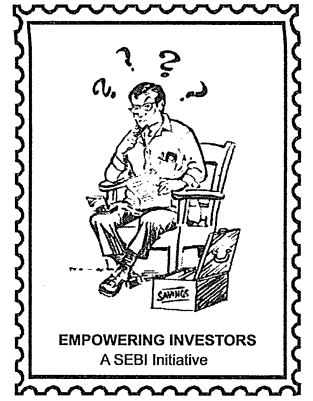


Central Depository Services (India) Limited



August 2, 2019

**The Manager,
Listing Compliance Department,
National Stock Exchange of India Ltd,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051**

Sub: Minutes of Postal Ballot

Dear Madam/Sir,

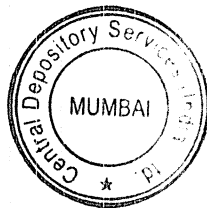
We hereby submit the minutes of announcement of results of the postal ballot/e-voting conducted by the Company.

We request you to take the same on record.

Thanking you,

Yours faithfully,
For **Central Depository Services (India) Limited**

**Lalit Sharma
Company Secretary**



Encl: as above

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Minutes of the proceedings for declaration of results of the Postal Ballot of Central Depository Services (India) Limited declared on Monday, 29th July, 2019 at 10.00 a.m. at Marathon Futurex, 25th Floor, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel, Mumbai 400 013.

At its meeting held on 20th June 2019, the Board of Directors of the Company accorded approval to the proposal to conduct Postal Ballot under Section 110 of the Companies Act, 2013 (the Act) read with the applicable Rules to seek consent of the Members by way of Ordinary Resolutions for:

- a) Recommend a panel of three names for appointment of MD & CEO to SEBI for seeking its prior approval
- b) Recommend the name of Shareholder Director to SEBI for seeking its prior approval

Accordingly, the Company had, on 25th June, 2019, completed the dispatch of the Postal Ballot Notice and Explanatory Statement thereto dated 20th June, 2019 along with Postal Ballot Form by electronic mode to all the Members whose e-mail IDs were registered with the Depository Participants / Company's Registrar and Share Transfer Agent as on 21st June, 2019. The Company had also simultaneously completed the dispatch of physical copies of aforementioned documents together with self-addressed postage pre-paid business reply envelope in physical form to the remaining Members for obtaining their consent to the following two Ordinary Resolutions by means of a Postal Ballot:

Resolution No. 1

Recommend a panel of three names for appointment of MD & CEO to SEBI for seeking its prior approval

"RESOLVED THAT in accordance with Articles 115 and 117 and other applicable provisions of the Articles of Association of the Company and in terms of the Nomination and Remuneration Policy of the Company and in accordance with Regulation 26 and all other applicable provisions of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)



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including circulars, letters, notifications issued thereof, consent of the shareholders of the Company be and is hereby accorded to recommend to the Securities and Exchange Board of India ("SEBI") a panel of three persons namely Shri Nehal Vora (DIN: 02769054), Shri Raj Kumar (DIN: 07882246) and Shri Santanu Syam (DIN: 03163144) for seeking SEBI's approval for appointing any one of them as 'Managing Director and Chief Executive Officer, Key Managerial Personnel of the Company', on the terms and conditions including remuneration as set out below:

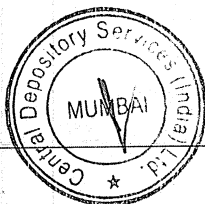
Terms and Conditions:

1. The appointment of service of MD & CEO shall be subject to prior approval of SEBI.
2. The appointment of MD & CEO shall be for a period of five years with effect from the date of joining, which date shall be determined by the Board after receipt of the approval from SEBI.
3. The appointment may be terminated by giving three months' notice in writing or on payment of an amount equivalent to salary in lieu of such notice.
4. The MD & CEO shall not be liable to retire by rotation.
5. The MD & CEO shall, subject to the supervision, guidance and control of the Board of Directors, manage the business and affairs of the company

Remuneration:

