



National Securities Depository Limited

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

NOTICE OF 6TH EXTRA-ORDINARY GENERAL MEETING OF NSDL

Notice is hereby given that, 6th Extra-ordinary General Meeting of the Members of National Securities Depository Limited will be held with a shorter notice on Friday, March 10, 2023 at 11:00 A.M. IST through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business. The venue shall be deemed to be the Registered Office of the Company i.e., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.

SPECIAL BUSINESS:

1. To approve Sub-division of Equity Shares and subsequent alteration of Capital Clause of Memorandum of Association of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder, any other applicable laws and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, consent and approval of the shareholders be and is hereby accorded to sub-divide each of the 1 fully paid-up equity share of the Company having a face value of ₹ 10 each into 5 fully paid-up equity shares having a face value of ₹ 2 each.

RESOLVED FURTHER THAT pursuant to the sub division of the equity shares of the Company, the Authorised Share Capital of face value of ₹ 10/- each shall stand sub-divided from ₹ 100,00,00,000 (*Rupees Hundred Crore*) consisting of 10,00,00,000 equity shares of face value of ₹ 10/- each to ₹ 100,00,00,000 (*Rupees Hundred Crore*) consisting of 50,00,00,000 equity shares of face value of ₹ 2/- each.

RESOLVED FURTHER THAT consequently, pursuant to Section 13 and other applicable provisions of the Companies Act, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

“V. The authorized share capital of the Company is ₹ 100,00,00,000 (Rupees One Hundred Crore) divided into 50,00,00,000 equity shares of ₹ 2 each.”

RESOLVED FURTHER THAT pursuant to the sub-division of the existing issued, paid-up and subscribed share capital of the Company shall automatically, and without further corporate action required on the part of the Company, its Shareholders, or any other party, be sub-divided from ₹ 40,00,00,000 (Rupees Forty Crore) consisting of 4,00,00,000 equity shares of face value of ₹ 10 each to ₹ 40,00,00,000 (Rupees Forty Crore) consisting of 20,00,00,000 equity shares of face value of ₹ 2 each fully paid up, with effect from the Record Date as may be fixed for the purpose.

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the number of sub-divided equity shares held in the dematerialized form be credited to the respective beneficiary accounts of the shareholders with the depository participants, in lieu of existing credits representing the equity shares before sub-division.

RESOLVED FURTHER THAT on sub-division, subject to the applicable provisions of Companies Act, 2013 and the Articles of Association of the Company, such sub-divided equity shares shall rank *pari passu* with each other in all respects.

RESOLVED FURTHER THAT Managing Director & CEO, Executive Directors, Chief Financial Officer, Compliance Officer and Company Secretary be and are hereby severally authorized to take all the steps for giving effect to the aforesaid resolution, including making of necessary applications and / or filing necessary forms with the Registrar of Companies, Maharashtra at Mumbai or to any other statutory authority necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

2. To approve adoption of New Articles of Association of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 5, 14 15 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder, the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as

amended, the Securities Contracts (Regulation) Rules, 1957, as amended from time to time, and other applicable provisions, if any and the listing requirements of the stock exchange(s) where the securities of the Company are proposed to be listed and in accordance with the enabling provisions of the Memorandum and Articles of Association, subject to receipt of any necessary statutory approvals from any statutory, regulatory or governmental authority and other applicable law, if any, the consent and approval of the shareholders be and is hereby accorded for substitution of existing set of Articles of Association of the Company with the new set of Articles of Association and the same is approved and adopted as Articles of Association of the Company.

RESOLVED FURTHER THAT the Managing Director & CEO or Executive Directors or Company Secretary or Compliance Officer or Chief Financial Officer of the Company be and are hereby severally authorised to take such steps and do all such acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolutions.”

Registered Office:

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

Date: February 27, 2023
Place: Mumbai

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

Sd/-
Nikhil Arya
Company Secretary
Membership No. A42548

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Act, in respect of special business set out above is annexed hereto.
2. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 11/2022 dated December 28, 2022 read with General Circular No. 03/2022 dated May 5, 2022, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 17/2020 dated April 13, 2020, and General Circular No. 14/2020 dated April 8, 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct their EGMs through Video Conferencing (VC) or Other Audio Visual Means (OAVM) up to September 30, 2023. 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 6th EGM of the Company shall be conducted through VC / OAVM.
3. As the EGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. The proceedings of this EGM 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, Mumbai – 400 013, which shall be deemed venue of EGM.
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 EGM through VC/OAVM and to vote in its behalf, pursuant to Section 113 of Companies Act, 2013 at NikhilA@nsdl.co.in.

PROCESS FOR REGISTRATION OF EMAIL ID:

5. In accordance with, the General Circular No. 20/2020 dated May 5, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI, the Notice of EGM 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 EGM is available on the website of the Company at www.nSDL.co.in.

PROCEDURE FOR JOINING THE EGM THROUGH VC / OAVM AND E-VOTING:

8. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
9. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and applicable circulars, the Company is providing facility of e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has availed in-house services for facilitating voting through electronic means, as the authorized agency.
11. The remote e-Voting period will commence on Monday, March 6, 2023 at 9:00 A.M. (IST) and will end on Thursday, March 9, 2023 at 5:00 P.M. (IST). During this period, the Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, March 3, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The e-Voting module shall be disabled for voting thereafter. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date
12. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commencing from March 6, 2023 to March 9, 2023 or e-Voting during the EGM.
13. The facility for e-voting shall be made available during the EGM and members who have not voted or voted on some of the resolutions during the aforesaid voting period are also eligible to vote on all or the remaining resolutions respectively during the EGM.
14. The detailed instructions and the process for e-voting are explained herein under:





Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting 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 Depositories 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 NSDL.	<ol style="list-style-type: none"> <li data-bbox="555 846 1399 1435">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="555 1491 1399 1697">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="555 1753 1399 2000">3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new

Type of shareholders	Login Method
	<p>screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), 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 e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; 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 NSDL 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 e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period or joining virtual meeting & voting during the meeting.</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 issues related to login may reach out the NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on 022 - 4886 7000 and 022 - 2499 7000.

