

March 10, 2023


**Sub: Voting results along with Scrutinizer's report for 6<sup>th</sup> Extra-ordinary General Meeting (EGM) of the Company**

**Ref: Disclosure under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations)**

In compliance with Regulation 44(3) of the SEBI LODR Regulations, we are enclosing herewith in the prescribed format, the voting results of the 6<sup>th</sup> EGM of the Company held on Friday, March 10, 2023 at 11:00 a.m. through video conferencing / other audio visual means, in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the SEBI LODR Regulations and the circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The consolidated Scrutinizer's report issued by M/s. S. N. Ananthasubramanian & Co. on remote e-voting and e-voting at the EGM is also enclosed herewith. All the resolutions set out in the notice of EGM dated February 27, 2023 have been passed with the requisite majority.

Yours Faithfully,

  
**Nikhil Arya**  
**Company Secretary**



**Encl.: As above**

**VOTING RESULTS OF THE 6<sup>TH</sup> EXTRA-ORDINARY GENERAL MEETING (EGM) PURSUANT TO REGULATION 44 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

<b>Date of EGM</b>	March 10, 2023
<b>Total number of shareholders on cut-off date (i.e., as on March 3, 2023)</b>	76
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoter(s) and Promoter(s) group	NA
Public	NA
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoter(s) and Promoter(s) group	NA
Public	13

<b>Resolution No. 1 - To approve Sub-division of Equity Shares and subsequent alteration of Capital Clause of Memorandum of Association of the Company.</b>								
<b>Resolution Required</b>					<b>Ordinary</b>			
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>					NA			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	0	0	0.00	0	0	0.00	0.00
	E-voting at EGM	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Institutions	E-voting	2,19,09,345	2,19,09,345	100.00	2,19,09,345	0	100.00	0.00
	E-voting at EGM	11,25,000	11,25,000	100.00	11,25,000	0	100.00	0.00
	<b>Total</b>	<b>2,30,34,345</b>	<b>2,30,34,345</b>	<b>100.00</b>	<b>2,30,34,345</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non-Institutions	E-voting	1,00,62,337	1,00,62,337	100.00	1,00,62,337	0	100.00	0.00
	E-voting at EGM	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>1,00,62,337</b>	<b>1,00,62,337</b>	<b>100.00</b>	<b>1,00,62,337</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>3,30,96,682</b>	<b>3,30,96,682</b>	<b>100.00</b>	<b>3,30,96,682</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Resolution No. 2 - To approve adoption of New Articles of Association of the Company.**

Resolution Required					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					NA			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	0	0	0.00	0	0	0.00	0.00
	E-voting at EGM	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Institutions	E-voting	2,19,09,345	2,19,09,345	100.00	2,19,09,345	0	100.00	0.00
	E-voting at EGM	11,25,000	11,25,000	100.00	11,25,000	0	100.00	0.00
	<b>Total</b>	<b>2,30,34,345</b>	<b>2,30,34,345</b>	<b>100.00</b>	<b>2,30,34,345</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non-Institutions	E-voting	1,00,62,337	1,00,62,337	100.00	1,00,62,337	0	100.00	0.00
	E-voting at EGM	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>1,00,62,337</b>	<b>1,00,62,337</b>	<b>100.00</b>	<b>1,00,62,337</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>3,30,96,682</b>	<b>3,30,96,682</b>	<b>100.00</b>	<b>3,30,96,682</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>





**S. N. ANANTHASUBRAMANIAN & CO**  
**Company Secretaries**

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E: [snaco@snaco.net](mailto:snaco@snaco.net) | W: [www.snaco.net](http://www.snaco.net)  
ICSI Unique Code: P1991MH040400

**10<sup>th</sup> March, 2023**

To,

The Chairman

**National Securities Depository Limited**

**CIN: U74120MH2012PLC230380**

Trade World, 'A Wing',

4<sup>th</sup> Floor, Kamala Mills Compound,

Senapati Bapat Marg,

Lower Parel,

Mumbai- 400013

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and e-voting by your Members during the 6<sup>th</sup> Extra-ordinary General Meeting of your Company held on Friday, 10<sup>th</sup> March, 2023 through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM").

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

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Narayanan  
Satyamangalam  
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**S. N. Viswanathan**

**Partner**



**SCRUTINIZER'S REPORT**

<b>Name of the Company</b>	<b>National Securities Depository Limited</b>
<b>Type of Meeting</b>	<b>6<sup>th</sup> Extra-ordinary General Meeting</b>
<b>Day, Date &amp; Time</b>	<b>Friday, 10<sup>th</sup> March, 2023 at 11:00 a.m.</b>
<b>Deemed Venue</b>	<b>Registered Office: Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013</b>
<b>Mode</b>	<b>Video Conferencing/ Other Audio-Visual means</b>

**1. Appointment as Scrutinizer**

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members at the 6<sup>th</sup> Extra-ordinary General Meeting (“EGM”) of **National Securities Depository Limited** (hereinafter referred to as ‘the Company’) held on **Friday, 10<sup>th</sup> March, 2023 at 11:00 a.m.** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit the Scrutinizer’s report on the voting on the resolutions, based on the reports generated from the electronic voting system.