6. **Salary:** The MD & CEO remuneration including Basic Salary, HRA, medical allowance, LTA, employer's PF contribution and gratuity to be fixed at Rs. 1,95,74,584/- as detailed below:

Particulars	CTC (INR)
Basic	9,02,824
HRA	4,51,412
Medical Allowance	50,000
Gross	14,04,236
PF	1,08,339
Monthly total	15,12,575
Yearly total	1,81,50,900
LTA	9,02,824
Gratuity	5,20,860
Fixed CTC	1,95,74,584



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7. Performance Linked Bonus (PLB) / variable pay:

Performance Linked Bonus (PLB) / variable pay, if any, by whatever name called, as may be approved by the Board, be paid each year to the MD & CEO on the recommendation of the Nomination and Remuneration Committee which shall be exclusive of the annual compensation as given above. Provided that the Board or the Nomination and Remuneration Committee, as the case may be, may fix the actual Variable Pay in each year depending upon his performance level at such amount and at such proportion as may be decided by the Board/ or NRC subject to condition that the final Variable Pay shall not exceed one-third of final Total Pay for the respective year as stipulated by SEBI. 50% of the amount so decided shall be payable on deferred basis after three years.

8. One time Signing amount of Rs.20,00,000/- shall be paid to MD & CEO upon his joining the Company.

9. Increment: The MD & CEO may be granted an increment annually every year up to 15% on the Fixed CTC during the currency of his tenure at the discretion of the Board.

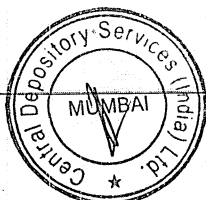
10. Benefits, Perquisites and Allowances:

In addition to the above, the MD & CEO shall be eligible for:-

- a) Company provided Car and Driver for Official / Personal use
- b) Petrol charges - unlimited
- c) Mobile phone instrument & monthly Bill reimbursement
- d) Residence Phone Bill & Internet charges reimbursement
- e) Group Mediclaim Insurance for Self, Spouse & 2 Children for 5 Lakhs
- f) Group Personal Accident Insurance for Self
- g) Annual Health Check-up for Self & Spouse
- h) Laptop
- i) Any other reimbursements & benefits shall be applicable in line with the CDSL Service rules.

11. In the event that none of the Events of Defaults as set out below, occur during the three year period, the entire balance fifty per cent of the variable pay shall be paid to the MD & CEO

- (i) The accounting / financial statements of the company have been drawn at by means of any fraud / fraudulent practices.
- (ii) The accounting / financial statements of the company have been prepared negligently or show false or inaccurate picture of the state of affairs of



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the company or does not disclose any material particulars which have an adverse bearing on the financial position of the company.

(iii) Any embezzlement or misappropriation of assets / funds of the Company

(iv) Part of any loan or advance availed by MD & CEO remains unpaid.

12. In the event that the MD & CEO receives any variable pay in any financial year based on the occurrence of any of the Events of Default, the Company shall be entitled to clawback both, the paid variable pay and the deferred variable pay.

13. In the event of any Events of Defaults as stated above have occurred at any time during the deferment period, the Company shall be entitled to adjust the deferred variable pay and call upon the MD & CEO to repay the Company the paid variable pay.

14. ESOPs and other equity linked instruments shall not form part of the compensation package.

15. The MD & CEO shall not be eligible for severance pay.

“RESOLVED FURTHER THAT the amount and manner of payment of variable pay will be subject to guidelines issued by SEBI from time to time.”

“RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary, be and is hereby authorized to recommend the aforesaid panel of names to Securities and Exchange Board of India to approve one of the persons out of the panel for the appointment of Managing Director and CEO of the Company pursuant to the applicable provisions of the SEBI (Depositories and Participants) Regulations, 2018 and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Resolution No. 2

Recommend the name of Shareholder Director to SEBI for seeking its prior approval

“RESOLVED THAT in accordance with the provisions of the Articles 112 (f) and 118 of the Articles of Association of the Company and pursuant to Regulation 25(1) read with Part C of Second Schedule and all other applicable provisions of the SEBI (Depositories and Participants) Regulations, 2018 (including any statutory modifications and re-enactments thereof), including circulars, letters, notifications issued thereof, consent of the shareholders of the Company be and is hereby accorded



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to recommend to the Securities and Exchange Board of India for seeking its **prior** approval to appoint Shri Masil Jeya Mohan P, Additional Executive Director, Investment Operations to represent LIC as Nominee Director, as Shareholder Director of the Company."

"RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary, be and is hereby authorized to recommend the aforesaid name to Securities and Exchange Board of India to seek prior approval for his appointment as Shareholder Director of the Company pursuant to the applicable provisions of the SEBI (Depositories and Participants) Regulations, 2018 and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with (i) Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended; and (ii) Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-Voting facility through the e-Voting platform as an alternative for its Members to enable them to cast their vote electronically on the resolutions as set out in the Notice. The Company had engaged services of Link Intime India Private Limited ("LIPL") to provide e-Voting facility.

Mrs. Dipti Mehta (ICSI Membership No. FCS.3667 / CP No. 3202) or failing her Mr. Atul Mehta (ICSI Membership No. FCS 5782/CP No. 2486) of M/s. Mehta & Mehta, Practicing Company Secretaries was appointed as the Scrutinizer for conducting the Postal Ballot and e-Voting process in a fair and transparent manner.

The voting period for Postal Ballot/remote e-Voting commenced from Friday 28th June, 2019 at 9.00 a.m. (IST) and ended on Saturday 27th July, 2019 at 5:00 p.m. (IST).

The Members were given the option of voting through one mode i.e. either through Postal Ballot forms or through remote e-Voting. In case of Members who had cast their votes through both modes, the votes cast through remote e-Voting had been considered valid.



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The Company had published an advertisement in the newspapers viz. Financial Express and Loksatta dated 28th June, 2019, informing about the dispatch of the Notice and remote e-Voting.

Mr. Lalitmohan Sharma, Company Secretary was authorised to accept, acknowledge and countersign the Scrutinizer's Report as well as declare the voting results in accordance with the provisions of the Act, the Rules framed thereunder and the Secretarial Standard 2 on General Meetings.

Mr. Atul Mehta, Scrutinizer carried out scrutiny of all the Postal Ballot forms and votes cast under remote e-Voting facility received upto 5.00 p.m. (IST) on Saturday 27th July, 2019 and prepared a consolidated Scrutinizer's Report containing the combined results of e-Voting and the Postal Ballot forms on the basis of data received by him.

Based on the analysis of the valid votes, the Scrutinizer submitted his report dated July 28, 2019 to Mr. Lalitmohan Sharma, Company Secretary, who announced the result of the Postal Ballot as per the Scrutinizer's Report, summarized as under:

- a. **Ordinary resolution – Item No. 1: Recommend a panel of three names for appointment of MD & CEO to SEBI for seeking its prior approval:**

Voted in favour of the resolution:

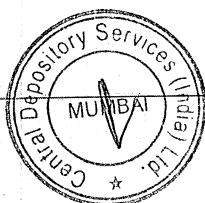
Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
202	59133874	99.6142%

Votes against the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
16	229025	0.3858%

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
7	506



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b. Ordinary resolution - Item No. 2: Recommend the name of Shareholder Director to SEBI for seeking its prior approval:

Voted in **favour** of the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
201	58276954	98.1724%

Voted **against** the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
20	1084920	1.8276%

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	406

Accordingly, both the Ordinary Resolutions, as set out in the Postal Ballot Notice dated 20th June 2019, were duly approved through Postal Ballot by the Members of the Company with the requisite majority on 27th July, 2019, being the last date of voting.

The voting result along with the Scrutinizer's Report were displayed on the Company's Notice Board as also on the website of the Company and LIIP. The result were also communicated to National Stock Exchange of India Limited, where the shares of the Company are listed.


Bontha Prasada Rao
DIRECTOR

Place: Mumbai
Date: 29th July, 2019

