

CDSL/CS/NSE/RG/2024/207

August 17, 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**

Sub: Submission of scrutinizer report of the 26th Annual General Meeting of the Company held on August 17, 2024.

Dear Sir/Madam,

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued by the Ministry of Corporate Affairs, we are enclosing herewith consolidated Scrutinizer's report issued by M/s. Vatsal Doshi & Associates on remote e-voting and e-voting at the Annual General Meeting ("AGM") held on Saturday, August 17, 2024, at 11:00 A.M. through Video Conferencing/ Other Audio Visual Means.

All the resolutions set out in the notice of the AGM have been passed with the requisite majority.

The consolidated Scrutinizer's report is also being uploaded on the website of the Company www.cdslindia.com.

This is for your information and record.

Thanking You,
Yours faithfully,

For Central Depository Services (India) Limited

**Nilay Shah
Company Secretary & Head Legal
ACS No.: A20586
Encl: a/a**



Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
Shri Nilay Shah
Company Secretary & Head Legal
Central Depository Services (India) Limited
Unit No. A-2501, Marathon Futurex,
Mafatlal Mills Compound,
N. M. Joshi Marg, Lower Parel (E),
Mumbai - 400013.

Sub: 26th Annual General Meeting ("AGM") of the Members of Central Depository Services (India) Limited held on Saturday, August 17, 2024 at 11:00 a.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")

Dear Sir,

I, **Vatsal K. Doshi**, Practicing Company Secretary, Proprietor, M/s. Vatsal Doshi & Associates have been appointed as the Scrutinizer by the Board of Directors of Central Depository Services (India) Limited ("The Company") for the purpose of scrutinizing the remote e-voting and e-voting during the 26th Annual General Meeting ("AGM") and ascertaining the requisite majority on remote e-voting and e-voting undertaken as per the provisions of Section 108 of the Companies Act, 2013 with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the 26th AGM of the Members of the Company, held on Saturday, August 17, 2024 at 11:00 a.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

The Notice dated July 02, 2024, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA General Circular Nos. 09/2023 dated September 25, 2023 and 2/2022 dated May 05, 2022 read with General Circular Nos. 14, 17 & 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively (collectively referred to as "MCA Circulars") and SEBI Circular Nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

The Company had availed the facility offered by **KFin Technologies Limited** for conducting **remote e-voting** (<https://evoting.kfintech.com>) and **e-voting** (<https://emeetings.kfintech.com>) during AGM by the Shareholders of the Company. The Company had uploaded all the items of businesses to be transacted on its website and also on the website of KFin Technologies Limited to facilitate its Shareholders to cast their vote through remote e-voting and e-voting during the AGM.



The Notices sent contained the detailed procedure to be followed by the Members for casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and notifications issued by the Ministry of Corporate Affairs ("MCA").

As prescribed in the said Rules, the Company had also published an advertisement in newspapers on Saturday, July 27, 2024 in Financial Express (English, all editions) and Loksatta (Marathi, Mumbai edition) and it carried the required information as specified in the said Rules.

The Members of the Company as on the "**cut-off date**" i.e. **Saturday, August 10, 2024** were entitled to vote on the Resolutions (Item Nos. 1 to 7), as set out in the Notice of the 26th Annual General Meeting.

The **remote e-voting** commenced from **Wednesday, August 14, 2024 9:00 a.m. (IST)** and ended on **Friday, August 16, 2024 5:00 p.m. (IST)**.

The Chairman at the 26th AGM held on August 17, 2024 through two-way VC/OAVM had announced that Members who have not exercised their votes through remote e-voting may, if they wish to, exercise their votes through electronic voting system being provided during the meeting.

Further, the votes cast through e-voting were unblocked in the presence of **two witnesses, Shri Kumudchandra Doshi and Shri Naitik Doshi**, neither of whom are in the employment of the Company.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules, Circulars and Notifications issued by the Ministry of Corporate Affairs relating to remote e-voting prior and during the AGM on the resolutions contained in the Notice of the AGM.

My responsibility as Scrutinizer for the e-voting process (i.e. remote e-voting and e-voting at the AGM) is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by KFin Technologies Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

The Consolidated Report on the results of voting through remote e-voting and voting through electronic means during the AGM is as under:



ORDINARY BUSINESSES:

Item No. 1 : Ordinary Resolution

To consider and adopt:

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

Mode of e-voting	Number of Members voted	Number of Shares held by Members voted	Number of votes in favour	Number of votes against	% of votes		Number of votes Invalid	Number of votes abstained	Number of Shares for which votes not cast (Less Voted)
					Favour	Against			
Remote e-voting	1,403	4,87,80,957	4,86,84,066	410	99.9992	0.0008	00	64,888	31,593
e-voting at AGM	19	13,136	13,136	00	100	00	00	00	00
Total	1,422	4,87,94,093	4,86,97,202	410	99.9992	0.0008	00	64,888	31,593

Item No. 2 : Ordinary Resolution

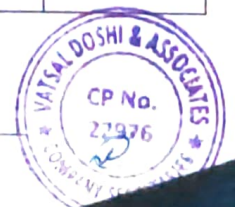
To declare Final and Special Dividend on Equity Shares of the Company for the financial year ended March 31, 2024.

