

# NATIONAL SECURITIES DEPOSITORY LIMITED

(CIN: U74120MH2012PLC230380)

## Notice

Notice is hereby given that the Fifth Annual General Meeting (AGM) of National Securities Depository Limited will be held on Wednesday, September 27, 2017 at 11.30 a.m. at the Board Room of National Securities Depository Limited, Trade World, 'A' Wing, 5th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, to transact the following business:

### AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and Statement of Profit and Loss, Cash Flow Statement along with the consolidated Statement of Accounts for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To ratify the terms of appointment of Deloitte Haskins & Sells, Chartered Accountants (ICAI Registration No. 117364W) as statutory auditors of the Company for holding office from this AGM till the conclusion of next AGM to audit the books of accounts for Financial Year 2017-18 and fix their remuneration for the Financial Year 2017-18.

### AS SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. B. A. Prabhakar (DIN: 2101808) who was nominated by Securities and Exchange Board of India (SEBI) in terms of Regulation 9B(2) of the SEBI (Depositories and Participants) Regulations, 1996 as Public Interest Director be and is hereby appointed as an Independent Director of the Company to hold office for three years from the date of appointment on the Board not liable to retire by rotation."

5. To consider and, if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. S. Sridhar (DIN: 00004272) who was nominated by Securities and Exchange Board of India (SEBI) in terms of Regulation 9B(2) of the SEBI (Depositories and Participants) Regulations, 1996 as Public Interest Director be and is hereby appointed as an Independent Director of the Company to hold office for three years from the date of appointment on the Board not liable to retire by rotation."

6. To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013, subject to approval of SEBI, Mr. G. V. Nageswara Rao (DIN: 00799504) be and is hereby re-appointed as the Managing Director & CEO of National Securities Depository Limited, for a period of 5 years w.e.f. July 1, 2018, without being liable to retire by rotation on the same terms as approved by the shareholders at the Extraordinary General meeting held on April 22, 2013 with the following modifications:"

#### I. Salary:

The MD & CEO shall be entitled to a salary of Rs. 14,75,000 per month.

Annual increments to be decided by the Nomination and Remuneration Committee/Board, subject to percentage limits as applicable to Senior Management of the Company.

Annual Performance Linked Incentive (PLI) as may be determined by the Nomination and Remuneration Committee/Board, not exceeding one-third of Total Pay. 50% of the PLI to be paid on deferred basis after three years, subject to malus and clawback arrangements.

## Notice

Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. G. V. Nageswara Rao as Managing Director & CEO, the Company has no profits or the profits of the Company are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above, subject to compliance of applicable requirements under the Companies Act, 2013.”

“RESOLVED FURTHER THAT approval of SEBI be sought in accordance with the relevant SEBI (Depositories & Participants) Regulations, 1996, for the reappointment and remuneration of Mr. G. V. Nageswara Rao and the terms of reappointment will be subject to relevant provisions of SEBI Regulations as notified by SEBI from time to time.”

“RESOLVED FURTHER THAT the Board of Directors and/or Nomination and Remuneration Committee be and is hereby authorised to alter and vary the terms and conditions, if required and as may be agreed to by the Board of Directors and Mr. G. V. Nageswara Rao and to do all acts, deeds and things to give effect to the above resolution.”

“RESOLVED FURTHER THAT any of the Director / the Company Secretary / Compliance Officer / Chief Financial Officer be and is hereby authorised to take such steps as may be necessary in relation to the above and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolutions.”

7. To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:

“RESOLVED THAT Mr. C. M. Vasudev (DIN: 00143885) be and is hereby appointed as Director in Shareholder Director category as against the current Public Interest Director category on the Board of NSDL pursuant to Regulation 9A(1) of the SEBI (Depositories & Participants) Regulations, 1996, subject to prior approval of SEBI.”

“RESOLVED FURTHER THAT the Managing Director & CEO /Company Secretary /Compliance Officer or any other person authorised by the MD & CEO be and is hereby authorised to do all such acts and things as are necessary for giving effect to above resolution.”

“RESOLVED FURTHER THAT the Managing Director & CEO / Company Secretary / Compliance Officer or any other person authorised by the MD & CEO be and is hereby authorised to file the necessary e-forms subsequent to shareholders and SEBI approval and to do all such acts and things as are necessary for giving effect to above resolution.”

