under Section 19FA of the Depositories Act, 1996 ("Depositories Act" as amended from time to time) and Section 15HB of the SEBI Act, 1992 ("SEBI Act") based on following two main allegations:

- i) Failure to comply with the directions to unfreeze Kirloskar Group's demat accounts based on orders of the Hon'ble Securities Appellant Tribunal ("SAT") and SEBI's email dated December 13, 2022, and thereby violating various clauses of the Code of Conduct under the Regulation 7(g) of SEBI (Depositories and Participants) Regulations, 2018, as amended ("DP Regulations").
- ii) Intentionally misrepresenting facts in the affidavit submitted on November 30, 2023, before the Hon'ble SAT, attempting to minimise the Company's responsibility while attributing non-compliance to SEBI, contravening specific clauses of the Code of Conduct under the DP Regulations.

The Company, while negating the above allegations, has filed a settlement application with SEBI on February 29, 2024, stating that the alleged violation of the



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

above referred Code of Conduct does not apply in this case, and requested to view the issue, at the best, as a delay in addressing an investor grievance. As the settlement application is pending with SEBI, the amount of potential penalty, if any, remains undetermined at present. Further, the Company has made submissions to the SEBI in reply to SCN on April 12, 2024 and sought an opportunity of personal hearing before the Adjudicating Officer.

- h) The Group is a party in certain legal proceedings filed by beneficial owners/third parties in the normal course of business. In view of the management the chances of these legal proceedings being decided against the Group are very remote and it may not have any material adverse impact on its financial conditions, results of operations and cash flow.

Commitments

Particulars	(₹ in lakh)	
	Estimated amount of commitments as at	
	March 31, 2024	March 31, 2023
Capital contracts not provided for (net of advances)	2,281.18	18,924.01
Other Commitments: Contractual guarantee	251.67	251.67

25. SEGMENT REPORTING

The Group's operating segments are established on the basis of those components of the group that are evaluated regularly by the Chief Operating Decision Maker (CODM), in deciding how to allocate resources and in assessing performance. The Managing Director has been identified as the CODM.

The Operating segments have been identified taking into account nature of products and services, the differing risk and returns and the internal business reporting systems. The Group has three operating and reporting segments; viz. Depository, Database Management Services, and Banking Services. Since the operations of the segments are in India, no geographical segments have been identified.

Revenue and Expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and Expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".

Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable"

Depository Segment (DP) includes providing various services to the investors like, dematerialisation, rematerialisation, holding, transfer and pledge of securities in electronic form, providing facility to market intermediaries for "Straight through Processing " and providing e-voting services to companies.

Database Management Services (DMS) includes data management services like National Skills Registry to IT/ITeS industry and transactions services like SEZ Online system on behalf of Ministry of Commerce & Industry, KYC registration agency (KRA) for centralisation of the KYC records in the securities market, operations pertaining to the Repository of Insurance Policies.

Banking Services segment (BS) includes accepting demand deposits in the form of savings bank deposits, to provide payment/ remittance/recharge services through its mobile application, issue of debit cards for point of sale/Ecommerce and ATM transactions, accepting demand deposits in the form of current account deposits, offering domestic money transfer through Business Correspondent, offering mutual fund investment services through mobile app, offering Bank verification services for corporate brokers, offering insurance investment services through mobile app.

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

Particulars	For the year ended March 31, 2024				For the year ended March 31, 2023			
	Depository Management	Banking Services	Total	(₹ in lakh)	Depository Management	Banking Services	Total	(₹ in lakh)
Segment Revenue								
Revenue	47,303.44	7,596.92	71,924.01	1,26,824.37	40,914.62	7,206.39	54,077.75	1,02,198.76
Less: Inter segment revenue	-	-	-	-	-	-	-	-
Total	47,303.44	7,596.92	71,924.01	1,26,824.37	40,914.62	7,206.39	54,077.75	1,02,198.76
Segment Results								
Add: Other unallocable income (net of unallocable expense)	23,050.56	2,815.47	225.01	26,091.04	19,654.91	2,896.93	805.32	23,357.16
Add: Interest income				1,998.25				556.44
Less: Finance cost				7,611.65				6,742.57
Profit Before Tax				205.99				151.94
Less: Tax expense				35,494.95				30,504.23
Profit for the period				7,950.52				7,023.25
				27,544.43				23,480.98

Particulars	For the year ended March 31, 2024				For the year ended March 31, 2023			
	Depository Management	Banking Services	Un-allocable	Total	Depository Management	Banking Services	Un-allocable	Total
Segment Assets	39,445.31	4,151.45	16,671.13	1,65,505.63	15,871.54	3,821.92	21,860.85	1,67,793.17
Segment Liabilities	20,755.33	4,498.96	18,796.97	13,312.54	18,548.29	4,458.90	25,530.73	17,923.38
Capital Expenditure	22,371.73	582.75	882.95	-	2,232.01	359.00	70.92	-
Depreciation/Amortisation	1,235.34	595.82	581.25	-	1,033.56	521.40	613.97	-
Material non-cash items other than Depreciation/Amortisation	3,075.46	(13.19)	28.67	-	2,458.98	(29.37)	99.06	-
				3,090.94				2,528.67



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

26. RELATED PARTY DISCLOSURES

a) Names of Related Parties and Relationship

i)	IDBI Bank Limited	Company having substantial Interest
ii)	National Stock Exchange of India Limited	Company having substantial Interest
iii)	India International Bullion Holding IFSC Limited	Associate Company (w.e.f. August 13, 2021)
vi)	Bank of India Investment Managers Private Limited	Companies in which director is interested (w.e.f. September 06, 2022)
v)	Mr. B. A. Prabhakar (till May 7, 2023)	
	Mr. Parveen Kumar Gupta	
	Prof. G. Sivakumar (till January 9, 2024)	Public Interest Director
	Dr. Rajani Gupte	
	Dr. Madhu Sudan Sahoo	
	Mr. Rajat Moona (From January 9, 2024)	
	Ms. Priya Subbaraman (till May 29, 2023)	
	Mr. Sriram Krishnan	Shareholder Director
	Mr. Shailendra Nadkarni	
	Ms. Padmaja Chunduru	Managing Director and CEO

b) Nature and Volume of Transactions during the year with the above Related Parties

Sr. No.	Particulars	(₹ in lakh)	
		For the year ended March 31, 2024	For the year ended March 31, 2023
(i)	Transactions during the year:		
I.	Companies having Substantial Interest		
a)	IDBI Bank Limited		
	Transaction fees	64.94	59.02
	Annual fees	10.12	10.31
	Annual custody fees	26.31	26.71
	Reimbursement of expenses	-	0.23
	Interest Income on fixed deposit with bank	95.42	255.09
	Interest (waiver)/ income – other	0.29	0.36
	Miscellaneous expenses	0.18	(0.43)
	Investor awareness expense	3.25	5.11
	Dividend paid	522.00	522.00
b)	National Stock Exchange of India Limited		
	Transaction fees	45.93	63.45
	Dividend paid	480.00	480.00
II.	Associate Company		
a)	India International Bullion Holding IFSC Limited		
	Investment In Associate	-	1,000.00
III.	Key Managerial Personnel		
a)	Sitting Fees to directors	133.80	110.60
b)	Remuneration to KMPs (Refer note ii):		
	Short-term employee benefit	337.66	336.77
	Long-term employee benefit	-	-
IV.	Companies in which director is interested		
a)	Bank of India Investment Managers Private Limited		
	Income	13.47	4.33



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

		(₹ in lakh)	
Sr. No.	Particulars	As at March 31, 2024	As at March 31, 2023
(ii)	(Payable)/Receivable at the end of the year:		
I.	Companies having Substantial Interest		
a)	IDBI Bank Limited		
	Security deposit payable	(30.00)	(30.00)
	Balance in current account	21.82	47.35
	FDS	1,152.94	1,178.46
	Trade receivables	-	3.32
	Trade Payables	4.59	-
b)	National Stock Exchange of India Limited		
	Trade receivables	53.73	47.21
II.	Associate Company		
a)	India International Bullion Holding IFSC Limited		
	Investment In Associate	2,496.72	2,598.95
	Trade receivables (net)	-	-
III.	Key Managerial Personnel		
a)	Payable to key managerial person	259.88	215.25
IV.	Companies in which director is interested		
a)	Bank of India Investment Managers Private Limited		
	Trade receivables	14.10	11.22

Notes

- i

There are no provisions for doubtful debts or amounts written off/written back in respect of dues from/to related parties.
- ii

Managerial Remuneration does not include provision made for compensated absence and gratuity since the same is provided for the company as a whole based on independent actuarial valuation except to the extent of amount paid.

27. LEASE LIABILITY

(i) Statement showing movement in Lease Liabilities

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Balance as at beginning	1,681.68	292.50
Add/(less): Agreements reassessed as lease contracts	-	-
Additions	7.30	1,893.42
Deductions/Adjustments	0.16	206.83
Finance cost accrued during the period	122.89	144.16
Payment of lease liabilities	449.32	441.57
Balance as at end	1,362.39	1,681.68

(ii) Statement showing carrying value of Right of Use Assets

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Balance as at beginning	1,567.69	253.76
Additions	7.30	1,927.45
Deductions/Adjustments	0.13	179.05
Depreciation	400.79	434.47
Balance as at end	1,174.07	1,567.69



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

(iii) Statement showing break up value of the Current and Non - Current Lease Liabilities

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Due for		
Up to One year	451.30	527.62
One year to Five years	1,097.55	1,495.46
More than Five years	-	-
Total	1,548.85	2,023.08

(v) Statement showing amount recognised in Statement of Profit and Loss

(₹ in lakh)		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest on lease liabilities	122.89	75.98
Depreciation on right of use assets	400.79	239.97
Variable lease payments not included in the measurement of lease liabilities	-	-
Income from sub-leasing right-of-use assets	-	-
Expenses relating to short-term leases	-	-
Expenses relating to leases of low-value assets, excluding short-term leases of low value assets	-	-
Total	523.68	315.95

(vi) Statement showing total cash outflow for leases

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Total cash outflow for leases	449.32	441.57

28. EXPENSES IN NOTE 23 HAS BEEN DISCLOSED NET OF RECOVERIES AS UNDER

(₹ in lakh)		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Insurance	63.97	52.74

29. EMPLOYEE BENEFITS

- a)

The Company has recognised the following amounts in the statement of profit and loss under the head company's contribution to provident fund and other funds.

