

**ADDENDUM TO THE NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING OF  
NSDL DATABASE MANAGEMENT LIMITED**

**Addendum to the Notice of the Seventeenth Annual General Meeting (AGM) of the Members of NSDL Database Management Limited to be held on Tuesday, September 28, 2021 at 11:30 a.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).**

Shorter Notice is hereby given that the following item of business is added in the aforesaid Notice as Item No. 4 as a Special Business and this addendum shall be deemed to be a part of the original Notice dated August 10, 2021 and the notes provided therein:

**SPECIAL BUSINESS:**

**4. Appointment of Ms. Padmaja Chunduru as Non-Executive Director**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Ms. Padmaja Chunduru (DIN: 08058663), who was pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company appointed as an Additional Director of the Company with effect from September 25, 2021 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** any Director and Company Secretary of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**Registered Office:**

4<sup>th</sup> Floor, ‘A’ Wing, Trade World,  
Kamala Mills Compound,  
Senapati Bapat Marg,  
Lower Parel (West)  
Mumbai- 400 013

**By Order of the Board of Directors**

**For NSDL Database Management Limited**

Sd/-

**Nikhil Arya**

Company Secretary

Membership No. A42548

**Date:** September 25, 2021

**Place:** Mumbai

## NOTES:

1. In accordance with, the General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 2/ 2021 dated January 13, 2021 has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2021. In accordance with the said circulars of MCA and applicable provisions of the Act, the 17<sup>th</sup> AGM of the Company shall be conducted through VC / OAVM.
2. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company located at 4<sup>th</sup> Floor, "A" Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (W), Mumbai – 400 013, which shall be the deemed venue of the AGM.
3. Members (Institutional / Corporate Shareholders) are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representative(s) to attend the AGM through VC/OAVM and to vote in its behalf, pursuant to Section 113 of the Act, at [nikhila@nsdl.co.in](mailto:nikhila@nsdl.co.in)

## **ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:**

4. In accordance with, the General Circular No. 20/2020 dated May 5, 2020 issued by MCA, owing to the difficulties involved in dispatching physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
5. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. In case of any queries /difficulties in registering the e-mail address, Members may write to the Company Secretary at [nikhila@nsdl.co.in](mailto:nikhila@nsdl.co.in)
6. The Notice of AGM along with Annual Report for the financial year 2020-21, is available on the website of the Company at [www.ndml.in](http://www.ndml.in)

## PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

7. Members will be able to attend the 17<sup>th</sup> AGM through VC/OAVM Facility. For this purpose, please download BlueJeans app from Google Play Store/iOS App store or from this link (<https://www.bluejeans.com/downloads>). Post installation of BlueJeans app on your device, please use this link <https://bluejeans.com/7863494611/4588> to join the said meeting.
8. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM.
9. Members who need assistance with the use of technology for joining the AGM through VC/OAVM can contact the Company Secretary at the below mentioned details:  
Mr. Nikhil Arya  
Company Secretary  
Mobile no - +91 9766661056  
Email id: nikhila@nsdl.co.in
10. Please note that the participants 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.
11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

## PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

12. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings at the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, email ID, mobile number to the Company Secretary at nikhila@nsdl.co.in. Queries, if any received by the Company till 5.00 p.m. on September 27, 2021 shall only be considered and responded during the AGM.
13. Members who would like to express their views or ask questions during the AGM may raise their hands as per the functionality available on the BlueJeans VC

application, however the Company reserves the right to restrict the number of questions and number speakers, as appropriate for smooth conduct of the AGM.

## GENERAL INFORMATION:

14. The voting rights shall be as per the number of equity shares held by the Member(s) as on AGM date, being the cut-off date.
15. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection, on request.
16. The Board of Directors has recommended final dividend of ₹ 1.5 per Equity Share for the Financial Year ended March 31, 2021 subject to approval of shareholders at the AGM.
17. If Dividend on Equity Shares, as recommended by the Board, is declared at the AGM, it will be paid within 30 days from the date of declaration to all Beneficial Owners/ Members in respect of shares held and whose names are on the Company's Register of Members.
18. The date of Annual General Meeting of the Company shall be considered as the record date for identifying the shareholders entitled for dividend for the financial year ended March 31, 2021.
19. As per the Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 at applicable rates and as such the Company is not required to pay any Dividend Distribution Tax.
20. Members holding shares in dematerialised form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
21. To support 'Green Initiative', Members who are holding shares in physical forms are requested to register their email address with the Company.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT  
2013****Item No. 4: Appointment of Ms. Padmaja Chunduru as Non-Executive Director**

The Board of Directors on September 25, 2021, upon recommendation of the NRC, appointed Ms. Padmaja Chunduru as an Additional (Non-Executive and Non-Independent) Director of the Company with effect from September 25, 2021. In terms of the provisions of Section 161 of the Act and Article 127 of the Articles of Association of the Company, Ms. Padmaja Chunduru will hold office up to the date of this Annual General Meeting and is eligible to be appointed a Director of the Company. The Company has, in terms of Section 160 of the Act, received, in writing, a notice proposing the candidature of Ms. Padmaja Chunduru for the office of Director. Ms. Padmaja Chunduru, once appointed, will be liable to retire by rotation.

Except Ms. Padmaja Chunduru, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution as set out in Item No. 4 of the notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of members.

**Other Disclosure relating to Directors seeking appointment/re-appointments pursuant to Clause 1.2.5 of Secretarial Standards-2 on General Meetings**

Name of Director	Ms. Padmaja Chunduru
Category	Director
Date of Birth	August 2, 1961
Nationality	Indian
Qualifications	M.Com (Banking & Finance) from Andhra University and a qualified CAIIB- Certified Associate of Indian Institute of Bankers
Experience	37 years of Banking and related experience in India and United States of America (USA). This includes managing organizational and cultural change, driving operational efficiencies, as well as managing the board and key stakeholders
Terms & Conditions appointment or reappointment	Non-Executive and Non-Independent Director, liable to retire by rotation.
Remuneration Details	NIL
Date of first appointment on the Board	September 25, 2021
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Board Meeting attended during the year 2020-21	N.A.
List of other Directorship held	NSDL Database Management Limited
Chairman/Member of the Committees of Board of other Companies	<b>National Securities Depository Limited:</b> a. CSR Committee b. Pricing Committee c. Member Committee d. Stakeholders Relationship Committee e. IPO Committee

	<b>NSDL Payments Bank Limited</b> a. Audit Committee b. Risk Management Committee c. Customer Service Committee d. IT Strategy Committee e. Nomination and Remuneration Committee
Chairman/Member of the Committees of Board of the Company	a. Audit Committee b. Nomination & Remuneration Committee c. Corporate Social Responsibility