CDSL/CS/NSE/MJ/2024/168 **July 26, 2024**

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

Symbol: CDSL
ISIN: INE736A01011

Subject: **Notice of the Twenty-Sixth (26th) Annual General Meeting ("AGM") and Annual Report for the financial year 2023-24 of Central Depository Services (India) Limited.**

Dear Sir/Madam,

This is further to our intimation dated July 02, 2024, intimating that the Twenty-Sixth (26th) Annual General Meeting ("**AGM**") of Central Depository Services (India) Limited ["the Company/CDSL"] scheduled to be held on Saturday, August 17, 2024 at 11:00 A.M. (IST) via Video Conference ("VC")/Other Audio-Visual Means ("OAVM") and in terms of the provisions of Regulation 30 and 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 26th AGM and the Annual Report for the financial year 2023-24 which are being sent through electronic mode only to those Members who have registered their e-mail address with the Company/Depositories.

The above information is also available on the website of the Company https://www.cdslindia.com/InvestorRels/AnnualReports.html and the website of Kfin Technologies Limited, the e-voting agency appointed by the Company for 26th AGM, at https://evoting.kfintech.com/public/Downloads.aspx

This is for your information and records.

Thanking you,
Yours faithfully,
For Central Depository Services (India) Limited

NILAY RAJENDRA SHAH
Digitally signed by NILAY RAJENDRA SHAH
Date: 2024.07.26 11:36:56 +05'30'

Nilay Shah
Company Secretary & Head Legal
Membership No.: A20586

Encl: As Above

Notice

CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED
CIN: L67120MH1997PLC112443
Registered Office: Unit No. A-2501, Marathon Futurex, Mafatlal Mills Compound, N. M. Joshi Marg, Lower Parel (East), Mumbai 400 013, Maharashtra, India.
Tel: 91-22-6234 3000/3001
Website: www.cdslindia.com E-mail Id: shareholders@cdslindia.com

NOTICE is hereby given that the **Twenty Sixth (26th) Annual General Meeting ("AGM")** of the Members of **CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED ["CDSL/the Company"]** will be held on Saturday, August 17, 2024 at 11.00 A.M. Indian Standard Time **("IST"),** through Video Conferencing **("VC")**/Other Audio Visual Means **("OAVM")**, to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt:

a) **the Audited Standalone Financial Statements of CDSL for the financial year ended March 31, 2024 and the Reports of the Board of Directors and the Statutory Auditors thereon; and**

b) **the Audited Consolidated Financial Statements of CDSL for the financial year ended March 31, 2024 and the Report of the Statutory Auditors thereon.**

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

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2024, Report of the Statutory Auditors thereon and the Report of the Board of Directors thereon along with all annexures as laid before the Shareholders in the 26th Annual General Meeting be and are hereby considered and adopted."

2. To declare Final and Special Dividend on Equity Shares of the Company for the financial year ended March 31, 2024.

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

"RESOLVED THAT a Final Dividend at the rate of ₹ 19/- (Rupees Nineteen Only) and a Special Dividend at the rate of ₹ 3/- (Rupees Three Only) per Equity Share of ₹ 10/- (Rupees Ten Only) each fully paid up of the Company be and is hereby declared for the financial year ended March 31, 2024, as recommended by the Board of Directors of the Company and the same be paid out of the profits of the Company for the financial year ended March 31, 2024."

3. To appoint a Director in place of Sushri Kamala Kantharaj (DIN:07917801), Non-Independent Director, who retires from office by rotation and being eligible, offers herself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Sushri Kamala Kantharaj (DIN:07917801), Non-Independent Director who retires by rotation at this 26th Annual General Meeting, be and is hereby re-appointed as a Non-Independent Director of the Company liable to retire by rotation, subject to the approval of the Securities and Exchange Board of India ("SEBI")."

SPECIAL BUSINESS:

4. Increase in Authorised Share Capital of the Company and consequential Alteration in the Memorandum of Association (MOA) of the Company:

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

"RESOLVED THAT in accordance with the provisions of Sections 4, 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and other Rules made thereunder, if any ("the Rules"), and the applicable provisions of the Memorandum and Articles of Association of the Company and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force) and such other approval(s), consent(s), permission(s) and/or sanction(s), if any, as may be necessary from the concerned statutory/regulatory authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the said statutory/regulatory authorities while granting

any such approval(s), consent(s), permission(s), and/or sanction(s), the consent of the Shareholders be and is hereby accorded to increase the existing Authorised Share Capital from ₹ 1,50,00,00,000/- (Rupees One Hundred and Fifty Crores Only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 3,00,00,00,000/- (Rupees Three Hundred Crores Only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each ranking *pari passu* in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules made thereunder, the existing Clause V of the Memorandum of Association of the Company relating to Share Capital be and is hereby deleted and, in its place, the following new and amended Clause V be substituted:

V. *The Authorised Share Capital of the Company is ₹ 300,00,00,000/- (Rupees Three Hundred Crores Only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each with power to the Board of Directors to classify and reclassify them. The Company has power, from time to time, to increase or reduce its capital and to divide the share in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special right, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf, and to consolidate or subdivide these shares and to issue shares of higher or lower denomination.*

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the 'Board', which term shall include any Committee constituted by the Board for this purpose), Shri Nehal Vora, Managing Director & CEO, Smt. Nayana Ovalekar, Chief Regulatory Officer, and Shri Nilay Shah, Company Secretary and Head Legal, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution, including but not limited to filing necessary e-forms with the Registrar of Companies and incorporation of amendments/suggestions/observations, if any, made by the Registrar of Companies or any other authorities to the extent applicable, without seeking any further consent or approval of the Shareholders or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolution certified to be true copies by any Director or Company Secretary of the Company be forwarded to whomsoever it may concern for necessary action."

5. To approve the Alteration of the Articles of Association (AOA) of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Depositories and Participants) Regulations, 2018, and any other laws as may be applicable to the Company (including any statutory modification(s) and amendment(s) thereto or re-enactments thereof, for the time being in force), and such other approval(s), consent(s), permission(s) and/or sanction(s), if any, as may be necessary from the concerned statutory/regulatory authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the said statutory/regulatory authorities while granting any such approval(s), consent(s), permission(s), and/or sanction(s), the consent of the Shareholders be and is hereby accorded, to alter the Articles of Association of the Company as detailed below:

Sr. No.	Clause No. as per Old AOA	Existing Article	Amended Article	Justification/Reason
DEFINITIONS AND INTERPRETATION				
1.	2(b)	"Board of Directors" or "Board in relation to a company, means the collective body of the directors of the Company.	"Board of Directors" or "**Directors"** or "Board" or "**Governing Board**" means the collective body of the Directors of the Company;	Definition amended to provide clarity as per Section 2(i) of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, which states that *"governing board"* means the board of directors of a depository.
SHARE CAPITAL AND VARIATION OF RIGHTS				
2.	4	The Authorised Share Capital of the Company is ₹ 150,00,00,000/- (Rupees One Hundred and Fifty Crores only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of ₹ 10/- (Rupees Ten only) each, with power to the Board to classify and reclassify them.	The Authorised Share Capital of the Company shall be as specified in Clause V of the Memorandum of Association of the Company.	In order to broaden the existing capital structure and to enable the Company for issuance of Bonus Shares.
CALLS ON SHARES				
3.	30(1)	If a sum called or payable in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at twenty-four percent per annum or at such other rate, if any, as the Board may determine.	If a sum called or payable in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at **ten percent** per annum or at such other rate, if any, as the Board may determine.	To align the Articles of the Company with the provisions of Article 16(i) of Table F of the Companies Act, 2013.
VOTES MAY BE GIVEN BY PROXY OR BY ATTORNEY				
4.	91	Subject to the provisions of the Act and these Articles, votes may be given either personally or by an attorney or by proxy or in the case of a body corporate also by a representative duly authorised under provision of the Act. An attorney appointed by a Member may vote at General Meeting subject to the receipt of properly executed Proxy Form in accordance with Schedule IX to the Act and pursuant to the provisions of the Act.	Subject to the provisions of the Act and these Articles, votes may be given either personally or by an attorney or by proxy or in the case of a body corporate also by a representative duly authorised under provision of the Act. An attorney appointed by a Member may vote at General Meeting subject to the receipt of properly executed Proxy Form ~~**in accordance with Schedule IX to the Act and**~~ pursuant to the provisions of the Act **and these Articles.**	Language has been amended to align with the corresponding provision of the Companies Act, 2013 and other provisions of the AOA. This Clause is now re-arranged as Clause 105 of the amended AOA.
CASE OF COMPANY BEING A MEMBER OF THIS COMPANY				
5.	98	A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	A member of unsound mind, or in respect of whom an order has been **passed** ~~made~~ by any Court **of competent** ~~having~~ jurisdiction ~~in lunacy~~, may vote, whether on a show of hands or on a poll, by his **authorised representative/s** ~~committee~~ or other legal guardian, and any such **authorised representative/s** ~~committee~~ or guardian may, on a poll, vote by proxy.	Language has been amended to align with the corresponding provision of the Companies Act, 2013. Also, Clause 98 of the old AOA has been re-arranged with certain modifications and now is placed as Clause 96(d) as per the amended AOA.
APPOINTMENT OF PROXY				
6.	104	An instrument appointing a proxy shall be in the form as prescribed in the rules.	An instrument appointing a proxy shall be in the form as prescribed in the rules **made under Section 105 of the Companies, Act 2013.**	Language has been amended to align with the corresponding provision of other articles of the AOA. This Clause is now re-arranged as Clause 111 of the amended AOA.