(₹ in lakh)		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
a. Provident fund	441.90	442.86
b. ESIC	0.23	0.52
c. Superannuation fund	182.36	179.44
Total	624.49	622.82

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

b) Gratuity

(i) Summary of Actuarial Assumptions

(₹ in lakh)		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Discount rate	7.21% - 7.18%	7.31% - 7.47%
Rate of return on plan assets	7.21% - 7.18%	7.31% - 7.47%
Salary escalation	7.00%	7.00%
Attrition rate	Slab (18%<5, 4%>=5)	Slab (18%<5, 4%>=5)
Mortality table	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2012-14) Urban

(ii) Reconciliation of defined benefit obligation

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Liability at the beginning of the year	3,276.23	3,161.50
Interest cost	244.52	224.95
Current service cost	322.32	315.56
Liability Transferred Out/ Divestments	-	-
(Gains)/ Losses on Curtailment	(10.94)	-
Benefits paid	(555.28)	(353.45)
Actuarial gain/(loss) on Plan Assets	108.81	(72.33)
Liability at the end of the year	3,385.66	3,276.23

(iii) Reconciliation of fair value of plan assets

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Fair value of plan assets at the beginning of the year	3,026.01	2,761.12
Interest Income	225.84	196.44
Contributions by the Employer	257.65	420.76
Benefits paid	(555.28)	(353.45)
Actuarial gain/(loss) on Plan Assets	(19.72)	1.14
Fair value of plan assets at the end of the year	2,934.50	3,026.01

(iv) Amount recognised in Balance Sheet

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Present value of funded obligation	(3,385.66)	(3,276.23)
Fair value of plan assets at the end of the year	2,934.50	3,026.01
Amount recognised in balance sheet	(451.16)	(250.22)

(v) Expenses recognised in Statement of Profit and Loss

(₹ in lakh)		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current service cost	322.32	236.67
Interest cost	18.69	21.37
(Gains)/ Losses on Curtailment	(10.94)	-
Expenses recognised in the Statement of Profit and Loss	330.07	258.04



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

(vi) Expenses recognised in other Comprehensive Income

(₹ in lakh)		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Actuarial gain loss on obligation	108.81	(34.96)
Actuarial (Gain) or Loss	19.71	84.25
Net (Income)/Expense for the Period Recognised in OCI	128.52	49.29

(vii) Balance Sheet reconciliation

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Opening net liability	250.22	400.38
Expenses Recognised in Statement of Profit and Loss	330.07	344.07
Expenses Recognised in OCI	128.52	(73.47)
Employers Contribution	(257.65)	(420.76)
Amount recognised in balance sheet	451.16	250.22

(viii)Description of Plan Assets (managed by an Insurance Company)

Information of major categories of plan assets of gratuity fund is not available with the Group and hence not disclosed as per the requirements of Ind AS 19 "Employee Benefits".

(ix) Expected contribution in the next year

(₹ in lakh)		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Expected contribution in the next year	388.53	407.27

(x) Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

(₹ in lakh)		
Particulars	Defined Benefit Obligation	
	Increase in Assumption	Decrease in Assumption
Discount rate (1% movement)	(287.72)	330.04
Future salary appreciation (1% movement)	327.41	(290.76)
Attrition rate (1% movement)	(1.24)	0.83

The above details are as certified by the actuary and relied upon by the auditors.

The actuarial calculation used to estimate defined benefit commitment and expenses are based on above assumptions which if changed would affect the defined benefit commitments and expenses.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.



# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

### 30. EARNINGS PER SHARE

Particulars	(₹ in lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit for the period attributable to the equity shareholders	27,544.43	17,598.19
Number of equity shares at the beginning of the year (absolute)	4,00,00,000	4,00,00,000
Number of shares outstanding post stock split in the ratio of 5:1 (absolute) (Refer Note No.30.1 for details regarding sub-division of shares during the FY 2022-23)	20,00,00,000	20,00,00,000
Weighted average number of equity shares during the period	20,00,00,000	20,00,00,000
Basic and diluted earnings per share (₹)*	13.77	8.80
Face value of each share (₹)	10.00	10.00
Face value of each share post Stock split (₹) (Refer Note No.30.1 for details regarding sub-division of shares during the FY 2022-23)	2.00	2.00

\*Diluted Earnings per share is equal to the Basic Earnings per share in view of absence of any dilutive potential equity shares.

**30.1** Pursuant to resolutions passed in extra-ordinary general meeting held on March 10, 2023, shareholders of the Holding Company have approved sub-division of each equity share of face value of ₹10 each into five equity shares of face value of ₹2 each. As required under Ind AS 33 "Earnings per share" the effect of such sub-division has been adjusted retrospectively for the purpose of computing earnings per share for all the periods presented retrospectively.

Basic and Diluted earning per share are calculated by dividing the profit for the year attributable to equity holders of the Holding Company by the weighted average number of equity shares outstanding during the year.

### 31. INVESTOR PROTECTION FUND (IPF)

**31.1** On January 21, 2016, The Securities Exchange Board of India (SEBI) has issued SEBI (Depositories and Participants) (Amendment) Regulations, 2016 ("the Amended Regulations"). According to these Amended Regulations, depositories are required to establish and maintain an Investor Protection Fund (IPF) for the protection of interest of beneficial owners and every depository shall credit five per cent of its profits from depository operations every year to the Investor Protection Fund.

The contribution to IPF is given below in the table, being 5% of the profits from depository operations of the Company before tax for the period available after making such contribution.

Particulars	(₹ in lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Contribution to Investor Protection Fund (IPF)	1,148.31	988.55

# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

**31.2** Further, SEBI vide its Circular dated June 7, 2016 issued guidelines for utilisation of IPF. The guidelines require administration of IPF by creation of a trust administered by Depository. As required by the Guidelines, the Holding Company created irrevocable Trust 'National Securities Depository Limited Investor Protection Fund Trust' (NSDL IPF Trust)'.

The amount transferred by the Holding Company to NSDL IPF Trust is given below in the table. The amount includes contribution to IPF, and it includes other amounts recovered from depository participants and SEBI Clearing members as required by the guidelines.

Particulars	(₹ in lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Amount transferred to NSDL IPF Trust	1,358.08	1,079.47

### 32. OTHER PROVISIONS: PROVISION FOR INVESTOR AWARENESS

SEBI vide its circular no. CIR/MRD/DP/18/2015, dated December 9, 2015 (the "Circular") has revised the annual custody/ issuer charges to be collected by the depositories from the issuers with effect from financial year 2015-16. The Circular has also directed the Depositories to set aside 20% of the incremental revenue received from the issuers listed with SEBI.

Pursuant to the Circular, the amount set aside by the Holding Company, being 20% of incremental revenue on issuer income, and balance, if any, to be utilised is given below in the table.

Particulars	(₹ in lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Amount set aside by the Holding Company	658.14	640.26

Particulars	(₹ in lakh)	
	As at March 31, 2024	As at March 31, 2023
Opening Balance	1,543.15	1,668.32
Addition	658.14	640.26
Payment/Utilisation	(449.03)	(765.43)
Closing Balance	1,752.26	1,543.15

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

33. EXPENSES TOWARDS CORPORATE SOCIAL RESPONSIBILITY

(₹ in lakh)			
Sr. No.	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
1	Amount required to be spent by the company during the year	566.07	469.73
2	Amount of expenditure spent during the year	454.96	334.61
3	(Excess) of earlier years adjusted	-	(7.12)
4	(Excess)/Shortfall at the end of the year <sup>#</sup>	111.11	128.00
5	Total of previous years shortfall	-	-
6	Reason for shortfall	-	-
7	Nature of CSR activities	1) Project Sanjeevani (Mobile Medical Unit) 2) Project Yogdaan (Thalassemia Patients) 3) Chalo School Chale Campaign (school kit distribution drive) 4) Blood Donation Camp at NSDL 5) Comprehensive Eye Care Project (Sankara Nethralaya) 6) Support for Geriatric and Palliative Care Centre 7) Mid-Day Meal Program 8) Infra Support in Andhra Education Society's High School 9) Project Management, Capacity Building and Administration 10) Project Sanjeevani Nirantar Seva (Ambulance Service) 11) Impact Assessment of CSR Project (Centre of Excellence in CSR)	1) Project Sanjeevani (Mobile Medical Unit) 2) Project Yogdaan (Thalassemia Patients) 3) Chalo School Chale Campaign (school kit distribution drive) 4) Blood Donation Camp at NSDL 5) Comprehensive Eye Care Project (Sankara Nethralaya) 6) Project SAMEIP - Skill Development Project (Artha SAMARTH) 7) Mid-Day Meal Program 8) Mini Science Centre Project in School 9) Project Management, Capacity Building and Administration
8	Details of related party transactions	NA	NA
9	Provision made in financial year due to any contractual obligation	NA	NA

<sup>#</sup> As at March 31, 2024, ₹111.11 lakhs towards ongoing projects remained unspent, which were transferred to a special account opened by the Group in that behalf for the financial year 2023-24 in scheduled bank to be called Unspent Corporate Social Responsibility Account, and such amount shall be spent by the group in pursuance of its obligation towards Corporate Social responsibility policy within a period of three financial years from the date of such transfer. As at March 31, 2023, ₹128.00 lakhs towards ongoing projects remained unspent, which were transferred to a special account opened by the group in that behalf for the financial year 2022-23 in scheduled bank to be called Unspent Corporate Social Responsibility Account. As of March 31, 2024, the unspent amount is fully spent towards Corporate Social responsibility in respect of financial year 2022-23.



