

**ADDENDUM TO THE NOTICE OF FIFTH ANNUAL GENERAL MEETING OF NSDL  
PAYMENTS BANK LIMITED**

**Addendum to the Notice of the Fifth Annual General Meeting (AGM) of the Members of National Securities Depository Limited to be held on Monday, September 27, 2021 at 11:30 a.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).**

Shorter Notice is hereby given that the following additional items of Special Business are included in the aforesaid Notice as Item No. 8 and Item No. 9, respectively. This addendum shall be deemed to be an integral part of the original Notice dated August 7, 2021 and the notes provided therein:

**SPECIAL BUSINESS:**

**8. Appointment of Ms. Padmaja Chunduru as the Director of the Bank**

**“RESOLVED THAT** Ms. Padmaja Chunduru (DIN: 08058663), who was pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Bank appointed as an Additional Director of the Bank with effect from September 25, 2021 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Bank.

**RESOLVED FURTHER THAT** any Director and Company Secretary of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**9. To approve the appointment of Ms. Padmaja Chunduru (DIN: 08058663) as the part-time Non Executive Chairman of the Bank**

**“RESOLVED THAT** pursuant to the provisions of the 10B (1A)(i) of the Banking Regulation Act, 1949, (including any modification(s) or re-enactment(s) thereof), and subject to grant of approval by Reserve Bank of India (RBI), the approval of the members of the Bank be and is hereby accorded for the appointment of Ms. Padmaja Chunduru (DIN: 08058663) as the Part Time Non -Executive Chairman of the Bank for such period as she holds the position of MD&CEO of NSDL subject to a maximum of 3 years subject to approval of RBI without any remuneration.”

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Bank be and are hereby severally authorised to take such steps and do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Place: Mumbai

**Registered Office:**

Trade World, 'A' Wing, 4th Floor,  
Kamala Mills Compound,  
Senapati Bapat Marg,  
Lower Parel (West)  
Mumbai- 400 013

**By Order of the Board of Directors  
For NSDL Payments Bank Limited**

Sd/-

**Balan Santosh Parthasarathy**

Company Secretary

Membership No. A49602

Date: September 24, 2021

## NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to item No. 8 & 9 as Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto.
2. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2021 dated 13th January 2021 read with General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 14/2020 dated 8th April, 2020, and General Circular No. 17/2020 dated 13th April, 2020 has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM). In accordance with, the said circulars of MCA and applicable provisions of the Act, the 5<sup>th</sup> AGM of the Company shall be conducted through VC / OAVM.
3. 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 4<sup>th</sup> Floor, "A" Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (W), Mumbai – 400 013, which shall be deemed venue of the AGM.
4. Members are requested (Institutional/Corporate Shareholders) to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at [balanp@nsdlbank.co.in](mailto:balanp@nsdlbank.co.in)

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

5. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the 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).
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 [balanp@nsdlbank.co.in](mailto:balanp@nsdlbank.co.in)

7. The Notice of AGM along with Annual Report for the financial year 2020-21, is available on the website of the Company a [www.nsdlbank.com](http://www.nsdlbank.com).

## **PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:**

8. Members will be able to attend the 5<sup>th</sup> AGM through VC/OAVM Facility 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.
9. 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.
10. 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. Balan Santosh Parthasarathy**

Company Secretary

Mobile no - +91 9870031277

Email id: [balanp@nsdlbank.co.in](mailto:balanp@nsdlbank.co.in)

11. Please note that 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 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:**

13. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their

queries in advance mentioning their name, email id, mobile number at balanP@nsdlbank.co.in Questions / queries received by the Company till 5.00 p.m. on on Sunday, September 26, 2021 shall only be considered and responded during the AGM.

14. Members who would like to express their views or ask questions during the AGM may raise their hands 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:**

15. 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.
16. During the AGM, the 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 upon request.
17. Members holding shares in electronic 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT  
2013****Item No. 8 & 9:**

As the term of the office of Mr. G. V. Nageswara (DIN:00799504) as the Managing Director & CEO of National Securities Depository Limited (NSDL) came to end on August 31, 2021, Mr. Rao had tendered his resignation from the Board of the Bank with effect from the close of business on August 31, 2021.

The Board of Directors on September 24, 2021, upon recommendation of the NRC, appointed Ms. Padmaja Chunduru as an Additional (Non-Executive and Non-Independent) Director of the Bank with effect from September 25, 2021. In terms of the provisions of Section 161 of the Act and the Articles of Association of the Bank, Ms. Padmaja Chunduru will hold office up to the date of this Annual General Meeting and is eligible to be appointed a Director of the Bank. The Bank has, in terms of Section 160 of the Act, received, in writing, a notice proposing the candidature of Ms. Padmaja Chunduru for the office of Director. Ms. Padmaja Chunduru, once appointed, will be liable to retire by rotation.

Ms. Chunduru, is a M.Com (Banking & Finance) from Andhra University and a qualified CAIIB- Certified Associate of Indian Institute of Bankers with 37 years of Banking and related experience in India and United States of America (USA). She has served as the Managing Director & CEO of Indian Bank and has also served in many leadership positions in State Bank of India. She has extensive knowledge and experience in Banking and Financial Services. She does not hold any directorship/membership of the Committees on the Board of any Listed Company.

Except Ms. Chunduru, being an appointee, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution set out at Item No. 8 and Item No. 9.

The Board recommends the resolution set forth in Item No. 8 and Item No. 9 for the approval of the Members.

**Other Disclosure relating to Directors seeking appointment/re-appointments pursuant to Clause 1.2.5 of Secretarial Standards-2 on General Meetings**

<b>Name of Director</b>	<b>Ms. Padmaja Chunduru</b>
Category	Director and Part-time Non-Executive Chairman
Date of Birth	02-08-1961
Nationality	Indian
Qualifications	M.Com (Banking & Finance) from Andhra University and a qualified CAIIB- Certified Associate of Indian Institute of Bankers.
Experience	37 years of Banking and related experience in India and United States of America (USA).This includes managing organizational and cultural change, driving operational efficiencies, as well as managing the board and key stakeholders.
Terms & Conditions appointment or reappointment	Appointment is as per Banking Regulation Act , 1949 and Companies Act, 2013.
Remuneration Details	Nil
Date of first appointment on the Board	September 25, 2021
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Board meetings attended during the year 2020-21	NA

List of other Directorships	National Securities Depository Limited National Database Management Limited
Chairman/Member of the Committees of Board of other Companies	<p><b>NSDL</b></p> <p>Pricing Committee (Member)</p> <p>Member Committee (Member)</p> <p>Corporate Social Responsibility Committee (Member)</p> <p>Stakeholder Relationship Committee (Member)</p> <p>IPO Committee (Member)</p> <p><b>NDML</b></p> <p>Nomination and Remuneration Committee (Member)</p> <p>Audit Committee (Member)</p> <p>Corporate Social Responsibility Committee (Member)</p>
Chairman/Member of the Committees of Board of the Company	<p>Audit Committee (Member)</p> <p>Risk Management Committee (Member)</p> <p>Customer Service Committee (Chairman)</p> <p>IT Strategy Committee (Member)</p> <p>Nomination and Remuneration Committee (Member)</p> <p>Strategic Advisory Committee (Member)</p>