

Notice is hereby given that, the Extra Ordinary General Meeting of the Members of NSDL Database Management Limited will be held at a shorter notice on Friday, November 14, 2025 at 4.30 p.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), to transact the following business:

SPECIAL BUSINESS

1. Re-appointment of Mr. Sameer Gupte (DIN: 09693508) as a Managing Director

To consider and, if thought fit, to pass, with or without Modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 196, 197 and 203 of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions if any, as amended from time to time and Article 165 of Articles of Association of the Company, approval of the shareholders be and is hereby accorded for re-appointment of Mr. Sameer Gupte (DIN:09693508) as the MD & CEO of the Company from November 18, 2025 to till May 15th, 2026, without being liable to retire by rotation on terms and conditions & payment of remuneration as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT any Director or Company Secretary or Chief Financial Officer be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all 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.”

**By Order of the Board of Directors
For NSDL Database Management Limited**

Registered Office:

4th Floor, Tower 3,
One International Center,
Senapati Bapat Marg,
Prabhadevi,
Mumbai- 400 013



Vijay Gupta
Company Secretary
Membership No. A20459

Date: November 04, 2025

Place: Mumbai

NOTES

1. The meeting is being held at a notice period shorter than 21 days prescribed for AGM / EGM. The shorter notice period is being given to ensure that MD & CEO re-appointment is completed before the office is vacated and has accordingly been approved by the Board of the Company. In accordance with the requirements of shorter notice, the Company has collected consent from the members for this purpose.
2. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated May 5, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated September 22, 2025 (MCA Circulars), has allowed the Companies to conduct the Annual General Meeting (AGM)/Extra-Ordinary General Meeting (EGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till further order beyond September 30, 2025. In accordance with the said circulars of MCA and applicable provisions of the Act, the EGM of the Company shall be conducted through VC / OAVM.
3. As the EGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company located at 4th Floor, Tower 3, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai – 400 013, which shall be the deemed venue of the EGM.
4. 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 EGM through VC/ OAVM and to vote in its behalf, pursuant to Section 113 of the Act, at cs_ndml@ndml.in

ELECTRONIC DISPATCH OF NOTICE AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF NOTICE:

5. In accordance with, Circulars issued by MCA, Notice of EGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).



6. 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 cs_ndml@ndml.in
7. The Notice of EGM is also available on the website of the Company at www.ndml.in

PROCEDURE FOR JOINING THE EGM THROUGH VC / OAVM:

8. Members will be able to attend the EGM through VC/OAVM Facility. For this purpose, please use the Microsoft Teams Link shared in the email to join the said meeting.
9. For convenience of the Members and proper conduct of EGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the EGM and login shall be kept open throughout the proceedings of EGM.
10. Members who need assistance with the use of technology for joining the EGM through VC/OAVM can contact the Company Secretary at the below mentioned details:

Mr. Vijay Gupta
Company Secretary
Contact: 022-49142506
Email id: cs_ndml@ndml.in
11. 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.
12. Members attending the EGM 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:

13. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings at the EGM, Members are encouraged to express their views / send their queries in advance mentioning their name, email ID, mobile number to the

Company Secretary at cs_ndml@ndml.in Queries, if any received by the Company till 5.00 p.m. on November 12th, 2025 shall only be considered and responded during the EGM.

14. Members who would like to express their views or ask questions during the EGM may raise their hands as per the functionality available on the Microsoft Teams application, however the Company reserves the right to restrict the number of questions and number speakers, as appropriate for smooth conduct of the EGM.

GENERAL INFORMATION:

15. The voting rights shall be as per the number of equity shares held by the Member(s) as on EGM date, being the cut-off date.
16. During the EGM, Electronic copies of all the documents referred to in the accompanying Notice of the EGM, Explanatory Statement, shall be made available for inspection, on request.
17. To support 'Green Initiative', Notice of the EGM is being sent by electronic mode to Members whose e-mail id is registered with the Company or the Depository Participants (DPs.). Physical copy of the Notice of the EGM to those Members who request for the same.

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For NSDL Database Management Limited**

Registered Office:

4th Floor, Tower 3,
One International Center,
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Prabhadevi,
Mumbai- 400 013



Vijay Gupta

Company Secretary
Membership No. A20459

Date: November 04, 2025

Place: Mumbai

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

ITEM NO. 1 RE-APPOINTMENT OF MR. SAMEER GUPTE (DIN: 09693508) AS A MANAGING DIRECTOR AND CEO

Mr. Sameer Gupte was appointed as Managing Director and CEO (MD & CEO) of NSDL Database Management Limited for a period of three years w.e.f. November 18, 2022. Current tenure of MD & CEO continues till November 17, 2025.

