

July 21, 2023

Sub: Voting Results of Postal Ballot through E-Voting

This is with reference to our intimation dated June 19, 2023 about the postal ballot process undertaken by National Securities Depository Limited for seeking approval of the Members of the Company for the appointment of Mr. Sriram Krishnan (DIN: 07816879), a representative of National Stock Exchange of India Limited, as a Shareholder Director on the Governing Board of the Company, subject to approval of the Securities and Exchange Board of India ("SEBI") in terms of the SEBI (Depositories and Participants) Regulations, 2018 as amended from time to time. The remote e-voting period commenced from 09.00 a.m. (IST) on Monday, June 20, 2023 and ended at 05.00 p.m. (IST) on Wednesday, July 19, 2023.

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations") and the Companies Act, 2013, we wish to inform that the resolution for appointment of Mr. Sriram Krishnan (DIN: 07816879) is passed with requisite majority on Wednesday, July 19, 2023.

In this regard, please find enclosed herewith the following:

1. Voting results as required under Regulation 44 of the SEBI LODR Regulations; and
2. Report of Scrutinizer dated July 21, 2023, pursuant to Section 108 and 110 of the Companies Act, 2013 and read with the Companies (Management and Administration) Rules, 2014.

Yours Faithfully,



Nikhil Arya
Company Secretary

Encl: As above

**VOTING RESULTS OF THE POSTAL BALLOT
 PURSUANT TO REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Date of Postal Ballot Notice	June 11, 2023 (E-Voting Start Date: June 20, 2023; E-Voting End Date: July 19, 2023)
Total number of shareholders on cut-off date (i.e., as on June 12, 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	NA

Resolution No. 1 - Appointment of Mr. Sriram Krishnan (DIN: 07816879) as a Shareholder Director of the Company								
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 - against	% of votes - in favour	% of votes - against
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-voting	0	0	0.00	0	0	0.00	0.00
	Physical Postal Ballot	0	0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public Institutions	Remote E-voting	9,90,57,225	9,90,57,225	100.00	9,90,57,225	0	100.00	0.00
	Physical Postal Ballot	0	0	0.00	0	0	0.00	0.00
	Total	9,90,57,225	9,90,57,225	100.00	9,90,57,225	0	100.00	0.00
Public Non-Institutions	Remote E-voting	4,80,00,000	4,80,00,000	100.00	4,80,00,000	0	100.00	0.00
	Physical Postal Ballot	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		14,70,57,225	14,70,57,225	100.00	14,70,57,225	0	100.00	0.00



**Alwyn Jay & Co.
Company Secretaries**

[Firm Registration No: P2010MH021500] [Peer Review Certificate No.621/2019]

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.
Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,
Mira Road (E), Thane-401107 ; Tel: 022-79629822 ; Mob: 09820465195; 09819334743
Email : alwyn@alwynjay.com Website:www.alwynjay.com

SCRUTINIZERS' REPORT

To
The Chairman / Company Secretary
National Securities Depository Limited
Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013

**Scrutinizers Report on Postal Ballot voting in respect of passing resolutions
contained in the Notice dated June 11, 2023**

Dear Sir,

REG: SCRUTINIZER'S REPORT

I, **Alwyn D'Souza** of **M/s. Alwyn Jay & Co.**, Company Secretaries appointed as Scrutinizer by the Board of Directors of **National Securities Depository Limited** for the purpose of scrutinizing the Postal Ballot including voting by electronic means for seeking members assent/dissent on the resolution as specified in the Notice of Postal Ballot dated June 11, 2023.

I have carried out the work as Scrutinizer from the close of the remote e-voting period i.e., 5:00 P. M. IST on Wednesday, July 19, 2023.

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and Rules made thereunder and the various circulars issued by the Ministry of Corporate Affairs, Government of India, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable, relating to postal ballot through voting by electronic means.

