



National Securities Depository Limited

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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014 as amended and applicable Circulars issued by Ministry of Corporate Affairs, Government of India, from time to time]

Dear Members,

NOTICE is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules 2014 ("Management Rules"), Regulation 44 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("SS-2") and other applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications, if any (including any statutory modification or re-enactment thereof for the time being in force), guidelines prescribed by the Ministry of Corporate affairs ("MCA"), Government of India, for holding general meeting/ conducting postal ballot process through electronic voting ("remote e-voting"), that the resolution appended below is proposed to be passed by the Members of National Securities Depository Limited ("Company") by means of Postal Ballot through remote e-voting ("e-voting").

SPECIAL BUSINESS

To consider and, if thought fit, pass, the following resolution as an Ordinary Resolution:

Appointment of Mr. Shailendra Nadkarni (DIN: 03401830) as a 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 the 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. Shailendra Nadkarni (DIN: 03401830), a representative of IDBI Bank Limited, as Shareholder Director on the Governing Board of NSDL.

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.”

Registered Office:

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

Date: November 4, 2022

Place: Mumbai

By Order of the Board of Directors

For National Securities Depository Limited

Sd/-

Nikhil Arya

Company Secretary

Membership No. ACS42548

NOTES:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Act and SS-2 setting out all material facts pertaining to the resolution is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice ("**Notice**").
2. In compliance with the provisions of Section 108 of the Act, the Rules made there under and Regulation 44 of the SEBI Listing Regulations, the Company is providing facility of e-Voting to its Members in respect of the business to be transacted through postal ballot. For this purpose, the Company has availed in-house services for facilitating voting through electronic means.
3. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose email address is registered with the Company. The physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.
4. The Explanatory statement setting out all material facts as required under Section 102 of the Companies Act, 2013, in respect of special business of the Company is appended hereto.
5. The Notice is being sent to all Members whose names appear in the Register of Members as on close of business hours on **Monday, November 14, 2022** i.e. 'the cut-off date'. The voting rights of Members shall be in proportion to their shares held in the total paid-up equity share capital of the Company as on the cut-off date i.e. **Monday, November 14, 2022**. The person who is not a member as on the cut-off date should treat this Notice for information purpose only.
6. Pursuant to the provisions of Sections 108 and other applicable provisions, if any, of the Act, the rules framed thereunder, E-voting facility is provided to all the eligible Members of the Company. The facility of casting vote by the Members using electronic voting system will be provided by National Securities Depository Limited ('NSDL'). The Members are requested to read carefully the instructions given below before casting their vote electronically. A Member can log in any number of times till the votes are cast on all the resolutions or till the end of the voting period, whichever is earlier.

7. Only a Member who is entitled to vote is entitled to exercise his/her/its vote through E-voting. Any recipient of this Notice who has no voting rights as on the date mentioned in point 5 above should treat the same for intimation purpose only.
8. For any query connected with the Resolution proposed to be passed by means of Postal Ballot through voting by electronic means, the Members may contact the Company Secretary at the Registered Office of the Company at Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, Phone: 022-24994200, Fax: 022-24976351, Email: NikhilA@nsdl.co.in
9. Kindly note that a Member can opt only one mode of voting i.e. E-voting. The Scrutinizer's decision on the validity of the votes cast through E-voting shall be final.
10. The relevant documents pertaining to the above resolution will be available for inspection at the Registered Office of the Company on any working day between 3:00 p.m. to 5:00 p.m. up to the last date of voting through E-Voting specified in the accompanying Notice.
11. Postal Ballot Notice will be available on the website of the Company www.nsdl.co.in till **Wednesday, December 21, 2022**, the last date specified by the Company for voting through e-Voting from the Members.
12. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. **Wednesday, December 21, 2022**.
13. **Voting through electronic means:**

The voting period will commence on **Tuesday, November 22, 2022 at 9.00 a.m. (IST)** and will end on **Wednesday December 21, 2022 at 5:00 p.m. (IST)**. During this period the Members of the Company, holding shares, as on the cut-off date i.e. **Monday, November 14, 2022**, may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting thereafter.

