

ADDENDUM TO THE NOTICE OF NINTH ANNUAL GENERAL MEETING OF NATIONAL SECURITIES DEPOSITORY LIMITED

Addendum to the Notice of the Ninth Annual General Meeting (AGM) of the Members of National Securities Depository Limited to be held on Wednesday, September 29, 2021 at 11:30 a.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

Shorter Notice is hereby given that the following additional items of Special Business are included in the aforesaid Notice as Item No. 4 and Item No. 5, respectively. This addendum shall be deemed to be an integral part of the original Notice dated August 14, 2021 and the notes provided therein:

SPECIAL BUSINESS:

4. Appointment of Ms. Padmaja Chunduru as the Director of the Company

“RESOLVED THAT Ms. Padmaja Chunduru (DIN: 08058663), who was pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company appointed as an Additional Director of the Company with effect from September 22, 2021 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

5. To ratify the appointment of Ms. Padmaja Chunduru (DIN: 08058663) as MD&CEO of NSDL

“RESOLVED THAT pursuant to Regulation 26 and 28 read with Part C of the Second Schedule of the SEBI (Depositories and Participants) Regulations, 2018; Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, as amended from time to time and Article 121 of the Articles of Association of the Company and SEBI’s Letter No. SEBI/HO/MRD2/MRD2_DDAP/P/OW/2021/0000020900/1 dated August 25, 2021, consent of the members be and is hereby accorded for the ratification of the appointment of Ms. Padmaja Chunduru (DIN: 08058663) as the MD&CEO of

National Securities Depository Limited, from September 22, 2021 till August 31, 2024, without being liable to retire by rotation upon the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT where in any financial year during the currency of tenure of the MD & CEO, Company has no profits or its profits are inadequate, remuneration payable to the MD&CEO shall not exceed limits specified under Schedule V of the Companies Act, 2013 or any amendments thereto or re-enactment thereof.

RESOLVED FURTHER THAT Ms. Padmaja Chunduru (DIN: 08058663) is fit and proper persons in terms of the criteria specified in the SEBI (Depositories and Participants) Regulations, 2018 and is not associated with any depository participant in terms of regulation 24(10) read with regulation 2(1)(c) of the said regulations.

RESOLVED FURTHER THAT the terms of appointment and remuneration of Ms. Padmaja Chunduru will be subject to relevant provisions of SEBI (Depositories & Participants) Regulations, 2018 and any amendments therein or any circulars/guidelines as notified by SEBI from time to time.

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

Registered Office:

Trade World, 'A' Wing, 4th 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 No. A42548

Date: September 16, 2021

NOTES:

1. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 02/2021 dated January 13, 2021 read with General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2021. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 9th AGM of the Company shall be conducted through VC / OAVM.
2. As the AGM shall be conducted through VC / OAVM, 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 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (W), Mumbai – 400 013, which shall be deemed venue of AGM.
3. During the meeting where a poll on any item is demanded by the member pursuant to Section 109 of the Act, the member shall cast their vote on the resolution only by sending emails through their email addresses which are registered with the company or with their Depository Participant(s).
4. Members (Institutional/Corporate Shareholders) are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend the AGM through VC/OAVM and to vote in its behalf, pursuant to Section 113 of Companies Act, 2013 at NikhilA@nsdl.co.in.

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

5. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 read with Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical

copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including 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 NikhilA@nsdl.co.in
7. The Notice of AGM along with Annual Report for the financial year 2020-21, is available on the website of the Company at www.nsdl.co.in.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

8. Members will be able to attend the 9th AGM through VC/OAVM facility. Members have to download BlueJeans app from Google Play Store/iOS App store or from this link (<https://www.bluejeans.com/downloads>). Post installation of BlueJeans app on your device, please use this link <https://bluejeans.com/7863494611/4588> to join the said meeting.
9. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM.
10. Members who need assistance with the use of technology for joining the AGM through VC/OAVM can contact the Company Secretary at the below mentioned details:

Mr. Nikhil Arya
Company Secretary
Mobile no - +91 9766661056
Email id: NikhilA@nsdl.co.in
11. 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.

12. 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:

13. 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 NikhilA@nsdl.co.in. Questions / queries received by the Company till 5.00 p.m. on September 28, 2021 shall only be considered and responded during the AGM.
14. Members who would like to express their views or ask questions during the AGM may raise their hand however the Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

GENERAL INFORMATION:

15. The voting rights shall be as per the number of equity shares held by the Member(s) as on the date of Ninth AGM being the cut-off date.
16. 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.
17. The Board of Directors has recommended Final Dividend of ₹ 5 per Equity Share for the Financial Year ended March 31, 2021 subject to approval of shareholders at the AGM.
18. If Dividend on Equity Shares, as recommended by the Board, is declared at the AGM, it will be paid within 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.
19. The date of Annual General Meeting of the Company shall be considered as the record date for identifying the shareholders entitled for dividend, for the financial year ended March 31, 2021.

20. 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 DDT.
21. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT 2013

Item No. 4 & 5:

Considering that the term of the incumbent MD&CEO was ending on June 30, 2021, the Nomination & Remuneration Committee and the Governing Board initiated steps for appointment of new Managing Director & Chief Executive Officer (MD&CEO) of NSDL. The Governing Board of NSDL, based on the recommendation of the Nomination & Remuneration Committee, had forwarded two shortlisted names of candidates to SEBI on February 16, 2021 seeking its approval.

