



CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED

CIN: L67120MH1997PLC112443

Regd. Office: Unit No. A-2501, Marathon Futurex,
Mafatlal Mills Compound, N. M. Joshi Marg,
Lower Parel (E), Mumbai 400013.

Tel: 91-22-2302 3333 **Fax:** 91-22-2300 2036

Website: www.cdslindia.com, **Email Id:** shareholders@cdslindia.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Members,
Central Depository Services (India) Limited

Notice is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), applicable provisions of SEBI (Depositories and Participants) Regulations, 2018, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), read with General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 3/2022 dated May 05, 2022 and No. 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), and subject to any other applicable laws, rules and regulations {including any statutory modifications and re-enactments(s) for the time being in force}, to transact the following Special Business by the Members of Central Depository Services (India) Limited ("the Company") by passing the Ordinary Resolution appended below, through Postal Ballot process by remote e-voting (voting by electronic means). An Explanatory Statement under Section 102(1) of the Act, setting out the material facts along with the reasons/rationale thereof forms part of this Postal Ballot Notice ("Notice").

In accordance with the provisions of the MCA Circulars and other applicable laws and regulations, the Company is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members/List of Beneficial Owners as received from M/s. Link Intime India Private Limited, the Company's Registrar and Transfer Agent ('RTA') as on **Friday, June 16, 2023 ('Cut-Off Date')**. **A physical copy of this Notice along with Postal Ballot forms and pre-paid business reply envelope are not being sent to the Members of the Company.**

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act, read with the Rules, the Company has engaged the services of **KFin Technologies Limited (formerly known as KFin Technologies Private Limited) ("KFin")** for the purpose of providing e-voting facility to its Members. The instructions for e-voting are appended to this Notice. The Company has made necessary arrangements with M/s. Link Intime India Private Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail addresses. Members who have not registered their e-mail addresses are requested to register the same by following the procedure set out in this Notice.

SPECIAL BUSINESS

1. Appointment of Sushri Kamala Kantharaj (DIN: 07917801) as Shareholder Director on the Governing Board of the Company subject to prior approval of Securities and Exchange Board of India (SEBI).

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

“RESOLVED THAT in accordance with the applicable provisions of the Articles of Association of the Company and pursuant to Regulation 25(1) read with Part C of Second Schedule and all other applicable provisions of the SEBI (Depositories and Participants) Regulations, 2018, the Companies Act, 2013, the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and any other law for the time being in force (including any statutory modifications and re-enactment(s) thereof) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded to appoint Sushri Kamala Kantharaj (DIN: 07917801) as Shareholder Director (Non-Executive) on the Governing Board of the Company and who shall be liable to retire by rotation, subject to the prior approval of the Securities and Exchange Board of India (SEBI).

RESOLVED FURTHER THAT the effective date of appointment of Sushri Kamala Kantharaj (DIN: 07917801) as Shareholder Director would be the date of SEBI approval.

RESOLVED FURTHER THAT Shri. Nehal Vora, Managing Director and CEO, Smt. Nayana Ovalekar, Chief Regulatory Officer and Shri Nilay Shah, Group Company Secretary & Head Legal be and are hereby severally authorized on behalf of the Company 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
Group Company Secretary & Head Legal
Membership No. ACS-20586

Place: Mumbai

Date: June 15, 2023

Registered office:

Unit No. A-2501, 25th Floor, Marathon Futurex,
Mafatlal Mills Compound, N. M. Joshi Marg,
Lower Parel (E), Mumbai 400013.
CIN: L67120MH1997PLC112443

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Secretarial Standard – 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India setting out material facts relating to the proposed resolution is annexed hereto and forms part of this Notice.
2. Brief profile and other requisite details about the appointment of Director pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice.
3. The Notice will also be placed on the website of the Company at www.cdslindia.com and on the e-voting website of KFin at <https://evoting.kfintech.com>. The Notice can also be accessed from the website of the Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com.
4. The Board of Directors of the Company has at its Meeting held on June 15, 2023, appointed Mr. Dhrumil Shah (FCS 8021 and CP No. 8978) of M/s. Dhrumil M. Shah & Co. LLP, Practising Company Secretaries, to act as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner.

