



National Securities Depository Limited

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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014]

Dear Members,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act 2013 (the 'Act') read with Rule 22 of the Companies (Management and Administration) Rules 2014 (the 'Rules'), and other applicable laws and regulations, if any (including any statutory modification or re-enactment thereof for the time being in force), that the resolution appended below is proposed to be passed by way of Electronic Voting ('E-voting').

The Explanatory Statement pursuant to Section 102(1) and 110 of the Act and Secretarial Standards 2 setting out all material facts pertaining to the resolution concerning each item and the reasons thereof are annexed hereto.

The Board of Directors of the Company has appointed Ms. Ashwini Vartak (ACS No. 29463, COP No. 16723), Partner or failing her Ms. Aparna Gadgil (ACS No. 14713, COP No. 8430), Partner of M/s. S. N. Ananthasubramanian & Co., Thane as Scrutinizers for conducting the Postal Ballot in true and fair manner.

In compliance with the provisions of Section 108 and 110 of the Act (including any statutory modification or re-enactment thereof for the time being in force), the Company is pleased to extend E-voting facility, to enable the Members to cast their votes electronically.

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 20th June, 2020 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.nsdl.co.in and <https://www.evoting.nsdl.com/>

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.

DRAFT RESOLUTION

SPECIAL BUSINESS

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

Appointment of Mr. Rajeev Kumar (DIN:01879049) as a 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 the 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. Rajeev Kumar (DIN:01879049), a nominee of IDBI Bank Limited, as Shareholder Director on the Board of NSDL.

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.”

Place: Mumbai

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

Registered Office:

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

Sd/-

Prasad Poojary
Membership No. ACS26056
Company Secretary
Date: May 11, 2020

NOTES:

1. 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.
2. The Notice is being sent to all Members whose names appear in the Register of Members as on close of business hours on Tuesday, 12th May, 2020 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. 12th May, 2020.
3. 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 National Securities Depository Limited ('NSDL'). 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.
4. 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 2 above should treat the same as intimation only.
5. 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, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, Phone: 022-24994200, Fax: 022-24976351, Email: info@nsdl.co.in
6. 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.
7. 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.

8. Copy of the Notice will be available on the website of the Company www.nsd.com.in till 18th June, 2020, the last date specified by the Company for voting through e-Voting from the Members.

9. **Voting through electronic means:**

The instructions for the Members voting electronically are as under:

- (i). The voting period begins on Wednesday, 20th May, 2020 at 9.00 a.m. and ends on Thursday, 18th June, 2020 at 5:00 p.m. During this period the Members of the Company, holding shares, as on the cut-off date i.e. 12th May, 2020, may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting thereafter.

Procedure for e-Voting as prescribed by NSDL:

For Members whose e-mail addresses is registered with the Company/Depositories:

Open the e-mail received from NSDL and follow instructions mentioned therein to cast your vote.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>

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

Details on Step 1 are mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 ‘Shareholders’ section.

3. A new screen will open. You will have to enter your User ID, your Password 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.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	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*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

5. Your password details 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 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.
- 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 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 digit client ID for NSDL account,

last 8 digits of client ID for CDSL account. The .pdf file contains your 'User ID' and your 'initial password'.

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?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. If you are still unable to get the password by aforesaid option, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - c. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

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

1. After successful log-in at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the **National Securities Depository Limited**.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate e 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 scrutinizer@snaco.net with a copy marked to evoting@nsdl.co.in.
2. 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 to reset the password.
3. 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

Mr. Suresh Kishinchand Khatanhar was appointed as a Director in the Shareholder Director category with effect from July 24, 2019. The Company is in receipt of a letter from IDBI Bank wherein it has expressed its intent to nominate Mr. Rajeev Kumar (DIN: 01879049), Executive Director, IDBI Bank as a Shareholder Director in place of Mr. Suresh Kishinchand Khatanhar on the Board of the Company in terms of SEBI (Depositories & Participants) Regulations, 2018, subject to approval of the Members and SEBI. Thereafter, Mr. Khatanhar resigned from the position of the Director on the Board of the Company. The Board of Directors has proposed the appointment of Mr. Rajeev Kumar, as Shareholder Director to shareholders for approval through Postal Ballot by means of electronic voting. On receipt of the approval of the shareholders, approval of SEBI would be sought.

Mr. Rajeev Kumar is a seasoned banker with more than 25 years of experience in wholesale banking, project finance, debt syndication, investment banking, retail loans, MSME and agri lending, NPA management, financial and business restructuring. He has held key leadership positions in Corporate banking, Infrastructure financing, NPA Management, Debt Syndication. He was one of the key role players in merger of IDBI Bank with IDBI, setting up Infrastructure Debt Fund and he is also on the Board of several listed companies.

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.

Except Mr. Rajeev Kumar, being an appointee, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

Place: Mumbai

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

Sd/-

Registered Office:

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

Prasad Poojary
Membership: ACS26056
Company Secretary
Date: May 11, 2020

Other Disclosure relating to Directors:

Name of Director	Mr. Rajeev Kumar
Category	Shareholder Director
Date of Birth	08-12-1962
Qualifications	B. Tech in Chemical Technology (Specialization in Plastics) from HBTI, Kanpur, MBA from Kanpur University (Specialization in Finance – Part Time), & CAIIB from Indian Institute of Bankers
Experience	Seasoned banker with more than 25 years of experience in wholesale banking, project finance, debt syndication, investment banking, retail loans, MSME and agri lending, NPA management, financial and business restructuring. He has held key leadership positions in Corporate banking, Infrastructure financing, NPA Management, Debt Syndication. He was one of the key role player in merger of IDBI Bank with IDBI, setting up Infrastructure Debt Fund and he is also on the Board of several listed companies.
Terms & Conditions appointment or reappointment	Appointment is as per the SEBI (Depositories & Participants) Regulations, 2018; 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 2018-19	NA
List of other Directorship held	NIL
Chairman/Member of the Committees of Board of other Companies	NIL
Chairman/Member of the Committees of Board of the Company	NA