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode.

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

- A. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- B. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member/Creditor’ section.
- C. 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 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.

- D. Your User ID details 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*****.

- E. Password details for shareholders other than Individual shareholders are given below:
 - i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - ii. 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.
 - iii. How to retrieve your ‘initial password’?

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 digits client ID for NSDL account. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- F. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- i. Click on “**Forgot User Details/Password?**” option available on www.evoting.nsdl.com.
 - ii. 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 etc.
 - iii. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- G. After entering your password, tick on agree to ‘Terms and Conditions’ by selecting on the check box.
- H. Now, you will have to click on ‘login’ button.
- I. After you click on ‘login’ button, home page of e-voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL 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 and General Meeting is in active status.
- ii. Select “EVEN” of company for which you wish to cast your vote during the e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- 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 email ids for e-voting for the resolutions set out in this notice:

- i. 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.co.in. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
- ii. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- iii. 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 Scrutinizer@snaco.net with a copy marked to 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?" or "Physical User Reset Password?" option available on 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 or call on 022- 4886 7000 and 022-

2499 7000 or send a request to Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

15. Member will be provided with a facility to attend the EGM through VC/OAVM through the company's e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the e-Voting instructions mentioned in the notice to avoid last minute rush.
16. Members are encouraged to join the Meeting through Laptops for better experience.
17. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
18. 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.
19. Shareholders who would like to express their views / have questions may send their questions in advance mentioning their name demat account number / folio number, email id, mobile number at NikhilA@nsdl.co.in. The same will be replied by the company suitably.
20. Members attending the EGM 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:

21. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, 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 Tuesday, March 7, 2023 shall only be considered and responded during the EGM.

22. In addition to the abovementioned step, the Members may register themselves as speakers for the EGM to pose their queries by sending an email mentioning their name, email id, mobile number at NikhilA@nsdl.co.in till 5:00 P.M. on Tuesday, March 7, 2023. The Company reserves the right to restrict the number of speakers at the EGM and to allow only those Members who have registered themselves, depending on the availability of time for the EGM.

GENERAL INFORMATION:

23. During the EGM, 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.

EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

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

The current Authorized Capital of the Company is ₹ 100,00,00,000 (Rupees Hundred Crore only) divided into 10,00,00,000 equity shares of ₹ 10 each and the paid-up share capital of the Company is ₹ 40,00,00,000 (Rupees Forty Crore only) divided into 4,00,00,000 equity shares of ₹ 10 each. To enhance the liquidity of the Company's shares and to encourage the retail participation in the anticipated public issue by way of making the equity shares more affordable to the retail investors, the Board of Directors of the Company (the "Board") at their meeting held on February 27, 2023 considered it desirable to sub-divide its Authorised Share Capital to ₹ 100,00,00,000 (Rupees Hundred Crore only) consisting of 50,00,00,000 equity shares of face value of ₹ 2 each and paid-up share capital to ₹ 40,00,00,000 (Rupees Forty Crore only) consisting of 20,00,00,000 equity shares of face value of ₹ 2 each, subject to approval of the Shareholders and such other authorities as may be necessary.

The sub-division of equity shares of the Company as aforesaid would require consequential alteration to the existing Capital Clause i.e. Clause V of the Memorandum of Association of the Company. There will not be any change in the amount of authorized, subscribed, issued and paid-up share capital of the Company on account of sub-division of equity shares. Additionally, such sub-division shall not be construed as reduction in share capital of the Company.

In terms of the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of the Shareholders of the Company is sought by way of an Ordinary Resolution for sub-division of equity shares and consequential alteration to Capital Clause (Clause V) of the Memorandum of Association of the Company.

A draft copy of the modified Memorandum of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the Extra-ordinary General Meeting. Members may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.

None of the Directors, Key Managerial Personnel and relatives of Directors and/or Key Managerial Personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution.

The Directors recommend the resolution as set out in item no. 1 of the Notice for the approval by the Shareholders as an Ordinary Resolution.

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

In relation to the proposed initial public offer of Equity Shares of the Company, the Articles of Association of the Company would need to be amended to reflect the requirements of the stock exchanges with which the Company intends to list its Equity Shares, requirements of the Companies Act, 2013 and the Securities Contracts (Regulation) Rules, 1957. Accordingly, the Board at their meeting held on February 27, 2023 recommends that the new Articles of Association be approved and adopted. Shareholders' approval by way of a Special Resolution is required in this regard.

It is proposed to substitute the existing Articles of Association by a new set of Articles of Association, to make it in line with the requirements of Companies Act, 2013 and rules made thereunder, applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended from time to time and other applicable provisions, if any and the listing requirements of the stock exchange(s) where the securities of the Company are proposed to be listed.

Copy of existing Articles of Association and the proposed new Articles of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the Extra-ordinary General Meeting. Members may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.

None of the Directors, Key Managerial Personnel and relatives of Directors and/or Key Managerial Personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution.

The Directors recommend the resolution as set in item no. 2 of the Notice for the approval by the Shareholders as a Special Resolution.

Registered Office:

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

Date: February 27, 2023
Place: Mumbai

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

Sd/-
Nikhil Arya
Company Secretary
Membership No. A42548