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

34. FAIR VALUE MEASUREMENT

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
<b>Financial Assets</b>		
<b>a) Amortised cost*</b>		
Investments in debt instrument	1,27,562.78	1,22,459.56
Trade receivables	8,313.92	8,562.76
Cash and cash equivalents	10,601.24	18,569.72
Other bank balances	13,446.08	19,629.15
Other financial assets	9,239.35	4,605.49
	<b>1,69,163.37</b>	<b>1,73,826.68</b>
<b>b) FVTPL</b>		
Investment in mutual funds	17,691.92	19,056.72
Investment in Exchange traded Fund	598.25	556.34
Investment in Other entities	1,000.00	1,000.00
	<b>19,290.17</b>	<b>20,613.06</b>
<b>Total</b>	<b>1,88,453.54</b>	<b>1,94,439.74</b>
<b>Financial Liabilities</b>		
<b>a) Amortised cost*</b>		
Trade payables	6,963.53	6,118.50
Lease liability	1,362.39	1,681.68
Other financial liabilities	36,471.98	47,507.74
<b>Total</b>	<b>44,797.90</b>	<b>55,307.92</b>

\*The fair values of the above financial assets and liabilities approximate their carrying amounts except in case of investment in bonds and debentures.

Fair value hierarchy of financial assets and financial liabilities measured at amortised cost:

(₹ in lakh)			
Assets and liabilities which are measured at amortised cost for which fair values are disclosed as at March 31, 2024	Fair value	Carrying value	Fair value hierarchy
<b>Financial Assets</b>			
Investments in debt instrument	1,27,002.76	1,27,562.78	Level 2
Trade receivables	8,313.92	8,313.92	Level 3
Cash and cash equivalents	10,601.24	10,601.24	Level 3
Other bank balances	13,446.08	13,446.08	Level 3
Other financial assets	9,239.35	9,239.35	Level 3
<b>Total</b>	<b>1,68,603.35</b>	<b>1,69,163.37</b>	
<b>Financial Liabilities</b>			
Trade payables	6,963.53	6,963.53	Level 3
Lease liability	1,362.39	1,362.39	Level 3
Other financial liabilities	36,471.98	36,471.98	Level 3
<b>Total</b>	<b>44,797.90</b>	<b>44,797.90</b>	



# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

(₹ in lakh)			
Assets and liabilities which are measured at amortised cost for which fair values are disclosed as at March 31, 2023	Fair value	Carrying value	Fair value hierarchy
<b>Financial Assets</b>			
Investments in debt instrument	1,22,168.35	1,22,459.56	Level 2
Trade receivables	8,562.76	8,562.76	Level 3
Cash and cash equivalents	18,569.72	18,569.72	Level 3
Other bank balances	19,629.15	19,629.15	Level 3
Other financial assets	4,605.49	4,605.49	Level 3
<b>Total</b>	<b>1,73,535.47</b>	<b>1,73,826.68</b>	
<b>Financial Liabilities</b>			
Trade payables	6,118.50	6,118.50	Level 3
Lease liability	1,681.68	1,681.68	Level 3
Other financial liabilities	47,507.74	47,507.74	Level 3
<b>Total</b>	<b>55,307.92</b>	<b>55,307.92</b>	

### 35. FINANCIAL INSTRUMENTS

#### Capital Risk Management

The Group’s objectives when managing capital is to safeguard continuity as a going concern and provide adequate return to shareholders through continuing growth and maintain an optimal capital structure to reduce the cost of capital. The Group sets the amount of capital required on the basis of annual business plan and long-term operating plans which include capital investments.

#### Financial Risk Management

A wide range of risks may affect the Group’s business and financial results. Amongst other risks that could have significant influence on the Group are market risk, credit risk and liquidity risk.

The Board of Directors of the Group manage and review the affairs of the Group by setting up short term and long term budgets by monitoring the same and taking suitable actions to minimise potential adverse effects on its operational and financial performance.

#### The Company is exposed to the following market risks:

##### (a) Credit Risk

Credit risk refers to the risk that the counter party will default on its contractual obligation resulting in financial loss to the Group. The Group has adopted a policy of dealing with only credit worthy counter parties. This risk principally arises from credit exposures to customers, deposits with banks and financial institutions and other receivables.

Trade and Other Receivables: The Group’s exposure to credit risk is influenced mainly by the individual characteristics of each customer. Receivables mainly consist of receivables from Depository Participants (DP), Issuers of Securities, Registrar and Transfer Agents (RTA), Asset Management Companies (AMC) and Stock Exchanges. Trade receivables consist of a large number of customers, representing diverse industries and geographical areas; hence the Group is not exposed to concentration risks. With respect to DPs, the Group performs credit evaluation while on boarding the customer and security deposits are taken. Ongoing credit evaluation is performed on the financial conditions of the accounts receivable.

# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

The Group has a dedicated Credit and Control team primarily responsible for monitoring credit risk and receivables. They monitor outstanding receivables along with ageing on periodic basis. For receivables pertaining to other streams of revenues, the credit and collection team regularly follows up for the collection. The credit risk on liquid funds, banks and financial institutions is limited because the counterparties are with high credit-ratings.

##### (b) Liquidity Risk

Liquidity risk refers to the risk that the Group may not be in a position to meet its financial obligations timely. Management monitors rolling forecasts of the Group’s liquidity position (comprising of undrawn bank facilities and cash and cash equivalents) on the basis of expected cash flows. This monitoring includes financial ratios and takes into account the accessibility of cash and cash equivalents.

##### (c) Market Risk

Market Risk is the risk that the value of on and off-balance sheet positions of a Group will be adversely affected by movements in market rates or prices such as interest rates, prices resulting in a loss to earnings and capital.

The Group may be exposed to Market Risk in different ways. The market risk is potential for loss resulting from adverse movement in market risk factors such as interest rates and prices. The Group’s exposure to market risk is primarily on account of interest rate risk, price risk. All investment in Debentures and Bonds are at fixed rate of Interest and does not have material interest rate risks.

#### The Group’s exposure to assets having price risk is as under:

(₹ in lakh)		
Particulars	As at March 31, 2024	As at March 31, 2023
Mutual Fund	17,691.92	19,056.72
Exchange traded Fund	598.25	556.34
<b>Total</b>	<b>18,290.17</b>	<b>19,613.06</b>

#### Sensitivity

The table below summarises the impact of increases/ decreases of the Price on profit for the period. The analysis is based on the assumption that the instrument index has increased/ decreased by 5% with all other variables held constant.

Particulars	Impact on profit after tax		Impact on other components of equity	
	As at March 31, 2024	FY 2022-23	As at March 31, 2024	FY 2022-23
Increase by 5%	914.51	980.65	-	-
Decrease by 5%	(914.51)	(980.65)	-	-

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

36. ADDITIONAL INFORMATION PURSUANT TO PARA 2 OF GENERAL INSTRUCTIONS FOR THE PREPARATIONS OF CONSOLIDATED FINANCIAL STATEMENTS

Name of Entity in the Group	Net Assets (Total Assets less Total Liabilities)		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit or Loss	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Consolidated Total Comprehensive Income	Amount
<b>National Securities Depository Limited</b>								
As at March 31, 2024	74.68%	1,25,764.19	87.30%	24,045.02	182.02%	(109.12)	87.09%	23,935.90
As at March 31, 2023	71.45%	1,02,098.04	84.49%	19,838.48	15.57%	35.85	83.82%	19,874.33
<b>NSDL Database Management Limited</b>								
As at March 31, 2024	15.18%	25,565.97	12.75%	3,512.50	(14.40%)	8.63	12.81%	3,521.13
As at March 31, 2023	16.68%	23,835.10	14.27%	3,350.60	7.21%	16.61	14.20%	3,367.21
<b>NSDL Payments Bank Limited</b>								
As at March 31, 2024	8.66%	14,582.84	0.45%	123.16	(9.62%)	5.77	0.47%	128.93
As at March 31, 2023	10.05%	14,354.09	3.30%	775.60	1.46%	3.37	3.29%	778.97
<b>India International Bullion Holding IFSC Ltd</b>								
As at March 31, 2024	1.48%	2,496.72	(0.49%)	(136.25)	(58.00%)	34.77	(0.37%)	(101.48)
As at March 31, 2023	1.82%	2,598.95	(2.06%)	(483.70)	75.75%	174.44	(1.30%)	(309.26)
As at March 31, 2024	100.00%	1,68,409.72	100.00%	27,544.43	100.00%	(59.95)	100.00%	27,484.48
As at March 31, 2023	100.00%	1,42,886.18	100.00%	23,480.98	100.00%	230.27	100.00%	23,711.25



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

37. ADDITIONAL REGULATORY DISCLOSURES

- (i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(ii) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iii) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries), or

(b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(iv) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries), or

(b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(v) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.

(vi) There are no loans or advances in the nature of loans that are granted to promoters, directors, key managerial personnel (KMPs) and the related parties either severally or jointly with any other person, that are: a) Repayable on demand or b) Without specifying any terms or period of repayment.

(vii) The Group is not a declared willful defaulter by any bank or financial Institution or other lender.

(viii) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 in respect of investments in subsidiaries.