Sr. No.	Clause No. as per Old AOA	Existing Article	Amended Article	Justification/Reason
BOARD OF DIRECTORS				
7.	107(1)	An elected members of the Board who is a member of any stock exchange and is carrying on the business of purchase and sale of securities and includes a person who is a director or is in the whole time employment of a corporate member of stock exchange, shall not be eligible to hold the office of the director of the Company for a period exceeding three years. However, this restriction shall not apply to other Board members.	Stands deleted	Now the Directorship of the Depository is governed by SEBI (Depositories and Participants) Regulations, 2018 which have clear guidelines (Regulation 25) for the appointment of Directors on the Governing Board of the Company and hence this Clause of the AOA is no longer required.
8.	107(4)	Any employee of the Company may be appointed on the Board in addition to the managing director, and such director shall be deemed to be a shareholder director.	Any employee of the Company may be appointed on the **governing board** in addition to the managing director, and such director shall be deemed to be a **non-independent director.**	Language amended to align with the amendment in SEBI (Depositories and Participants) Regulations, 2018 (Regulation 24(8)). This Clause is now re-arranged as Clause 114(4) of the amended AOA.
DEBENTURE DIRECTOR				
9.	111	Any Trust Deed for securing debentures or debenture stock may, if so agreed provide, for the appointment of, and such provision shall entitle the Trustees thereof or the holders of the debentures or debenture stock as the case may be, to appoint one person as a Director on the Board of Directors of the Company with power to remove any Director so appointed and on vacancy being caused in such office from any cause, whether by resignation, death, removal or otherwise, to appoint another person as a Director of the Company.	Any Trust Deed for securing debentures or debenture stock may, if so agreed provide, for the appointment of, and such provision shall entitle the Trustees thereof, ~~or the holders of the debentures or debenture stock as the case may be~~, to appoint one person as a Director on the Board of Directors of the Company **in accordance with the relevant SEBI Regulations, as applicable,** with power to remove any Director so appointed and on vacancy being caused in such office from any cause, whether by resignation, death, removal or otherwise, to appoint another person as a Director of the Company.	To align the Articles of the Company with the Regulation 23(6) of SEBI (Issue and Listing of Non-Convertible Securities) Regulations 2021 and (Regulation 15(e) - SEBI (Debenture Trustees) Regulations, 1993. This Clause is now re-arranged as Clause 118 of the amended AOA.
APPOINTMENT OF ~~SPONSOR~~/ NON-INDEPENDENT DIRECTORS/ ~~SHAREHOLDER DIRECTORS~~				
10.	112(a)	Subject to the provisions of the Companies Act, the Stock Exchange, Mumbai (BSE) shall be entitled to nominate directors in proportion to the aggregate of equity share capital held by it and other stock exchanges taken together, subject to a ceiling of 40% of the total strength of the Board.	Any Shareholder individually or along with Person acting in concert holding more than 10% or Public Financial Institutions holding more than 4% of the equity shareholding in the Company may nominate one director who shall be termed as Non-Independent Director and the appointment shall be as per the conditions prescribed in SEBI (Depositories and Participants) Regulations, 2018, as amended from time to time.	To enhance good corporate governance practices, the articles has been substituted and the scope of the Articles is widened by promoting the shareholder participation through appointing director on the Governing Board of the Company. [Regulation 22 and (IV) of Part C of Second Schedule of SEBI (Depositories and Participants) Regulations, 2018.] This Clause is now re-arranged as Clause 119(a) of the amended AOA.
11.	112(b)	As long as Bank of India, Bank of Baroda and State Bank of India each hold equity share capital at a level of not less than ₹ 10 crores in the Company, each of these original sponsors/shareholders shall be entitled to appoint one director as its representative on the Board of Directors of the Company.	Stands deleted.	The concept of Sponsor has been removed as per the amended SEBI (Depositories and Participants) Regulations, 2018 and hence this clause of the Articles has been deleted.

Sr. No.	Clause No. as per Old AOA	Existing Article	Amended Article	Justification/Reason
12.	112(c)	The number of public interest directors shall not be less than the number of shareholder directors in the Company and they shall be nominated by SEBI.	The number of public interest directors shall not be less than the number of **Non-Independent Directors**~~/shareholder directors~~ in the Company and they shall be **appointed with prior approval of SEBI.**	Amended to align with the amendment in SEBI (Depositories and Participants) Regulations, 2018. This Clause is now re-arranged as Clause 119(b) of the amended AOA.
13.	112(d)	The Sponsor/shareholder Directors shall be removable at the option of the Governing Board/Board of Directors of the concerned Sponsor/ shareholder and the Governing Board/Board of Directors of the concerned Sponsor/shareholder shall also be entitled to fill up the vacancy so created by nominating such other persons in their place as they deem fit.	The ~~**Sponsor/**~~**Non-Independent Directors**~~/Shareholder Directors~~ shall be removable at the option of the Governing Board/Board of Directors of the concerned ~~**Sponsor/**~~ shareholder and the Governing Board/Board of Directors of the concerned ~~**Sponsor/**~~shareholder shall also be entitled to fill up the vacancy so created by nominating such other persons in their place as they deem fit.	The concept of Sponsor has been removed and language has been amended to align with the amendment in SEBI (Depositories and Participants) Regulations, 2018. This Clause is now re-arranged as Clause 119(c) of the amended AOA.
14.	112(e)	All members on the Board except the whole-time directors, including the Managing Director shall be subject to retirement by rotation and they shall be eligible for re-appointment at the Annual General meeting.	All members on the Board **except Public Interest Director, the Whole-Time Directors and the Managing Director** shall be subject to retirement by rotation and they shall be eligible for re-appointment at the Annual General Meeting.	To provide clarity, the language is modified/added. This Clause is now re-arranged as Clause 119(d) of the amended AOA.
15.	112(f)	Notwithstanding what is stated in (a) to (e) above the appointment and reappointment of all sponsor/ shareholder directors shall be with the prior approval of SEBI.	Notwithstanding what is stated in (a) to (d) above the appointment and re-appointment of all ~~**Sponsor/**~~ **Non-Independent Directors**~~/ Shareholder directors~~ shall be with the prior approval of SEBI.	The concept of Sponsor has been removed and language has been amended to align with the amendment in SEBI (Depositories and Participants) Regulations, 2018. This Clause is now re-arranged as Clause 119(e) of the amended AOA.
APPOINTMENT OF MANAGING DIRECTOR				
16.	114(a)	The appointment, renewal of appointment and termination of service of the managing director of the Company shall be subject to prior approval of SEBI. The appointment of the managing director shall be for tenure not less than three years and not exceeding five years.	The appointment of the Managing Director shall be for a term **as prescribed under SEBI (Depositories and Participants) Regulations, 2018.**	Language has been amended to align with the amendment in Regulation 26 of the SEBI (Depositories and Participants) Regulations, 2018. This Clause is now re-arranged as Clause 121(a) of the amended AOA.
REMUNERATION OF DIRECTORS				
17.	116(3)	In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them- (a) in attending and returning from meetings of the Board of directors or any committee thereof or general meetings of the Company; or (b) in connection with the business of the Company.	Stands deleted.	Clause 116(1) which is now 123(1) already deals with this. Deleted to avoid repetition.