8. To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act , 2013, consent of the Company be and is hereby accorded for alteration of Articles of Association of the Company and additional clauses to be added as follows:

**New Clause to be inserted in Increase, Reduction and Alteration of Capital:**

*69A. Change in the Shareholding will be with prior approval of RBI*

*Any change of shareholding, by way of fresh issue or transfer of shares to the extent of 5 percent or more in the Company shall be with the prior approval of RBI.*

*69B. Shareholding of the company by residents*

*Not less than 51 percent of the shareholding of the company should be held by residents.*

**New sub-clause to be inserted in Clause 119 - Number of Directors as Clause 119 B.**

*119 B. Residents shall have the power to appoint majority of directors on the Board of the company*

“RESOLVED FURTHER that the Managing Director & CEO, the Company Secretary and any other official authorised by the Managing Director & CEO be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary and incidental to give effect to this resolution.”

9. To consider and, if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. J. Ravichandran be and is hereby appointed as Director in Shareholder Director category, on the Board of NSDL pursuant to Regulation 9A(1) of the SEBI (Depositories & Participants) Regulations, 1996, subject to prior approval of SEBI.”

**NATIONAL SECURITIES DEPOSITORY LIMITED**  
(CIN: U74120MH2012PLC230380)

## Notice

“RESOLVED FURTHER THAT the Managing Director & CEO/Company Secretary /Compliance Officer or any other person authorised by the MD & CEO be and is hereby authorised to do all such acts and things as are necessary for giving effect to above resolution.”

“RESOLVED FURTHER THAT the Managing Director & CEO/Company Secretary /Compliance Officer or any other person authorised by the MD & CEO be and is hereby authorised to file the necessary e-forms subsequent to shareholders and SEBI approval and to do all such acts and things as are necessary for giving effect to above resolution.”

By Order of the Board of Directors  
For National Securities Depository Limited

Sd/-  
Chief Financial Officer

National Securities Depository Limited  
(CIN: U74120MH2012PLC230380)

**Registered Office:**

Trade World, 'A' Wing, 4th Floor,  
Kamala Mills Compound, Senapati Bapat marg,  
Lower Parel, Mumbai - 400 013  
Email : [cs-depository@nsdl.co.in](mailto:cs-depository@nsdl.co.in), Website : [www.nsdl.co.in](http://www.nsdl.co.in)  
Phone : (022) 2499 4200 Fax: (022) 2497 6351

Dated : September 5, 2017  
Place: Mumbai

## Notice

### IMPORTANT NOTES:

1. The date of Annual general Meeting of the Company shall be considered as the record date for identifying the shareholders entitled for dividend for FY 2016-17.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of companies, must be supported by an appropriate resolution/authority, as applicable.

3. 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.
4. Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company /Depository Participants(s) for communication purposes. Further, physical copies of the Annual Report for 2016-17 are being sent in the permitted mode.
5. Electronic copy of the Notice of the 5th Annual General Meeting of the Company is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. Further, physical copies of the Notice of the 5th Annual General Meeting of the Company Attendance Slip and Proxy Form is being sent in the permitted mode.
6. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's secretarial email id: [cs-depository@nsdl.co.in](mailto:cs-depository@nsdl.co.in).
7. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to the date of the Annual General Meeting of the Company.

## Annexure to the Notice

### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item Nos. 4

Mr. B. A. Prabhakar is a Public Interest Director on the Board of the Company nominated by SEBI in terms of Regulation 9B(2) of SEBI (Depositories and Participants) Regulations, 1996. SEBI has approved nomination of Mr. Prabhakar as Public Interest Director for a period of 3 years vide letter MRD/DSA/OW/2017/4327/1 dated February 27, 2017.

