Central Depository Services (India) Limited

18th September, 2019

The Manager,
Listing Compliance Department,
National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai – 400051

Sub: Proceedings of 21st Annual General Meeting held on 17.09.2019

Dear Sirs,

Pursuant to Regulation 30 read with Para A (13) of Part A of Schedule III of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the summary of proceedings of the 21st Annual General Meeting of the members of the Company held on Tuesday, September 17, 2019.

Kindly take the above intimation on your record.

Thanking you,

Yours faithfully,
For **Central Depository Services (India) Limited**

Lalitmohan Sharma
VP Legal & Company Secretary

Central Depository Services (India) Ltd. MUMBAI

Encl: as above

Regd. Office : Marathon Futurex, A Wing, 25th Floor,
Mafatlal Mills Compound, N M Joshi Marg, Lower Parel (E), Mumbai - 400 013.
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Website : www.cdslindia.com

SUMMARY OF PROCEEDINGS OF THE 21ST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY

The 21st Annual General Meeting of the members of Central Depository Services (India) Limited was held on Tuesday, September 17, 2019 at 03:30 p.m. IST at Walchand Hirachand Hall, IMC Chamber of Commerce and Industry 4th Floor, IMC Building, IMC Marg, Churchgate, Mumbai – 400020.

Shri B. V. Chaubal was elected to Chair the meeting.

The requisite quorum being present, the Chairman called the Meeting to order.

The Chairman informed that Remote e-Voting commenced at Saturday, September 14, 2019 at 9.00 a.m. IST and ended on Monday, September 16, 2019 at 5.00 p.m. IST.

The following items of business as set out in the Notice convening the 21st Annual General Meeting were commended for members' consideration and approval:

Ordinary Business:

1. To receive consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2019 and the Reports of Board and Auditors thereon.
2. To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2019.
3. To appoint a Director in place of Shri Nayan Chandrakant Mehta (DIN: 03320139) who retires from office by rotation and being eligible offers himself for re-appointment.
4. To consider and approve the revised remuneration of Statutory Auditors of the Company for the financial year 2019-20.

The Chairman informed the members that those members who have not cast their vote through remote e-Voting, can cast their vote through the voting facility of an electronic voting system provided at the venue of the meeting.

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The Chairman also informed the members that Shri Atul Mehta, Practicing Company Secretary was appointed as the scrutinizer to scrutinize the voting through electronic means (i.e. remote e-Voting and voting at the meeting by using electronic system).

The Chairman informed the members that the results of e-Voting shall be disseminated to the National Stock Exchange of India Limited, where the shares of the Company are listed and also uploaded on the website of the Company, and website of Link Intime India Private Limited, the authorised agency which has provided e-Voting facility.

The Meeting concluded with a vote of thanks to the Chair.

Central Depository Services (India) Ltd. MUMBAI

Mehta & Mehta
COMPANY SECRETARIES
REGD. OFFICE : 201-206, SHIV SMRITI, 2ND FLOOR, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI-400 018
PHONE : +91-22-6611 9696 • E-mail: info@mehta-mehta.com • Visit us : www.mehta-mehtaadvisory.com

Scrutinizer's Report

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

The Chairman
Central Depository Services (India) Limited

21st Annual General Meeting ("AGM") of the Members of the Central Depository Services (India) Limited held on Tuesday, September 21, 2019 at 03.30 p.m. at Walchand Hirachand Hall, IMCChamber of Commerce and Industry, 4th Floor,IMC Building, IMC Marg, Churchgate, Mumbai –400020

Dear Sir,

I, **Atul Mehta**, Practicing Company Secretary and Partner, M/s. Mehta & Mehta, Company Secretaries, appointed by the Board of Directors of the **Central Depository Services (India) Limited** ("the Company") to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and voting through electronic voting means at the 21st Annual General Meeting ("AGM") of the Company in respect of the Resolutions as set out in the Notice, do hereby submit my report as follows:

1. The Resolutions were transacted through the process of remote e-voting and through electronic voting system at the venue of the AGM. For the purpose of remote e-voting, the Company had engaged the services of Link Intime India Private Limited.

2. Voting rights were reckoned on the paid-up value of shares registered in the name of the Members as on Tuesday, September 10, 2019. ("cut-off date").

3. The period for remote e-voting commenced on Saturday, September 14, 2019 at 9:00 a.m. (IST) and ended on Monday, September 16, 2019, at 5:00 p.m. (IST). The Remote e-voting module was disabled by Link Intime India Private Limited for voting thereafter.

4. The facility for voting through electronic voting means was made available at the AGM venue for the Members attending the Meeting and who did not cast their vote through remote e-voting.

ATUL MEHTA
CP No. 2486
Company Secretaries

5. Further, the votes cast through remote e-voting were unblocked in the presence of two witnesses Ms. Nikita Shah and Ms. Aashna Makani neither of whom are in the employment of the Company.

6. The report on votes cast through remote e-voting was generated from Link Intime India Private Limited e-voting website https://www.instavote.linkintime.co.in.

7. The consolidated results of remote e-voting and voting through electronic voting system at the AGM venue are enclosed as an **Annexure** to this report.

Thanking You,

For **Mehta & Mehta**
Company Secretaries

ATUL MEHTA
CP No.
2486
Company Secretaries

Atul Mehta
Scrutinizer
FCS No: 5782
CP No: 2486

Place: Mumbai
Date: September 18, 2019

Enclosed: Annexure

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from Link Intime India Private Limited e-voting website https://www.instavote.linkintime.co.in in our presence on Tuesday, September 17, 2019.

Name	: Nikita Shah	**Name**	: Aashna Makani
Address	: B-Block, Flat No. 8, 4th Floor, Ishwardas Mansion, Nana Chowk, Mumbai - 400007	Address	: 22, Juhu Shangrila, Gulmour Cross Road No. 11, J.V.P.D. Scheme, Juhu, Mumbai - 400049

Countersigned by

BV Chambal

Chairman of the meeting.

18/9/2019

Item No. 1: Ordinary Resolution

To receive consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2019 and the Reports of Board and Auditors thereon

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	62	41427968	25	17966	87	41,445,934	99.9999%
Votes against the resolution	2	26	0	0	2	26	0.0001%
Invalid votes/Abstained	1	48713	0	0	1	48,713	-

Item No. 2: Ordinary Resolution

To declare dividend on equity shares.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	63	41476687	25	17966	88	41,494,653	100.0000%
Votes against the resolution	2	20	0	0	2	20	0.0000%
Invalid votes/Abstained	0	0	0	0	0	0	-

Item No. 3: Ordinary Resolution

To appoint a Director in place of Shri Nayan Chandrakant Mehta (DIN: 03320139) who retires from office by rotation and being eligible offers himself for re-appointment

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	57	40172638	25	17966	82	40190604	96.8573%
Votes against the resolution	8	1304069	0	0	8	1304069	3.1427%
Invalid votes/Abstained	0	0	0	0	0	0	-

Note - One of the shareholder has partially voted in favour and partially in against. He being a single person cannot be counted twice.

ATUL MEHTA ★ CP No. 2486 ★ Company Secretaries

Item No. 4: Ordinary Resolution

To consider and approve the revised remuneration of Statutory Auditors of the Company for the financial year 2019-20.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	62	41476359	25	17966	87	41,494,325	99.9992%
Votes against the resolution	3	348	0	0	3	348	0.0008%
Invalid votes/Abstained	0	0	0	0	0	0	-

Note - One of the shareholder has partially voted in favour and partially in against. He being a single person cannot be counted twice.

ATUL MEHTA
CP No. 2486
Company Secretaries