

NOTICE

Notice is hereby given that the Eighth Annual General Meeting of the Members of National Securities Depository Limited will be held on Tuesday, September 29, 2020 at 12.00 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon**
- 2. To declare final dividend on equity shares for the financial year ended March 31, 2020**

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

"RESOLVED THAT final dividend at the rate of ₹ 4 per share on the equity capital of the company for the year ended March 31, 2020 be paid to those shareholders whose names appear on the register of members, as on record date."

SPECIAL BUSINESS:

- 3. To consider and approve re-classification of 'Promoters' into 'Public' category shareholders**

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

"RESOLVED THAT pursuant to the provisions of the applicable laws including any statutory modification(s) or re-enactment thereof, as may be, *mutatis mutandis*, is applicable to the Company, consent of the Members of the Company be and is hereby accorded to re-classify IDBI Bank Limited, National Stock Exchange of India Limited and Administrator of the Specified Undertaking of the

Unit Trust of India (SUUTI), being 'Promoter' category shareholders of the Company into 'Public' category shareholders.

RESOLVED FURTHER THAT Managing Director and CEO, Compliance Officer, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to take all necessary steps in relation to aforesaid re-classification and to do all such acts, deeds and things as they may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

- 4. To appoint Ms. Priya Subbaraman (DIN:01620890) as Shareholder Director 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 Regulation 25 read with Part C of the Second Schedule of the SEBI (Depositories and 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, approval of the Members be and is hereby accorded for the appointment of Ms. Priya Subbaraman (DIN:01620890), as a Shareholder Director on the Board of NSDL.

RESOLVED FURTHER THAT Managing Director and CEO or Compliance Officer or the Chief Financial Officer or the Company Secretary 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 resolution."

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/-
Prasad Poojary
Company Secretary
Membership No. ACS26056

Date: August 14, 2020
Place: Mumbai

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to Item Nos. 3 and 4 as Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto.
2. 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. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 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 2020. 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 8th AGM of the Company shall be conducted through VC / OAVM.
3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not applicable 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.
4. 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).
5. 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 PrasadP@nsdl.co.in

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

6. In accordance with, the General Circular No. 20/2020 dated May 05, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI, owing to the difficulties involved in dispatching 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).
7. 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 PrasadP@nsdl.co.in
8. The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at www.nsdl.co.in.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

9. Members will be able to attend the 8th 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/266188909> to join the said meeting.
10. 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.
11. 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. Prasad Poojary
Company Secretary
Mobile no. +91 9967892135
Email ID: prasadp@nsdl.co.in

12. Please note that participants connecting through Mobile devices or Tablets or 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.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. The Board of Directors has recommended final dividend of ₹ 4 per Equity Share for the Financial Year ended March 31, 2020 subject to approval of shareholders at the AGM.
19. 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.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS:

14. 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, if any in advance mentioning their name, email ID, mobile number at prasadp@nsdl.co.in. Queries, if any received by the Company till 5.00 p.m. on September 28, 2020 shall only be considered and responded during the AGM.
15. Members who would like to express their views or ask questions during the AGM may raise their hand as per the functionality available on the BlueJeans VC application, however the Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
20. 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, 2020.
21. 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 Dividend Distribution Tax.
22. 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.

GENERAL INFORMATION:

16. The voting rights shall be as per the number of equity shares held by the Member(s) as on AGM date, being the cut-off date.
17. 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.
23. Mr. Rajeev Kumar (DIN: 01879049) was appointed as a Shareholder Director by Members through Postal Ballot by way of e-voting on June 18, 2020. Subsequently, an application was made to SEBI for his appointment on the Board of NSDL and SEBI, vide its letter dated July 07, 2020, has approved his appointment on the Board of NSDL. As such, he is not liable to retire by rotation in this Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3: To consider and approve re-classification of 'Promoters' into 'Public' category shareholders

Historically, the Company has been classifying the following shareholders as its 'Sponsors and Promoters' since they were categorised as 'Sponsors' under the erstwhile SEBI (Depositories and Participants) Regulations, 1996. However, with the notification of SEBI (Depositories and Participants) Regulations, 2018, the concept of 'Sponsor' has been done away with. Further, limits on shareholding have been prescribed uniformly for all categories with no exemptions for 'Sponsors'. As such these shareholders are no longer classified as 'Sponsors':

Sr. No.	Names of the Shareholders	Number of Shares held	Percentage (%)
1	IDBI Bank Limited	1,04,40,000	26.10
2	National Stock Exchange of India Limited	96,00,000	24.00
3	Administrator of the Specified Undertaking of the Unit Trust of India- Unit Scheme 1964	27,32,000	6.83

NSDL is a professionally managed entity having an independent Board. It is a Market Infrastructure Institution registered with SEBI and all its Directors are appointed only with the prior approval of SEBI. NSDL does not have an identifiable promoter who can exercise rights or control over the Board and Management of NSDL by way of shareholding, voting rights or any shareholder agreements.

