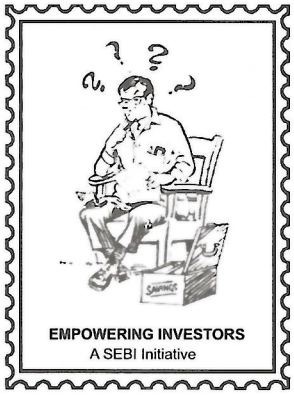
Central Depository Services (India) Limited



21st November, 2017

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

Dear Sir,

Subject: Dispatch of postal ballot notices along with the postal ballot forms

This is to inform that pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules') Central Depository Services (India) Limited (the 'Company') has completed the dispatch of postal ballot notices along with the postal ballot forms on 21st November, 2017 to the members whose names appear on the register of members/list of beneficial owners as on 10th November, 2017

(a) through email to those members whose email addresses are registered with the Company/depositories
(b) through physical mode along with a postage prepaid self-addressed business reply envelope to the members (whose email IDs are not registered with the Company/depositories) at the registered address with the permitted mode

for seeking their approval by way of postal ballot (including remote e-voting) for the items specified in the postal ballot notice dated 28th October, 2017

Further, the members are being provided the facility to cast their vote electronically, through e-voting services on the resolutions placed by the Company for e-voting. The voting, both through postal ballot and by electronic means, shall commence from 22nd November, 2017 (9.00 a.m. IST) and shall end on 21st December, 2017 (5.00 p.m. IST). The voting rights of the members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 10th November, 2017 as per the register of members/statement of beneficial ownership.

Mrs. Dipti Mehta (CP No. 3202) failing her Mr. Atul Mehta (CP No. 2486), Practicing Company Secretaries have been appointed as the scrutinizer for conducting the postal ballot forms and remote e-voting process in a fair and transparent manner. The members are requested to note that duly completed and signed postal ballot form should reach the scrutinizer not later than 21st December, 2017 (5.00 p.m. IST). Postal ballot forms received from the members after 5.00 p.m IST on 21st December, 2017 will not be considered as valid and the voting by postal ballot and electronic voting means shall not be allowed beyond the said date and time.

The results of postal ballot & e-Voting will be declared on or before 23rd December, 2017 at the registered office of the Company. Such result along with Scrutinizer's report will be submitted to you and also made available on the website of the Company.

A copy of the said notice along with a postal ballot form is enclosed herewith.

Thanking you.

Yours faithfully,

For Central Depository Services (India) Limited

Amol Purandare
AVP-Legal and Company Secretary

Regd. Office : Unit No. A- 2501, A Wing, Marathon Futurex, 25th Floor,
Mafatlal Mill Compound, N M Joshi Marg, Lower Parel (E), Mumbai - 400 013.
Phone : 91-22-2302 3333 • Fax : 91-22-2300 2043 • CIN : L67120MH1997PLC112443
Website : www.cdslindia.com

CENTRAL DEPOSITORY SERVICES (INDIA) LTD.

CIN - L67120MH1997PLC112443
Regd. Office: A-Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compound,
N. M. Joshi Marg, Lower Parel (E), Mumbai 400013.
Tel: 91-22- 23023333 Website: www.cdslindia.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member (s),

Notice is hereby given, pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, ("**the Act**"), if any, read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions (along with Explanatory Statements) appended below are proposed to be passed by the members through postal ballot /electronic voting ("**Postal Ballot**").

Accordingly, the draft resolutions together with the statement pertaining to the said resolutions setting out the material facts in respect of the same is being sent to the members, along with Postal Ballot Form for their consideration and to enable the members for sending their assent or dissent in writing by Postal Ballot means or through e-voting.

Members who wish to cast their votes physically through Postal Ballot Form are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before 21st December, 2017.

In accordance to the provisions of Section 108, 110 of the Act & Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulations 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company will be offering e-voting facility to its Shareholders. The Company has engaged M/s. Karvy Computershare Pvt. Ltd. for providing e-voting platform. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.

Item No. 1

SPECIAL BUSINESS:

Nomination rights on the Board of Central Depository Services (I) Ltd.(CDSL)

To consider and approve, the following resolution as Special Resolution

"RESOLVED THAT consent of the members of the Company be and is hereby accorded for enabling BSE Ltd, Bank of India, Bank of Baroda and State Bank of India, the sponsor shareholders to exercise the right to nominate directors under Article 112 of the Articles of Association of the Company on the Board of CDSL".