5. The Company is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company / Depositories and whose names appear in the Register of Members / List of Beneficial Owners as received from M/s. Link Intime India Private Limited, the Company's Registrar and Transfer Agent ('RTA') as on **Friday, June 16, 2023 ("Cut-Off Date")**. Those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in this Notice under Note No. 16.
6. After dispatch of Notice of Postal Ballot through email, advertisement shall be published in one English Daily and one in Marathi Newspaper, each having, wide circulation in the district where the Registered Office of the Company is situated and will also be uploaded under the "Investor" section of the Company's website at www.cdslindia.com.
7. In compliance with the provisions of Section 108 and 110 of the Act, read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations and SS-2, the Company is providing e-voting facility to its Members, to enable them to cast their votes electronically. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. **A person who is not a Member of the Company as on the Cut-Off Date should treat this Notice for information purpose only.** The detailed procedure with respect to e-voting is mentioned in Note no. 15 of this Notice.
8. The e-voting shall commence on **June 22, 2023 at 9:00 a.m. (IST) and shall end on July 21, 2023 at 5:00 p.m. (IST)**. The e-voting facility will be disabled by KFin immediately thereafter and the Members will not be allowed to cast their vote beyond the said date and time. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
9. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email to companysecretaryteam@cdslindia.com.
10. The Scrutinizer will submit his report to Shri Balkrishna V. Chaubal, Chairman or any other person authorized by Chairman, after completion of scrutiny of the e-voting, and the results of the Postal Ballot will be announced by the Chairman or any other person authorized by him at the Registered Office of the Company, within two (2) working days of the conclusion of the Postal Ballot and will be displayed on the Company's website at www.cdslindia.com and on the e-voting website of KFin at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchange i.e., National Stock Exchange of India Limited, the designated depository of the Company i.e., National Securities Depository Limited and will also be displayed on the Notice Board of the Company at its Registered Office. The Scrutinizer's decision on the validity of the votes cast shall be final.
11. In case of any general queries/grievances, Members may reach Company's RTA, M/s. Link Intime India Private Limited on Tel No: 022-49186270 and Email ID: rnt.helpdesk@linkintime.co.in.
12. In case of any queries/grievances, you may refer to 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). Members may also reach out to Mr. S. V. Raju, KFin at evoting@kfintech.com
13. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for e-voting and as if it has been passed at a General Meeting of the Members conveyed in that behalf.
14. **General Information for Members**
 - a. Members holding shares in physical form are requested to note that in terms of Regulation 40 of Listing Regulations, as amended, the securities of Listed Companies can be transferred only in dematerialized form and transmission, or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form. In view of the above and to eliminate risks associated with physical transfer of securities, Members holding Equity Shares of the Company in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA for assistance in this regard.
 - b. SEBI, vide its Circulars dated November 3, 2021, December 14, 2021, and March 16, 2023, 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 by **September 30, 2023**, if the said compliance is not been done by due-date then such folios may be frozen by the Company/ RTA.
 - c. The formats for Nomination and Updation of KYC details in accordance with the SEBI Circular are available on the

website of the RTA at the link <https://web.linkintime.co.in/KYC-downloads.html> and under "Investor" section of the Company's website at the link <https://www.cdslindia.com/InvestorRels/ShareholderCorner.html#section7>

15. **Procedure for E-Voting:**

I. **Login method for Individual Members holding securities in demat mode is given below:**

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon 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 remote e-voting service provider website for casting the vote during the remote e-voting period. 2. User not registered for IDeAS e-Services: <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsdl.com II. Select "Register Online for IDeAS" III. Proceed with completing the required fields. 3. By visiting the e-voting website of NSDL: <ol style="list-style-type: none"> I. URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. Enter User ID (i.e. 16-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 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.
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest: <ol style="list-style-type: none"> I. URL: https://web.cdslindia.com/myeasinew/home/login/ or URL: www.cdslindia.com II. Click on New System Myeasi. III. Login with user id and password. IV. Option will be made available to reach e-voting page without any further authentication. V. Click on e-voting service provider name to cast your vote. 2. User not registered for Easi/Easiest: <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasinew/RegistrationEasiRegistration II. Proceed with completing the required fields. 3. By visiting the e-voting website of CDSL: <ol style="list-style-type: none"> I. URL: https://evoting.cdslindia.com/Evoting/EvotingLogin II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.

Type of Member	Login Method
Individual Members holding securities in demat mode through Depository Participants	Members can also login using the login credentials of their demat account through Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged in, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on Company 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.
Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available on the above-mentioned websites.	
Helpdesk for Individual Members holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e., NSDL and CDSL:	
Members facing any technical issue - NSDL	Members facing any technical issue – CDSL
Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 1800 22 44 30	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 23058738 or 022-23058542-43

II. **Login method for all Members holding securities in physical form and Other than Individual Members holding securities in demat mode is given below:**

- i. Initial password is provided in the body of the email.
- ii. Launch internet browser and type the URL : <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with M/s. KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the 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 of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (09) 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.
- viii. 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' and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. 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 subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send legible scanned certified true copy (in PDF format) of Board Resolution /Power of Attorney / Authority etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail

to dhrumil@dmsah.in and may also upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document should be in "Corporate Name".

- xii. If e-mail addresses 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.