38. INCOME TAX EXPENSES RECOGNISED IN STATEMENT OF PROFIT AND LOSS

Particulars	(₹ in lakh)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit Before Tax from Continuing Operations	35,494.95	23,325.15
Corporate tax expense rate	25.17%	25.17%
Tax on accounting profit	9,389.58	6,146.27
Effect of tax on income exempt from taxation	(1,259.42)	(695.99)
Effect of expenses not deductible in determining taxable income	183.60	187.72
Effect of different tax rates for capital gain on investments	-	150.95
Effect of tax on unrealised gains on investment	(334.33)	(91.65)
Others	(28.90)	29.66
Income Tax Expense recognised in Statement of Profit and Loss	7,950.52	5,726.96

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

39. FOLLOWING ARE THE DETAILS OF BALANCES OUTSTANDING ON ACCOUNT OF ANY TRANSACTION WITH COMPANIES STRUCK OFF UNDER SECTION 248 OF COMPANIES ACT, 2013 OR SECTION 560 OF COMPANIES ACT, 1956

			(₹ in lakh)		
Sr. No.	Name Of Struck Off Company	Nature of Transaction	Outstanding Balance		Relationship
			As at March 31, 2024	As at March 31, 2023	
1	AANKIT GRANITES LIMITED	Receivables	(1.96)	-	Customer
2	AARKAY HABITAT LIMITED	Receivables	0.12	0.06	Customer
3	AARKAY HABITAT LIMITED	Security Deposit	(0.04)	(0.04)	Customer
4	ABCAP TRUSTEE COMPANY PRIVATE LIMITED	Receivables	0.10	0.03	Customer
5	ACME HANUMANGARH SOLAR ENERGY PRIVATE LIMITED	Receivables	0.01	0.01	Customer
6	ACME JAIGARH SOLAR ENERGY PRIVATE LIMITED	Receivables	0.01	0.01	Customer
7	ADANI RENEWABLE ENERGY TWENTY FOUR PRIVATE LIMITED	Receivables	-	0.12	Customer
8	AK SKILL DEVELOPERS LIMITED	Receivables	0.06	0.00	Customer
9	AK SKILL DEVELOPERS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
10	AKB ELECTRONICS & TELECOM LIMITED	Receivables	0.12	0.06	Customer
11	AKB ELECTRONICS & TELECOM LIMITED	Security Deposit	(0.04)	(0.04)	Customer
12	AKSHARA AGRI FARMS PRIVATE LIMITED	Receivables	0.12	0.12	Customer
13	ALTICO HOUSING FINANCE INDIA LIMITED	Receivables	0.06	0.06	Customer
14	AMTIER INFOTECH LIMITED	Receivables	0.04	(0.01)	Customer
15	ANANDAA CONSUMERS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
16	ANANDAA CONSUMERS LIMITED	Receivables	0.06	-	Customer
17	ARDHIKA INFRASTRUCTURE LIMITED	Receivables	0.11	0.05	Customer
18	ARDHIKA INFRASTRUCTURE LIMITED	Security Deposit	(0.10)	(0.10)	Customer
19	ART DISTRIBUTION (I) PRIVATE LIMITED	Receivables	-	0.24	Customer
20	ARUNACHAL HYDRO POWER LIMITED	Receivables	0.89	0.89	Customer
21	ASHOKA CUTTACK ANGUL TOLLWAY LIMITED	Receivables	0.02	0.02	Customer
22	ATLAS CYCLES (SAHIBABAD) LIMITED	Receivables	0.06	-	Customer
23	ATLAS CYCLES (SAHIBABAD) LIMITED	Security Deposit	(0.10)	(0.10)	Customer
24	ATRIA ROOFTOP HOLDINGS PRIVATE LIMITED	Receivables	0.11	0.05	Customer
25	ATRIA SOLAR POWER (KADAPA) PRIVATE LIMITED	Receivables	(0.01)	(0.01)	Customer
26	ATRIA WIND POWER (AN)PRIVATE LIMITED	Receivables	0.22	-	Customer
27	ATRIA WIND POWER (GJ) PRIVATE LIMITED	Receivables	-	0.22	Customer
28	ATRIA WIND POWER (KR3) PRIVATE LIMITED	Receivables	0.09	0.03	Customer
29	AVAADA GREEN APPROJECT PRIVATE LIMITED	Receivables	0.06	0.06	Customer
30	BENIOS MARKETING LIMITED	Receivables	0.06	-	Customer
31	BHASKAR INFRAVENTURE LIMITED	Receivables	0.06	-	Customer
32	BHASKAR INFRAVENTURE LIMITED	Security Deposit	(0.10)	(0.10)	Customer
33	BILVANI SCHOOL LIMITED	Receivables	0.12	0.06	Customer



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

(₹ in lakh)					
Sr. No.	Name Of Struck Off Company	Nature of Transaction	Outstanding Balance		Relationship
			As at March 31, 2024	As at March 31, 2023	
34	BILVANI SCHOOL LIMITED	Security Deposit	(0.05)	(0.05)	Customer
35	BLISS HOME PRIVATE LIMITED	Receivables	0.06	0.06	Customer
36	BLUESHIFT INFORMATION SYSTEMS PRIVATE LIMITED	Receivables	0.11	0.11	Customer
37	BOMBAY PIECE-GOODS YARN AND PLASTICS TRADERS LIMITED	Receivables	(0.02)	-	Customer
38	BOMBAY PIECE-GOODS YARN AND PLASTICS TRADERS LIMITED	Security Deposit	(0.10)	-	Customer
39	BOMBAY SKYSCRAPERS LIMITED	Security Deposit	-	(0.10)	Customer
40	BRAHI HYDRO-ELECTRIC POWER PROJECTS LIMITED	Receivables	(0.04)	(0.04)	Customer
41	BRAHMA IRON AND POWER LIMITED	Receivables	0.26	(0.00)	Customer
42	CAMBRONNE SOLAR PRIVATE LIMITED	Receivables	(0.01)	-	Customer
43	CIEL TRANSMISSION PRIVATE LIMITED	Receivables	0.03	(0.03)	Customer
44	CM LUBES INDIA LIMITED	Receivables	0.12	0.06	Customer
45	CM LUBES INDIA LIMITED	Security Deposit	(0.04)	(0.04)	Customer
46	CS AGRICO PRIVATE LIMITED	Receivables	(0.04)	(0.04)	Customer
47	DABRIPADA ENERGY LIMITED	Security Deposit	(0.10)	(0.10)	Customer
48	DADHA HEALTHCARE PRIVATE LIMITED	Receivables	0.12	0.06	Customer
49	DBL POWER TRANSMISSION PRIVATE LIMITED	Receivables	0.12	0.06	Customer
50	DCL INFORMATION TECHNOLOGIES LIMITED	Receivables	0.06	(0.00)	Customer
51	DCM FINANCE AND LEASING LIMITED	Receivables	0.12	0.06	Customer
52	DCM FINANCE AND LEASING LIMITED	Security Deposit	(0.10)	(0.10)	Customer
53	DELUXE VYAPAAR PRIVATE LIMITED	Receivables	0.06	0.06	Customer
54	DEVONA POWER LIMITED	Receivables	1.67	0.89	Customer
55	DEVONA POWER LIMITED	Security Deposit	-	(0.10)	Customer
56	DIANA ENERGY LIMITED	Receivables	0.02	0.06	Customer
57	DIANA ENERGY LIMITED	Security Deposit	-	(0.10)	Customer
58	DIVYA MINING CORP LIMITED	Receivables	(0.14)	(0.14)	Customer
59	DOIT RETAIL NETWORKS (INDIA) PRIVATE LIMITED	Receivables	0.12	0.06	Customer
60	DOTOM AMBIT DEVELOPERS PRIVATE LIMITED	Receivables	0.17	0.17	Customer
61	DUET INDIA HOTELS (BENGALURU CYBERCITY) PRIVATE LIMITED	Receivables	0.12	0.06	Customer
62	DUROC SOLAR PRIVATE LIMITED	Receivables	(0.06)	0.00	Customer
63	EAST WEST HOTELS LIMITED	Receivables	0.07	0.07	Customer
64	EDCL - SEPPA NIRE HYDRO ELECTRIC PRIVATE LIMITED	Receivables	0.35	0.35	Customer
65	EDEN RENEWABLE ANVERS PRIVATE LIMITED	Receivables	(0.02)	-	Customer
66	EDEN RENEWABLE CONCORDE PRIVATE LIMITED	Receivables	(0.02)	-	Customer
67	EDEN RENEWABLE IENA PRIVATE LIMITED	Receivables	(0.03)	0.06	Customer
68	EDEN RENEWABLE JASMIN PRIVATE LIMITED	Receivables	0.16	0.16	Customer



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For the year ended March 31, 2024