Item No. 2

SPECIAL BUSINESS:

Divestment of shares in CDSL Commodity Repository Limited (CCRL)

To consider and approve the following resolution as Ordinary Resolution:

"RESOLVED THAT in terms of section 179 of the Companies Act, 2013 and section 188 of the Companies Act, 2013, read with the rules made there under and other applicable provisions as may be complied in this regard, consent of the members of the Company be and is hereby accorded to the Board for sale of stake of 48 % of the paid up equity share capital of CDSL Commodity Repository Ltd. held by the Company (CDSL) equivalent up to 1,20,00,000 (24%) equity shares of Rs.10 each in favour of BSE Investments Ltd. and 1,20,00,000 (24%) equity shares of Rs.10 each in favour of Multi Commodity Exchange of India Limited for a consideration as has been arrived at by an independent valuer."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. P.S. Reddy, MD & CEO or Mr. Bharat Seth, Chief Financial Officer be and are hereby authorised to take such actions and to give all such directions as may be necessary or desirable and also to settle any question, difficulty that may arise in regards to the proposed sale of stake and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

Item No. 3

SPECIAL BUSINESS

Appointment of Shri K.V. Subramanian (DIN 07842700) as a Shareholder Director

To consider and approve the following resolution as an Ordinary Resolution:

"RESOLVED THAT based on the recommendation of Nomination & Remuneration / Compensation Committee (NRC) and the approval of the Board of the Company and pursuant to Section 161(1) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and Rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force) and as directed by SEBI on such subject, Shri K.V. Subramanian (DIN 07842700) who has consented to act as a Director, be and is hereby appointed as an additional director under section 161(1) of the Companies Act, 2013, subject to approval of SEBI who shall hold office up to the date of next Annual General Meeting of the company and liable to retire by rotation.

"RESOLVED FURTHER THAT his appointment will be effective and he can commence discharging his function as director only after the receipt of approval from SEBI and necessary filing with Registrar of companies will be done thereafter.

RESOLVED FURTHER THAT MD & CEO, any Director of the Company and the Company Secretary be and are hereby severally authorized to take necessary steps as may be required to give effect to the resolution and matters related thereto."

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

P.S. Reddy
Managing Director & CEO
DIN: 01064530

Place: Mumbai
Date: 28th October, 2017

Registered Office :
A-Wing, 25th floor, Marathon Futurex,
Mafatlal Mills Compound,N. M. Joshi Marg,
Lower Parel (E), Mumbai 400013.
CIN: L67120MH1997PLC112443

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

Item 1

Pursuant to Article 112 (a) and (b) of Articles of Association of CDSL, BSE Ltd, Bank of India, Bank of Baroda and State Bank of India are entitled to nominate Directors as their representatives on the Board of the Company. The Article 112 (a) and (b) are reproduced as below:

(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.*

(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 Rs. 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.*

During the process of listing of securities of the Company, SEBI observed that such right to nominate Directors on the Board of the Company shall be exercised only after obtaining shareholders' approval through a special resolution after the listing of the equity shares of the company and also disclose the same suitably in the Red Herring Prospectus. The observation made by SEBI is reproduced as below:

"*LM is advised to ensure that the right of BSE Ltd., Bank of India, Bank of Baroda and State Bank of India to nominate directors on the Board of the Company shall be exercised only after obtaining shareholders' approval through a special resolution after the listing of the equity shares of the issuer company and also disclose the same suitably in the RHP"*

Further to the above, the Board had discussed the same at its meetings and accordingly obtained unconditional and irrevocable undertaking from Bank of India, Bank of Baroda, State Bank of India and BSE Ltd. to the effect that upon successful completion of the Offer, right to nominate director on the Board of CDSL under Article 112 (a) and (b), as the case may be, shall be exercisable by them upon receipt of approval through a special resolution by shareholders of the Company in the first general meeting held after the successful completion of the Offer.

Currently, BSE Ltd. holds 24% in the Company and has two directors on the Board of the Company as its nominee appointed prior to IPO.

Prior to the IPO of the Company, Bank of India and Bank of Baroda were holding 5.57% and 5.07% respectively each holding less than Rs.10 crores and State Bank of India was holding 9.57% amounting to Rs.10 crores of paid up capital of the Company. State Bank of India had appointed one nominee director prior to IPO and is continuing. Currently, Bank of India, Bank of Baroda and State Bank of India holds 5.57%, 2.99% and 5% respectively, each one not holding more than Rs. 10 Crores as required under Article 112 (b) for nominating any director on the Board of the Company.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the said resolution.