Sr. No.	Clause No. as per Old AOA	Existing Article	Amended Article	Justification/Reason
DISCLOSURE BY DIRECTORS ~~OF APPOINTMENT~~				
18.	122	A Director shall within twenty days of his appointment to or relinquishment of his office as Director, Managing Director, Manager or Secretary in any other body corporate disclose to the Company the particulars relating to his office in the other body corporate which are required to be specified under the Act. The Company shall enter the aforesaid particulars in a register kept for the purpose in conformity with the Act.	A Director shall within **thirty** days of his appointment to or relinquishment of his office as Director, Managing Director, Manager or Secretary in any other body corporate disclose to the Company the particulars relating to his office in the other body corporate which are required to be specified under the Act. The Company shall enter the aforesaid particulars in a register kept for the purpose in conformity with the Act.	To align with the corresponding provision of the Companies Act, 2013. This Clause is now re-arranged as Clause 129 of the amended AOA.
DIRECTORS' POWERS RELATING TO THE DEPOSITORY				
19.	136(1)	The Directors shall have power to organise, maintain, control, manage, regulate and facilitate the operations of the Depository(ies) and the Participants of the Depository(ies) subject to the provisions of these Articles, the Depositories Act and the rules and regulations framed thereunder.	The Directors shall have power to organise, maintain, control, manage, regulate and facilitate the operations of the **Company and their Depository Participants,** subject to the provisions of these Articles, the Depositories Act and the rules and regulations framed thereunder.	Language amended to be more specific about the power of Directors. This Clause is now re-arranged as Clause 144(1) of the amended AOA.
20.	141	RECEIPT OF HOLDER ONE SUFFICIENT	RECEIPT OF **ONE** HOLDER ~~ONE~~ SUFFICIENT	Changes made for grammatical sense. This Clause is now re-arranged as Clause 149 of the amended AOA.
CHANGE IN NOMENCLATURE				
21.	-	The nomenclature of "**Shareholder Director**" was replaced with "**Non-Independent Director**".	The changes are accordingly made to the articles wherever required.	Amendments have been made to the articles to ensure uniformity and compliance with the amended SEBI (D&P) Regulations, 2018.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the 'Board', which term shall include any Committee constituted by the Board for this purpose), Shri Nehal Vora, Managing Director and CEO, Smt. Nayana Ovalekar, Chief Regulatory Officer and Shri Nilay Shah, Company Secretary & Head Legal, be and are hereby severally authorised on behalf of the Company to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution, including but not limited to filing necessary e-forms with the Registrar of Companies and incorporation of amendments/ suggestions/ observations, if any, made by the Registrar of Companies or any other authorities to the extent applicable, without seeking any further consent or approval of the Shareholders or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolution certified to be true copies by any Director or Company Secretary of the Company be forwarded to whomsoever it may concern for necessary action."

6. To approve the issuance of Bonus Shares:

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 63 and 179 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act read with Rules made thereunder, and Articles of Association of the Company and in accordance with applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Foreign Exchange Management Act, 1999 ("FEMA") and all other applicable Regulations, Rules and guidelines issued from time to time by Securities and Exchange Board of India ("SEBI") and the Reserve Bank of India ("RBI") and other statutory/regulatory authorities (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof for the time being in force) and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and modifications, if any, as may be specified while according such approvals, consent of the

Shareholders be and is hereby accorded to the Board of Directors of the Company ('the Board', the term which shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum of ₹ 1,04,50,00,000/- (Rupees One Hundred Four Crores and Fifty Lakhs Only) standing to the credit of free reserves including General Reserves and Retained Earnings of the Company as determined by the Board of the Company, for the purpose of the issuance of Bonus Shares in the proportion of 1:1 i.e. 1 (One) new fully paid-up Equity Share of ₹ 10/- (Rupees Ten Only) each for every 1 (One) existing fully paid-up Equity Share of ₹ 10/- (Rupees Ten Only) each to the eligible Shareholders of the Company whose names appear in the Register of Shareholders of the Company/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the 'Record Date' as may be fixed by the Board or Management and that the new Bonus Shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up Capital of the Company held by each such Shareholders and not as income in lieu of dividend credited.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and the new Equity Shares of ₹ 10/- (Rupee Ten Only) each to be issued and allotted as Bonus Shares shall be issued in dematerialised form only and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects and carry the same rights as the existing fully paid-up Equity Shares of the Company except that these Bonus Shares shall not be eligible for dividend for the year ended March 31, 2024, and shall be entitled to participate in full in any dividend/s and any other corporate action(s) to be declared after the Bonus Shares so allotted.

RESOLVED FURTHER THAT pursuant to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the allotment of shares in Bonus Issue shall be made only in dematerialised form and thus in the case of Shareholders who hold Equity Shares in dematerialised form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Shareholders with their respective Depository Participant(s) and in the case of Shareholders who hold Equity Shares in physical form, the Bonus Shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to the guidelines issued by SEBI, in this regard.

RESOLVED FURTHER THAT the issue and allotment of new Bonus Shares to the extent that they relate to Non-Resident [including Non-Resident Indians ("NRIs"), Overseas Citizen of India (OCI), Overseas Corporate Bodies ("OCBs"), Foreign Portfolio Investors ("FPIs"), Persons of Indian Origin (PIO) and other foreign Shareholders of the Company, shall be subject to the approval, if any, of the RBI under the FEMA and other applicable rules/regulations/guidelines issued/ amended by RBI from time to time, in this regard.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the Bonus Shares, the Board of Directors be and is hereby authorised to make suitable arrangements to deal with such fractions for the benefit of the eligible Shareholders, including but not limited to, allotting the total number of new Equity Shares representing such fractions to a person(s) to be appointed by the Board of Directors who would hold them in trust for such Shareholders and shall, as soon as possible, sell such Equity Shares at the prevailing market rate and the net sale proceeds of such Equity Shares, after adjusting the cost and the expense in respect thereof, be distributed among such Shareholders who are entitled to such fractions in the proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT Shri Nehal Vora, Managing Director & CEO, Smt. Nayana Ovalekar, Chief Regulatory Officer and Shri Nilay Shah, Company Secretary & Head Legal, be and are hereby severally authorised to determine the record date for the purpose of issue and allotment of Bonus Shares including to alter/modify/extend the calendar of events.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the 'Board', which term shall include any Committee constituted by the Board for this purpose), Shri Nehal Vora, Managing Director & CEO, Smt. Nayana Ovalekar, Chief Regulatory Officer, Shri Girish Amesara, Chief Financial Officer and Head HR and Shri Nilay Shah, Company Secretary & Head Legal, be and are hereby severally authorised to do all such acts, deeds, matters and things including but not limited to execution and filing of all such documents, instruments and writings as may be required; filing of any documents with the SEBI, Stock Exchange, Depositories, Ministry of Corporate Affairs and/or any concerned authorities; applying and seeking necessary approvals from the authorities; to settle any question, difficulty or doubt that may arise in this regard, to take necessary steps for listing of Bonus Shares so allotted on the Stock Exchange where the shares of the Company are listed as per applicable laws, rules, regulations and guidelines and to do such acts as it may in its sole and absolute discretion deem necessary or desirable for such purpose, expedient or incidental to give effect to this resolution as they may in their absolute discretion deem necessary or desirable in connection with such alteration or any matters incidental thereto without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT a copy of the aforesaid resolution, certified to be true copies by any Director or Company Secretary of the Company, be forwarded to whomsoever it may concern for necessary action."

