

August 31, 2023

Sub: Voting results along with Scrutinizer's report for 11th Annual General Meeting (AGM) 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 11th AGM of the Company held on Thursday, August 31, 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 Scrutinizer's report issued by M/s. Mihen Halani & Associates on remote e-voting and e-voting at the AGM is also enclosed herewith. All the resolutions set out in the notice of AGM dated August 04, 2023 have been passed with the requisite majority.

Yours Faithfully,

Nikhil Arya
Company Secretary

Encl.: As above

VOTING RESULTS OF THE 11TH ANNUAL GENERAL MEETING (AGM) PURSUANT TO REGULATION 44 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of AGM	August 31, 2023
Total number of shareholders on cut-off date (i.e., as on August 24, 2023)	76
No. of shareholders present in the meeting either in person or through proxy:	
Promoter(s) and Promoter(s) group	NA
Public	NA
No. of shareholders attended the meeting through Video Conferencing:	
Promoter(s) and Promoter(s) group	NA
Public	09

Resolution No. 1 – To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon								
Resolution Required					Ordinary			
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 AGM	0	0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public Institutions	E-voting	10,30,87,225	10,30,87,225	100.00	10,30,87,225	0	100.00	0.00
	E-voting at AGM	1,92,85,000	1,92,85,000	100.00	1,92,85,000	0	100.00	0.00
	Total	12,23,72,225	12,23,72,225	100	12,23,72,225	0	100.00	0.00
Public Non-Institutions	E-voting	4,80,00,000	4,80,00,000	100.00	4,80,00,000	0	100.00	0.00
	E-voting at AGM	0	0	0.00	0	0	0.00	0.00
	Total	4,80,00,000	4,80,00,000	100.00	4,80,00,000	0	100.00	0.00
Total		17,03,72,225	17,03,72,225	100.00	17,03,72,225	0	100.00	0.00

Resolution No. 2 – To declare final dividend on equity shares for the financial year ended March 31, 2023								
Resolution Required					Ordinary			
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 AGM	0	0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public Institutions	E-voting	10,30,87,225	10,30,87,225	100.00	10,30,87,225	0	100.00	0.00
	E-voting at AGM	1,92,85,000	1,92,85,000	100.00	1,92,85,000	0	100.00	0.00
	Total	12,23,72,225	12,23,72,225	100	12,23,72,225	0	100.00	0.00
Public Non-Institutions	E-voting	4,80,00,000	4,80,00,000	100.00	4,80,00,000	0	100.00	0.00
	E-voting at AGM	0	0	0.00	0	0	0.00	0.00
	Total	4,80,00,000	4,80,00,000	100.00	4,80,00,000	0	100.00	0.00
Total		17,03,72,225	17,03,72,225	100.00	17,03,72,225	0	100.00	0.00

Resolution No. 2 – To appoint Mr. Shailendra Nadkarni (DIN: 03401830) as Non-Independent Director, of the Company who retires by rotation and being eligible, offers himself for re-appointment								
Resolution Required					Ordinary			
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 AGM	0	0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public Institutions	E-voting	10,30,87,225	10,30,87,225	100.00	10,30,87,225	0	100.00	0.00
	E-voting at AGM	1,92,85,000	1,92,85,000	100.00	1,92,85,000	0	100.00	0.00
	Total	12,23,72,225	12,23,72,225	100	12,23,72,225	0	100.00	0.00
Public Non-Institutions	E-voting	4,80,00,000	4,80,00,000	100.00	4,80,00,000	0	100.00	0.00
	E-voting at AGM	0	0	0.00	0	0	0.00	0.00
	Total	4,80,00,000	4,80,00,000	100.00	4,80,00,000	0	100.00	0.00
Total		17,03,72,225	17,03,72,225	100.00	17,03,72,225	0	100.00	0.00



MIHEN HALANI & ASSOCIATES

Practicing Company Secretaries

A-501/L, Jaswanti Allied Business Centre, Kachpada, Ramchandralane Extn. Rd,
Malad (West), Mumbai – 400 064, Tel No.: 022 6236 0279 Email: mihenhalani@mha-cs.com

SCRUTINIZER'S REPORT

To,
The Chairman,
National Securities Depository Limited (“the Company”)

11th Annual General Meeting (“11th AGM / the meeting”) of the members of National Securities Depository Limited (“the Company”) held on Thursday, August 31, 2023 at 11:00 A.M. IST through Video Conferencing (“VC”).

Dear Sir,

Sub: Scrutinizer’s Report on voting through electronic means in terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 for 11th Annual General Meeting (“11th AGM / the meeting”) of the Company held through Video Conferencing (“VC”)

1. We, M/s. Mihen Halani & Associates, Practicing Company Secretaries appointed by the Board of Directors of the Company as Scrutinizer to scrutinize the remote e-voting process of the meeting and e-voting process at the meeting in accordance with section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and General Circular No. 10/2022 dated December 28, 2022 read with 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) (“MCA and SEBI Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), for 11th AGM of the Company held through Video Conferencing (“VC”).
2. As confirmed by the Company, the notice of 11th AGM, was sent through electronic mode to those members whose email addresses were registered with the Company/the Registrar and Share Transfer Agent of the Company/Depository Participant(s).
3. The members of the Company as on cut-off date i.e. **Thursday, August 24, 2023** were entitled to vote on the resolutions (as set out in the notice of 11th AGM of the Company).