My responsibility as the scrutinizer is restricted to make a scrutinizer report of the votes cast in favour / against on the resolution contained in the Postal Ballot Notice dated June 11, 2023 based on the reports generated from the e-voting system



provided by the National Securities Depository Limited as e-Voting Service Provider ('ESP'), the authorised agency to provide remote e-voting facilities, engaged for the purpose.

I submit my report as under:

1. The Postal Ballot is held in compliance with the provisions of Section 110 read with Section 108, and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, (collectively the 'MCA Circulars') and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force for seeking consent / approval of the resolution as set out hereunder.
2. The Company has on Monday, June 19, 2023 sent Postal Ballot Notice through electronic mode to the Members whose e-mail ids were registered with the Company/ Depository as on Monday, June 12, 2023. The hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope was not sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars.
3. As stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, advertisements were published by the Company in 'Business Standard and The Free press Journal', ('English Newspaper') & 'NavShakti' ('Marathi Newspaper') on Tuesday, June 20, 2023 informing about the completion of dispatch of Postal Ballot notices/ forms, to the Members along with other related matters mentioned therein.
4. The Remote e-voting facility was provided by National Securities Depository Limited as e-Voting Service Provider ('ESP'). The Postal Ballot remote e-voting



period commenced on Tuesday, June 20, 2023 (9:00 a.m. IST) and ended on Wednesday, July 19, 2023 (5:00 p.m. IST).

5. After the time fixed for closing of the e-voting, the votes were unblocked on Wednesday, July 19, 2023 at 5.00 p.m. IST in the presence of two witnesses who are not in the employment of the Company, on the e-voting website of e-Voting Service Provider ("ESP") i.e., <https://www.evoting.nsdl.com/> and a final electronic report was generated by me. The data generated was diligently scrutinized.
6. The data for the purpose of verification of the number of shares was taken as of Monday, June 12, 2023 which was the relevant date (cut-off date), fixed for determining voting rights of the Members entitled to participate in the voting process.
7. This report is based on vote cast through e-voting, which was downloaded from the website <https://www.evoting.nsdl.com/>
8. The results of the remote e-voting in respect to the resolution contained in the Postal Ballot Notice dated Sunday, June 11, 2023 is as under:

1. **RESOLUTION NO. 1: ORDINARY RESOLUTION**

Appointment of Mr. Sriram Krishnan (DIN: 07816879) as a Shareholder 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 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. Sriram Krishnan (DIN: 07816879), a representative of National Stock Exchange of India Limited, as Shareholder Director on the Governing Board of the Company.

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."



(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
15	14,70,57,225	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members whose votes were declared invalid/abstain	Number of invalid/abstain votes cast by them
0	0

Based on the foregoing, the resolution No. 1 is passed **with** requisite majority.

The relevant records relating to the e-voting shall remain in my safe custody and will be handed over to the Company Secretary for preserving safely after the consideration of results and the Chairman approves and signs the Minutes.

Thanking you,
Sincerely,

For Alwyn Jay & Co.
Company Secretaries



Alwyn D'Souza

Partner

FCS No.5559, CP No.5137

[UDIN: F005559E000654163]



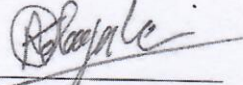
Place: Mumbai

Date: July 21, 2023

We the undersigned witnesseth that the votes were unblocked from the e-voting website of the National Securities Depository Limited ('NSDL') <https://www.evoting.nsdl.com/> in our presence at 5.00 P.M. IST on Wednesday, July 19, 2023.



Edlon Dsouza
B/508, Shree Girnar Tower CHSL
Saibaba Nagar,
Mira Road East, Thane 401107



Krishnakant Adagale
Row House No.18,
Mansi Row Co.op Hsg Soc Ltd
Kashigaon, Mira Road East,
Thane 401107

Countersigned by:
For **National Securities Depository Limited**



Nikhil Arya
Company Secretary
Membership No. A42548

Place: Mumbai
Date : July 21, 2023