7. To approve increase in Investment limits under Section 186 of the Companies Act, 2013.

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"**RESOLVED THAT** in supersession of earlier resolution passed in this regard and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules made thereunder, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and any other laws as may be applicable to the Company (including any statutory modification(s) and amendment(s) thereto or re-enactments thereof, for the time being in force), applicable provisions of Articles of Association of the Company, the consent of Shareholders of the Company be and is hereby accorded to, *inter alia*, (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company, however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time ₹ 2,000 Crores (Rupees Two Thousand Crores Only)

RESOLVED FURTHER THAT Shri Nehal Vora, Managing Director & CEO, Shri Girish Amesara, Chief Financial Officer and Head HR, Shri Swaroopkumar Gothi, Financial Controller and Shri Nilay Shah, Company Secretary and Head Legal, be and are hereby severally authorised to file requisite forms or applications with the concerned Statutory/Regulatory Authorities and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By order of the Board of Directors
For Central Depository Services (India) Limited

Nilay Shah
Company Secretary and Head Legal
(Membership No. ACS 20586)

Place : Mumbai
Date : July 02, 2024

Registered Office:
Unit No. A-2501, Marathon Futurex,
Mafatlal Mills Compound, N.M. Joshi Marg,
Lower Parel (East), Mumbai - 400 013,
Maharashtra, India.

NOTES:

EXPLANATORY STATEMENT

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 **("the Act")** setting out all material facts concerning the special business and the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **("SEBI Listing Regulations")** and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment are annexed hereto this Notice.

VIRTUAL MEETING

2. The Shareholders may note that in compliance with the provisions of the Ministry of Corporate Affairs read with General Circular No. 09/2023 dated September 25, 2023, No. 10/2022 dated December 28, 2022 and No. 20/2020 dated May 05, 2020, and other circulars issued in this respect **("MCA Circulars")**, allowed the Companies to conduct the AGM through VC/OAVM till September 30, 2024. The Securities and Exchange Board of India has also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and other circulars issued in this regard **("SEBI Circulars")** provided certain relaxations from compliance with certain regulations of the SEBI Listing Regulations. In compliance with these MCA Circulars, SEBI Circulars, provisions of the Act and the SEBI Listing Regulations, the 26th AGM of the Company is being conducted through VC/OAVM facility, without the physical presence of Members. The Notice of the AGM along with the Annual Report for the FY 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories unless a Member has requested for a physical copy of the same. The Notice calling the 26th AGM along with the Annual Report for the FY 2023-24 will also be available on the website of the Company at **https://www.cdslindia.com/**, website of the Stock Exchange i.e. National Stock Exchange of India Limited **("NSE")** at **https://www.nseindia.com/** and the website of Service Provider KFin Technologies Limited ("**KFin**") at **https://evoting.kfintech.com/public/Downloads.aspx**

3. Pursuant to Section 105 of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on their behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, in accordance with the applicable various circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the 26th AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. The deemed venue for the AGM of the Company shall be CDSL Board Room, Unit No. A-3401, Marathon Futurex, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai - 400 013, Maharashtra, India.

AUTHORISED REPRESENTATIVE

4. Pursuant to Section 113 of the Act, Institutional/ Corporate Shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting and e-voting during the AGM to the Scrutiniser at **csvatsaldoshi@cadoshi.com**.

INSPECTION OF DOCUMENTS

5. The Register of Directors' and Key Managerial Personnels' and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act will be available for inspection for the Members of the Company electronically during the 26th AGM on the website of the service provider, KFin.

6. The electronic copy of all the documents referred to in the Notice will be available for inspection to the Members of the Company. The Members are requested to send an email on **cdslagm@cdslindia.com** from their registered Email ID with the Company. Post verification of the Shareholder/Email ID, the said documents would be provided for inspection.

DIVIDEND RELATED INFORMATION

7. Subject to the provisions of the Act, Final Dividend of ₹ 19/- (190%), and Special Dividend of ₹ 3/- (30%) per share as recommended by the Board of Directors, if declared at the AGM, will be paid within a period of 30 days from the date of declaration to those Members or their mandates whose names appear as beneficial owners with Depositories or in the Register of Members as on July 16, 2024, subject to deduction of Income Tax at source wherever applicable as under:

   a) To all the beneficial owners in respect of shares held in dematerialised form as per the data as may be made available by Central Depository Services (India) Limited **("CDSL")** and National Securities Depository Limited **("NSDL")** as on July 16, 2024.

   b) To all the Members in respect of shares held in physical form after giving effect to all valid transmission/transposition in respect of valid requests lodged with the Company on the Record Date i.e., July 16, 2024.

TAX RELATED INFORMATION

8. Pursuant to the Finance Act, 2020, Dividend Income will be taxable in the hands of the Shareholders w.e.f. April 01, 2020 and the Company is required to deduct Tax at Source **("TDS")** from Dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 **("the IT Act")**. In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number **("PAN"),** Category as per the IT Act with their Depository Participants **("DPs")** or in case shares are held in physical form, with the Company, by sending documents through e-mail to **rnt.helpdesk@linkintime.co.in** by August 02, 2024. Additionally, the Shareholders are also requested to refer para 10 below and provide necessary declaration/information on the following link: **https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html**

9. The rate of TDS as per the IT Act, would depend upon the status of the recipient and is explained herein below:

i. Resident Shareholders:

In case of resident Shareholders, Section 194 of the IT Act provides mandate for withholding tax @10% on Dividend Income. In absence of PAN, invalid PAN or PAN-Aadhaar not being linked (applicable from July 01, onwards) or person being categorised as specified person (to be verified from the Government enabled utility) TDS rate of 20% will apply.

Resident Shareholders, being an individual, whose total dividend income in a financial year exceeds ₹ 5,000 and who wish to receive Dividend without deduction of tax at source may submit a declaration in Form No. 15G/ Form No. 15H. Template of Form No. 15G/15H can also be downloaded from the website of the Company.

Shareholders are requested to note that while submission of original form is mandatory, they may submit the said documents on the following link: **https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html**

Nil/lower tax shall be deducted on the Dividend payable to following resident Shareholders on submission of self declaration as listed below:

1. Insurance Companies: Declaration by Shareholder qualifying as Insurer as per Section 2(7A) of the Insurance Act, 1938 along with self-attested copy of PAN card;
2. Mutual Funds: Declaration by Mutual Fund Shareholder eligible for exemption under Section 10(23D) of the IT Act along with self-attested copy of registration documents and PAN card;
3. Alternative Investment Fund (AIF) established in India: Declaration that the Shareholder is eligible for exemption under Section 10(23FBA) of the IT Act and they are established as Category I or Category II AIF under the SEBI regulations, along with copy of self attested registration documents and PAN card;
4. New Pension System Trust: Declaration along with self-attested copy of documentary evidence supporting the exemption and self attested copy of PAN card;
5. Other Shareholders: Declaration along with self attested copy of documentary evidence supporting the exemption and self-attested copy of PAN card;
6. Shareholders who have provided a valid certificate issued under Section 197 of the IT Act for lower/nil rate of deduction or an exemption certificate issued by the Income Tax authorities along with Declaration.

ii. Non-resident Shareholders:

In case of non-resident Shareholders other than foreign companies and firms, the IT Act provides mandate for withholding tax at the rate of 20% plus applicable surcharge and health and education cess of 4% on dividend income making effective rate of TDS as under:

Particulars	Surcharge Rate	Effective TDS rate
Dividend Income not exceeding ₹ 50,00,000	Nil	20.80%
Dividend Income exceeds ₹ 50,00,000 but does not exceed ₹ 1,00,00,000	10%	22.88%
Dividend Income exceeding ₹ 1,00,00,000	15%	23.92%

In case of Shareholders, being foreign companies, the IT Act provides mandate for withholding tax at the rate of 20% plus applicable surcharge and health & education cess of 4% on Dividend Income making effective rate of TDS as under:

Particulars	Surcharge Rate	Effective TDS rate
Dividend Income not exceeding ₹ 1,00,00,000	Nil	20.80%
Dividend Income exceeds ₹ 1,00,00,000 but does not exceed ₹ 10,00,00,000	2%	21.22%
Dividend Income exceeding ₹ 10,00,00,000	5%	21.84%

In case of Shareholders, being foreign firms/LLP, the IT Act provides mandate for withholding tax at the rate of 20% plus applicable surcharge and health & education cess of 4% on Dividend Income making effective rate of TDS as under:

Particulars	Surcharge Rate	Effective TDS rate
Dividend Income not exceeding ₹ 1,00,00,000	Nil	20.80%
Dividend Income exceeds ₹ 1,00,00,000	12%	23.30%

In respect of non-resident Shareholders (including foreign companies), the TDS rates mentioned above will be further subject to any benefits available under the Double Taxation Avoidance Agreement **("DTAA")** read with Multilateral Instrument **("MLI")** provisions, if any, between India and the country in which the non-resident is considered resident in terms of such DTAA read with MLI.