**2. Dispatch of Notice convening the EGM**

2.1. Pursuant to the relevant circulars issued by the Ministry of Corporate Affairs (MCA) for holding the EGM or other general meetings of Members through Video Conferencing (VC) or Other Audio Visual Means (OAVM), an advertisement was published in Business Standard (All India Editions), Free Press Journal (Mumbai Edition) and Navshakti (Marathi Newspaper) on **Friday, 03<sup>rd</sup> March, 2023** specifying the date & time of the EGM, availability of the notice on the Company’s website, manner of registration of email ids by the Members who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the EGM, etc.

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Narayanan  
Satyamangalam

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**Report of Scrutinizer on remote e-voting and e-voting by Members during the 6<sup>th</sup> EGM of National Securities Depository Limited held on 10<sup>th</sup> March, 2023.**



# **S. N. ANANTHASUBRAMANIAN & CO**

## **Company Secretaries**

- 2.2. The Company hosted the detailed notice of EGM on its website as well as the website of e-voting agency on **Thursday, 02<sup>nd</sup> March, 2023**.
- 2.3. The Company has informed that on the basis of the Register of Shareholders and the list of Beneficial Owners, the Company completed dispatch of Notice of EGM on **Thursday, 02<sup>nd</sup> March, 2023** by e-mail to **76** Members who had registered their email ids with the Company/ Depositories.
- 2.4. As informed to us, no Member has registered his/her email-id pursuant to the advertisements made by the Company.

### **3. Cut-off date**

Voting rights with respect to the agenda items were reckoned as on **Friday, 03<sup>rd</sup> March, 2023**, being the cut-off date for the purpose of deciding the entitlement of Members for remote e-voting and e-voting during the EGM.

### **4. Remote e-voting process**

#### **4.1. Agency**

The Company has availed in-house services for providing the facility for remote e-voting and e-voting during the EGM.

#### **4.2. Remote e-voting period**

Remote e-voting platform was open from **9:00 a.m. on Monday, 06<sup>th</sup> March, 2023 till 5:00 p.m. on Thursday, 09<sup>th</sup> March, 2023** and Members were required to cast their votes electronically conveying their assent or dissent in respect of the resolution on the remote e-voting platform.

### **5. Voting at the EGM**

- 5.1. In line with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the EGM, the Scrutinizer shall have access after closure of

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# **S. N. ANANTHASUBRAMANIAN & CO**

## **Company Secretaries**

period of remote e-voting and before the start of the EGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.

5.2. Accordingly, E-voting Team of NSDL, provided us with the names, DP ID & Client ID/ folios and shareholding of the Members who had cast their votes through remote e-voting.

### **6. Counting Process**

On completion of e-voting at the EGM, we unblocked the results of the remote e-voting and e-voting by Members at the EGM, on the NSDL e-voting platform and downloaded the results for scrutiny.

### **7. Results**

7.1. Consolidated results with respect to the agenda items as set out in the Notice of the EGM dated 27<sup>th</sup> February, 2023 is enclosed herewith.

7.2. Based on the aforesaid results, we report that 1 (One) Ordinary Resolution as set out in Item No. 1 and 1 (One) Special Resolution as set out in Item No.2 of the Notice of the EGM dated 27<sup>th</sup> February, 2023 have been passed with the requisite majority.

**For S. N. ANANTHASUBRAMANIAN & Co.**

**Company Secretaries**

**ICSI Unique Code: P1991MH040400**

**Peer Review Cert. No.: 606/2019**

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**S. N. Viswanathan**

**Partner**

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**ICSI UDIN: A061955D003256553**

**10<sup>th</sup> March, 2023 | Thane**

***Report of Scrutinizer on remote e-voting and e-voting by Members during the 6<sup>th</sup> EGM of National Securities Depository Limited held on 10<sup>th</sup> March, 2023.***



**CONSOLIDATED RESULTS**

**Item No. 1: To approve Sub-division of Equity Shares and subsequent alteration of Capital Clause of Memorandum of Association of the Company**

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	24	3,19,71,682	1	11,25,000	25	3,30,96,682	100.0000
Dissent	0	0	0	0	0	0	0.0000
Total	24	3,19,71,682	1	11,25,000	25	3,30,96,682	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 1** of the Notice of the EGM dated **27<sup>th</sup> February, 2023** has been **passed with requisite majority**.

**For S. N. ANANTHASUBRAMANIAN & Co.**  
**Company Secretaries**

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**S. N. Viswanathan**  
**Partner**  
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**ICSI UDIN: A061955D003256553**  
**10<sup>th</sup> March, 2023 | Thane**

*Report of Scrutinizer on remote e-voting and e-voting by Members during the 6<sup>th</sup> EGM of National Securities Depository Limited held on 10<sup>th</sup> March, 2023.*





**CONSOLIDATED RESULTS**

**Item No. 2: To approve adoption of New Articles of Association of the Company**

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	24	3,19,71,682	1	11,25,000	25	3,30,96,682	100.0000
Dissent	0	0	0	0	0	0	0.0000
Total	24	3,19,71,682	1	11,25,000	25	3,30,96,682	100.0000

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 2** of the Notice of the EGM dated **27<sup>th</sup> February, 2023** has been **passed with requisite majority**.

**For S. N. ANANTHASUBRAMANIAN & Co.**  
**Company Secretaries**

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**S. N. Viswanathan**  
**Partner**  
**ACS: 61955 | COP: 24335**  
**ICSI UDIN: A061955D003256553**  
**10<sup>th</sup> March, 2023 | Thane**

*Report of Scrutinizer on remote e-voting and e-voting by Members during the 6<sup>th</sup> EGM of National Securities Depository Limited held on 10<sup>th</sup> March, 2023.*