Item 2

CDSL Commodity Repository Limited ("**CCRL**"), wholly owned subsidiary of CDSL was incorporated on 7th March, 2017 with Authorised capital of Rs.50 Crores to undertake the activities of setting up and maintaining, managing, handling of electronic system database with suitable electronic connectivity of electronic negotiable warehouse repository receipts (eNWR) or any other instrument related to commodity/commodities issued by warehouses, godowns, open platforms, refrigeration houses, stores and other similar establishments prescribed/ approved by Warehousing Development and Regulatory Authority ("**WDRA**"). In the month of December, 2016,CDSL had invited Commodity Exchange-Multi Commodity Exchange of India Limited ("**MCX**")and BSE Ltd. to join the initiative with an equity contribution not exceeding 24% each, keeping majority stake with CDSL. The Board in-

principle approved participation of BSE Ltd. & MCX in CCRL subject to BSE Ltd. and MCX get approval of SEBI. The RFP (Request for Proposal) issued by WDRA had certain set of milestones, one amongst which was to float a company exclusively to act as Commodity Repository on or before 31st March, 2017. Pending said approval of SEBI, CDSL has invested Rs.50 crores towards paid up capital of CCRL as required by WDRA for grant of registration. In the month of August, 2017, SEBI advised BSE that it may make investment in CCRL through its subsidiary, BSE Investments Ltd. MCX has also received SEBI approval for their part of investment in the month of September,2017.

The valuation of shares of CCRL has been done by M/s. Khandelwal Jain & Co., Chartered Accountants whose valuation report dated 25th October, 2017 is available at the registered office of the Company during office hours of the Company. The Valuers have valued the price for transfer of shares at Rs.10/- per share. As such CDSL should receive Rs.24 Crores against its investment of Rs.24 Crores

The Shareholders are requested to consider and approve sale of stake of 48 % of the paid up equity share capital of CCRL held by the Company equivalent up to 1,20,00,000 (24%) equity shares of Rs.10 each in favour of BSE Investments Ltd. and 1,20,00,000 (24%) equity shares of Rs.10 each in favour of MCX for a consideration as has been arrived at by an independent valuer.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the said resolution. Accordingly, the Board recommends the Resolution at No. 2 of the accompanying Notice for divestment of shares in CCRL at the value as mentioned.

Item 3

Standard Chartered Bank ("**SCB**") is one of the Sponsoring Bank of CDSL and is currently holding 7.26% of the paid up capital of the Company.

The Company has received a letter from SCB dated 7th July, 2017 intimating us about change of shareholder director from Shri Ananth Narayan G., Regional Head – Financial Markets, ASEAN & South (DIN – 05250681) to Shri K.V. Subramanian-Head-Strategy, Process & Governance (DIN 07842700). We confirm having received consent forms and other forms duly signed by Shri K.V. Subramanian. A brief profile of Shri K.V. Subramanian is as below:

> "Shri K.V. Subramanian is Head – Strategy, Process & Governance for Standard Chartered Bank, India. He has over 28 years of banking experience having joined ANZ Grindlays Bank in 1989 as a Management Trainee in the Capital Markets division. In 1992 he moved to TAIB Bank, Bahrain to set up the India Investment desk for the Bank and was also responsible for their proprietary equity and debt business. In 1996 he moved back to ANZ Grindlays Bank, India to run the Debt Capital Markets Sales business. Post the merger of SCB and ANZ Grindlays, he ran the Institutional Sales business for South Asia and from 2006 to 2011 was MD & Regional Head Capital Markets for South Asia. He has been responsible for leading some of the large Capital Market transactions for SCB from India.
>
> From 2011 to till recently he was Managing Director and Head Financial Markets and a Member of the Country Management Group at Standard Chartered Bank, Indonesia. Shri K.V. Subramanian has a Masters Degree in Management and a Bachelors Degree in Mechanical Engineering."

As per Regulation 9B (1) of the SEBI (Depository & Participants) (Amended) Regulations, 2012, the appointment and re-appointment of all Shareholder Directors on the governing board of every depository is required to be made with the prior approval of the SEBI.The candidature of Shri K.V. Subramanian would be forwarded to SEBI for approval upon receipt of consent of shareholders. Thus, his appointment will be effective and he can commence discharging his functions as director only after the receipt of approval from SEBI.Necessary filing with Registrar of companies will be done thereafter.

