

NSDL PAYMENTS BANK LIMITED

Proceedings of the 10th ANNUAL GENERAL MEETING

To be conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)

Day & Date	:	Saturday, September 12, 2026
Place	:	401, 4th Floor, Tower 3, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai 400 013
Time	:	10.00 A.M. IST

GENERAL PROCEDURE FOR MEETING

CHAIRMAN

Mr. Dhananjaya A. Tambe, Independent Director and Part Time Chairman of the Bank shall commence the proceedings of meeting.

1. Welcome Address:

The Chairman to state

“Good morning, on behalf of the Board of Directors and management of NSDL Payments Bank Limited, I welcome the members of the Bank to the 10th Annual General Meeting the Bank.

As this AGM is conducted through VC/OAVM, we would like to take you through certain details relating to the participation at this meeting:

The facility to join this meeting through VC/OVAM has been made available to the shareholders as per the Circulars issued by MCA. All shareholders who have joined this meeting by VC/OAVM medium are by default put on mute mode to avoid any background noise and to ensure a smooth and seamless conduct of the meeting. Since there is no need for physical attendance in the meeting, the requirement for appointment of the Proxy is not applicable.

Voting on matters will be done by way of show of hands unless poll is demanded.

If any shareholders have any question to be raised, then they can do so by raising their hand or alternatively drop a message by way of chat functionality, available on the Microsoft Teams application.

In case of any technical issue, you can contact the concerned person as mentioned in the notice of the AGM.

2. Chairman to introduce the Directors and the invitees present

I Dhananjaya A. Tambe, Part Time Chairman of the Bank and Independent Director participating in the Meeting through Video Conferencing from Navi Mumbai.

Mr. Vijay Chandok, MD & CEO and authorised representative of NSDL is participating through Video Conferencing from Mumbai.

Mr. Abhijit Madhukar Kamalapurkar, MD & CEO, NSDL Payments Bank Limited participating through Video Conference from Mumbai

Mr. Patric Barla, Independent Director, participating through Video Conference from Ranchi.

Mr. Sitaram Pothukuchi, Independent Director, participating through Video Conference from Pune.

Ms. Shanta Vallury Gandhi, Independent Director, participating through Video Conference from Mumbai.

3. Chairman to thank and introduce other invitees

We also have the executives from the Bank, viz., Mr. Gautam Goswami, Company Secretary.

The Representatives from the Statutory Auditors and Secretarial Auditors are also joining this meeting from their respective locations through video conferencing.

4. Confirmation of Quorum by Chairman

The Chairman to further state:

"Since the requisite quorum is present, I declare that Meeting is in order and commence proceedings of the 10th Annual General Meeting of the Members of NSDL Payments Bank Limited".

The Chairman to declare:

"The Register of Directors and Shareholding register are available for inspection, electronically for the members on need basis."

5. Notice of Annual General Meeting and Director's Report

The Chairman to state

"The Notice, Directors' Report and audited financial statements of the Bank as on March 31, 2026, are with you and with your kind permission, I take them as read.

6. Auditors Report

The Chairman to state:

"The Statutory Auditors Report is available with you. There are no qualifications or observations or comments or other remarks in their Audit report for the year ended March 31, 2026.

(Company Secretary shall read the Auditors Report if required or sought by the Members)

Chairman to State:

Since there are no qualifications or observations or comments or other remarks in the report for the year ended March 31, 2026.

"With your permission I take them as read"

7. The MD & CEO can *share his thoughts on state of affairs of the Bank.*"

"To be shared by sir"

8. After completion of speech, Chairman to proceed with the meeting.

"The members may note that pursuant to the provisions of Section 107 of the Companies Act, 2013, at a general meeting, a resolution put to vote of the meeting

shall, unless a poll is demanded or the voting is carried out electronically, be decided on a show of hands.