General Guidelines for e-voting

1. In order to increase the efficiency of the voting process and in terms of SEBI Circular dated December 9, 2020, demat account holders are being provided a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the e-voting service providers, thereby facilitating seamless authentication and convenience of participating in the e-voting process.
 2. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send legible scanned certified true copy (in PDF format) of Board Resolution /Power of Attorney / Authority etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dhrumil@dmsah.in and may also upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document should be in "Corporate Name".
 3. It is strongly recommended to not share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on Kfin e-voting website at <https://evoting.kfintech.com> to reset the password.
16. **Procedure for Registration of email addresses with the Company/Depository:**

Members who have not registered their e-mail addresses with the Company/Depositories are requested to register their e-mail addresses in the following manner:

For shares held in Physical form	For shares held in Dematerialized form
By writing to Link Intime India Private Limited, the Registrar and Transfer Agent of the Company, at their address C - 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083 or at rnt.helpdesk@linkintime.co.in	By contacting the concerned Depository Participant.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 20 and 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS FORMING PART OF THE NOTICE

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

Item No. 1

BSE Limited vide its letter dated May 12, 2023, had nominated Sushri Kamala Kantharaj, Chief Risk Officer of BSE Limited, as Shareholder Director on the Governing Board of Central Depository Services (India) Limited ['CDSL'] in place of Shri Nayan Mehta, Chief Financial Officer of BSE Limited. The nomination was duly approved by the Board of Directors of BSE Limited at its meeting held on May 11, 2023. Further, in the view of above, Shri Nayan Mehta had resigned from the Governing Boards of Central Depository Services (India) Limited, CDSL Ventures Limited and CDSL Insurance Repository Limited w.e.f. May 16, 2023.

According to Regulation 25 (1) read with Part C of Second Schedule of SEBI (Depositories & Participant) Regulations, 2018, the appointment and re-appointment of all the Shareholder Directors on the Governing Board of the Depository shall first be approved by the Governing Board of the Depository followed by Member's approval before submitting the same to the SEBI for approval.

Based on the declarations / disclosures provided by Sushri Kamala Kantharaj, she meets the requirements as stipulated in the Companies Act, 2013, read with rules made thereunder, SEBI (Depositories & Participant) Regulations, 2018, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, she has also confirmed that she is not debarred from holding the office of Director by virtue of any order from SEBI or any other authority.

The sitting fees for attending meetings of the Governing Board or Committees thereof by Sushri Kamala Kantharaj shall be paid to BSE Limited, Nominating Shareholder.

Pursuant to applicable provisions of the Companies Act, 2013, SEBI (Depositories and Participants) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the basis of recommendation of Nomination and Remuneration Committee and Board of Directors, approval of the Members is sought for appointment of Sushri Kamala Kantharaj as Shareholder Director of the Company who shall be liable to retire by rotation. Based on approval of Members of the Company, application shall be submitted to SEBI for her appointment. Once the prior approval is received from SEBI, Sushri Kamala Kantharaj shall be appointed as Shareholder Director and shall be eligible to commence discharging her functions/duties as Shareholder Director with effect from the date of SEBI's approval. The necessary filings with the Registrar of Companies, Ministry of Corporate Affairs shall be done thereafter.

Except Sushri Kamala Kantharaj and her relatives, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested financially or otherwise in the said resolution.

The Board recommends the ordinary resolution set forth in Item No. 1 for approval by the Members of the Company.

Brief Profile and other requisite details of Sushri Kamala Kantharaj, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings are provided as an Annexure to this Notice.

ANNEXURE

PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Name of the Director	Sushri Kamala Kantharaj
DIN	07917801
Age	57 years
Qualifications	Chartered Accountant, Institute of Chartered Accountants of India (ICAI)
Experience / Brief Resume / Nature of Expertise	Sushri Kamala Kantharaj is a seasoned finance professional with over 33 years of experience; currently designated as the Chief Risk Officer at BSE Limited, where she leads Enterprise Risk Management. With a strong background in financial markets and extensive work in organizations like PFC, IIM-B, BgSE, BgSE Financials, Invest smart, NSE, and Edelweiss Group, Sushri Kamala has actively contributed to capital market reforms and policy-making. She possesses in-depth knowledge of business, legal frameworks, governance, and regulatory aspects. Her expertise includes managing complex projects in financial markets, driving digitization, and successfully navigating multiple stakeholders' interests. Exceptionally, she made history as the first woman to functionally head a Stock Exchange across Domestic and International Exchanges during her tenure as Executive Director of Bangalore Stock Exchange.
Terms and Conditions of Appointment	As per the resolution set out at Item No. 1 of the Notice read with Explanatory Statement
Remuneration proposed to be paid	The sitting fees for attending meetings of the Governing Board or Committees thereof by Sushri Kamala Kantharaj shall be paid to BSE Limited, Nominating Shareholder.
Remuneration last drawn	N.A.
Date of first appointment on the Board	Appointment on the Board shall be effective from the date of SEBI's approval.
Shareholding in the Company including shareholding as a beneficial owner	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year	N.A.
Directorship on other Boards including Listed Entities	Nil
Membership / Chairmanship of Committees of other Boards including Listed Entities	Nil
Listed Entities from which the Director has resigned in the past three years	Nil

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

Nilay Shah
Group Company Secretary & Head Legal
Membership No. ACS-20586

Place: Mumbai

Date: June 15, 2023

Registered office:

Unit No. A-2501, Marathon Futurex,
Mafatlal Mills Compound, N. M. Joshi Marg,
Lower Parel (E), Mumbai 400013.
CIN: L67120MH1997PLC112443