The appointment of Shri K.V. Subramanian was approved by CDSL Board via Circular resolution passed on 1st September, 2017. Shri K.V. Subramanian is not related to any Board Members of the Company. None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the said resolution. Accordingly, the Board recommends the Resolution at No. 3 of the accompanying Notice for appointment of Shri K.V. Subramanian as a shareholder Director.

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and the reasons for the proposed resolution is annexed hereto.

2. The Board has appointed **Mrs. Dipti Mehta (CP No. 3202) failing her Mr. Atul Mehta (CP No. 2486), Practicing Company Secretaries**, to act as the Scrutinizers for conducting the Postal Ballot / E-voting process in accordance with the law and in a fair and transparent manner.

3. The Postal Ballot Notice is being sent to all the members, whose names appear on the Register of members/ List of Beneficial Owners as is with the Company and received from the Link Intime as on the close of business hours on **Friday, 10th November, 2017** ("cut-off date"). Accordingly the members, whose names appear on the Register of members/ List of Beneficial Owners as on **Friday, 10th November, 2017** will be considered for the purpose of voting.

4. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during business hours i.e. 10.00 A.M. to 5.00 P.M. (IST) on all working days from the date of dispatch of the Notice till the last date for receipt of votes by Postal Ballot/E-voting that is, **Thursday, 21st December, 2017.**

5. In accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rules 18, 20 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent to all the shareholders whose e-mail Ids are not registered with the Company's Registrar and Transfer Agent through Courier/Registered Post/Speed Post or any other permissible means and by e-mail to those members who have registered their e-mail address with the Company's Registrar and Transfer Agent (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form).

6. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all its members as an alternate mode to exercise their right to vote and has engaged the services of M/s. Karvy Computershare Pvt. Ltd. as an Authorised Agency to provide e-voting facility. Instructions to be followed for voting through electronic means are annexed to the notice. Please note that e-voting is optional. Voting by electronic mode may be a more convenient means for exercising the voting rights and may help to increase members' participation in the decision-making process.

7. Kindly note that the members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. If the members opt for e-voting, then they should not vote by physical Postal Ballot and vice versa. However, in case members cast their votes through both the modes, then voting done through e-voting shall prevail and voting done by physical Postal Ballot will be treated as invalid.

8. In case a member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the member may write to the Company or send an e-mail to secretarial@cdslindia.com at least seven days in advance of closing of voting period. The Company/its Registrar and transfer agent shall forward the same along with prepaid postage self-addressed Business Reply Envelope to the member.

9. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1(one) Marathi newspaper, each having wide circulation in Maharashtra, where the registered office of the Company is situated.

10. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company.
11. Voting rights in the Postal Ballot cannot be exercised by proxy.

12. In case the shares are jointly held, the Postal Ballot form should be completed and signed by the first named member and in his/ her absence, by the next named member.

13. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot form should be accompanied by the relevant Board Resolution/Authority Letter duly certified/ attested by Authorised Signatory (ies).

Instructions for Voting:

A. Voting through Physical Postal Ballot Form :

a) A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company.

b) The Postal Ballot Form, duly completed and signed by the member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizers so as to reach before the close of working hours on **Thursday, 21st December, 2017 by 5.00 p.m**. Any Postal Ballot Form received after the said date shall be treated as if the reply from the member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/ accepted.

B. Voting by Electronic Means :

The instructions for Members for e-voting are as under:

The remote e-voting period commences on **Wednesday, 22nd November, 2017** (9:00 a.m. IST) and ends on **Thursday, 21st December, 2017** (5:00 p.m. IST). During this period, Members of the Company may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

I. In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company/ Depository Participants):

(i) Launch internet browser by typing the URL: https://evoting.karvy.com.

(ii) Enter the login credentials (i.e. **User ID and Password** mentioned above). Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

(iii) After entering these details appropriately, Click on “LOGIN”.

(iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of 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.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

(v) You need to login again with the new credentials.

(vi) On successful login, the system will prompt you to select the "EVENT" i.e., Central Depository Services (India) Ltd.

(vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

(viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.

(ix) 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.

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

(xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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).

(xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID dipti@mehta-mehta.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."

II. In case a Member receives physical copy of the Notice of Postal Ballot (for members whose email IDs are not registered with the Company/ Depository Participant or requesting physical copy)

i. Initial Password is provided, as below, at the bottom of the Postal Ballot.

EVEN (Electronic Voting Event Number)	User ID	Password/PIN

ii. Please follow all steps from Sr. No. (i) to Sr. No. (xii) above in (I), to cast your vote.