Mr. B. A. Prabhakar, aged 63 years, is a commerce graduate from the University of Mysore and a Chartered Accountant. He retired as Chairman and Managing Director of Andhra Bank. Prior to that, he had served with Bank of India and with Bank of Baroda having worked in all areas of banking. Mr. Prabhakar had served on various Boards representing the Banks he had worked. He was Director on the Board of Star Union Daichi Insurance Ltd, India International Bank (Malaysia), Indian Institute of Banking and Finance, Baroda Pioneer Asset Management Company and ASREC India Ltd. He served as the Chairman of Bank of India (Tanzania) and Bank of India (Indonesia). He serves as a Non-Executive Director of Family Credit Limited. He has been an Independent Director at The Karnataka Bank Limited.

Mr. Prabhakar does not hold by himself or for any other person on beneficial basis, any shares in the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Prabhakar being eligible, is proposed to be appointed as an Independent Director for a period of three years from the date of appointment on the Board.

In the opinion of the Board, Mr. B. A. Prabhakar fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Mr. Prabhakar will be paid remuneration in the form of sitting fee within the limit prescribed under the Companies Act, 2013 for attending Board and other Committee meetings.

The Board recommends the resolution in relation to appointment of Mr. Prabhakar as an Independent Director, for the approval by the shareholders of the Company. Except Mr. Prabhakar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4

The Directors recommend the passing of the Resolutions at Item No. 4.

#### Item No. 5

Mr. S. Sridhar is a Public Interest Director on the Board of the Company nominated by SEBI in terms of Regulation 9B(2) of SEBI (Depositories and Participants) Regulations, 1996. SEBI has approved nomination of Mr. Sridhar as Public Interest Director for a period of 3 years vide letter MRD/DSA/OW/2017/16908/1/2017 dated July 20, 2017.

Mr. S. Sridhar, aged 66 years, studied at Indian Institute of Technology, Delhi and Jamnalal Bajaj Institute of Management Studies, Mumbai. Mr. Sridhar is an eminent banker with over 40 years' experience in banking of which over 11 years was at CEO/Board level. He retired as Chairman & Managing Director of Central Bank of India. Prior to that, he was Chairman & Managing Director of National Housing Bank, a wholly-owned subsidiary of the Reserve Bank of India. Mr. Sridhar started his career with State Bank of India and later worked with Export Import Bank of India for a long period, last in the role of Executive Director and Chief Operating Officer.

Mr. Sridhar does not hold by himself or for any other person on beneficial basis, any shares in the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Sridhar being eligible, is proposed to be appointed as an Independent Director for a period of three years from the date of appointment on the Board.

In the opinion of the Board, Mr. S. Sridhar fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Mr. Sridhar will be paid remuneration in the form of sitting fee within the limit prescribed under the Companies Act, 2013 for attending Board and other Committee meetings.

The Board recommends the resolution in relation to appointment of Mr. Sridhar as an Independent Director, for the approval by the shareholders of the Company. Except Mr. Sridhar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

The Directors recommend the passing of the Resolutions at Item No. 5.

## Annexure to the Notice

### Item No. 6

Mr. G. V. Nageswara Rao was appointed as Managing Director and CEO (MD & CEO) of NSDL subsequent to SEBI approval for a period of five years w.e.f. July 01, 2013. SEBI approval approving his appointment as MD & CEO of NSDL was received vide letter dated May 28, 2013. His current tenure continues till June 30, 2018.

The re-appointment of MD & CEO shall be in accordance with the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act. The said re-appointment will be subject to SEBI approval in accordance with the Regulation 9C of the SEBI (Depositories & Participants) Regulations, 1996.

Further, the terms and conditions of his re-appointment and remuneration shall be as decided by the Board and subject to approval of shareholders and SEBI.

The Board recommends the resolution in relation to re-appointment of Mr. G. V. Nageswara Rao as Managing Director & CEO of NSDL, for approval by the shareholders of the Company. Except Mr. Rao, being an appointee Director, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

The Board has reviewed and approved revision in the remuneration of MD & CEO. The revised monthly salary represents 23% increase, after considering the increment due on July 1, 2018. The Performance Linked Incentive (PLI) has been revised in line with the stipulations of SEBI.

The Directors recommend the passing of the Resolutions at Item No. 6.

### Shareholder Director :

Mr. Ravi Narain, Shareholder Director, retires by rotation at this AGM and, although eligible, has declined to be considered for re-appointment.

