



## National Securities Depository Limited

Regd. Office: Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg,  
Lower Parel (West), Mumbai - 400 013 | CIN: U74120MH2012PLC230380  
Tel: (022) 2499 4200 Website: www.nsd1.co.in

### NOTICE OF POSTAL BALLOT

*[Pursuant to Section 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014 as amended and applicable Circulars issued by Ministry of Corporate Affairs, Government of India, from time to time]*

VOTING STARTS ON	VOTING ENDS ON
Tuesday, June 20, 2023 at 9:00 A.M. (IST)	Wednesday, July 19, 2023 at 5:00 P.M. (IST)

Dear Members,

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, (collectively the 'MCA Circulars'), to transact the special business as set out hereunder by passing Ordinary Resolutions by way of postal ballot only by voting through electronic means (**remote e-voting**).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

National Securities Depository Limited ('Company') is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/ Depository. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of SEBI Listing Regulations to the extent applicable and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The

Company has engaged the services of National Securities Depository Limited as **e-Voting Service Provider** ('ESP') for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company [www.nsdl.co.in](http://www.nsdl.co.in) and on the website of ESP [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-voting not later than **5.00 p.m. (IST) on Wednesday, July 19, 2023**. The remote e-voting facility will be disabled by ESP immediately thereafter.

### **SPECIAL BUSINESS**

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

#### **Appointment of Mr. Sriram Krishnan (DIN: 07816879) as a Shareholder Director of the Company**

**"RESOLVED THAT** pursuant to Regulation 25 read with Part C of the Second Schedule of the SEBI (Depositories & Participants) Regulations, 2018; Sections 152, 161 and other applicable provisions of the Companies Act, 2013, as amended from time to time and the Articles of Association of the Company, 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 and acceptable, approval of the Members be and is hereby accorded for the appointment of Mr. Sriram Krishnan (DIN: 07816879), a representative of National Stock Exchange of India Limited, as Shareholder Director on the Governing Board of the Company.

**RESOLVED FURTHER THAT** any Director or the Company Secretary or the Compliance Officer or the Chief Financial Officer of the Company be and are hereby severally authorised to take such steps and do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

#### **Registered Office:**

Trade World, 'A' Wing, 4<sup>th</sup> Floor,  
Kamala Mills Compound,  
Senapati Bapat Marg,  
Lower Parel (West)  
Mumbai- 400 013

Date: June 11, 2023

Place: Mumbai

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

Sd/-

**Nikhil Arya**

Company Secretary

Membership No. ACS42548

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 and 110 of the Act and SS-2 setting out all material facts pertaining to the resolution is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice (“**Notice**”).
2. In compliance with the provisions of Section 108 of the Act, the Rules made there under and Regulation 44 of the SEBI Listing Regulations, the Company is providing facility of e-Voting to its Members in respect of the business to be transacted through postal ballot. For this purpose, the Company has availed in-house services for facilitating voting through electronic means.
3. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose email address is registered with the Company. The physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.
4. The Explanatory statement setting out all material facts as required under Section 102 of the Companies Act, 2013, in respect of special business of the Company is appended hereto.
5. The Notice is being sent to all Members whose names appear in the Register of Members as on close of business hours on **Monday, June 12, 2023** i.e. ‘the cut-off date’. The voting rights of Members shall be in proportion to their shares held in the total paid-up equity share capital of the Company as on the cut-off date i.e., **Monday, June 12, 2023**. The person who is not a member as on the cut-off date should treat this Notice for information purpose only.
6. Pursuant to the provisions of Sections 108 and other applicable provisions, if any, of the Act, the rules framed thereunder, E-voting facility is provided to all the eligible Members of the Company. The facility of casting vote by the Members using electronic voting system will be provided by ESP. The Members are requested to read carefully the instructions given below before casting their vote electronically. A Member can log in any number of times till the votes are cast on all the resolutions or till the end of the voting period, whichever is earlier.
7. Only a Member who is entitled to vote is entitled to exercise his/her/its vote through E-voting. Any recipient of this Notice who has no voting rights as on the date mentioned in point 5 above should treat the same for intimation purpose only.
8. For any query connected with the Resolution proposed to be passed by means of Postal Ballot through voting by electronic means, the Members may contact the Company Secretary at the Registered Office of the Company at Trade World, ‘A’ Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, Phone: 022-24994200, Fax: 022-24976351, Email: [NikhilA@nsdl.com](mailto:NikhilA@nsdl.com)
9. Kindly note that a Member can opt only one mode of voting i.e. E-voting. The Scrutinizer’s decision on the validity of the votes cast through E-voting shall be final.

10. The relevant documents pertaining to the above resolution will be available for inspection at the Registered Office of the Company on any working day between 3:00 p.m. to 5:00 p.m. up to the last date of voting through E-Voting specified in the accompanying Notice.
11. Postal Ballot Notice will be available on the website of the Company [www.nsd.com](http://www.nsd.com) and on the website of ESP [www.evoting.nsd.com](http://www.evoting.nsd.com) till **Wednesday, July 19, 2023**, the last date specified by the Company for voting through e-Voting from the Members.
12. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. **Wednesday, July 19, 2023**.
13. **Voting through electronic means:**

The voting period will commence on **Tuesday, June 20, 2023 at 9.00 a.m. (IST)** and will end on **Wednesday, July 19, 2023 at 5:00 p.m. (IST)**. During this period the Members of the Company, holding shares, as on the cut-off date i.e. **Monday, June 12, 2023**, may cast their vote electronically. The E-voting module shall be disabled by ESP for voting thereafter.