			Outstanding Balance		(₹ in lakh)
Sr. No.	Name Of Struck Off Company	Nature of Transaction	As at March 31, 2024	As at March 31, 2023	Relationship
69	EDEN RENEWABLE LOURMEL PRIVATE LIMITED	Receivables	(0.01)	0.06	Customer
70	EDEN RENEWABLE SIMPLON PRIVATE LIMITED	Receivables	(0.00)	0.06	Customer
71	EDEN RENEWABLE VARENNE PRIVATE LIMITED	Receivables	(0.02)	0.06	Customer
72	EDEN RENEWABLE VILLIERS PRIVATE LIMITED	Receivables	(0.01)	0.06	Customer
73	EDEN SOLAR RASPAIL PRIVATE LIMITED	Receivables	(0.01)	-	Customer
74	ELECTROSTEEL THERMAL POWER LIMITED	Receivables	0.12	0.06	Customer
75	ELECTROSTEEL THERMAL POWER LIMITED	Security Deposit	(0.04)	(0.04)	Customer
76	EMPOWER ELECTRONICS LIMITED	Receivables	0.01	0.06	Customer
77	EMPOWER ELECTRONICS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
78	FIRST BLUE FINANCIAL CONSULTANTS LIMITED	Receivables	0.06	0.06	Customer
79	FLUENCE ADVISORY SERVICES LIMITED	Receivables	0.06	0.06	Customer
80	FRC COMPOSITES INDIA LIMITED	Receivables	(0.07)	0.36	Customer
81	GEBIRGE PRIVATE LIMITED	Receivables	-	0.21	Customer
82	GINNI CAPITAL LIMITED	Receivables	0.06	0.06	Customer
83	GOLD NEST TRADING COMPANY LIMITED	Receivables	0.12	0.06	Customer
84	GOLD NEST TRADING COMPANY LIMITED	Security Deposit	(0.10)	(0.10)	Customer
85	GREENWILLOW HOMES PRIVATE LIMITED	Receivables	0.24	0.24	Customer
86	GTPL SURAT TELELINK PRIVATE LIMITED	Receivables	0.01	0.01	Customer
87	GTPL TV TIGER PRIVATE LIMITED	Receivables	0.03	0.03	Customer
88	GTPL VIDARBHA TELE LINK PRIVATE LIMITED	Receivables	0.01	0.01	Customer
89	GTPL VIDEO VISION PRIVATE LIMITED	Receivables	0.01	0.01	Customer
90	H J THAKKAR PROPERTY INVESTMENT LIMITED	Receivables	(0.01)	(0.01)	Customer
91	H J THAKKAR PROPERTY INVESTMENT LIMITED	Security Deposit	(0.10)	(0.10)	Customer
92	HARITA PACKAGINGS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
93	HARITA PACKAGINGS LIMITED	Receivables	0.06	-	Customer
94	HATHWAY PALAMPUR CABLE NETWORK PRIVATE LIMITED	Receivables	0.19	-	Customer
95	HINDUSTAN BIOTECH LIMITED	Receivables	(0.10)	-	Customer
96	HITECHI JEWELERY INDUSTRIES LIMITED	Receivables	0.89	0.89	Customer
97	HOLLAND SHIELDING SYSTEMS (INDIA) PRIVATE LIMITED	Receivables	0.07	0.07	Customer
98	HOME TRADE LIMITED	Security Deposit	(8.19)	(8.19)	Customer
99	HYPERSONIC INVESTMENT PRIVATE LIMITED	Receivables	0.06	(0.00)	Customer
100	ICAP INSTITUTIONAL STOCK EXCHANGE OF INDIA LIMITED	Receivables	0.06	0.00	Customer
101	ICAP INSTITUTIONAL STOCK EXCHANGE OF INDIA LIMITED	Security Deposit	(0.10)	(0.10)	Customer
102	IDEASPACE SOLUTIONS LIMITED	Receivables	0.01	0.01	Customer
103	IEE INTERNATIONAL LIMITED	Receivables	0.12	0.06	Customer



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

		(₹ in lakh)			
Sr. No.	Name Of Struck Off Company	Nature of Transaction	Outstanding Balance		Relationship
			As at March 31, 2024	As at March 31, 2023	
104	IEE INTERNATIONAL LIMITED	Security Deposit	(0.10)	(0.10)	Customer
105	INDIA INTERACTIVE TECHNOLOGIES LIMITED	Receivables	(0.18)	(0.18)	Customer
106	INDIAN SCHOOL OF K -12 EDUCATION PRIVATE LIMITED	Receivables	0.06	-	Customer
107	IQU POWER COMPANY PRIVATE LIMITED	Receivables	0.01	0.01	Customer
108	JAIPUR SKYSCRAPERS LIMITED	Security Deposit	-	(0.10)	Customer
109	JAMADOBA STEEL LIMITED	Receivables	0.06	0.06	Customer
110	JAMES CAPITAL AND FINANCE PRIVATE LIMITED	Receivables	0.18	0.12	Customer
111	JEEVANDHARA MULTITRADE LIMITED	Receivables	0.11	0.11	Customer
112	JUPITER SATELLITE INDIA PRIVATE LIMITED	Receivables	0.06	-	Customer
113	JUPITER SATELLITE INDIA PRIVATE LIMITED	Security Deposit	(0.10)	(0.10)	Customer
114	KALBROS IRON AND STEELS LIMITED	Receivables	0.12	0.06	Customer
115	KALBROS IRON AND STEELS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
116	KALDAR ENERGY PROJECTS LIMITED	Receivables	0.05	0.05	Customer
117	KALDAR ENERGY PROJECTS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
118	KAMDHENU ISPATLIMITED	Receivables	0.06	0.06	Customer
119	KAMDHENU ISPATLIMITED	Security Deposit	(0.10)	(0.10)	Customer
120	KAMDHENU PAINTS INDIA LIMITED	Receivables	0.06	0.06	Customer
121	KAMDHENU PAINTS INDIA LIMITED	Security Deposit	(0.10)	(0.10)	Customer
122	KEWAL KIRAN MANAGEMENT CONSULTANCY LIMITED	Receivables	0.05	(0.00)	Customer
123	KEWAL KIRAN MANAGEMENT CONSULTANCY LIMITED	Security Deposit	(0.10)	(0.10)	Customer
124	KEWAL KIRAN MEDIA AND COMMUNICATION LIMITED	Receivables	0.05	(0.00)	Customer
125	KEWAL KIRAN MEDIA AND COMMUNICATION LIMITED	Security Deposit	(0.10)	(0.10)	Customer
126	KKR ARC INDIA PRIVATE LIMITED	Receivables	0.32	-	Customer
127	KNR CHIDAMBARAM INFRA PRIVATE LIMITED	Receivables	0.27	0.27	Customer
128	KONDAIBARI ENERGY LIMITED	Receivables	0.03	0.03	Customer
129	KONDAIBARI ENERGY LIMITED	Security Deposit	(0.10)	(0.10)	Customer
130	L & T ARUNACHAL HYDROPOWER LIMITED	Receivables	1.13	0.07	Customer
131	LOGOS LIFECARE LIMITED	Receivables	(0.01)	0.06	Customer
132	LOGOS LIFECARE LIMITED	Security Deposit	(0.10)	(0.10)	Customer
133	LOKMANGAL GARMENTS LIMITED	Receivables	(0.10)	(0.10)	Customer
134	LOWE INFRA AND WELLNESS PRIVATE LIMITED	Receivables	0.11	0.11	Customer
135	LUMINO BIO FUEL PRIVATE LIMITED	Receivables	(0.04)	(0.10)	Customer
136	MAHARANI HOTELS LIMITED	Receivables	(0.07)	-	Customer
137	MAHARANI HOTELS LIMITED	Security Deposit	-	(0.10)	Customer

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

				(₹ in lakh)	
Sr. No.	Name Of Struck Off Company	Nature of Transaction	Outstanding Balance		Relationship
			As at March 31, 2024	As at March 31, 2023	
138	MAHARISHI AYURVED HEALTH CARE LIMITED	Receivables	0.05	(0.01)	Customer
139	MAHARISHI AYURVED HEALTH CARE LIMITED	Security Deposit	(0.10)	(0.10)	Customer
140	MANAVTA HOLDINGS LIMITED	Receivables	0.12	0.25	Customer
141	MAX PLANCK SOLARFARMS PRIVATE LIMITED	Receivables	0.49	(0.04)	Customer
142	MOTHERSON AUTO ENGINEERING SERVICE LIMITED	Receivables	0.11	-	Customer
143	MOTHERSON AUTO ENGINEERING SERVICE LIMITED	Security Deposit	(0.10)	(0.10)	Customer
144	NARANG REALTY & CONSTRUCTION PRIVATE LIMITED	Receivables	(0.17)	-	Customer
145	NARANG SHELTERS PRIVATE LIMITED	Receivables	(0.17)	-	Customer
146	NARAYANA HEALTH INSTITUTIONS PRIVATE LIMITED	Receivables	(0.01)	(0.01)	Customer
147	NARAYANA HEALTH INSTITUTIONS PRIVATE LIMITED	Security Deposit	(0.10)	(0.10)	Customer
148	NATIONAL TRADERS LIMITED	Receivables	0.04	-	Customer
149	NATIONAL TRADERS LIMITED	Security Deposit	(0.10)	-	Customer
150	NAYA RAIPUR GEMS AND JEWELLERY SEZ LIMITED	Receivables	0.18	0.18	Customer
151	NEARA ENERGY PRIVATE LIMITED	Receivables	0.06	0.06	Customer
152	NEARA KHANDWA ENERGY PRIVATE LIMITED	Receivables	0.06	0.06	Customer
153	NEARA MADHYA ENERGY PRIVATE LIMITED	Receivables	0.06	0.06	Customer
154	NEARA PAVAGADA PRIVATE LIMITED	Receivables	0.06	0.06	Customer
155	NETMEDS HEALTH AND WELLNESS MARKETPLACE PRIVATE LIMITED	Receivables	0.11	-	Customer
156	NETMEDS HEALTH AND WELLNESS MARKETPLACE PRIVATE LIMITED	Security Deposit	(0.10)	-	Customer
157	NETMEDS HEALTH PRIVATE LIMITED	Receivables	-	0.05	Customer
158	NETMEDS HEALTH PRIVATE LIMITED	Security Deposit	-	(0.10)	Customer
159	NETS ENERGY AND INFRATECH PRIVATE LIMITED	Receivables	0.06	0.06	Customer
160	NEW GEN FOOTWEAR LIMITED	Receivables	0.12	0.06	Customer
161	NEW GEN FOOTWEAR LIMITED	Security Deposit	(0.10)	(0.10)	Customer
162	NIGHTSTAY TRAVELS PRIVATE LIMITED	Receivables	0.17	0.17	Customer
163	NIRUPAM ENERGY PROJECTS PRIVATE LIMITED	Receivables	(0.01)	-	Customer
164	OFFSHORE FINANCIAL SERVICES LIMITED	Receivables	0.05	(0.00)	Customer
165	ORIENT GREEN POWER (MAHARASHTRA) PRIVATE LIMITED	Receivables	(0.20)	(0.20)	Customer
166	PALAMPUR CABLE NETWORK PRIVATE LIMITED	Receivables	-	0.14	Customer
167	PARASWANATH SOLAR POWER (ITAGI) PRIVATE LIMITED	Receivables	0.10	0.05	Customer
168	PARASWANATH SOLAR POWER (KOPPAL) PRIVATE LIMITED	Receivables	0.13	0.07	Customer
169	PAYLESS HOLIDAYS LIMITED	Receivables	(0.00)	0.06	Customer
170	PAYLESS HOLIDAYS LIMITED	Security Deposit	-	(0.04)	Customer
171	PLETHORA INVESTMENT ADVISER LIMITED	Receivables	0.07	0.07	Customer