In order to claim benefit under DTAA, the non-resident Shareholders would be required to submit the following documents on or before August 02, 2024:

- Tax Residency Certificate **("TRC")** issued by the Tax/Government authority of the country in which the Non-Resident Shareholder is a resident of (valid for the FY 2023-24);
- Form 10F filed electronically on the Indian Income Tax web portal pursuant to Notification no. 03/2022 dated July 16, 2022, as required under the Income-tax Act;
- Declaration from Shareholders stating the following [template available on the website of the Company]:
  - That the Shareholder did not at any time during the relevant year have a permanent establishment in India;
  - That the Shareholder is the beneficial owner of the Dividend;
  - That the construct and affairs of the Shareholder is not arranged with the main or principal purpose of obtaining any tax benefits, directly or indirectly, under the Tax Treaty;
  - That the arrangement of the Shareholder is not covered under impermissible avoidance arrangement.
- Permanent Account Number – In absence of PAN, Shareholder is required to provide the following details:
  - Contact Address:
  - E-mail Address:
  - Contact Number:
  - Tax identification number:

Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review of the documents submitted by the non-resident Shareholders. The Company will apply its sole discretion and is not obligated to apply the beneficial DTAA rates for tax deduction on Dividend payable to Shareholders.

Please note:

1. Shareholders holding shares under multiple accounts under different status/category (e.g. resident and non-resident) and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.
2. For Shareholders who are identified as "Specified Persons" under Section 206AB of the IT Act, higher tax rate as applicable would be deducted if:
   a) Shareholder has not filed the return of income for the assessment year relevant to the previous year immediately before the previous year in which tax is required to be deducted/ collected. Previous year for FY 2024-25 would be FY 2023-24.
   b) Aggregate of tax deducted at source and tax collected at source is Rupees Fifty Thousand or more in the said previous year.

For the purpose of TDS, Company will verify the status (i.e., Specified Person or not) from the Government enabled online facility and deduct TDS accordingly.

It may be further noted that, in case the tax on said Dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents from you or on application of provisions of Section 206AB of the IT Act, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

No claim shall lie against the Company for such taxes deducted.

In the event of any Income Tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also provide the Company with all information/documents and co-operation in any appellate proceedings.

Disclaimer: This communication shall not be treated as an advice from the Company. Shareholders should obtain the tax advice related to their tax matters from a tax professional.

10. **Declaration under Rule 37BA of Income Tax Rules, 1962:**

In terms of Rule 37BA of the Income Tax Rules, 1962, if Dividend Income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration

with Company in the manner prescribed in the Rules. The draft format of the declaration is attached herewith.

Kindly note that below-mentioned declaration for giving credit of taxes deducted to the beneficial owner should be made on or before August 02, 2024. Requests received after August 02, 2024 will not be entertained and Tax on dividend would be deducted in the name of deductee.

Declaration:

Date:

To,
Central Depository Services (India) Limited,
Unit No. A-2501, Marathon Futurex,
Mafatlal Mills Compound, N.M. Joshi Marg,
Lower Parel (East), Mumbai - 400 013.

Sub: Declaration under Rule 37BA of Income Tax Rules, 1962.

We _____, are currently holding shares of Central Depository Services (India) Limited ["CDSL"] on behalf of the _____. We understand that CDSL has declared a dividend of ₹ 22/- per share for FY 2023-24 and shall soon be paying the same to us, as we are a Shareholder of CDSL.

We hereby declare that said Dividend Income on the shares belongs to and is assessable in hands of below mentioned Shareholders who are actual beneficial owners and entitled to receive such Dividend Income. Thus, we hereby request your good self to deduct tax on such Dividend Income in the name of the said Shareholders and report the Dividend Income against the PAN of the respective Shareholders.

Details about the Shareholders to whom shares and Dividend Income belongs and credit to be given are as follows:

Sr. No.	Shareholder's Name	Address	PAN	No of Shares held by us	Expected Dividend Amount

We undertake and confirm that Dividend to be received by us for the above-mentioned Shareholders does not belong to us and we shall not claim credit of the TDS applied on the said income.

We request that while furnishing the information to the Income Tax Department in your TDS statement/return, the details of Dividend Income and corresponding TDS on the same should be stated in name of the above-mentioned Shareholders instead of us.

The above declaration is in terms of Section 199 of the IT Act read with Rule 37BA(2) of the Income Tax Rules, 1962 and is based on which tax is deducted at source by the Company. It would be in due compliance of law by the Company.

We seek your co-operation in this regard.

Thanking you,
Yours faithfully,

For _____
Signature of Authorised person

Name: _____
Designation: _____

11. **TDS to be deducted at higher rate in case of non-linkage of PAN with Aadhaar:**

As per Section 139AA of the IT Act every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/inoperative and tax shall be deducted at the rate of 20% as per the provisions of Section 206AA of the IT Act. The Company will be using functionality of the Income Tax department for the above purpose. Shareholders may visit **https://www.incometax.gov.in/iec/foportal/** for FAQ issued by the Government on PAN Aadhaar linking.

12. Further, in order to receive the Dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the Dividends directly in their Bank Accounts through Electronic Clearing Service or any other means, are requested to send a scanned copy of the following details/ documents at **rnt.helpdesk@linkintime.co.in** on or before August 02, 2024. The Members shall note that no declarations shall be accepted thereafter.

    a) folio number, complete address and following details relating to Bank Account in which the Dividend is to be received:

        i. Name and Branch of Bank;

        ii. Bank Account type (Savings/Current);

        iii. Bank Account Number; and

        iv. IFSC Code.

    b) self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;

c) self-attested scanned copy of the PAN Card; and

d) self-attested scanned copy of proof of address namely AADHAAR Card, Driving License, Election Identity Card or Passport in support of the address of the Member as registered with the Company.

13. **Communication in respect of deduction of tax at source on Dividend payout:**

For all Shareholders:

The aforementioned forms for tax exemption can be downloaded from website of the Registrar and Share Transfer Agent **("RTA")** of the Company, M/s. Link Intime India Private Limited. The URL for the same is as under:

https://liiplweb.linkintime.co.in/client-downloads.html

On this page select the General tab. All the forms are available under the head "Form 15G/15H/10F".

The aforementioned documents (duly completed and signed) are required to be uploaded on the URL mentioned below:

https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html

On this page the user shall be prompted to select/share the following information to register their request.

1. Select the Company (Dropdown)
2. Folio/DP-Client ID
3. PAN
4. Financial year (Dropdown)
5. Form selection
6. Document attachment – 1 (PAN)
7. Document attachment – 2 (Forms)
8. Document attachment – 3 (Any other supporting document)

Please note that the upload of documents (duly completed and signed) on the website of the RTA of the Company should be done on or before **August 02, 2024,** in order to enable the Company to determine and deduct appropriate TDS/Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/deduction shall be considered after **August 02, 2024.**

Shareholders may note that in case the tax on said Dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, option is available to Shareholder to file the return of income as per IT Act and claim an appropriate refund, if eligible.