### Item No. 7

Regulation 9A(1) of the SEBI (Depositories & Participants) Regulations, 1996, states that the governing board of every depository shall include:

- (a) shareholder directors;
- (b) public interest directors; and,
- (c) managing director

Further, as per Regulation 9A(2) of the SEBI (Depositories & Participants) Regulations, 1996, the Chairperson shall be elected by the governing board from amongst the public interest directors subject to prior approval of the Board.

In view of the same Mr. C. M. Vasudev was appointed as a Public Interest Director and Chairman of the Board of NSDL subsequent to SEBI approval vide letter dated February 05, 2013.

In view of his extensive experience at policy making level in the Government of India including as Secretary, Ministry of Finance, his continuation as director will be valuable, after his term ends as Public Interest Director. The Board recommends the resolution pertaining to appointment of Mr. Vasudev as a Shareholder Director in accordance with the provisions of Regulation 9A and Regulation 9B(1) of the SEBI (Depositories & Participants) Regulations, 1996, subject to SEBI approval.

Except Mr. C. M. Vasudev, being an appointee Director, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

The Directors recommend the passing of the Resolutions at Item No. 7.

### Item No. 8

Pursuant to the in-principle approval from Reserve Bank of India (RBI), NSDL Payments Bank Limited was incorporated to carry on the business of Payments Bank. Further, RBI vide its letter dated March 30, 2017 has issued a licence to NSDL Payments Bank Limited to carry on Payments Bank business. The license issued to NSDL Payments Bank is subject to compliance with conditions and other terms mentioned in the letter. The terms and conditions of the licence require that the Articles of Association of NSDL be amended to incorporate the following :

- a) *Not less than 51 percent of the shareholding of the company should be held by residents.*
- b) *Residents shall have the power to appoint majority of directors on the Board of the company.*

## Annexure to the Notice

c) *any change of shareholding, by way of fresh issue or transfer of shares to the extent of 5 percent or more in the Company shall be with the prior approval of RBI.*

It may be added that the above are consistent with SEBI (Depositories and Participants) Regulations, 1996. As per Regulation 7(ea), no person other than a sponsor shall hold more than five per cent of the equity share capital in the depository. As per Regulation 7(d), the sponsor shall at all times hold at least fifty one per cent of the equity share capital of the depository.

In view of the above it is proposed to amend the Articles of Association of NSDL in order to incorporate the above mentioned requirements. Except Mr. G. V. Nageswara Rao, MD & CEO and Ms. Sudha B., CFO, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

The Board of the Company has approved the proposed amendments and recommends the same to Shareholders.

Copy of the Memorandum of Association and Articles of Association of the company is available for inspection at the Registered Office of the Company on all working days during business hours.

### Item No. 9

Regulation 9A(1) of the SEBI (Depositories & Participants) Regulations, 1996, states that the governing board of every depository shall include:

- (a) shareholder directors;
- (b) public interest directors; and,
- (c) managing director

Further Regulation 9B(1) also provides that appointment and re-appointment of all shareholder directors shall be with the prior approval of SEBI.

In this regard, Mr. J. Ravichandran, Director (Finance & Legal) of National Stock Exchange (NSE) was invited as a Shareholder Director on the Board of NSDL. The appointment is subject to prior approval by SEBI.

Mr. J. Ravichandran is a B.Com, B.L., FCS. He has been Group President of National Stock Exchange of India Ltd. since December 2, 2016. Mr. Ravichandran served as an Interim Chief Executive Officer National Stock Exchange of India Ltd. He served as the Chief (L&S, Gi&Sr), Director Finance & Legal at National Stock Exchange of India Ltd. and also served as its Group President Finance & Legal and Company Secretary. He serves as a Director of NSE Strategic Investment Corporation Ltd. and India Index Services & Products Ltd.

The Board recommends the resolution pertaining to appointment of Mr. J. Ravichandran as a Shareholder Director in accordance with the provisions of the Regulation 9A(1) and Regulation 9B(1) of the SEBI (Depositories & Participants) Regulations, 1996, subject to prior SEBI approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

The Directors recommend the passing of the Resolutions at Item No. 9.