III. Other Instructions:

i. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Postal Ballot.

ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday , 10th November, 2017.

iii. The Board of Directors has appointed Mrs. Dipti Mehta (CP No. 3202) failing her Mr. Atul Mehta (CP No. 2486), Practicing Company Secretaries to Scrutinize the remote e-voting process and voting through postal ballot in a fair and transparent manner.

iv. The Scrutinizer shall after the conclusion of voting unblock the votes cast through ballot forms and remote e-voting in the presence of at least two witnesses, not in employment of the Company, and make, not later than 7 days of the conclusion of the voting period a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any other Director, as may be authorised in writing, who shall countersign the same and declare the result of the voting forthwith.

v. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.cdslindia.com and on the website of Karvy http://www.evoting.karvy.com immediately after the result declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to National Stock Exchange of India Limited, where the shares of the Company are listed.

vi. In case of any queries, please visit Help and Frequently Asked Questions (FAQs) section available at Karvy's website http://www.evoting.karvy.com.

Members are requested to send all communications relating to shares to Company's Registrar & Share Transfer Agent (R & T Agent) at the following address:

LINKINTIME INDIA PRIVATE LIMITED
C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083
Phone No. (022) 4918 6000; Fax No. (022) 4918 6060
e-mail : rnt.helpdesk@linkintime.co.in

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

P.S. Reddy
Managing Director & CEO
DIN: 01064530

CENTRAL DEPOSITORY SERVICES (INDIA) LTD.
CIN - L67120MH1997PLC112443
Regd. Office: A-Wing, 25th floor, Marathon Futurex,
Mafatlal Mills Compound, N. M. Joshi Marg,Lower Parel (E), Mumbai 400013.
Tel: 91-22- 23023333 Website: www.cdslindia.com

POSTAL BALLOT FORM

Sr. No. :

1. Name and Registered address of the Sole/first named Shareholder :

2. Name(s) of Joint holder(s) if any (in block letters) :

3. Registered Folio No./DP ID No./ Client ID No.*(*Applicable to members holding Shares in dematerialized form) :

4. Number of Shares held :

I/ We hereby exercise my/ our vote in respect of the following special resolution to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated 28th October, 2017 of the Company, by sending my/ our assent or dissent to the said resolutions by placing a tick (√) mark at the appropriate box below:

Sr. No.	Brief particulars of the item	No. of Shares	Type of the Resolution	(For) I/We assent to the Resolution	(Against) I/We dissent to the Resolution
1.	Nomination rights on the Board of Central Depository Services (I) Ltd. (CDSL)		Special		
2.	Divestment of shares in CDSL Commodity Repository Limited (CCRL)		Ordinary		
3.	Appointment of Shri K.V. Subramanian (DIN 07842700) as a Shareholder Director		Ordinary		

Place :
Date :

Signature of the Member/Beneficial Owner

Note: Please read the instructions given overleaf carefully before exercising your vote.

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting SequenceNumber)	USER ID	PASSWORD/PIN
3600		

Note: For e-Voting, please refer the instruction in the notice attached herewith.

INSTRUCTIONS:

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by CDSL. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the Member will also be accepted.

2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his/ her absence, by the next named Member.

3. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by the relevant certified true copy of Board Resolution/Authority Letter duly certified/ attested by Authorised Signatory(ies).

4. There will be only one Postal Ballot Form for every Registered Folio No. / Client ID No. / DP ID No. irrespective of the number of joint members.

5. The Postal Ballot/e-voting shall not be exercised by a proxy.

6. Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.

7. A Member need not use all his/ her votes nor cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, 10th November, 2017.

8. Duly completed and signed Postal Ballot Form should reach the Scrutinizer on or before the close of working hours i.e. 5:00 P.M. on Thursday, 21st December, 2017. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.

9. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer before the close of working hours i.e. 5:00 P.M. on Thursday, 21st December, 2017.

10. Member(s) are requested not to send any other paper along with the Postal Ballot Form, other than as required, in the enclosed Envelope as such Envelopes will be sent to the Scrutinizer and any extraneous paper found in such Envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.

11. The Company is also offering e-Voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-Voting has been enumerated in the Notes to the Postal Ballot Notice dated 28th October, 2017.

12. Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting,then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.

13. The results of the Postal Ballot shall be declared on or before Wednesday, 27th December, 2017. The resolution if approved by the requisite majority, shall be deemed to be passed under the relevant provisions of the Companies Act, 2013 and Rules made thereunder, on the last date of voting i.e. 21st December, 2017.