Procedure for e-Voting as prescribed by NSDL:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e.

Type of shareholders	Login Method
	<p>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 remote e-Voting period.</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> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; 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/CDSL 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/CDSL 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 remote e-Voting period.</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 issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.

4. Your User ID 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*****.
5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your ‘initial password’?
 - (i) 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 digit client ID for NSDL account. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "[Forgot User Details/Password?](#)" option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid two options, 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.
 - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- (i) Now, you will have to click on "Login" button.
 - (ii) After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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.
- II. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- 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 e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 shareholders 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 for Individual shareholders holding securities in demat mode.
2. 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.

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?" 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.

General Instructions:

1. The Board of Directors of the Company has appointed Mr. Viswanathan S. N. (COP No. 24335) failing him, Ms. Ashwini Vartak (COP No. 16723), Partner of M/s. S. N. Ananthasubramanian & Co., Thane as Scrutinizers for conducting the Postal Ballot in true and fair manner.
2. The result of Postal Ballot shall be declared and notified by any officer of the Company authorized by the Chairman in this behalf on or before the closure of business hours on **Friday, December 23, 2022**, at the Registered Office of the Company at 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 and be displayed at the Registered Office of the Company, and displayed along with Scrutinizer's report on the website of Company at www.nsdl.co.in and <https://www.evoting.nsdl.com/>
3. The resolution shall be deemed to have been passed on the last date specified by the Company for E-Voting, if approved by the Members with requisite majority.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, RULES MADE THEREUNDER, SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETING (SS-2)

Mr. Rajeev Kumar was appointed as a Director in the category of Shareholder Director on July 08, 2020. NSDL is in receipt of letter dated August 17, 2022 from IDBI Bank, wherein they have recommended appointment of Mr. Shailendra Nadkarni, Executive Director- IDBI Bank as a Shareholder Director on the Board of NSDL in place of Mr. Rajeev Kumar.

The Board of Directors has proposed the appointment of Mr. Shailendra Nadkarni, as Shareholder Director to Shareholders for approval through Postal Ballot by means of electronic voting. On receipt of the approval of the Shareholders, approval of SEBI would be sought.

Mr. Shailendra Nadkarni, joined IDBI Bank in November 1993. During the course of his tenure with the Bank, he has dealt with assessment of large size projects in Project Finance, restructuring of large companies, closely associated with mergers of IDBI Bank with Industrial Development Bank of India & United Western Bank with IDBI Bank. He played key role in implementing tech based initiatives in Cash Management Services and Government Business. He also headed the largest retail zone of the bank. Mr. Nadkarni was instrumental in planning and implementing number of major initiatives for the Bank covering private cloud, API Gateway, overhauling net-banking & Mobile Apps and others. He currently heads the large corporate group of the bank dealing with financial requirement of large companies.

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.

The Board hereby proposes the aforesaid item as ordinary resolution for the approval of Shareholders.

Except Mr. Shailendra Nadkarni, being an appointee, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said 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/-
Nikhil Arya
Company Secretary
Membership: ACS42548

Place: Mumbai

Date: November 4, 2022

Other Disclosures relating to Director:

Name of Director	Mr. Shailendra Nadkarni
Category	Shareholder Director
Date of Birth	29-12-1964
Qualifications	Master's Degree in Civil Engineering [Civil]
Nature of expertise in specific functional areas	Relevant experience in banking industry of more than 29 years.
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	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.
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 2022-23	NA
List of Directorships in listed entities along with the list of directorship of past three years in case of resignation in such listed entities	NIL
Chairman/Member of the Committees of Board of other Companies	NIL
Chairman/Member of the Committees of Board of the Company	NA