All communications/queries in this respect should be addressed to the RTA of the Company to its e-mail address **rnt.helpdesk@linkintime.co.in**. This e-mail id is only for the purpose of queries and no forms will be accepted here.

Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective Depository Participant(s) ("DPs"). The Company/Company's RTA will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the Bank Account details. The said details will be considered as furnished by the DPs to the Company.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the Dividend paid on shares held in electronic form.

14. As per the provisions of Section 72 of the Act, facility for making nominations is now available to individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the RTA of the Company. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.

15. Non-resident Indian Members are requested to inform the RTA of the Company or to the concerned DP, as the case may be, immediately:

a) the change in the residential status on return to India for permanent settlement.

b) the particulars of the NRE Account with a Bank in India, if not furnished earlier.

16. To deter the incidence of fraudulent encashment of the Dividend Warrants, Members holding shares in physical mode, are requested to intimate the RTA of the Company under the signature of the Sole/First joint holder, the following information, so that the bank account number and address of the bank can be printed on the Dividend Warrants; which will be used by the Company for Dividend payments:

1) Name of Sole/First Joint holder and Folio No.

2) Particulars of Bank Account viz.:

i) Name of the Bank;

ii) Name of the Branch with Branch Code/IFSC Code;

iii) Complete address of the Bank with Pin Code Number;

iv) Account type, whether Saving Bank (SB) or Current Account (CA); and

v) Bank Account number allotted by the Bank.

17. In case of Members holding shares in electronic form, Bank Account details provided by the DPs will be used by the Company for payment of Dividend and printing Dividend Warrants.

18. The details of Unclaimed Dividend amounts are available on the website of the Company at **www.cdslindia.com** under Investor relations - Shareholders corner - Unpaid and Unclaimed Dividend. Shareholders who wish to

claim their Unpaid/Unclaimed Dividend(s) may send a written request to the Secretarial Department on e-mail ID: **shareholders@cdslindia.com** or to the RTA of the Company on e-mail ID: **rnt.helpdesk@linkintime.co.in** or by post to RTA's address at C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai - 400 083, Maharashtra, India.

19. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs and those holding shares in physical form are requested to submit their PAN to the RTA of the Company on **rnt.helpdesk@linkintime.co.in**.

20. In case of any general queries/grievances, Members may reach RTA of the Company, on Tel No. 810 811 6767 and E-mail ID: **rnt.helpdesk@linkintime.co.in.**

    In case of queries/grievances related to e-voting and e-meeting, Members may refer the Frequently Asked Questions **("FAQs")** for Members and e-voting User Manual available at the 'download' section of **https://evoting.kfintech.com/public/Faq.aspx.** or call KFin on 1800-309-4001 (toll free).

21. For Members who hold shares in physical form, the SEBI, vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 read with SEBI/HO/MIRSD/POD1/P/CIR/2024/81 dated June 10, 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.). In case any of the aforesaid documents/details are not available in the record of the Company/RTA, the Member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details/documents. Further, with effect from April 01, 2024, any payment of dividend shall only be made in electronic mode to such Members.

22. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation Members are advised to dematerialise the shares held by them in physical form. Member can contact the Company/its RTA, for assistance in this regard.

E-VOTING FACILITATOR

23. KFin will be providing facility for voting through remote e-voting, for participation in the 26th AGM through VC/OAVM facility and e-voting during the 26th AGM.

24. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

'SWAYAM' Investor Self-Service Portal

25. 'SWAYAM' is a secure, user-friendly web-based application, developed by "Link Intime India Pvt Ltd.", our Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

    This application can be accessed at **https://swayam.linkintime.co.in**

    - Effective Resolution of Service Request -Generate and Track Service Requests/Complaints through SWAYAM.
    - Features - A user-friendly GUI.
    - Track Corporate Actions like Dividend/Interest/Bonus/split.
    - PAN-based investments – Provides access to linked PAN accounts, Company wise holdings and security valuations.
    - Effortlessly Raise request for Unpaid Amounts.
    - Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
    - Statements – View entire holdings and status of corporate benefits.
    - Two-factor authentication (2FA) at Login - Enhances security for investors.

PROCEDURE FOR REMOTE E-VOTING:

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to e-voting facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

ii. However, pursuant to the above-mentioned SEBI Circular e-voting process has been enabled to all the **individual demat account holders,** by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.

iii. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider **("ESP")** thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

iv. The remote e-voting period commences on **Wednesday, August 14, 2024 9:00 a.m. (IST) and ends on Friday, August 16, 2024 5:00 p.m. (IST).**

v. Members holding shares in physical or dematerialised form, as on the cut-off date, being August 10, 2024, to exercise their right to vote through electronic means from a place other than the venue of the Meeting on the businesses specified in the accompanying Notice (the "**Remote e-voting**").

vi. In case of joint holders attending the AGM through VC/OAVM, only such joint holder who is higher in the order of names will be entitled to vote.

vii. The voting rights of Members shall be in proportion to their shares in the Paid-Up Equity Share Capital of the Company as on the cut-off date i.e. August 10, 2024.

viii. Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at **evoting@kfintech.com**. However, if they are already registered with KFin for remote e-voting then they can use their existing User ID and password for casting the vote.

ix. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-voting and joining virtual Meeting for Individual Shareholders holding securities in demat mode." Shareholders are advised to update their mobile number and e-mail Id in their Demat accounts to access e-voting facility.

x. The details of the process and manner for remote e-voting and virtual Meeting **("e-AGM")** are explained herein below:

Details on Step 1 are mentioned below:

I) Login method for remote e-voting for Individual Shareholders holding securities in demat mode.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited ("CDSL")	**1. Existing user who have opted for Easi/Easiest:** I. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. II. Option will be made available to reach e-voting page without any further authentication. III. The users to login to Easi/Easiest are requested to visit CDSL website **www.cdslindia.com** and click on login icon & select Myeasi Tab. IV. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. V. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or join virtual meeting & vote during the meeting. VI. Additionally, links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. **2. User is not registered for Easi/Easiest:** I. Option to register is available at CDSL's website **www.cdslindia.com** II. Click on login & select New System Myeasi Tab and then click on registration option. III. The user can directly access e-voting page by providing Demat Account Number and PAN from an e-voting link available on **www.cdslindia.com** home page. **3. By visiting the e-voting website of CDSL:** I. Visit URL: **https://evoting.cdslindia.com/Evoting/EvotingLogin** II. Provide your Demat Account Number and PAN. III. System will authenticate user by sending OTP on registered Mobile & Email ID as recorded in the Demat Account. IV. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with National Securities Depository Limited ("NSDL")	**1. User already registered for IDeAS facility:** I. Visit URL: **https://eservices.nsdl.com** II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting" IV. Click on Company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period. **2. User not registered for IDeAS e-Services:** I. To register click on link: **https://eservices.nsdl.com** either on a personal computer or on a mobile. I. Select "Register Online for IDeAS" Portal or click on **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp** II. Proceed with completing the required fields. **3. By visiting the e-voting website of NSDL:** I. Open URL: **https://www.evoting.nsdl.com/** either on a personal computer or on a mobile. II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat Account Number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. V. Click on Company's name or e-voting service provider's name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period.
Individual Shareholder login through their demat accounts/Website of Depository Participants ("DP")	I. You can also login using the login credentials of your Demat Account through your DP registered with NSDL /CDSL for e-voting facility. II. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL /CDSL Depository site after successful authentication, wherein you can see e-voting feature. III. Click on Company's name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Note: *Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.*

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at **helpdesk.evoting@cdslindia.com** or contact at toll free no. 1800 22 55 33.
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at **evoting@nsdl.co.in** or contact at 022 – 48867000.

Details on Step 2 are mentioned below:

II) Login method for remote e-voting for Shareholders other than individual's Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

i. Initial password is provided in the body of the e-mail.

ii. Launch internet browser by typing the URL: **https://evoting.kfintech.com** in the address bar.

iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.

iv. After entering these details appropriately, click on "LOGIN".

v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, $, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi. You need to login again with the new credentials.

vii. On successful login, the system will prompt you to select the "EVENT" i.e., **"Central Depository Services (India) Limited AGM"**.