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

			(₹ in lakh)		
Sr. No.	Name Of Struck Off Company	Nature of Transaction	Outstanding Balance		Relationship
			As at March 31, 2024	As at March 31, 2023	
172	PNB ASSET MANAGEMENT COMPANY LIMITED	Receivables	-	1.73	Customer
173	PRIME TECHNOLOGY RESOURCES MANAGEMENT LIMITED	Security Deposit	(0.10)	(0.10)	Customer
174	PRIME TECHNOLOGY RESOURCES MANAGEMENT LIMITED	Receivables	0.06	-	Customer
175	PRINCIPAL ASSET MANAGEMENT PRIVATE LIMITED	Receivables	(0.62)	-	Customer
176	PRISEK ENTERPRISES LIMITED	Receivables	(0.06)	(0.12)	Customer
177	PRISEK ENTERPRISES LIMITED	Security Deposit	(0.10)	(0.10)	Customer
178	PURI PORTS LIMITED	Receivables	0.06	-	Customer
179	PURI PORTS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
180	QUIPPPO DRILLING INTERNATIONAL PRIVATE LIMITED	Receivables	0.17	0.11	Customer
181	RAAS DISTRIBUTION (INDIA) PRIVATE LIMITED	Receivables	0.14	-	Customer
182	RAJASTHAN TILTERS LIMITED	Receivables	0.06	0.06	Customer
183	RAMKY ESCO LIMITED	Receivables	0.06	0.06	Customer
184	RAMKY FOOD PARK (CHATTISGARH) LIMITED	Receivables	0.06	0.06	Customer
185	RAMKY FOOD PARK (KARNATAKA) LIMITED	Receivables	0.06	0.06	Customer
186	RAMKY HERBAL & MEDICINAL PARK CHATTISGARH LTD	Receivables	0.06	0.06	Customer
187	RANAKPUR CEMENT LIMITED	Receivables	(0.09)	(0.00)	Customer
188	RANAKPUR CEMENT LIMITED	Security Deposit	-	(0.10)	Customer
189	RAR BREWERIES LIMITED	Receivables	0.06	-	Customer
190	RAR BREWERIES LIMITED	Security Deposit	(0.10)	(0.10)	Customer
191	RATTAN VANASPATI LIMITED	Receivables	0.27	0.27	Customer
192	RAVI FARMTECH (INDIA) PRIVATE LIMITED	Receivables	0.06	0.06	Customer
193	RAVI MILK PRODUCTS (INDIA) PRIVATE LIMITED	Receivables	0.06	0.06	Customer
194	REGENCY CONVENTION CENTRE AND HOTELS LIMITED	Receivables	0.12	0.06	Customer
195	REGENCY CONVENTION CENTRE AND HOTELS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
196	RENEE INDUSTRIES LIMITED	Receivables	0.27	0.27	Customer
197	RICHE HOSPITALITY LIMITED	Receivables	0.12	0.06	Customer
198	RICHE HOSPITALITY LIMITED	Security Deposit	(0.04)	(0.04)	Customer
199	RICHE LABORATORIES LIMITED	Receivables	0.21	0.11	Customer
200	RICHE LABORATORIES LIMITED	Security Deposit	(0.07)	(0.07)	Customer
201	RUSHIL GLOBAL TRADE LIMITED	Receivables	0.08	0.08	Customer
202	RUTHERFORD SOLARFARMS PRIVATE LIMITED	Receivables	0.05	(0.01)	Customer
203	S2 CAPITAL SERVICES PRIVATE LIMITED	Receivables	0.11	0.11	Customer
204	SBE RENEWABLES TWENTY ONE PROJECTS PRIVATE LIMITED	Receivables	0.18	-	Customer
205	SEGUR SOLAR PRIVATE LIMITED	Receivables	(0.01)	-	Customer
206	SEVEN SEAS LEASING LTD	Receivables	0.01	(0.05)	Customer

Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

			Outstanding Balance		(₹ in lakh)
Sr. No.	Name Of Struck Off Company	Nature of Transaction	As at	As at	Relationship
			March 31, 2024	March 31, 2023	
207	SEZ ADITYAPUR LIMITED	Receivables	0.06	0.06	Customer
208	SHAPOORJI PALLONJI SAURPOWER PRIVATE LIMITED	Receivables	(0.16)	(0.22)	Customer
209	SHARP INTEGRATED FOOD PARK LIMITED	Receivables	0.06	-	Customer
210	SHARP INTEGRATED FOOD PARK LIMITED	Security Deposit	(0.10)	(0.10)	Customer
211	SHIBIR INDIA LIMITED	Receivables	0.09	0.12	Customer
212	SHRI PURAN MULTIMEDIA LIMITED	Receivables	(0.19)	-	Customer
213	SIDH INDUSTRIES LIMITED	Receivables	0.11	0.11	Customer
214	SIL GOVINDAM ENERGY PRIVATE LIMITED	Receivables	0.00	(0.06)	Customer
215	SIL GOVINDAM POWER PRIVATE LIMITED	Receivables	0.00	(0.06)	Customer
216	SPANGLE MARKETING LIMITED	Receivables	0.24	0.24	Customer
217	SPIRIT FINANCIAL ADVISORY PRIVATE LIMITED	Receivables	0.07	0.07	Customer
218	SPML INFRA DEVELOPERS LIMITED	Receivables	0.10	0.10	Customer
219	STOA SQUARES PRIVATE LIMITED	Receivables	0.16	0.16	Customer
220	SUNDRAM SERVICES LIMITED	Security Deposit	(0.04)	(0.04)	Customer
221	SUNDRAM SERVICES LIMITED	Receivables	0.06	-	Customer
222	SUNFLEX FINANCE AND INVESMENTS LIMITED	Receivables	0.06	0.06	Customer
223	SURATGARH-SRIGANGANAGAR TOLL ROAD PRIVATE LIMITED	Receivables	0.18	0.12	Customer
224	SUSTAINABLE AGG SOLUTIONS LIMITED	Receivables	0.06	0.00	Customer
225	SUSTAINABLE AGG SOLUTIONS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
226	SYSTEL INFOTECH LIMITED	Receivables	0.37	0.37	Customer
227	TAPIR LAND DEVELOPMENT LIMITED	Receivables	0.01	0.01	Customer
228	TERRA LAND DEVELOPERS LIMITED	Receivables	(0.18)	(0.18)	Customer
229	TERRA LAND DEVELOPERS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
230	THAPAR SPINNING MILLS LIMITED	Receivables	0.11	0.11	Customer
231	TODAY GLOBAL BUILDERS PRIVATE LIMITED	Receivables	0.18	0.12	Customer
232	TRIDENT INNOVATIONS LIMITED	Security Deposit	(0.10)	(0.10)	Customer
233	TURBO INVESTMENT PRIVATE LIMITED	Receivables	0.06	0.06	Customer
234	UNIVERSAL CABLETEL AND DATACOM PRIVATE LIMITED	Receivables	(0.00)	(0.01)	Customer
235	VANS STRATEGIC MANAGEMENT PRIVATE LIMITED	Receivables	0.02	0.02	Customer
236	VATSA EDUCATIONS LIMITED	Receivables	0.06	0.06	Customer
237	VICKITASH MEDIA VENTURE LIMITED	Receivables	0.12	0.06	Customer
238	VICKITASH MEDIA VENTURE LIMITED	Security Deposit	(0.10)	(0.10)	Customer
239	VIRIDI CLEAN ALTERNATIVES PRIVATE LIMITED	Receivables	0.03	(0.03)	Customer
240	WHITE LAKE ADVISORS PRIVATE LIMITED	Receivables	0.18	0.12	Customer
241	ZENITH GLOBAL CONSULTANTS LIMITED	Receivables	0.27	0.27	Customer
242	Fine Lifestyle Brands Ltd	Receivables	0.18	0.12	Customer
243	GOR Medical Gas Equipment P Ltd.	Receivables	(0.01)	(0.01)	Customer