**Procedure for e-Voting as prescribed by ESP:**

**How do I vote electronically using ESP e-Voting system?**

The way to vote electronically on ESP e-Voting system consists of “Two Steps” which are mentioned below:





**Step 1: Access to ESP e-Voting system**

**A) Login method for e-Voting 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 Depository i.e. National Securities Depositories Limited 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 Depository.	1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Depository Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDEAS</b> ’ 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 “ <b>Access</b>

Type of shareholders	Login Method
	<p><b>to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>ESP</b> and you will be redirected to e-Voting website of ESP for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of ESP. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 ESP), 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 <b>e-Voting service provider</b> and you will be redirected to e-Voting website of ESP for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Depository Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <b>App Store</b>       <b>Google Play</b></div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with Depository 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 Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or ESP and you will be redirected to e-Voting website of ESP for casting your vote during the remote e-Voting period.</p>

**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.

**For Technical Assistance:**

Members facing any technical issue in login can contact ESP helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on .: 022 - 48867000 / 022 - 24997000.

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.****How to Log-in to ESP e-Voting website?**

1. Visit the e-Voting website of ESP. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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 Depository eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL Depository eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID 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\*\*\*\*\*.
5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using ESP 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.
  - c) How to retrieve your ‘initial password’?
    - (i) 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 ESP 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 digit client ID for Depository account. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- a) Click on “[Forgot User Details/Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of ESP.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- (i) Now, you will have to click on “Login” button.
  - (ii) After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on ESP e-Voting system.**

**How to cast your vote electronically on ESP e-Voting system?**

- I. 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.
- II. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
- III. Now you are ready for e-Voting as the Voting page opens.
- IV. 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 e mail ids for e-voting for the resolutions set out in this notice:**

1. 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 [NikhilA@nsdl.com](mailto:NikhilA@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 for Individual shareholders holding securities in demat mode](#).
2. Alternatively, Shareholder/Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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:**

- i. 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [alwyn.co@gmail.com](mailto:alwyn.co@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- iii. 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 : 022 - 48867000 / 022 - 24997000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**General Instructions:**

1. The Board of Directors of the Company has appointed Mr. Alwyn D'Souza, Company Secretary in Practice, (Membership No. FCS 5559 and Certificate of Practice No. 5137) or



failing him Mr. Jay D'Souza (Membership No. FCS 3058 and Certificate of Practice No. 6915), of M/s. Alwyn Jay & Co, Company Secretaries, Mumbai, as the Scrutinizer (the "Scrutinizer") for conducting the Postal Ballot and E-voting process in a fair and transparent manner.

2. The result of Postal Ballot shall be declared and notified by any officer of the Company authorized by the Chairman in this behalf on or before the closure of business hours on **Friday, July 21, 2023**, at the Registered Office of the Company at 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 and be displayed at the Registered Office of the Company, and displayed along with Scrutinizer's report on the website of Company at [www.nsd.co.in](http://www.nsd.co.in) and <https://www.evoting.nsd.com/>
3. The resolution shall be deemed to have been passed on the last date specified by the Company for E-Voting, if approved by the Members with requisite majority.

**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)**

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Ms. Priya Subbaraman was appointed as a Director in the category of Shareholder Director w.e.f. October 23, 2020. The Company is in receipt of email dated May 11, 2023 from National Stock Exchange of India Limited (NSE), wherein they have recommended appointment of Mr. Sriram Krishnan, Chief Business Development Officer - NSE as a Shareholder Director on the Governing Board of the Company in place of Ms. Priya Subbaraman and she tendered her resignation effective from May 29, 2023.

As recommended by the Nomination and Remuneration Committee, the Governing Board had proposed the appointment of Mr. Sriram Krishnan, as Shareholder Director to Shareholders for their approval through Postal Ballot by means of electronic voting. On receipt of the approval of the Shareholders, approval of SEBI would be sought.

Mr. Krishnan has over 27 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.

At present, he is Chief Business Development Officer at NSE. He entails establishing and managing business strategy and advocacy, product lifecycle and all business alliances and relationships. He also oversees marketing & corporate communication and economic policy & research.

In his previous roles, he has worked for over 20 years across HSBC, Citi and Deutsche Bank. In his immediately previous role with Deutsche Bank India, he was Managing Director & Co-Head of Global Transaction Banking.

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 given in the Note attached to the Explanatory Statement.

The Board hereby proposes the aforesaid item as ordinary resolution for the approval of Shareholders.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

**Registered Office:**

Trade World, 'A' Wing, 4<sup>th</sup> Floor,  
Kamala Mills Compound,  
Senapati Bapat Marg,  
Lower Parel (West)  
Mumbai- 400 013

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

Sd/-  
Nikhil Arya  
Company Secretary  
Membership: ACS42548

Place: Mumbai  
Date: June 11, 2023

**Other Disclosures relating to Director:**

Name of Director	Mr. Sriram Krishnan
Category	Shareholder Director
Date of Birth	15/06/1972
Qualifications	BCom, ICAI and ICWAI
Nature of expertise in specific functional areas	Experience of over 27 years in the Indian Banking and Capital Market industry.
Terms & Conditions appointment or reappointment	Appointment is as per the SEBI (Depositories & Participants) Regulations, 2018; the Companies Act, 2013 and as may be specified by SEBI.
Remuneration Details	Remuneration shall be paid in the form of sitting fees within the limits prescribed under the Companies Act, 2013 for attending the Board and Committee meetings.
Date of first appointment on the Board	NA
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Board meetings attended during the year 2022-23	NA
List of Directorships in listed entities along with the list of directorship of past three years in case of resignation in such listed entities	NIL
Chairman/Member of the Committees of Board of other Companies	NIL
Chairman/Member of the Committees of Board of the Company	NA

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