Process for remote e-voting is as under:

a) On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.

b) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

c) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

d) You may then cast your vote by selecting an appropriate option and click on "Submit".

e) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

f) Institutional/Corporate Shareholders (i.e. other than Individuals HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at E-mail ID **csvatsaldoshi@cadoshi.com** with a copy marked to **evoting@kfintech.com**. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_EVENT No."

Details on Step 3 are mentioned below:

III) Instructions for all the Shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-voting during the AGM.

i. Members will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFIN. Members may access the same at **https://emeetings.kfintech.com/** by using the e-voting login credentials provided in the e-mail received from the Company/ KFin. After logging in, click on the Video Conference tab and select the EVENT of the Company. Click on the video symbol and accept the Meeting etiquettes to join the Meeting. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.

ii. Facility for joining AGM through VC/OAVM shall open atleast 15 minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned herein.

iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Microsoft Edge, Mozilla Firefox 22.

iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/ folio number, e-mail id, mobile number at **cdslagm@cdslindia.com** Questions/queries received by the Company till August 15, 2024 shall only be considered and responded during the AGM.

vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM and 15 minutes after the conclusion of the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the e-voting icon displayed on the screen to cast their votes.

vii. A Member can opt for only single mode of voting i.e., either through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

viii. Facility of joining the AGM through VC/OAVM shall be available for atleast 2000 Members on first come first served basis.

ix. Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.

OTP Based Login:

Along with the User ID and Password option, Shareholders can also use the "Registered Mobile with Folio" to login on the e-Meeting webpage. If Mobile is not registered with folio, you are requested to follow the instructions below:

1. For Shareholders in demat mode, please reach out to your respective Depository Participant.

2. For Physical Shareholders, kindly submit Form ISR-1 with the required documents with the RTA of the Company.

Live Webcast of AGM:

i) The Company is providing facility of one-way live webcast of the proceedings of AGM. Members who are entitled to participate in the AGM can view the proceedings of AGM by logging on the e-voting website of KFin at **https://emeetings.kfintech.com** using their secure login credentials, provided for e-voting or with the registered mobile and OTP option. Members are encouraged to use this facility of webcast.

GENERAL INSTRUCTIONS:

i) Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to update their e-mail addresses by writing to the RTA of the Company, Link Intime India Private Limited, at their address C - 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai - 400 083, Tel No: 810 811 6767 or at **rnt.helpdesk@linkintime.co.in**. Members holding shares in dematerialised mode are requested to register/update their e-mail addresses by contacting the concerned Depository Participant.

ii) Alternatively, Member may send an e-mail request at the E-mail ID **rnt.helpdesk@linkintime.co.in**. along with scanned copy of the signed request letter providing the e-mail address, mobile number, self attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual Report, Notice of AGM and the e-voting instructions. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

iii) SEBI, vide its Circulars dated November 03, 2021, read with subsequent circulars issued in this regard, has mandated the furnishing of PAN, KYC details and nomination by holders of physical securities. Therefore, Members are requested to ensure that at least one of the cited documents/details as enunciated in the said circular are registered with the Company/RTA.

iv) In case a holder of physical securities fails to furnish the aforesaid details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.

v) The formats for Nomination and Updation of KYC details in accordance with the SEBI Circulars are available on the website of the RTA at the link **https://liiplweb.linkintime.co.in/client-downloads.html** and under "Investor" section of the Company's website at the link **https://www.cdslindia.com/InvestorRels/ShareholderCorner.html**

vi) Members who have exercised their right to vote through Remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the Paid-Up Equity Share Capital of the Company as on the cut-off date being August 10, 2024.

OTHER INSTRUCTIONS:

I. **Speaker Registration:** The Members who wish to speak during the Meeting may register themselves as speakers for the AGM to express their views. They can visit **https://emeetings.kfintech.com** and login through the User ID and password provided in the mail received from RTA. On successful login, select 'Speaker Registration' which will open from **Monday, August 12, 2024** at **9:00 a.m. (IST)** to **Thursday, August 15, 2024** till **5:00 p.m. (IST)**. Members shall be provided a 'queue number' before the AGM. Only those Members who hold shares on the cut-off date and have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

Post your Question: The Members who wish to post their questions prior to the Meeting can do the same by visiting **https://emeetings.kfintech.com.** Please login through the User ID and password provided in the mail received from RTA. On successful login, select 'Post your Question' option which will open from **Monday, August 12, 2024** at **9:00 a.m. (IST)** to **Thursday, August 15, 2024** till **5:00 p.m. (IST)**.

II. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of **https://evoting.kfintech.com** **("KFin's Website")** or send an e-mail at **evoting@kfintech.com** or call KFin's toll free No. 1800-309-4001 for any further clarifications.

III. A video guide assisting the Members attending e-AGM either as a speaker or participant is available for quick reference at URL **https://emeetings.kfintech.com/**, under the "How It Works" tab placed on top of the page.

IV. The Members whose names appear in the Register of Members/List of Beneficial Owners as on August 10, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

V. In case a person (individual holding shares in physical mode/non-individuals) has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting, they may obtain the User ID and Password in the manner as mentioned below:

   i. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

      1. Example for NSDL:
      2. MYEPWD <SPACE> IN12345612345678
      3. Example for CDSL:
      4. MYEPWD <SPACE> 1402345612345678
      5. Example for Physical:
      6. MYEPWD <SPACE> XXXX1234567890

   ii. If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of **https://evoting.kfintech.com/**, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

   iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin at toll free number 1800-309-4001 or write to them at **emeetings@kfintech.com**.

VI. Shri Vatsal Doshi, Proprietor of M/s. Vatsal Doshi & Associates, Practicing Company Secretaries has been appointed as the Scrutiniser to scrutinise the remote e-voting and voting at the AGM in a fair and transparent manner.

VII. The Scrutiniser shall, after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and make, not later than two working days of the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairperson of the Meeting or a person authorised by the Chairperson in writing, who shall countersign the same and declare the results of the voting forthwith. The Scrutiniser's decision on the validity of the vote shall be final and binding.

VIII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e., Saturday, August 17, 2024.

IX. The results shall be declared either by the Chairperson of the Meeting or a person authorised by the Chairperson, along with the Scrutiniser's Report, shall be placed on the Company's website: **www.cdslindia.com** and on the website of KFin Technologies Limited: **https://evoting.kfintech.com/** immediately after the result declared by the Chairperson or any other person authorised by the Chairperson and the same shall be communicated to National Stock Exchange of India Limited, where the shares of the Company are listed. The result shall also be displayed at the registered office of the Company.

26. The Audited Accounts of the Company and its Subsidiary Companies are available on the Company's website at **https://www.cdslindia.com/InvestorRels/AnnualReports.html**.

27. The annual accounts of the Subsidiary Companies and the related detailed information shall be made available to Shareholders seeking such information at any point of time.

28. The term 'Members' has been used to denote 'Shareholders' of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following statement sets out all material facts relating to Special Business as mentioned in the accompanying Notice:

Item No. 4

The existing Authorised Share Capital of the Company is ₹ 1,50,00,00,000/- (Rupees One Hundred and Fifty Crores Only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each.

In order to broaden the existing capital structure of the Company and to enable the Company to issue Bonus Shares, the Board of Directors of the Company at its Meeting held on July 02, 2024, proposed to increase the Authorised Share Capital of the Company from ₹ 1,50,00,00,000/- (Rupees One Hundred and Fifty Crores Only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 3,00,00,00,000/- (Rupees Three Hundred Crores Only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each ranking *pari passu* in all respect with the existing Equity Shares of the Company and accordingly alter the Authorised Share Capital in *Clause V* of the Memorandum of Association of the Company.

Pursuant to the provisions of Section 13, 61, 64 and Rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, an increase in the Authorised Share Capital and alteration *Clause V* of Memorandum of Association of the Company requires the approval of the Members.

Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary Resolution as set out in Item No. 4 in the Notice.

The draft of the altered Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

The Board of Directors recommends the above Ordinary Resolution for your approval.

None of the Directors, Manager, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 4 of the Notice save and except to the extend of their respective interest as Shareholders of the Company, as applicable.