Since the electronic voting is not applicable to the Bank, the Bank is permitted to conduct voting by show of hands at the meeting. Accordingly, now we will have all the resolutions proposed and seconded by the members present and simultaneously declare the result of voting.”

9. The Chairman to read out the subject matter of all resolutions as under:

➤ **RESOLUTION NO. 1: ORDINARY RESOLUTION**

To receive, consider and adopt the audited financial statements for the year ended March 31, 2026, together with the reports of the Board of Directors and auditors thereon.

Shareholders may please propose and second the passing of resolution for this item.

- Chairman to say “Resolution at item no. 1 Proposed by Mr. Vijay Chandok.
- Chairman to say “Resolution at item no. 1 Seconded by Mr. Rajeev Gupta.

“I now put the resolution to vote”

“Those in favour may please raise their hands.”

“Now those not in favour may please raise their hands.”

(If the majorities are in favour then)

“I declare the resolution as passed”

➤ **RESOLUTION NO. 2: ORDINARY RESOLUTION**

To consider and approve the appointment of Mr. Vijay Chandok (DIN: 01545262) who retires by rotation and being eligible, offers himself for re-election.

Shareholders may please propose and second the passing of resolution for this item

- Chairman to say "Resolution at item no. 2 Proposed by Mr. Rajeev Gupta."
- Chairman to say "Resolution at item no. 2 Seconded by Mr. Prashant Vagal."

"I now put the resolution to vote"

"Those in favour may please raise their hands."

"Now those not in favour may please raise their hands."

(If the majorities are in favour then)

"I declare the resolution as passed"

➤ **RESOLUTION NO. 3: SPECIAL BUSINESS (Special Resolution)**

To approve the re-appointment of Mr. Sitaram Pothukuchi (DIN: 00311538) as Independent Director of the Bank for the second term

Shareholders may please propose and second the passing of resolution for this item

- Chairman to say "Resolution at item no. 3 Proposed by Mr. Rajeev Gupta."

- Chairman to say “Resolution at item no. 3 Seconded by Mr. Prashant Vagal.”

“I now put the resolution to vote”

“Those in favour may please raise their hands.”

“Now those not in favour may please raise their hands.”

(If the majorities are in favour then)

“I declare the resolution as passed”

➤ **RESOLUTION NO. 4: SPECIAL BUSINESS (Special Resolution)**

To recommend and approve the re-appointment of Mr. Abhijit M. Kamalapurkar (DIN: 08849177) as MD & CEO of the Bank to the Board for the third term

Shareholders may please propose and second the passing of resolution for this item

- Chairman to say “Resolution at item no. 4 Proposed by Mr. Vijay Chandok.”
- Chairman to say “Resolution at item no. 4 Seconded Mr. Rakesh Mehta.”

“I now put the resolution to vote”

“Those in favour may please raise their hands.”

“Now those not in favour may please raise their hands.”

(If the majorities are in favour then)

"I declare the resolution as passed"

➤ **RESOLUTION NO. 5: SPECIAL BUSINESS (Special Resolution)**

To approve the compensation of Mr. Abhijit M. Kamalapurkar (DIN: 08849177), MD & CEO for the Financial Year 2026-2027

Shareholders may please propose and second the passing of resolution for this item

- Chairman to say "Resolution at item no. 5 Proposed by Mr. Vijay Chandok."
- Chairman to say "Resolution at item no. 5 Seconded by Mr. Rajeev Gupta."

"Those in favour may please raise their hands."

"Now those not in favour may please raise their hands."

(If the majorities are in favour then)

"I declare the resolution as passed"

If there are any questions/points raised by the shareholders, then the same may be taken at the end.

"Following questions/points have been raised by few shareholders:

Q.1 _____

Response_____

CONCLUSION OF THE MEETING

The Chairman to state that

"Now, since all business to be transacted at this meeting is completed, I would like to thank all the members, proxies and authorised representatives for attending the AGM."

"I now declare the proceedings of the 10th AGM of the Bank as Closed"
