

September 28, 2022

Sub: Voting results along with Scrutinizer's report for 10th Annual General Meeting of NSDL

Ref: Disclosure under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In compliance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith in the prescribed format, the details regarding the 10th Annual General Meeting ("AGM") of the Company held on Tuesday, September 27, 2022 at 4:00 p.m. through video conferencing/ other audio visual means, in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

We also enclose herewith the consolidated Scrutinizer's report issued by M/s. S. N. Ananthasubramanian & Co. on remote e-voting and e-voting at the AGM. All the resolutions set out in the notice dated August 08, 2022 have been passed with the requisite majority.

Yours Faithfully,


Nikhil Arya
Company Secretary

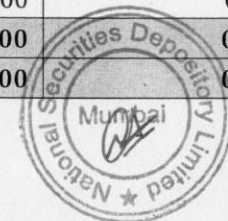


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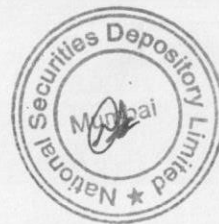
VOTING RESULTS OF THE 10TH ANNUAL GENERAL MEETING (AGM) PURSUANT TO REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of AGM	September 27, 2022
Total number of shareholders on record date (i.e., as on September 20, 2022)	70
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	14

Resolution No. 1 - To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Report of the Board of Directors and the Auditors thereon								
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 - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	0	0	0	0	0	0	0
	E-voting at AGM	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Institutions	E-voting	19030272	19030272	100.00	19030272	0	100.00	0.00
	E-voting at AGM	6914873	6914873	100.00	6914873	0	100.00	0.00
	Total	25945145	25945145	100.00	25945145	0	100.00	0.00
Public Non-Institutions	E-voting	9600000	9600000	100.00	9600000	0	100.00	0.00
	E-voting at AGM	0	0	0.00	0	0	0.00	0.00
	Total	9600000	9600000	100.00	9600000	0	100.00	0.00
Total		35545145	35545145	100.00	35545145	0	100.00	0.00



Resolution No. 2 - To declare dividend on equity shares for the financial year ended March 31, 2022								
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 - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	0	0	0	0	0	0	0
	E-voting at AGM	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Institutions	E-voting	19030272	19030272	100.00	19030272	0	100.00	0.00
	E-voting at AGM	6914873	6914873	100.00	6914873	0	100.00	0.00
	Total	25945145	25945145	100.00	25945145	0	100.00	0.00
Public Non-Institutions	E-voting	9600000	9600000	100.00	9600000	0	100.00	0.00
	E-voting at AGM	0	0	0.00	0	0	0.00	0.00
	Total	9600000	9600000	100.00	9600000	0	100.00	0.00
Total		35545145	35545145	100.00	35545145	0	100.00	0.00



Resolution No. 3 – To appoint Ms. Priya Subbaraman (DIN: 01620890) as Shareholder Director of the Company who retires by rotation and being eligible offers herself for re-appointment								
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 - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	0	0	0	0	0	0	0
	E-voting at AGM	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Institutions	E-voting	19030272	19030272	100.00	19030272	0	100.00	0.00
	E-voting at AGM	6914873	6914873	100.00	6914873	0	100.00	0.00
	Total	25945145	25945145	100.00	25945145	0	100.00	0.00
Public Non-Institutions	E-voting	9600000	9600000	100.00	9600000	0	100.00	0.00
	E-voting at AGM	0	0	0.00	0	0	0.00	0.00
	Total	9600000	9600000	100.00	9600000	0	100.00	0.00
Total		35545145	35545145	100.00	35545145	0	100.00	0.00



Resolution No. 4 - To appoint M/s. K. C. Mehta & Co. LLP, Chartered Accountants (FRN: 106237W) as the Statutory Auditors of the Company for a period of five years and to fix their remuneration								
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 - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	0	0	0	0	0	0	0
	E-voting at AGM	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Institutions	E-voting	19030272	19030272	100.00	19030272	0	100.00	0.00
	E-voting at AGM	6914873	6914873	100.00	6914873	0	100.00	0.00
	Total	25945145	25945145	100.00	25945145	0	100.00	0.00
Public Non-Institutions	E-voting	9600000	9600000	100.00	9600000	0	100.00	0.00
	E-voting at AGM	0	0	0.00	0	0	0.00	0.00
	Total	9600000	9600000	100.00	9600000	0	100.00	0.00
Total		35545145	35545145	100.00	35545145	0	100.00	0.00



Resolution No. 5 - To amend the Articles of Association of the Company

Resolution Required					Special			
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 - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	0	0	0	0	0	0	0
	E-voting at AGM	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Institutions	E-voting	19030272	19030272	100.00	19030272	0	100.00	0.00
	E-voting at AGM	6914873	6914873	100.00	4914873	2000000	71.08	28.92
	Total	25945145	25945145	100.00	23945145	2000000	92.29	7.71
Public Non-Institutions	E-voting	9600000	9600000	100.00	9600000	0	100.00	0.00
	E-voting at AGM	0	0	0.00	0	0	0.00	0.00
	Total	9600000	9600000	100.00	9600000	0	100.00	0.00
Total		35545145	35545145	100.00	33545145	2000000	94.37	5.63





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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Thane (W) - 400 601
T: +91 22 25345648 | +91 22 25432704
E: snaco@snaco.net | W: www.snaco.net
ICSI Unique Code: P1991MH040400

27th September 2022

To,

The Chairman

National Securities Depository Limited

CIN: U74120MH2012PLC230380

Trade World, 'A' Wing, 4th Floor,

Kamala Mills Compound, Senapati Bapat Marg,

Lower Parel (West), Mumbai – 400 013

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and e-voting by your Members during the 10th Annual General Meeting of your Company held on Tuesday, 27th September, 2022 through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM").