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

				(₹ in lakh)	
Sr. No.	Name Of Struck Off Company	Nature of Transaction	Outstanding Balance		Relationship
			As at March 31, 2024	As at March 31, 2023	
244	Wiltech Software Solutions Private Ltd.	Receivables	0.01	0.01	Customer
245	Managed Data Center Services Limited	Receivables	(0.10)	(0.10)	Customer
246	Surat Cigarettes Pvt Ltd	Receivables	(0.01)	(0.01)	Customer
247	Resonance Outsourcing Services Private Limited	Receivables	(0.02)	(0.02)	Customer
248	Jungsan Diamond Tools India Private Limited	Receivables	(0.09)	(0.09)	Customer
249	Costal Energy Limited	Receivables	(0.01)	(0.01)	Customer
250	Nutmeg Infotech Private Limited	Receivables	(0.02)	(0.02)	Customer
251	Galaxe Solutions India Pvt. Ltd.	Receivables	(0.06)	(0.14)	Customer
252	Parkview Warehouses Pvt. Ltd.	Receivables	(0.02)	(0.02)	Customer
253	CRAYSOL BUSINESS SOLUTIONS PRIVATE LIMIT ED	Receivables	(0.10)	(0.10)	Customer
254	Itek Business Solutions Pvt Ltd	Receivables	(0.08)	(0.08)	Customer
255	Ms Ozone Warehousing Private Limited	Receivables	(0.02)	(0.02)	Customer
256	Sod Technologies Pvt Ltd	Receivables	(0.06)	(0.06)	Customer
257	Ms Enlit Softech Private Limited	Receivables	0.04	0.04	Customer
258	Vividia Communications Pvt Ltd	Receivables	0.01	0.01	Customer
259	Vens It Solutions Private Limited	Receivables	(0.01)	(0.01)	Customer
260	Colonialistslandmark Cosmetics India Pvt Ltd	Receivables	(0.02)	(0.02)	Customer
261	Mach 3 Machine Tools India Pvt Ltd	Receivables	(0.02)	(0.02)	Customer
262	Wilson Associates Interior Architectural Design Private Limited	Receivables	0.07	0.07	Customer
263	Feofus Solutions Private Limited	Receivables	0.06	0.06	Customer
264	Faes Packaging Solutions Pvt Ltd	Receivables	0.01	0.01	Customer
265	M/s. Spatika Digital Solutions Pvt Ltd	Receivables	0.06	0.06	Customer
266	I2 Software Tech Solutions Private Limited	Receivables	0.01	0.01	Customer
267	Qagate Technologies Private Limited	Receivables	(0.04)	(0.04)	Customer
268	Rajeshwar Exports Private Limited	Receivables	(0.16)	(0.16)	Customer
269	Hanin Enterprises Private Limited	Receivables	(0.19)	(0.19)	Customer
270	M/s. Nile Logistics Pvt. Ltd.	Receivables	(0.03)	(0.03)	Customer
271	Norjimm Private Limited	Receivables	(0.05)	(0.05)	Customer
272	Abacsys Technologies Private Limited	Receivables	(0.11)	(0.11)	Customer
273	Precieux Diamond Manufacturing & Sorting Private Limited	Receivables	(0.02)	(0.02)	Customer
274	Shubharatna Gems & Jewells Private Ltd.	Receivables	(0.03)	(0.03)	Customer
275	Hilado Spintex Private Limited	Receivables	(0.05)	(0.05)	Customer
276	BOMBAY JEWELLERY MANUFACTURERS PRIVATE LIMITED	Receivables	(0.11)	(0.42)	Customer
277	Powernet Technologies India Limited	Receivables	(0.03)	(0.03)	Customer
278	Kbs Designs Private Limited	Receivables	(0.11)	(0.11)	Customer
279	Quality Engineers Pvt Ltd	Receivables	(0.02)	(0.02)	Customer
280	Nyay Bharat International Media Private Limited	Receivables	(0.23)	(0.23)	Customer
281	Vmt Systems India Private Limited	Receivables	(0.01)	(0.01)	Customer
282	Universal Packaging Private Limited	Receivables	(0.07)	(0.01)	Customer



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

			Outstanding Balance		(₹ in lakh)
Sr. No.	Name Of Struck Off Company	Nature of Transaction	As at March 31, 2024	As at March 31, 2023	Relationship
283	Orbit Softwares Pvt Ltd	Receivables	(0.00)	(0.01)	Customer
284	Vhn Diamonds Private Limited	Receivables	(0.03)	(0.03)	Customer
285	Kinjal Trade Exports Pvt Ltd	Receivables	(0.06)	(0.06)	Customer
286	Deepak Gems Private Limited	Receivables	0.01	0.01	Customer
287	Laxmi Ideal Interiors Private Limited	Receivables	(0.99)	(0.18)	Customer
288	Kaushal Exports Private Limited	Receivables	(0.03)	(0.04)	Customer
289	Novitas Infotech Private Limited	Receivables	(0.03)	(0.03)	Customer
290	Viraj Diamond Jewellery Private Limited	Receivables	(0.01)	(0.01)	Customer
291	Super Gems Private Limited	Receivables	(0.02)	(0.05)	Customer
292	Srg Impex Private Limited	Receivables	(0.01)	(0.01)	Customer
293	Vishnu Exports Pvt Ltd	Receivables	(0.19)	(0.02)	Customer
294	Ark International Private Limited	Receivables	(0.01)	(0.01)	Customer
295	I Woxmart It Services Pvt. Ltd	Receivables	(0.22)	(0.22)	Customer
296	A-one Jewellery Private Limited	Receivables	(0.04)	(0.05)	Customer
297	Shivaay Jewellers (opc) Private Limited	Receivables	(0.02)	(0.20)	Customer
298	Metadata Technologies Private Limited	Receivables	(0.02)	(0.02)	Customer
299	Vishwas Enterprises Limited	Receivables	(0.03)	(0.03)	Customer
300	Shrine Technologies Private Limited	Receivables	(0.01)	(0.03)	Customer
301	Isha Impex Private Limited	Receivables	(0.04)	(0.05)	Customer
302	Ab Warehousing Corporation Private Limited	Receivables	(0.07)	(0.03)	Customer
303	Shree Ganesh Exports Imports Pvt Ltd	Receivables	(0.02)	(0.02)	Customer
304	Axiogen Biotech Private Limited	Receivables	(0.00)	0.06	Customer
305	Surabhi Exports Pvt Ltd	Receivables	0.05	0.05	Customer
306	Neogeek Technologies Private Limited	Receivables	(0.05)	(0.05)	Customer
307	Blink Consulting Private Limited	Receivables	(0.01)	(0.01)	Customer
308	Dhyanart Materials & Canvas P Ltd	Receivables	0.01	0.01	Customer
309	GSPC Offshore Ltd	Receivables	0.18	0.18	Customer
310	Webtogo Mobiles Internet Private Limited	Receivables	(0.04)	(0.04)	Customer
311	Vado Technology Pvt Ltd	Receivables	(0.01)	(0.01)	Customer
312	Crescent Gems LLP	Receivables	(0.12)	(0.12)	Customer
313	Dess Computers Private Limited	Receivables	(0.04)	(0.04)	Customer
314	Hanzi Healthcure Pvt Ltd	Receivables	(0.01)	(0.01)	Customer
315	7Nodes Technology Solutions Private Limited	Receivables	-	(0.09)	Customer
316	Jassal Impex Private Limited	Receivables	(0.02)	(0.02)	Customer
317	Dtalkz Solutions Private Limited	Receivables	(0.01)	(0.01)	Customer
318	Duncan Investments And Industries Ltd	Receivables	-	0.12	Customer
319	INTER GLOBE AVIATION LIMITED	Receivables	(0.06)	-	Customer
320	ILP001-Inceptra Lifestyle Pvt Ltd	Receivables	0.18	0.18	Customer
321	A1842 - D.R. Share & Stock Brokers Pvt. Ltd.	Receivables	0.01	0.02	Customer
322	P9430 - Alankit Imaginations Limited	Receivables	0.16	0.04	Customer



Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

(₹ in lakh)					
Sr. No.	Name Of Struck Off Company	Nature of Transaction	Outstanding Balance		Relationship
			As at March 31, 2024	As at March 31, 2023	
323	GMR Hyderabad Aviation SEZ Ltd	Receivables	(0.72)	(0.84)	Customer
324	Vaxenic India Private Limited	Receivables	(0.50)	(0.50)	Customer
325	INTER GOLD (INDIA) PVT. LTD (TRADING DIVISION)	Receivables	(0.60)	(0.60)	Customer
326	Bombay Jewellery Manufacturers Private Limited	Receivables	(0.11)	(0.42)	Customer
327	Intergold (India) Private Limited	Receivables	(0.25)	(0.45)	Customer
328	Powernet Technologies India Limited	Receivables	(0.03)	(0.03)	Customer
329	S B & T INTERNATIONAL LTD	Receivables	(0.35)	(0.35)	Customer
330	Gor Medical Gas Equipment P Ltd.,	Receivables	(0.01)	(0.01)	Customer
331	Divya Creations Private Limited	Receivables	(0.07)	(0.02)	Customer
332	INDO-DAN LAMPSHADES PVT LTD	Receivables	(0.07)	(0.02)	Customer
333	SAIINDUSTRIESPVT. LTD.	Receivables	(0.12)	(0.07)	Customer
334	PACIFIC JUTE LIMITED	Receivables	(0.08)	(0.08)	Customer
335	Shivaay Jewellers (opc) Private Limited	Receivables	(0.02)	(0.20)	Customer
336	Metadata Technologies Private Limited	Receivables	(0.02)	(0.02)	Customer
337	Sugandha Exports Private Limited	Receivables	(0.04)	(0.04)	Customer
338	Vishwas Enterprises Limited	Receivables	(0.03)	(0.03)	Customer
339	Krishna Enterprises Private Limited	Receivables	(0.05)	(0.03)	Customer
340	Shrine Technologies Private Limited	Receivables	(0.01)	(0.03)	Customer
341	Isha Impex Private Limited	Receivables	(0.04)	(0.05)	Customer
342	Ab Warehousing Corporation Private Limited	Receivables	(0.07)	(0.03)	Customer
343	Shree Ganesh Exports Imports Pvt Ltd	Receivables	(0.02)	(0.02)	Customer
344	Khodiyar Engineering Pvt Ltd	Receivables	(0.02)	(0.02)	Customer

# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

## 40. SHARE BASED PAYMENT

Our Subsidiary NSDL Payments Bank Limited has formulated share-based payment schemes for its employees (Plan I). Details of grants in operation during the year ended March 31, 2023, are as given below:

### a) Description of share-based payments

Sr. No.	Particulars	ESOP 2022
i)	Vesting Requirements	33% at the end of each 12, 24 months and 34% at the end of each 36 months from the date of grant
ii)	Maximum term of option	5 Years
iii)	Method of settlement	Equity settled
iv)	Modifications to share based payment plans	N.A.
v)	Any other details as disclosed in the audited Ind AS financial statements	N.A.
vi)	Grant Date	October 20, 2022

### b) Summary of share-based payments - ESOP 2022

(₹ in lakh)			
Sr. No.	Particulars	As at March 31, 2024	As at March 31, 2023
(i)	<b>Outstanding balance at the beginning of the period</b>	12,90,000	-
	Options granted	5,43,396	16,50,000
	Options forfeited	3,00,000	3,60,000
	Options exercised	-	-
	Options expired	-	-
	Options lapsed	-	-
(ii)	<b>Options outstanding at the end of the period</b>	15,33,396	12,90,000
	Options exercisable at the end of the period	5,06,021	-
(iii)	<b>For share options exercised</b>		
	Weighted average exercise price at date of exercise	-	-
	Money realised by exercise of options (in actual rupees)	-	-
(iv)	<b>For share options outstanding</b>		
	Range of exercise price	19.05	19.05
	Average remaining contractual life of options	5.56 Years	6.56 Years
(v)	<b>Modification of plans</b>	N.A.	N.A.
(vi)	<b>Incremental fair value on modification</b>	N.A.	N.A.