The Nomination and Remuneration Committee vide circular resolution dated October 08, 2025 and the Board of Directors of the Company at their meeting held on November 04, 2025, has recommended to the shareholders for the re-appointment of Mr. Sameer Gupte as the Managing Director of the Company for a further period effective from November 18, 2025 till May 15, 2026 by passing Special Resolution. The re-appointment of MD & CEO shall be in accordance with the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

The terms and conditions of his re-appointment and remuneration are recommended for shareholder's approval and are as follows:

TERMS AND CONDITIONS:

1. Salary and allowances will be as per Annexure I & II.
2. The Company will be entitled to deduct from the payment due, applicable taxes and statutory levies and any dues payable to the Company.
3. Staff Rules and Regulations and Code of Ethics framed by the Company from time to time will be applicable.
4. If any statement, declaration or information provided to the Company is at any time found to be false or untrue or if any material particular is suppressed, the services are liable to be terminated forthwith without any notice or compensation in lieu thereof.
5. The notice period will be three months from either side.
6. The services are liable to be terminated forthwith without any notice or

compensation or in the alternative, and shall be liable to disciplinary action and imposition of penalty in accordance with the Company Staff Rules if the Company receives information that the Candidate had, prior to joining the company's services, committed any act of misconduct which, in the opinion of the Company renders unfit to serve the Company.

Annexure I

The MD & CEO shall be entitled to a Fixed CTC of Rs. 1,17,35,881 per annum. The detailed break-up of salary components is as follows:

1. Basic Pay: The MD & CEO shall be entitled to a basic pay of Rs. 3,25,134/- per month.
2. Special Allowance: 85% of the Basic Pay per month.
3. House Rent Allowance: 50% of the Basic Pay per month. No housing accommodation will be provided by the Company.
4. A company car with driver or re-imburement of expenses subject to a ceiling of Rs. 8,40,000/- per annum.
5. Annual Performance Linked Incentive (PLI) as may be determined by the Nomination & Remuneration Committee /Board.
6. Annual increments to be decided by the Nomination & Remuneration Committee/Board.
7. Medical benefits equal to one month's basic per annum for self, spouse and dependent children.
8. Leave Travel Allowance of one month's basic pay for each year of service.
9. Group Medclaim, Group Personal Accident and Term Life Insurance cover will be as per the company's Insurance policy.
10. Company's contribution to Provident Fund would be made at the rate of 12% of basic pay. Gratuity is payable as per rules of the company.
11. Superannuation benefit of 15% of basic salary will be contributed by NDML to his Superannuation account.
12. Leave Encashment will be reimbursed as per Staff Rules of the Company.
13. Telephone and internet facility at the residence.
14. The MD & CEO shall also be entitled to such other benefits as are made available by the Company to members of staff from time to time.



Annexure II

Salary Components	CTC (Current)	CTC(Proposed)
MONTHLY COMPONENTS		
Basic	301050	325134
Special Allowance (85 of basic%)	255893	276364
H.R.A (50 of Basic %)	150525	162567
Driver Salary*	20000	20000
Car Lease *	50000	50000
Food Allowance	1950	1950
Other Allowance	70245	75865
LTA	25088	27095
Employer Contribution to Provident Fund	36126	39016
Total Gross (Monthly)	910876	977990
Total Gross (Yearly) - (A)	10930512	11735881
YEARLY COMPONENTS		
Variable Pay (B) **	2614487	2614487
CTC with Variable	13545000	14350368
Gratuity (C)	173766	187667
Total CTC with Gratuity	1,37,18,765	1,45,38,035

* Car lease can be opted to a total sum of Rs. 70,000 per month in lieu of driver salary and car lease component of salary, if not opted will be part of conveyance/ other allowance.

** Performance Linked Incentive (PLI) will be decided, as per the Company's policy based on performance".

** Since PLI is an Annual Component and the position is continued to be held by Mr. Sameer Gupte by reappointment, the PLI awarded for FY 2025-26 will become payable only at the end of the financial year and collectively, under contract of first appointment and contract of reappointment.

** Total compensation for the financial year 2025-26 will be subject to applicable provisions of the Companies Act, 2013.

Mr. Sameer Gupte is neither disqualified from being re-appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given the consent to act as Director in form DIR 2 of the Companies Act, 2013.

The Board recommends the resolution in relation to re-appointment of Mr. Sameer Gupte as Managing Director & CEO of NSDL Database Management Limited from November 18, 2025 to till May 15th, 2026 for approval by the shareholders of the Company. Except Mr. Sameer Gupte, 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. 1 of the notice.



Other Disclosure relating to Directors seeking appointment/re-appointment as per Clause 1.2.5 of Secretarial Standards-2 on General Meetings

Name of Director	Sameer Gupte
Category	Managing Director and CEO
Date of Birth/Age	March 6, 1971 / 54 years
Qualifications	Master of Management Studies - Finance, Bachelor of Engineering - Electronics
Experience	Sameer is a business leader with over 26 years of experience, having around 22 years in the country's premier depository NSDL and its subsidiary NDML. Sameer has also worked with Payment Aggregator 'BillDesk (IndiaIdeas.com Limited)' as Head of Government Business. He brings extensive exposure in handling end-to-end project management and has been involved in conceptualization, pilot demonstration, planning, executing, and monitoring several transformational initiatives at NSDL and NDML.
Terms & Conditions of appointment or reappointment	Re-appointment will be for a period from November 18, 2025 till May 15, 2026 on the terms and conditions as outlined in the above Explanatory Statement annexed to the Notice.
Last Remuneration Details	Current CTC [Fixed] - Rs. 10930512 plus variable
Date of first appointment on the Board	November 18, 2022
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 2025-26	3 (Three)
List of other Directorship held	NIL



Name of Director	Sameer Gupte
Chairman/Member of the Committees of Board of other Companies	NIL
Chairman/Member of the Committees of Board of the Company	1. Corporate Social Responsibility Committee - Member 2. Information Technology strategy Committee - Member