Item No. 5

Pursuant to amendments in the SEBI (Depositories and Participants) Regulations, 2018 [D&P Regulations] notified vide Gazette Notification dated February 28, 2023 and applicable w.e.f. August 28, 2023, there was a requirement to alter the Articles of Association of the Company to align with these amendments. The Board of Directors of the Company at its Meeting held on February 03, 2024, had approved the alteration of Articles of Association of the Company.

Additionally, the Board of Directors of the Company at its Meeting held on July 02, 2024, had approved the issuance of Bonus Shares of the Company, which will also require alteration of *Clause 4 (Share Capital)* of the Articles of Association of the Company.

Pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder any alteration in the Articles of Association of the Company requires the approval of the Members.

The relevant clauses of AOA which are proposed to be amended are detailed in the Resolution.

Accordingly, approval of the Members of the Company be and is hereby sought by way of Special Resolution as set out in Item No. 5 in the Notice.

The draft of the altered Articles of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

The Board hereby recommends the above Special Resolution for your approval.

None of the Directors, Manager, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 5 of the Notice save and except to the extend of their respective interest as Shareholders of the Company, as applicable.

Item No. 6

In order to commemorate the 25-year silver jubilee celebrations and to further enhance Shareholders' value, the Board of Directors of the Company at its Meeting held on July 02, 2024, after considering the available reserves, subject to the consent of the Shareholders of the Company and all other requisite approvals, permissions and sanctions, had approved and recommended to capitalise to the extent of ₹ 1,04,50,00,000/- (Rupees One Hundred and Four Crores Fifty Lakhs Only) standing to the credit of free reserves including General Reserves and Retained Earnings, for issuance of Bonus Shares in proportion of 1:1 i.e. 1 (One) new fully paid-up Equity Share of ₹ 10/- (Rupees Ten Only) each for every 1 (One) existing fully paid-up Equity Share of ₹ 10/- (Rupees Ten Only) each to the eligible Shareholders of the Company whose names appear in the Register of Shareholders' of the Company/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") on the 'Record Date'.

Article 145 of the Articles of Association of the Company authorise the Company to issue Bonus Shares by the capitalisation of free reserves including General Reserves & Retained Earnings by the Board of Directors of the Company.

The issue of Bonus Shares, if approved by the Shareholders, will be made in line with the provisions of Section 63

of the Companies Act, 2013, Listing Regulations or any other statutory provisions for the time being in force and subject to consents and approvals as may be required from the appropriate authorities if any (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof for the time being in force).

The new Equity Shares of ₹ 10/- (Rupee Ten Only) each to be issued and allotted as Bonus Shares shall be issued in dematerialised form only and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects and carry the same rights as the existing fully paid-up Equity Shares of the Company.

Further, pursuant to Regulation 294(6) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the allotment of shares in Bonus Issue shall be made in dematerialised form only, and thus, in case of Shareholders who hold Equity Shares in dematerialised form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Shareholders with their respective Depository Participant(s) and in the case of Shareholders who hold Equity Shares in physical form, the Bonus Shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.

In case of fractional shares, if any, arising out of the issue and allotment of the Bonus Shares, it is proposed to authorise the Board of Directors to make suitable arrangements to deal with such fractions for the benefit of the eligible Shareholders, including but not limited to, allotting the total number of new Equity Shares representing such fractions to a person(s) to be appointed by the Board of Directors who would hold them in trust for such Shareholders and shall, as soon as possible, sell such Equity Shares at the prevailing market rate and the net sale proceeds of such Equity Shares, after adjusting the cost and the expense in respect thereof, be distributed among such Shareholders who are entitled to such fractions in the proportion of their respective fractional entitlements.

The Company has not issued any debt securities, nor has it accepted any fixed deposits. Further, the Company has not defaulted, in respect of the payment of statutory dues of the employees such as contribution to provident fund, gratuity and bonus. The Company has no partly paid-up shares. None of the Promoters or Directors of the Company are fugitive economic offender.

The Special Resolution, if passed, will have the effect of allowing the Board of Directors to offer, issue and allot Bonus Shares to those whose names appear in the Register of Shareholders of the Company on the Record Date, as decided by the Board or Management.

Accordingly, approval of the Members of the Company is hereby sought by way of Special Resolution as set out in Item No. 6 in the Notice.

The Board of Directors recommends the above Special Resolution for your approval.

None of the Directors, Manager, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 6 of the Notice except to the extent of their shareholding, if any, in the Company.

Item No. 7

The Company invests the surplus funds in securities such as units of mutual funds, bonds, Government securities and bank fixed deposits etc. in the ordinary course of business within the framework of investment policy approved by the Board.

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Shareholders by way of a Special Resolution to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate exceeding the limit of 60% of its paid up capital and free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account, whichever is more.

The Shareholders had accorded its approval through a Special Resolution at the Annual General Meeting held on August 20, 2018, for investments in excess of the limits set forth in Section 186 of the Companies Act, 2013 and accordingly the approval was taken for investments in securities at any point of time of not exceeding ₹ 1200 Crores.

However, it was thought expedient by the Board in its meeting held on July 02, 2024 that as a measure of achieving greater financial flexibility, the said limits specified under Section 186 required to be increased from ₹ 1,200 Crores (Rupees One Thousand and Two Hundred Crores Only) to ₹ 2,000 Crores (Rupees Two Thousand Crores Only) subject to Shareholders' approval.

The Board of Directors recommends the above Special Resolution for your approval.

None of the Directors, Manager, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out in Item No. 7 of the Notice except to the extent of their shareholding, if any, in the Company.

By order of the Board of Directors
For Central Depository Services (India) Limited

Nilay Shah
Company Secretary and Head Legal
(Membership No. ACS 20586)

Place : Mumbai
Date: July 02, 2024

Annexure-1

DISCLOSURES RELATING TO DIRECTOR PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2):

Name of the Director	Sushri Kamala Kantharaj
DIN No.	07917801
Age	58
Date of Birth	July 22, 1965
Designation	Non-Independent Director
Nationality	Indian
Qualification	Chartered Accountant, Institute of Chartered Accountants of India (ICAI)
Experience/ Brief Resume/ Nature of Expertise	Sushri Kamala K is the Chief Regulatory Officer (Compliance Officer under the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018) heading the Regulatory functions of the Exchange including Membership and Listing Compliance, Surveillance and Investigation, Inspection and Enforcement. At BSE Sushri Kamala was earlier heading the Enterprise Risk Management across various vectors of risk as Chief Risk officer. She has rich and diverse experience of more than 33 years in the areas of Finance. She has been long associated with financial markets in general and MII space in particular performing various roles. She has worked in multiple organisations like PFC, IIM-B, BgSE, BgSE Financials, Invest smart, NSE, Edelweiss Group. She has also been part of various reforms in capital market, actively participating in policy making through various Committees constituted by Regulators and Stock Exchanges.
Date of first appointment on the Board	August 23, 2023
Terms and Conditions of Appointment	Sushri Kamala Kantharaj, shall be liable to retire by rotation and the applicable terms & conditions as mentioned under the Companies Act, 2013, SEBI (Depositories & Participants) Regulations, 2018 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, shall be applicable.
Remuneration proposed to be paid	N.A.
Remuneration last drawn	Apart from sitting fees for attending the Board and the Committee Meetings, no remuneration is being paid. The sitting fees of Sushri Kamala Kantharaj is paid to BSE Limited - Nominating Shareholder.
Shareholding in the Company including shareholding as a beneficial owner	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
Number of Board Meetings attended during the FY 2023-24	05 out of 06
Directorship on other Boards	• Asia Index Private Limited • Indian Clearing Corporation Limited • BSE Investments Limited
Membership/Chairmanship of Committees of other Boards including Listed Entities	**Central Depository Services (India) Limited.** • Member of Stakeholder Relationship Committee, • Member of Member Committee **Indian Clearing Corporation Limited.** • Member of Audit Committee • Member of Corporate Social Responsibility Committee
Listed Entities from which the Director has resigned in the past three years	NIL