

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

Addendum to the Notice of the Eighteenth Annual General Meeting (AGM) of the Members of NSDL Database Management Limited to be held on Wednesday, September 21, 2022 at 4:00 p.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. 7 as a Special Business and this addendum shall be deemed to be a part of the original Notice dated August 2, 2022 and the notes provided therein:

SPECIAL BUSINESS:

7. Appointment of Mr. Ravindra Pandey as an Independent & Non-Executive Director

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

“RESOLVED THAT Mr. Ravindra Pandey (DIN:07188637), who was appointed as an Additional Director of the Company effective September 12, 2022 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013 (‘Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Articles of Association of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of 3 years w.e.f. September 12, 2022, not liable to retire by rotation.

Registered Office:

4th 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 9, 2022
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, the latest being General Circular No. 2/2022 dated May 5, 2022 have allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till December 31, 2022. In accordance with the said circulars of MCA and applicable provisions of the Act, the 18th 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 4th 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

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

4. In accordance with, Circular issued by MCA, 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
6. The Notice of AGM along with Annual Report for the financial year 2021-22, is available on the website of the Company at www.ndml.in

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

7. Members will be able to attend the 18th 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 20, 2022 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, Electronic copies of all the documents referred to in the accompanying Notice of the AGM, Explanatory Statement, 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 ₹ 2 per Equity Share for the Financial Year ended March 31, 2022 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, 2022.
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. 7: Appointment Mr. Ravindra Pandey as an Independent & Non-Executive Director**

Due to sad demise of Shri Padmanabh Pundrikray Vora (DIN:0003192) on August 5, 2022, the office of Independent Director of the Company was vacant from the said date. Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed Mr. Ravindra Pandey (DIN:07188637) as an Additional Director (Non-Executive & Independent) w.e.f. September 12, 2022.

Pursuant to the provisions of Section 161 of the Act and Article 127 of the Articles of Association of the Company, Mr. Pandey shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160 of the Act, received, in writing, a notice proposing the candidature of Mr. Pandey for the office of Independent Director. Mr. Pandey, once appointed, will be liable to retire by rotation.

The Company has received from Mr. Pandey: (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Pandey is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and he is Independent of the Management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Pandey on the Board of the Company and accordingly the Board recommends the appointment of Mr. Pandey as an Independent Director as proposed in the Resolution set out at Item No. 7 for approval by the Members.

Except Mr. Pandey, 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. 7 of the notice.

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	Mr. Ravindra Pandey
Category	Director
Date of Birth/ Age	June 6, 1962/ 60 years
Nationality	Indian
Qualifications	M.Sc. and Certified Associate of Indian Institute of Bankers
Experience	Mr. Pandey is senior banker; superannuated recently after a stellar career spanning 37 years with State Bank of India; with proven track record in top leadership roles in domestic and international assignments. He has extensive knowledge, varied and rich leadership experience, covering all the facets of banking viz. Digital Banking, Credit Management, SME Banking, HR function, Risk and Compliance, International Banking, as well as partner relationship management, operational expertise and strategic steering of very large, cross-functional teams. Represented Bank at various industry & Govt forums.
Terms & Conditions appointment or reappointment	Independent Director & Non - Executive Director, not liable to retire by rotation.
Remuneration Details	NIL
Date of first appointment on the Board	September 12, 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 2021-22	N.A.
List of other Directorship held	N.A.
Chairman/Member of the Committees of Board of other Companies	N.A.
Chairman/Member of the Committees of Board of the Company	a. Audit Committee b. Nomination & Remuneration Committee c. Corporate Social Responsibility