Mode of e-voting	Number of Members voted	Number of Shares held by Members voted	Number of votes in favour	Number of votes against	% of votes		Number of votes Invalid	Number of votes abstained	Number of Shares for which votes not cast (Less Voted)
					Favour	Against			
Remote e-voting	1,403	4,87,80,957	4,87,48,410	678	99.9986	0.0014	00	276	31,593
e-voting at AGM	19	13,136	13,136	00	100	00	00	00	00
Total	1,422	4,87,94,093	4,87,61,546	678	99.9986	0.0014	00	276	31,593

Item No. 3 : Ordinary Resolution

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.

Mode of e-voting	Number of Members voted	Number of Shares held by Members voted	Number of votes in favour	Number of votes against	% of votes		Number of votes Invalid	Number of votes abstained	Number of Shares for which votes not cast (Less Voted)
					Favour	Against			
Remote e-voting	1,403	4,87,80,957	4,87,45,384	1,144	99.9977	0.0023	00	2,832	31,597
e-voting at AGM	19	13,136	13,136	00	100	00	00	00	00
Total	1,422	4,87,94,093	4,87,58,520	1,144	99.9977	0.0023	00	2,832	31,597



SPECIAL BUSINESSES:

Item No. 4 : Ordinary Resolution

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

Mode of e-voting	Number of Members voted	Number of Shares held by Members voted	Number of votes in favour	Number of votes against	% of votes		Number of votes Invalid	Number of votes abstained	Number of Shares for which votes not cast (Less Voted)
					Favour	Against			
Remote e-voting	1,403	4,87,80,957	4,85,19,014	2,29,171	99.5299	0.4701	00	1,175	31,597
e-voting at AGM	19	13,136	13,136	00	100	00	00	00	00
Total	1,422	4,87,94,093	4,85,32,150	2,29,171	99.5299	0.4701	00	1,175	31,597

Item No. 5 : Special Resolution

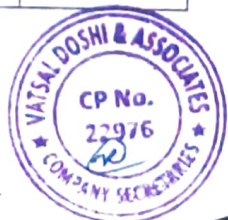
To approve the Alteration of the Articles of Association (AOA) of the Company.

Mode of e-voting	Number of Members voted	Number of Shares held by Members voted	Number of votes in favour	Number of votes against	% of votes		Number of votes Invalid	Number of votes abstained	Number of Shares for which votes not cast (Less Voted)
					Favour	Against			
Remote e-voting	1,403	4,87,80,957	4,87,47,086	615	99.9987	0.0013	00	1,658	31,598
e-voting at AGM	19	13,136	13,136	00	100	00	00	00	00
Total	1,422	4,87,94,093	4,87,60,222	615	99.9987	0.0013	00	1,658	31,598

Item No. 6 : Special Resolution

To approve the issuance of Bonus Shares.

Mode of e-voting	Number of Members voted	Number of Shares held by Members voted	Number of votes in favour	Number of votes against	% of votes		Number of votes Invalid	Number of votes abstained	Number of Shares for which votes not cast (Less Voted)
					Favour	Against			
Remote e-voting	1,403	4,87,80,957	4,74,96,627	12,51,838	97.4320	2.5680	00	906	31,586
e-voting at AGM	19	13,136	13,136	00	100	00	00	00	00
Total	1,422	4,87,94,093	4,75,09,763	12,51,838	97.4327	2.5673	00	906	31,586





Item No. 7 : Special Resolution

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

Mode of e-voting	Number of Members voted	Number of Shares held by Members voted	Number of votes in favour	Number of votes against	% of votes		Number of votes Invalid	Number of votes abstained	Number of Shares for which votes not cast (Less Voted)
					Favour	Against			
Remote e-voting	1,403	4,87,80,957	3,77,24,148	1,10,23,569	77.3865	22.6135	00	1,645	31,595
e-voting at AGM	19	13,136	13,136	00	100	00	00	00	00
Total	1,422	4,87,94,093	3,77,37,284	1,10,23,569	77.3926	22.6074	00	1,645	31,595

Yours faithfully,



Vatsal K. Doshi,
FCS - 12399 CP No. - 22976
Peer Review No. 3191/2023
Practicing Company Secretary
Scrutinizer for remote e-voting/
e-voting process at AGM
UDIN : F012399F000995084
Place : Mumbai
Date : August 17, 2024

We, the undersigned have witnessed that the votes cast through e-voting were unblocked from KFin Technologies Limited e-voting website in our presence on Saturday, August 17, 2024.



Shri Kumudchandra Doshi



Shri Naitik Doshi

Countersigned

Nilay Shah
Company Secretary & Head Legal
Central Depository Services (India) Limited