**By Order of the Board of Directors**  
**For National Securities Depository Limited**  
Sd/-  
Chief Financial Officer

**National Securities Depository Limited**  
(CIN: U74120MH2012PLC230380)

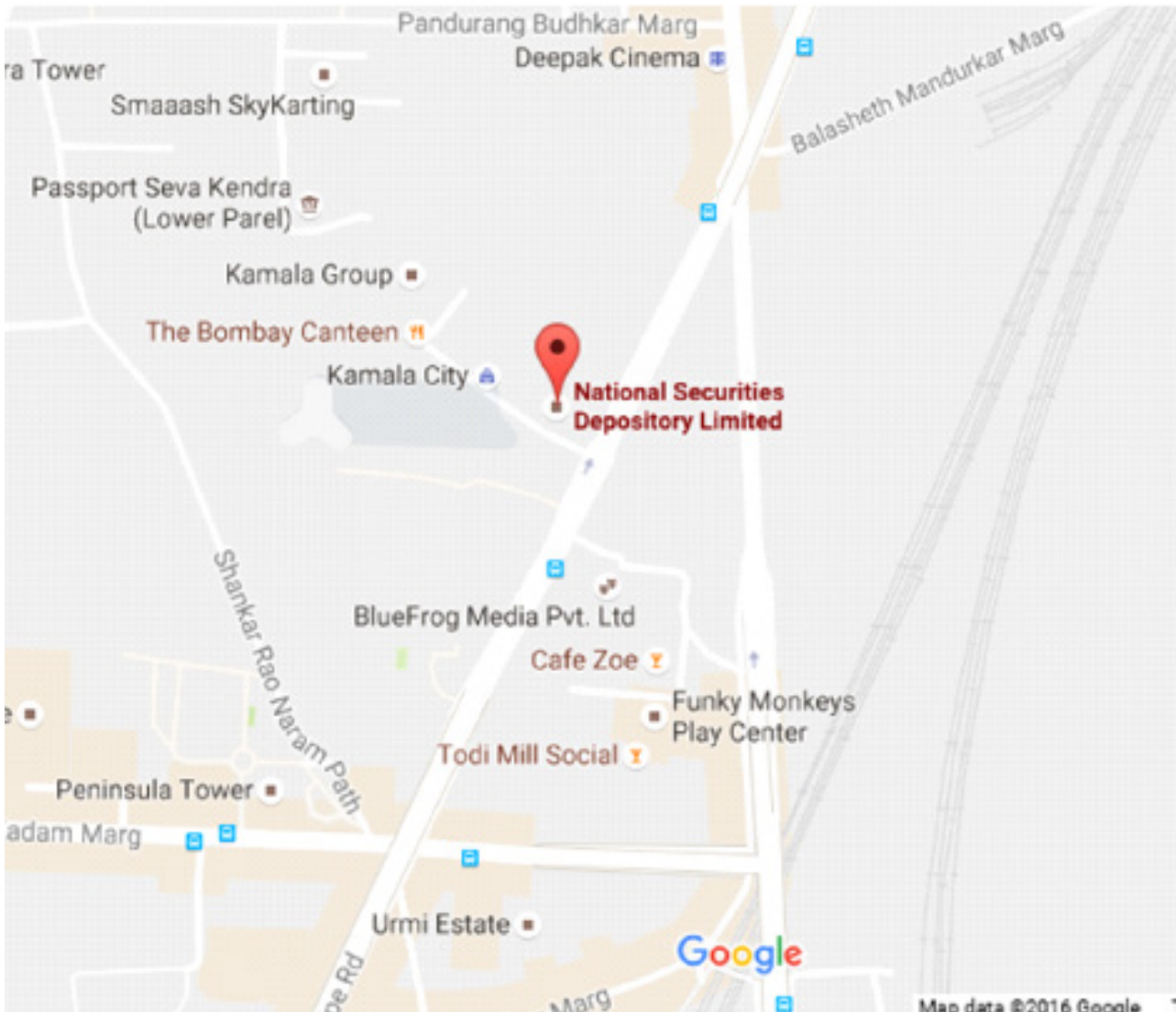
#### Registered Office:

Trade World, 'A' Wing, 4th Floor,  
Kamala Mills Compound, Senapati Bapat marg,  
Lower Parel, Mumbai - 400 013  
Email : [cs-depository@nsdl.co.in](mailto:cs-depository@nsdl.co.in), Website : [www.nsdl.co.in](http://www.nsdl.co.in)  
Phone : (022) 2499 4200 Fax: (022) 2497 6351