The procedure for re-classification of promoters is not prescribed under any of the regulations to the extent applicable to NSDL. For listed companies, the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 has laid down the procedure for promoters seeking re-classification wherein the said process, *inter alia*, involves obtaining prior approval of the stock exchanges wherein they are listed and the stock exchanges in such cases requires approval of the shareholders to be obtained in a general meeting as a pre-requisite for granting approval. Currently, since NSDL is not listed on any stock exchange, aforementioned provision does not apply in this case, however as a good governance, approval of the shareholders is being sought for this matter.

In view of the above, the Board, at its meeting held on June 18, 2020, decided to re-classify the aforementioned shareholders

from 'Promoter' category into 'Public' category shareholders and recommended the resolution as set out under business item no. 3 in the Notice of this meeting for noting and approval of the shareholders as an Ordinary Resolution.

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

Item No. 4: To appoint Ms. Priya Subbaraman (DIN:01620890) as a Director of the Company

It is proposed to appoint Ms. Priya Subbaraman (DIN: 01620890), Chief Regulatory Officer, National Stock Exchange of India Limited (NSEIL) as a Shareholder Director on the Board of the Company in terms of the SEBI (Depositories and Participants) Regulations, 2018, subject to approval of the Members and SEBI. The Board of Directors has recommended the appointment of Ms. Priya Subbaraman, as a Shareholder Director to Members for approval at this Eighth Annual General Meeting. On receipt of the approval of the Members, approval of SEBI would be sought.

Ms. Priya Subbaraman has twenty three years of experience in financial services spanning capital markets, banking, global markets and wealth management and two years in a commodity trading firm. She is the Chief Regulatory Officer at NSEIL and runs its regulatory functions including surveillance, investigation, inspection, enforcement, membership compliance, investor services and arbitration, defaulter services and listing compliance. She is a member of the Delisting Committee of NSEIL and a Trustee of the NSE Investor Protection Fund Trust. Before joining NSEIL, she oversaw compliance in Standard Chartered Bank for Corporate, Institutional and Commercial Banking businesses across India and South Asia, including global markets, transaction banking and corporate finance. Previously, she managed the Compliance and Regulatory Program across equities, primary dealer, NBFC, investment banking and research for the Indian operations of Goldman Sachs. Immediately after the GFC and closure of Lehman Brothers, she headed the private banking compliance in HSBC. She headed compliance in Lehman Brothers, where she covered equities, primary dealer, investment banking, NBFC businesses and was also a Board member. She also had compliance oversight for Lehman Brothers KPO center in India and for its FII business. She spent almost nine years with the Kotak Mahindra Group. In Kotak Securities, she ran retail compliance for equities broking, portfolio management and depository operations. She also headed the legal department of Kotak Mahindra Bank (then Kotak Mahindra Finance) where she was involved in designing funding structures, transactions for assignments, capital market funding, future flow financing, rent securitisation and property finance.

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.

Registered Office:

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

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

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

Sd/-

Prasad Poojary

Company Secretary

Membership No. ACS26056

Date: August 14, 2020

Place: Mumbai

Other Disclosure relating to Director seeking appointment pursuant to Clause 1.2.5 of Secretarial Standards-2 on General Meetings and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of Director	Ms. Priya Subbaraman
Category	Shareholder Director
Date of Birth	06-10-1969
Qualifications	Associate Member of the Institute of Company Secretaries of India and Bachelor of Law from University of Mumbai
Experience	Twenty three years of experience in financial services spanning capital markets, banking, global markets and wealth management and two years in a commodity trading firm.
Terms and Conditions appointment or reappointment	Appointment is as per the SEBI (Depositories and 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 of NSDL
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 FY 2019-20	NIL
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