

August 28, 2024

**Sub:** Summary of the Proceedings of 12<sup>th</sup> Annual General Meeting of National Securities Depository Limited.

**Ref:** Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In compliance with Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereof, we are enclosing herewith a summary of the proceedings of 12<sup>th</sup> Annual General Meeting of the Company held on Wednesday, August 28, 2024, at 12:00 p.m. through video conferencing/other audio-visual means.

As required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of the matters that were put to vote will be submitted separately.

This is for your information and records.

Yours Faithfully,

**For National Securities Depository Limited**



**Alen Ferns**  
**Company Secretary**



Encl.: As above

**Summary of the Proceedings of the 12<sup>th</sup> Annual General Meeting of National Securities Depository Limited**

The 12<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Wednesday, August 28, 2024 through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in accordance with the provisions of the Companies Act, 2013 and rules issued thereunder read with various circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

The AGM commenced at 12:00 p.m. and concluded at 12.36 p.m. (including the time allowed for e-voting during the AGM).

A total of 5 Members (including authorized representatives) representing 11,19,61,360 equity shares attended the meeting.

Mr. Parveen Kumar Gupta, Chairman of the Company, chaired the proceedings of the AGM. The requisite quorum being present through VC, the Chairman called the meeting in order and commenced the proceedings of the Meeting. He welcomed the Members of the Company and informed that as NSDL had provided e-Voting facility for this meeting, there will be no voting by show of hands and there will not be any proposer/seconded for any resolution placed for voting.

The Chairman then introduced the following Board Members of the Company, who attended the AGM:

- ❖ Ms. Padmaja Chundururu, Managing Director & CEO attended from NSDL office, Mumbai.
- ❖ Dr. Madhu Sudan Sahoo, Public Interest Director and Chairman of Stakeholder Relationship Committee attended from NSDL office, Mumbai.
- ❖ Prof. Rajat Moona, Public Interest Director and Chairman of Corporate Social Responsibility Committee attended through video conference from Gandhinagar.
- ❖ Ms. Sripriya Kumar, Public Interest Director and Chairperson of the Audit Committee and Nomination & Remuneration Committee attended through video conference from Chennai.
- ❖ Mr. Sriram Krishnan, Non-Independent Director attended through video conference from Mumbai.

Leave of absence was granted to Mr. Shailendra Nadkarni, Non-Independent Director of the Company, as he had conveyed his inability to attend the meeting. He briefed the Shareholders of the Company on the brief profile of Prof. Rajat Moona and Ms. Sripriya Kumar and welcomed them on the Governing Board of NSDL.

The Chairman then announced the names of the Key Managerial Personnel of the Company i.e. the Executive Director, Company Secretary and Interim Chief Financial Officer who were also

attending the AGM. He further informed that Scrutinizer, representatives of Statutory Auditors and Secretarial Auditors have also joined AGM from their respective locations through video conference.

With the permission of the Members, the Chairman took the Notice of the AGM along with the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 and the report of Board of Directors thereon, which were already circulated electronically, as read. Also, the Statutory Auditor's Report as well as the Secretarial Audit Report forming part of the Annual Report, which was circulated electronically to the Members, did not contain any adverse qualification, observation or comments on financial transactions or matters and were taken as read.

Mr. Alen Ferns, Company Secretary briefed the Members with general instructions for attending the meeting through VC, process of e-voting at the meeting and other matters. He informed that the Registers and other relevant documents referred in the notice had been made available electronically for inspection by Members. Since the meeting was held through video conferencing, the facility for appointment of proxies by the Members was not available. He also informed that the Company had received queries pertaining to Notice of AGM, shareholding pattern, top ten shareholders, List of Directors, Financial Results, Annual Report for F.Y 2023-2024 via e-mail which were adequately replied. Further the Company had not received request from any shareholder for speaking during the AGM.

Thereafter the Managing Director & CEO apprised the Members on the state of affairs of the Company.

The Chairman then proceeded with the meeting and informed that shareholders were provided with an opportunity to cast their vote through remote e-Voting facility on the resolutions as set out in the Notice convening this AGM in accordance with the provisions of the Companies Act, 2013 and the Rules issued thereunder and Regulation 44 of SEBI (LODR) Regulations, 2015. Further, Mr. Mihen Halani, proprietor of M/s. Mihen Halani & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer to scrutinize the e-voting process of the AGM in a fair and transparent manner. He also stated that the voting results along with the Scrutinizer's Report shall be made available on the Company's website within two working days from the conclusion of the meeting.

The following items of business as set out in the Notice convening the 12<sup>th</sup> AGM were recommended for Members' consideration and approval:



Sr. No.	Particulars	Type of Resolution
<b>Ordinary Business</b>		
1.	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon	Ordinary
2.	To declare dividend of Re. 1 per equity share, of the face value of Rs. 2 each, for the financial year ended March 31, 2024	Ordinary
3.	To appoint Mr. Sriram Krishnan (DIN: 07816879) as Non-Independent Director of the Company who retires by rotation and being eligible, offers himself for re-appointment	Ordinary
<b>Special Business</b>		
4.	Appointment of Mr. Sanjay Panicker (DIN: 03531776) as a Non-Independent Director of the Company	Ordinary

The Chairman then informed that those members who could not cast their votes through remote e-voting and who were participating in the AGM have an opportunity to cast their votes through the e-voting system provided by NSDL which was kept open for 15 minutes post conclusion of the AGM. The Members who had not yet cast their votes were requested to vote.

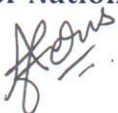
The Chairman then thanked the Members for their continuous support and for attending the AGM.

All the aforesaid resolutions as set out in the Notice of the 12<sup>th</sup> AGM were passed with requisite majority.

This is for your information and records.

Thanking You,

**For National Securities Depository Limited**



**Alen Ferns**  
**Company Secretary**



Date: August 28, 2024