SEBI, vide its letter dated May 19, 2021 advised NSDL to issue fresh advertisement and commence the process for appointment of MD & CEO of NSDL in accordance with SEBI (Depositories & Participants) Regulation, 2018 and conclude the process within the prescribed timeline, but not later than August 31, 2021. As an interim measure, SEBI granted an extension of tenure to Mr. G.V. Nageswara Rao till such time the new MD & CEO at NSDL is appointed or August 31, 2021, whichever is earlier.

The Governing Board of NSDL, based on the recommendation of the Nomination & Remuneration Committee, forwarded the two shortlisted names of candidates to SEBI without any preference on August 09, 2021 seeking its approval on the final name. SEBI vide its letter dated August 25, 2021 has approved the appointment of Ms. Padmaja Chundururu as the MD & CEO for a period of three years (further extendable to two years subject to performance evaluation after three years) with effect from September 01, 2021.

Ms. Padmaja Chundururu, who retired as Managing Director & CEO of Indian Bank on 31st August 2021 has received no objection from Department of Financial Services on September 10, 2021. Accordingly, the Board at its meeting held on September 16, 2021 appointed Ms. Chundururu as an Additional Director of NSDL. Pursuant to Section 161 of the Companies Act, 2013, Ms. Padmaja Chundururu holds office as Additional Director up to the date of the ensuing Annual General Meeting of the Company. NSDL has received the requisite notice from Ms. Padmaja Chundururu proposing herself for the office of Director in terms of Section 160 of the Companies Act, 2013.

Further, the Board at the aforesaid meeting also appointed Ms. Padmaja Chundururu as the MD & CEO of the Company in terms of Regulation 26 of SEBI (Depositories and Participants) Regulations, 2018 read with SEBI's Letter No.

SEBI/HO/MRD2/MRD2_DDAP/P/OW/2021/0000020900/1 dated August 25. With a view to comply with the provisions of Section 149, 152 of the Companies Act, 2013 read with SEBI's email dated November 13, 2020 and Policy on appointment / re-appointment of MD&CEO adopted by NSDL, her appointment as a MD&CEO is being proposed for ratification by the Members for such term as approved by SEBI.

Ms. Chunduru, is a M.Com (Banking & Finance) from Andhra University and a qualified CAIIB- Certified Associate of Indian Institute of Bankers with 37 years of Banking and related experience in India and United States of America (USA). She has served as the Managing Director & CEO of Indian Bank and has also served in many leadership positions in State Bank of India. She has extensive knowledge and experience in Banking and Financial Services. She does not hold any directorship/membership of the Committees on the Board of any Listed Company.

Further, on the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on August 06, 2021 approved the terms of remuneration of Ms. Chunduru. The said terms and conditions of appointment including remuneration are also approved by SEBI. The terms and conditions are in accordance with norms specified under Part D of Second Schedule of the SEBI (Depositories and Participants) Regulations, 2018:

- a. MD & CEO shall be entitled to a fixed CTC of ₹ 2,00,00,000/- per annum, inclusive of all allowances. Fixed CTC includes basic pay, HRA or housing accommodation, other allowances, car, medical reimbursement, LTA, provident fund, superannuation and gratuity. The break-up of specific components may be determined in consultation with the candidate.
- b. Variable pay as Performance Linked Incentive (PLI), as may be determined by the Nomination and Remuneration Committee/Board, not exceeding one-third of total pay.
- c. Fifty percent of the PLI shall be paid on deferred basis after three years, subject to malus and clawback arrangements.
- d. Annual increments to be determined by the Nomination and Remuneration Committee/Board, subject to percentage limits as applicable to Senior Management of the Company.
- e. In addition to the above, the MD & CEO shall be entitled to the following:

- i) Life, accident and medical insurance as per the Company's policy;
 - ii) Telephone and internet facility at the residence;
 - iii) Leave Encashment as per Staff Rules of NSDL;
 - iv) The Company will pay fee for one club, life membership fee for such club will not be allowed;
 - v) The Company will reimburse actual entertainment expenses incurred by the MD & CEO for the purpose of the Company's business.
 - vi) The MD & CEO shall also be entitled to such other benefits as are made available by the Company to members of the staff from time to time.
- f. Financial disincentives shall be applicable in terms of SEBI Circular No. SEBI/HO/MRD1/DTCS/CIR/P/2021/590 Dated July 05, 2021 or such other terms as may be prescribed by SEBI and Staff Rules of NSDL as amended from time to time.
- g. Notice period of three months from either side.

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 Ms. Chunduru, being an appointee, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution set out at Item No. 4 and Item No. 5.

The Board recommends the resolution set forth in Item No. 4 and Item No. 5 for the approval of the Members.

Other Disclosure relating to Directors seeking appointment/re-appointments pursuant to Clause 1.2.5 of Secretarial Standards-2 on General Meetings and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) regulations

Name of Director	Ms. Padmaja Chunduru
Category	MD & CEO
Date of Birth	02-08-1961
Nationality	Indian
Qualifications	M.Com (Banking & Finance) from Andhra University and a qualified CAIIB- Certified Associate of Indian Institute of Bankers.
Experience	37 years of Banking and related experience in India and United States of America (USA). This includes managing organizational and cultural change, driving operational efficiencies, as well as managing the board and key stakeholders.
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	Details of the remuneration are mentioned in the above mentioned terms and conditions.
Date of first appointment on the Board	September 22, 2021
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 2020-21	NA
List of other Directorships	NA
Chairman/Member of the Committees of Board of other Companies	NA
Chairman/Member of the Committees of Board of the Company	NA