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.




Viswanathan N. S.

Partner



SCRUTINIZER'S REPORT

Name of the Company	National Securities Depository Limited
Type of Meeting	10 th Annual General Meeting
Day, Date & Time	Tuesday, 27 th September, 2022 at 4:00 p.m. IST
Deemed Venue	Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013
Mode	Video Conferencing/ Other Audio-Visual Means

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members at the 10th Annual General Meeting ("AGM") of National Securities Depository Limited (hereinafter referred to as 'the Company' held on Tuesday, 27th September, 2022 at 4:00 p.m. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions, based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the AGM

2.1. Pursuant to the relevant circulars issued by the Ministry of Corporate Affairs (MCA) for holding the AGM or other general meetings of Members through Video Conferencing (VC) or Other Audio Visual Means (OAVM), an advertisement was published in Business Standard & Free Press Journal (English Newspaper) and Navshakti (Marathi Newspaper) on **3rd September, 2022** specifying the date & time of the AGM, availability of the detailed notice on the Company's website and manner of voting through remote e-voting or through e-voting system at the AGM etc.





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Company Secretaries

2.2. The Company has informed that on the basis of the Register of Members and the list of Beneficial Owners made available by National Securities Depository Limited ("NSDL"), the Company completed dispatch of Notice of AGM on **2nd September, 2022** by e-mail to **40** Members who had registered their email ids with the Company/ Depository Participant(s).

3. Cut-off date

3.1. Voting rights with respect to the agenda items were reckoned as on **Tuesday, 20th September, 2022**, being the cut-off date for the purpose of deciding the entitlement of Members for e-voting during the AGM

4. Remote e-voting process

4.1. Agency

The Company has availed its own e-voting platform (NSDL e-voting platform) for remote e-voting and e-voting during the AGM.

4.2. Remote e-voting period

Remote e-voting platform was open from **9:00 A.M. (IST) on 22nd September, 2022 till 5:00 P.M. (IST) on 26th September, 2022** and Members were required to cast their votes electronically conveying their assent or dissent in respect of the resolution on the remote e-voting platform availed in-house.

5. Voting at the AGM

5.1. In line with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the AGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of the AGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.





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5.2. Accordingly, the Company, provided us with the names, DP ID & Client ID/ folios and shareholding of the Members who had cast their votes through remote e-voting.

6. Counting Process

1.1. On completion of e-voting at the AGM, we unblocked the results of the remote e-voting and e-voting by Members at the AGM, on the NSDL e-voting platform and downloaded the results for scrutiny.

7. Results

1.2. Consolidated results with respect to the agenda items as set out in the Notice of the AGM dated 8th August 2022, is enclosed herewith.

1.3. Based on the aforesaid results, we report that (4) Four Ordinary Resolutions as set out in Item No. 1 to 4 and (1) One Special Resolution as set out in Item No. 5 of the Notice of the AGM dated 8th August, 2022 have been passed with the requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

ICSI Unique Code: P1991MH040400

Peer Review Cert. No.: 606/2019

Dr. K. S. S. S.



Viswanathan N. S.

Partner

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ICSI UDIN: A061955D001059754

27th September, 2022 | Thane



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Company Secretaries


CONSOLIDATED RESULTS

Item No. 1: To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022, together with the Report of the Board of Directors and the Auditors thereon.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	9	2,86,30,272	7	69,14,873	16	3,55,45,145	100.0000
Dissent	0	0	0	0	0	0	0.0000
Total	9	2,86,30,272	7	69,14,873	16	3,55,45,145	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 1** of the Notice of the AGM dated 8th August, 2022 has been **passed with requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries


Viswanathan N. S.
Partner



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ICSI UDIN: A061955D001059754
27th September, 2022 | Thane



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Item No. 2: To declare dividend at the rate of Rs. 5/- per equity share for the financial year ended 31st March, 2022.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	9	2,86,30,272	7	69,14,873	16	3,55,45,145	100.0000
Dissent	0	0	0	0	0	0	0.0000
Total	9	2,86,30,272	7	69,14,873	16	3,55,45,145	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 8th August, 2022 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries





Viswanathan N. S.

Partner

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ICSI UDIN: A061955D001059754

27th September, 2022 | Thane




S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Item No. 3: To appoint Ms. Priya Subbaraman (DIN: 01620890) as Shareholder Director of the Company who retires by rotation and being eligible, offers herself for re-appointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	9	2,86,30,272	7	69,14,873	16	3,55,45,145	100.0000
Dissent	0	0	0	0	0	0	0.0000
Total	9	2,86,30,272	7	69,14,873	16	3,55,45,145	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 8th August, 2022 has been **passed with requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries


Viswanathan N. S.
Partner



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S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Item No. 4: To appoint M/s. K. C. Mehta & Co. LLP, Chartered Accountants (FRN. 106237W) as the Statutory Auditors of the Company for a period of 5 years and to fix their remuneration.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	9	2,86,30,272	7	69,14,873	16	3,55,45,145	100.0000
Dissent	0	0	0	0	0	0	0.0000
Total	9	2,86,30,272	7	69,14,873	16	3,55,45,145	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 4** of the Notice of the AGM dated 8th August, 2022 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries



Viswanathan N. S.

Partner

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27th September, 2022 | Thane





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Item No. 5: To amend the Articles of Association of the Company.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	9	2,86,30,272	6	49,14,873	15	3,35,45,145	94.3734
Dissent	0	0	1	20,00,000	1	20,00,000	5.6266
Total	9	2,86,30,272	7	69,14,873	16	3,55,45,145	100.0000

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 5** of the Notice of the AGM dated 8th August, 2022 has been **passed with requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries



Viswanathan N. S.

Partner

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