### c) Valuation of stock options

Sr. No.	Particulars	ESOP 2022
i)	Share Price	19.05
ii)	Exercise Price	19.05
iii)	The weighted average fair value as on the date of grant (per stock option)	4.56 - 6.87
iv)	Valuation Model used:	Black Scholes Valuation
v)	Expected Volatility	25.15% - 28.34%
vi)	Basis of determination of expected volatility	Volatility has been calculated based on the daily closing market price of Nifty Financial services over the most recent period that is generally commensurate with the expected life of the option being valued.
vii)	Contractual Option Life (years):	5 years from the date of vesting

# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

Sr. No.	Particulars	ESOP 2022
viii)	Expected Dividends:	-
ix)	Risk Free interest rate:	7.03% - 7.32%
x)	Vesting Dates:	33% vesting on October 20, 2023 33% vesting on October 20, 2024 34% vesting on October 20, 2025
xi)	Valuation of incremental fair value on modification	N.A.

The fair value of the options determined at grant date is recognised as employee compensation cost over the vesting period on straight line basis over the period of option, based on the number of grants expected to vest, with corresponding increase in equity. The stock based compensation expense charged to the Statement of Profit and Loss is ₹39.06 lakhs (For March, 2023 ₹12.97 lakhs).

**41.** Our Subsidiary NSDL Database Management Limited has informed that Insurance Regulatory and Development Authority of India (IRDAI) had advised the Company to convert its existing Strategic Business Unit (SBU) i.e. NSDL National Insurance Repository Services (NNIRS) into a separate company. The company had made a representation to IRDAI to continue to allow Insurance Repository operations under SBU structure. Accordingly, during the year ended March 31, 2024, IRDAI vide its letter dated June 26, 2023, had granted an extension to the Company to operate its 'Insurance Repository' (IR) as a Strategic Business Unit (SBU) till March 2024. The Company made a representation in December 2023 by meeting in person and has requested IRDAI to permit to continue IR operations as an SBU of the Company until the Regulations are notified. Accordingly, IRDAI vide its letter dated February 23, 2024, had granted an extension to the Company to operate its 'Insurance Repository' (IR) as a Strategic Business Unit (SBU) till March 2025.

NIR recorded revenue of ₹564.58 lakh for the year ended March 31, 2024 (₹483.30 lakh for the year ended March 31, 2023) Total profits of profit ₹187.97 lakh for the year ended March 31, 2024 (₹167.43 lakh for the year ended March 31, 2023). Considering NIR Performance to total performance of the company, the management is of the view that the NIR operations does not represent a major line of business operations and therefore related revenue, expense and pre-tax profit/loss of the NIR operations has not been separately disclosed in accordance with Ind-AS 105 "Non-current Assets Held for Sale and Discontinued Operations" in these audited financial statement.

**42.** The "National Academic Depository (NAD)" was set-up by our Subsidiary NSDL Database Management Limited in 2017 as per the decision taken by the Union Cabinet of India, Govt. of India to facilitate "e-Governance" and "Digital Services" for academic certificate issuance/maintenance/verification. The scheme was accordingly implemented during 2017 – 2019. However, in 2020, UGC had informed that as per MHRD direction, it was decided that NAD shall be implemented through DigiLocker system of Govt. of India and NDML will not be required to continue the same. Company had represented MHRD with a request to allow continuity of the services and approve the framework of user charges.

However, on conservative basis, Company had made a provision for impairment of NAD Project fixed assets and CWIP aggregating to ₹49.89 lakh. Out of the said amount, ₹23.66 lakh related to fixed assets is included under 'Depreciation, impairment and amortisation expenses' and ₹26.23 lakh related to CWIP is included under 'Other Expenses' for the year ended March 31, 2021.

For the year ended March 31, 2023, the company has written off ₹23.66 lakh related to fixed assets & ₹26.23 lakh related to CWIP after the necessary approval from Board.

# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

**43.** Our Subsidiary NSDL Payments Bank Limited has accumulated losses. The Bank has not recognised any Current Tax and Deferred Tax during the year ended March 31, 2024 and March 31, 2023. Hence effective tax rate is NIL for the year ended March 31, 2024 and March 31, 2023.

The Taxation Laws (Amendment) Ordinance, 2019 ('Ordinance') has inserted section 115BAA of the Income-tax Act, 1961 which allows domestic companies to opt for an alternative tax regime from financial year 2019-20. As per the said tax regime, Companies are allowed to pay reduced income tax @ 22% (plus surcharge and cess) subject to foregoing of certain exemptions/deductions which were allowed earlier. Once exercised, such option cannot be withdrawn for the same or subsequent assessment years. Pursuant to the aforesaid amendment, the Bank, has opted for lower rate of tax with effect from financial year ended March 31, 2023 while filing the income tax return. Accordingly, the provisions of Minimum Alternate Tax under Section 115JB of the Income Tax Act, 1961 are not applicable to the Bank. Hence, no provision for taxation is required to be recognised in line with these extant guidelines of the Income Tax Act, 1961."

**44.** The Code on wages 2019 and Code on Social Security, 2020 ("the Codes") relating to employee compensation and post-employment benefits that received Presidential assent have not been notified further the related rules for quantifying the financial impact have not been notified. The Company will assess the impact of the Codes when the rules are notified and will record any related impact in the period the Code becomes effective.

**45.** The previous period/year's figures have also been regrouped and rearranged wherever necessary.

In terms of our report of even date attached  
For **K C Mehta & Co. LLP**  
Chartered Accountants  
Firm Registration No. 106237W/W100829

For and on behalf of the Board of Directors

Sd/-  
**Shripal Shah**  
Partner  
Membership No. 114988

Sd/-  
**Padmaja Chunduru**  
Managing Director and CEO  
DIN:08058663

Sd/-  
**Parveen Kumar Gupta**  
Chairman  
DIN: 02895343

Sd/-  
**Alen Ferns**  
Company Secretary  
A30633

Sd/-  
**Pratik Punjabi**  
Chief Financial Officer

Place: Mumbai  
Date: May 14, 2024



# Notes to the Consolidated Financial Statements

For the year ended March 31, 2024

## FINANCIAL HIGHLIGHTS

Particulars	Consolidated		Standalone	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Revenue from Operations	1,268.24	1,021.99	473.05	409.17
Other Income	97.46	77.83	98.05	76.34
<b>Total Income</b>	<b>1,365.70</b>	<b>1,099.82</b>	<b>571.10</b>	<b>485.51</b>
Total Expenditure	973.79	758.36	219.75	193.61
<b>Profit before Depreciation, IPF Expense, Share of Profit / (Loss) from Associates and Taxation</b>	<b>391.91</b>	<b>341.46</b>	<b>351.35</b>	<b>291.90</b>
Depreciation	24.12	21.69	12.35	10.33
Contribution to Investor Protection Fund (IPF)	11.48	9.89	11.48	9.89
<b>Profit before Share of Profit/(Loss) of investment accounted for using Equity Method and Taxation</b>	<b>356.31</b>	<b>309.88</b>	<b>327.52</b>	<b>271.68</b>
Share of Profit/(Loss) of Associates	(1.36)	(4.84)	-	-
<b>Profit before Tax</b>	<b>354.95</b>	<b>305.04</b>	<b>327.52</b>	<b>271.68</b>
Tax Expense	79.51	70.23	69.44	60.86
<b>Profit after Tax</b>	<b>275.44</b>	<b>234.81</b>	<b>258.08</b>	<b>210.82</b>
<b>Total Comprehensive Income</b>	<b>274.84</b>	<b>212.32</b>	<b>256.98</b>	<b>182.68</b>
<b>Appropriation:</b>				
Proposed Dividend (Final)	20.00	20.00	20.00	20.00
<b>Surplus Carried to the Balance Sheet</b>	<b>254.84</b>	<b>192.32</b>	<b>236.98</b>	<b>162.68</b>
Earnings Per Share (EPS)	13.77	11.74	12.90	10.54
Net Worth	1,684.10	1,428.86	1,508.57	1,271.59

## AOC-1 SUBSIDIARY DETAILS

Particulars	NSDL Database Management Limited		NSDL Payments Bank Limited	
	FY 2023-24		FY 2023-24	
Share Capital	6,105.00		18,000.00	
Reserves and Surplus	21,632.18		(3,422.42)	
<b>Total Networth</b>	<b>27,737.18</b>		<b>14,577.58</b>	
Total Assets	32,479.61		33,388.34	
<b>Total Liabilities</b>	<b>4,742.43</b>		<b>18,810.76</b>	
Investments	27,842.19		15,330.91	
Turnover	7,651.83		71,967.46	
<b>Profit/Loss} Before Taxation</b>	<b>4,553.19</b>		<b>158.46</b>	
Provisions for taxation	1,006.28		-	
<b>Profit/(Loss) After Taxation</b>	<b>3,546.91</b>		<b>158.46</b>	
Proposed dividend	1,831.50		-	
% of Shareholding	100%		88.89% (Direct) and 11.11% (through subsidiary)	





**NSDL's New Home**  
in **BKC**  
Where Innovation Meets  
Financial Excellence