4. The Company has availed its in-house e-voting platform (“NSDL e-voting platform”) for the remote e-voting. The remote e-voting period commenced on Saturday, August 26, 2023 (9.00 A.m.) and ended on Wednesday, August 30, 2023 (5.00 P.M.) (both days inclusive). (“remote e-voting period”).
5. The Company has also availed NSDL e-voting platform for voting at the meeting to the members present through VC and who had not cast their vote during the said remote e-voting period.
6. Post conclusion of the meeting, the votes cast during the remote e-voting period and during the meeting were unblocked in the presence of two witnesses, Mr. Milin Ramani and Ms. Aayushi Daka who are not in the employment of the company and counted thereafter. They have signed below in confirmation of the votes being unblocked in their presence.

Name : Mr. Milin Ramani
SD/-
Signature

Name: Ms. Aayushi Daka
SD/-
Signature

7. On the basis of the votes exercised by the members of the Company by way of remote e-voting and e-voting at the meeting, we have issued the Scrutiniser’s Report dated August 31, 2023.
8. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or DP ID / Client ID of the members, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company. Hence, there is no requirement of maintaining the list of shares with differential voting rights.
9. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of the 11th AGM of the Company. Our responsibility as the scrutinizer for the remote e-voting / e-voting process is restricted to make a scrutinizer report of the vote cast in favour / against the resolutions stated above, based on the reports generated from the e-voting system provided by the NSDL e-voting platform, the authorised agency to provide e-voting facilities, engaged by the Company for the purpose.
10. The details containing, *inter alia*, list of equity shareholders, who voted “For” or “Against” each of the resolutions put to vote, were generated from the website of NSDL e-voting platform i.e. <https://www.evoting.nsdl.com/> and based on such reports generated, the result of the combined / consolidated e-voting is as under;

ORDINARY BUSINESS:
Resolution Item No. 1

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 together with Reports of the Board of Directors and Auditors thereon.

Particulars	No. of members voted		No. of votes Cast by them		Total		
	Remote e-voting	E-voting at the meeting	Remote e-voting	E-voting at the meeting	No of Members	Votes Caste	Percentage (%)
Votes Cast in favour	15	2	15,10,87,225	1,92,85,000	17	17,03,72,225	100
Votes Cast against	0	0	0	0	0	0	0
Total	15	2	15,10,87,225	1,92,85,000	17	17,03,72,225	100

Based on the above results (both remote e-voting and e-voting during the meeting), we hereby report that the said resolution has been duly passed by the members of the Company with the requisite majority.

Resolution Item No. 2

To declare dividend on equity shares for the Financial Year ended March 31, 2023

Particulars	No. of members voted		No. of votes Cast by them		Total		
	Remote e-voting	E-voting at the meeting	Remote e-voting	E-voting at the meeting	No of Members	Votes Caste	Percentage (%)
Votes Cast in favour	15	2	15,10,87,225	1,92,85,000	17	17,03,72,225	100
Votes Cast against	0	0	0	0	0	0	0
Total	15	2	15,10,87,225	1,92,85,000	17	17,03,72,225	100

Based on the above results (both remote e-voting and e-voting during the meeting), we hereby report that the said resolution has been duly passed by the members of the Company with the requisite majority.

Resolution Item No. 3

To appoint Mr. Shailendra Nadkarni (DIN: 03401830) as Non-Independent Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	No. of members voted		No. of votes Cast by them		Total		
	Remote e-voting	E-voting at the meeting	Remote e-voting	E-voting at the meeting	No of Members	Votes Caste	Percentage (%)
Votes Cast in favour	15	2	15,10,87,225	1,92,85,000	17	17,03,72,225	100
Votes Cast against	0	0	0	0	0	0	0
Total	15	2	15,10,87,225	1,92,85,000	17	17,03,72,225	100

Based on the above results (both remote e-voting and e-voting during the meeting), we hereby report that the said resolution has been duly passed by the members of the Company with the requisite majority.

Notes:

1. Vote casted by related parties in aforesaid resolutions are not considered in the above results.
2. The percentages are rounded off to the nearest decimals.
3. Number of votes cast does not include no of votes abstained & invalid votes.
4. Number of shareholders are not grouped on the basis of PAN.

**For Mihen Halani & Associates
(Practicing Company Secretaries)**

Date: 31.08.2023
Place: Mumbai
UDIN: F009926E000900849

MIHEN
JYOTINDR
A HALANI

Digitally signed by MIHEN JYOTINDR A HALANI
DN: cn=MIHEN JYOTINDR A HALANI, o=MIHEN JYOTINDR A HALANI, email=mihen.jyotindr.a.halani@mihenjyotindr.com, c=IN

**Mihen Halani
(Proprietor)
FCS No: 9926
CP No: 12015**

**Counter Signed by:
For National Securities Depository Limited**

Nikhil
Sunil Arya

Digitally signed by
Nikhil Sunil Arya
Date: 2023.08.31
17:46:21 +05'30'

Company Secretary