Dated : September 5, 2017

Place: Mumbai

Route map to the venue of the Annual General Meeting of National Securities Depository Limited



**NATIONAL SECURITIES DEPOSITORY LIMITED**

CIN: U74120MH2012PLC230380

**Registered Office:**

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

Email: [cs-depository@nsdl.co.in](mailto:cs-depository@nsdl.co.in), Website: [www.nsdl.co.in](http://www.nsdl.co.in)

Phone : (022) 2499 4200 Fax: (022) 2497 6351



# PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Corporate Identity Number (CIN): U74120MH2012PLC230380  
 Name of the Company: National Securities Depository Limited  
 Registered Office: Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound,  
 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013  
 Email : [cs-depository@nsdl.co.in](mailto:cs-depository@nsdl.co.in), Website : [www.nsdl.co.in](http://www.nsdl.co.in)  
 Phone : (022) 2499 4200 Fax: (022) 2497 6351

Name of the Member :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID :

I/We, being the member (s) of .....shares of the above named company, hereby appoint

1. Name :  
 Address :  
 E-mail Id:  
 Signature

Or failing him/her

2. Name :  
 Address :  
 E-mail Id:  
 Signature

Or failing him/her

3. Name :  
 Address :  
 E-mail Id:  
 Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fifth Annual General Meeting of the Company, to be held on Wednesday, September 27, 2017 at 11.30 a.m. at the Board Room of NSDL, Trade World, 'A' Wing, 5th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Businesses to be transacted	Please Tick relevant
	<b>Ordinary Business</b>	
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and Statement of Profit and Loss, Cash Flow Statement along with the consolidated Statement of Accounts for the year ended on that date and the Reports of the Directors and Auditors thereon.	
2.	To declare dividend on equity shares.	
3.	To ratify the terms of appointment of Deloitte Haskins & Sells, Chartered Accountants (ICAI Registration No. 117364W) as statutory auditors of the Company for holding office from this AGM till the conclusion of next AGM to audit the books of accounts for Financial Year 2017-18 and fix their remuneration for the Financial Year 2017-18.	
	<b>Special Business:</b>	
4.	To approve appointment of Mr. B. A. Prabhakar (DIN: 2101808) as an Independent Director.	
5.	To approve appointment of Mr. S. Sridhar (DIN: 00004272) as an Independent Director.	

6.	To approve re-appointment of Mr. G. V. Nageswara Rao (DIN: 00799504) as the Managing Director and CEO.	
7.	To approve appointment of Mr. C. M. Vasudev (DIN: 00143885) as Shareholder Director.	
8.	To approve the alteration and additional clauses of Articles of Association of the Company	
9.	To approve appointment of Mr. J. Ravichandran (DIN: 00073736) as Shareholder Director.	

Signed this..... day of..... ....2017.

Signature of Shareholder : \_\_\_\_\_

Signature of Proxy holder (s) : \_\_\_\_\_

Affix Re. 1 Revenue Stamp
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Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



## NATIONAL SECURITIES DEPOSITORY LIMITED

CIN: U74120MH2012PLC230380

Registered Office :

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

### ATTENDANCE SLIP

### FIFTH ANNUAL GENERAL MEETING, SEPTEMBER 27, 2017

DP ID. ....

Client ID. ....

I certify that I am a \*Registered Member / Authorised Representative of Registered Member under Section 113 of the Companies Act, 2013 / Proxy for Registered Member of National Securities Depository Limited.

I hereby record my presence at the FIFTH ANNUAL GENERAL MEETING of the Company on Wednesday, September 27, 2017 at 11.30 a.m. at the Board Room of NSDL, Trade World, 'A' Wing, 5th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013

\_\_\_\_\_  
\*Member's / Authorised Representative's /  
Proxy's name in BLOCK Letters

\_\_\_\_\_  
\*Member's / Authorised Representative's /  
Proxy's Signature

Notes : Please fill in this attendance slip and hand it over at the venue of the meeting.

\* Please strike off whichever is not applicable.