

# Notice of Sixth Annual General Meeting

Notice is hereby given that the Sixth Annual General Meeting of the Members of National Securities Depository Limited will be held on Wednesday, September 19, 2018 at 11: 00 a.m. at the Board Room of National Securities Depository Limited, Trade World, 'A' Wing, 5<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, to transact the following businesses:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon.

2. To declare dividend on equity shares for the financial year ended March 31, 2018 and in this connection to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

"RESOLVED THAT dividend at the rate of ₹ 2.5 per share on the equity capital of the company for the year ended March 31, 2018 be paid to those shareholders whose names appear on the register of members, as on record date."

3. To consider and approve appointment of director in place of director who retires by rotation and being eligible, offers himself for re-appointment and in this connection to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company be and is hereby accorded for the re-appointment of Mr. J. Ravichandran (DIN: 00073736) as a Director."

4. To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration for financial year ended March 31, 2019.

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time and pursuant to the resolution passed by the members at the AGM held on September 24, 2014, the appointment of

Deloitte Haskins & Sells, Chartered Accountants (Firm registration number: 117364W) as the auditors of the Company to hold office till the conclusion of the next AGM be and is hereby ratified and remuneration of ₹ 27 lakh p.a. (excluding applicable taxes and levies) to Deloitte Haskins & Sells to conduct the audit for the financial year 2018-19 be and is hereby approved."

## SPECIAL BUSINESS:

5. Appointment of Prof. G. Sivakumar (DIN: 07537575) as Independent Director of the Company.

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

"RESOLVED THAT Prof. G. Sivakumar (DIN 07537575), who was appointed as a Public Interest Director as per SEBI (Depositories and Participants) Regulations, 1996 with effect from January 05, 2018, for a term of three years, be and is hereby appointed as an Independent Director pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV 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) for such term as approved by SEBI and his term shall not be liable to retire by rotation."

6. Appointment of Dr. Rajani Gupte (DIN: 03172965) as Independent Director of the Company.

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

"RESOLVED THAT Dr. Rajani Gupte (DIN 03172965), who was appointed as a Public Interest Director as per SEBI (Depositories and Participants) Regulations, 1996 with effect from May 23, 2018, for a term of three years, be and is hereby appointed as an Independent Director pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV 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) for such term

as approved by SEBI and her term shall not be liable to retire by rotation.”

**7. Appointment of Mr. Ajay Sharma (DIN: 06417150) as Shareholder Director of the Company.**

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

“**RESOLVED THAT** Mr. Ajay Sharma (DIN: 06417150), who was appointed as a Shareholder Director as per SEBI approval in terms of SEBI (Depositories and Participants) Regulations, 1996 with effect from May 23, 2018, be and is hereby appointed as a Director, pursuant to provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), of the Company liable to retire by rotation.”

Place: Mumbai

**Registered Office:**

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

By Order of the Board of Directors  
For National Securities Depository Limited  
Sd/-

**G. V. Nageswara Rao**  
Managing Director & CEO  
DIN: 00799504

Date: August 09, 2018

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY**

2. The instrument of proxy, in order to be effective, must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of corporate members etc. must be supported by duly certified copy of the Board Resolution or Power of Attorney together with specimen signatures of those representative(s) authorised to attend and vote at the Annual General Meeting. A proxy form for the AGM is enclosed.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate Members are requested to send a duly certified copy of the Board Resolution or Power of Attorney together with specimen signatures of those representative(s) authorised to attend and vote at the Annual General Meeting.
5. Members / Proxies are requested to bring to the meeting; the attendance slip enclosed herewith, duly filled in and deposit the same at the entrance of the meeting hall.
6. The date of Annual General Meeting of the Company shall be considered as the record date for identifying the shareholders entitled for dividend for the financial year ended March 31, 2018.
7. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Items No. 5 to 7 is annexed hereto.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and all documents referred to in the accompanying Notice, Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business

hours (9:00 a.m. to 5:00 p.m.) on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the Annual General Meeting of the Company, provided that not less than three days of notice in writing is given to the Company.

9. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the ensuing Annual General Meeting, will be paid within a period of thirty days from the date of declaration, to members whose names appear in the Register of Members as on the record date.
10. 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.

11. Electronic copy of the AGM Notice & Annual Report for financial year 2017-18 is being sent to all the members whose email IDs are registered with the Company /Depository Participant(s) for communication purposes and the same will be available on the Company's website i.e. [www.nsd.co.in](http://www.nsd.co.in). Further, physical copy of the Notice and Annual Report are being sent in the permitted mode.
12. Members are requested to update their email address with their Depository Participant(s) to enable the Company to send future communications electronically.
13. The route map showing directions to reach the venue of the Sixth Annual General Meeting is given at the end of this notice.

# Explanatory Statement

## Pursuant to section 102 of the companies act, 2013

### Item No. 3:

#### **Re-appointment of Mr. J. Ravichandran as Shareholder Director of the Company.**

The Board of Directors had proposed the appointment of Mr. J. Ravichandran, as a Shareholder Director and the same was approved by shareholders, at the Fifth Annual General Meeting held on September 27, 2017 and SEBI vide its letter dated October 10, 2017. In view of the above, he was appointed as a Shareholder Director with effect from October 12, 2017.

