

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT 25TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON FRIDAY, 18TH SEPTEMBER, 2020 AT 10.00 A.M. AND CONCLUDED AT 10.30 A.M. THROUGH VIDEO CONFERENCING (VC) AT THE BOARD ROOM OF THE COMPANY, AT THE REGISTERED OFFICE, TIMES TOWER, 1ST FLOOR, KAMALA MILLS COMPOUND, SENAPTI BAPAT MARG, LOWER PAREL, MUMBAI – 400013 IN COMPLIANCE WITH THE PROVISIONS OF GENERAL CIRCULAR NO. 14/2020 DATED 8TH APRIL 2020, CIRCULAR NO. 17/2020 DATED 13TH APRIL, 2020 AND CIRCULAR NO. 20/2020 DATED 5TH MAY, 2020 ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS (MCA) AND APPLICABLE PROVISIONS OF COMPANIES ACT, 2013 AND RULES MADE THEREUNDER.**

---

6. To appoint Mr. Suresh Sethi (DIN: 06426040) as the Managing Director & CEO (MD & CEO) of the Company with effect from February 18, 2021 for a term of 3 years and approval of minimum managerial remuneration to Mr. Suresh Sethi (DIN: 06426040), MD & CEO during the currency of his tenure including the current F.Y. 2020-21 in case of no profit or inadequate profit under Section 197 read with Schedule V of the Companies Act, 2013.

#### Special Resolution

“RESOLVED THAT as per the recommendation of the Nomination and Remuneration Committee and the Board in its meeting held on June 18, 2020 and August 17, 2020 and in pursuance of the provisions of the Articles of Association of the Company and pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule-V of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mr. Suresh Sethi



(DIN 06426040) is hereby appointed as the Managing Director & CEO (MD & CEO) of the Company with effect from February 18, 2021 for a period of three years and whose office shall not be liable to retire by rotation in terms of the provisions of Article 119 of the Articles of Association of the Company on terms and conditions of remuneration payable as contained in the Explanatory Statement at item number 6 annexed to this notice including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure and with liberty to the Board of Directors / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr Suresh Sethi and to enter into such agreement(s), deed(s) as the Board may, in its absolute discretion, consider necessary, expedient or desirable and to do all acts, deeds and things to give effect to the resolution.”

**“RESOLVED FURTHER THAT** the Company Secretary be and is hereby authorised to complete all the formalities as prescribed under the Companies Act 2013 and rules thereunder as may be applicable to give effect to the said appointment.”

Certified to be a True Copy

For NSDL e-Governance Infrastructure Limited



**Maulesh Kantharia**  
Company Secretary  
(Membership Number FCS 9637)

- Kindly note that the mechanism provided in general circular no. 14/2020 as issued by MCA on April 8, 2020 along with the other provision of the Act and the rules were duly complied by the Company during the Annual General Meeting held on September 18, 2020.