Pursuant to Section 152 of Companies Act, Mr. Ravichandran is liable to retire by rotation and being eligible, seeks re-appointment.

Mr. J. Ravichandran is a B.Com, B.L., FCS. He is the Group President of National Stock Exchange of India Ltd (NSE). Mr. Ravichandran has been associated with NSE for long years and has served as the Chief (L&S, Gi&Sr), Director Finance & Legal at NSE and also as its Group President Finance & Legal and Company Secretary. Mr. Ravichandran does not hold any directorship/membership of the committees on the Board of Listed Company.

Mr. J. Ravichandran does not hold by himself or for any other person on beneficial basis, any shares in the Company and is not related to any other director on the Board.

Mr. J. Ravichandran 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 proposed Ordinary resolution in relation to re-appointment of Mr. J. Ravichandran as a Shareholder Director be passed by the shareholders. Except Mr. J. Ravichandran, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No. 3.

### Item No. 4:

#### **Ratification of appointment of Statutory Auditors of the Company and to fix their remuneration for the financial year ended March 31, 2019.**

In line with the requirements of the Act, Deloitte Haskins & Sells, Chartered Accountants (Firm registration number: 117364W) ('Deloitte') was appointed as the Statutory Auditors of the Company to hold office for a period of five consecutive years from the conclusion of the 2<sup>nd</sup> Annual General Meeting of the Company held on September 24, 2014, till the conclusion of the 7<sup>th</sup> Annual General Meeting to be held in the year 2019, subject to ratification by shareholders at the general meeting or as may be necessitated by the Act from time to time. Accordingly, the appointment of Deloitte is being placed before the shareholders as an Ordinary Resolution for ratification, basis the recommendation and approval of the Audit Committee and Board.

The Board recommends the proposed Ordinary resolution in relation to ratification of appointment of Statutory Auditors be passed by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No. 4.

### Item No. 5:

#### **Appointment of Prof. G. Sivakumar as Independent Director of the Company.**

Prof. G. Sivakumar 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 Prof. Sivakumar as Public Interest Director with effect from January 05, 2018 for a term of 3 years. In order to comply with the provisions of Sections 149, 152 of the Companies Act, 2013 his appointment as Independent Director is being proposed for passing by the Members for such term as approved by SEBI.

Prof. Sivakumar, aged 57 years, is an Alumni of the Indian Institute of Technology (Madras). He is also a Ph.D (Computer Science) from University of Illinois, Urbana-Champaign. He has been a faculty in the Department of Computer Science and Engineering, IIT Bombay, since 1991. His core research interests are in the areas of formal specification and verification, theorem proving, network security and management. He has served as a nominee of IIT Bombay's Board of Governors (2006-2007) and on the Governing Council of IDRBT since 2005. He has served on several Technology Advisory

Committees including those of RBI and SEBI. He has extensive knowledge and experience in IT systems of market infrastructure institutions. Prof. Sivakumar does not hold any directorship/membership of the committees on the Board of listed Company.

Prof. Sivakumar does not hold by himself or for any other person on beneficial basis, any shares in the Company and is not related to any other director on the Board.

Prof. Sivakumar 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 proposed Ordinary resolution in relation to appointment of Prof. Sivakumar as an Independent Director be passed by the shareholders. Except Prof. Sivakumar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No. 5.

#### **Item No. 6:**

##### **Appointment of Dr. Rajani Gupte as Independent Director of the Company.**

Dr. Rajani Gupte 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 Dr. Rajani Gupte as Public Interest Director with effect from May 23, 2018 for a term of 3 years. In order to comply with the provisions of Sections 149, 152 of the Companies Act, 2013 her appointment as Independent Director is being proposed for passing by the Members for such term as approved by SEBI.

Dr. Rajani Gupte, aged 62 years, is a M.A, M. Phil and Ph.D in Economics from the reputed Gokhale Institute of Politics and Economics, Pune. She is the Vice Chancellor of Symbiosis International University, Pune. She completed her doctorate in Economics from the Gokhale Institute of Economics and Politics, Pune. She has more than 30 years of experience in teaching and research at prestigious institutes including Loyala College, Madras, Symbiosis Institute

of Business Management and Symbiosis Institute of International Business, Pune and her alma mater the Gokhale Institute. She also served as Dean - Faculty of Management, Dean - Academics and later Pro - Vice Chancellor at Symbiosis International University. As a visiting faculty at the Oakland University, School of Business Administration, Michigan, USA, she has also addressed business leaders at Bremen University for Applied Sciences, Germany. She has been a part of the leadership team at Symbiosis for over two decades. She joined Symbiosis as a founding member of the Symbiosis Institute of International Business. She was the Director of the Institute between 2004 and 2012. Dr. Gupte is on the Board of the listed company named L&T Finance Holdings Limited as an Independent Director and is also a member of their Audit, Corporate Social Responsibility, Nomination & Remuneration Committee.

Dr. Gupte does not hold by herself or for any other person on beneficial basis, any shares in the Company and is not related to any other director on the Board.

Dr. Gupte 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 proposed Ordinary resolution in relation to appointment of Dr. Gupte as an Independent Director be passed by the shareholders. Except Dr. Gupte, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No. 6.

#### **Item No. 7:**

##### **Appointment of Mr. Ajay Sharma as Shareholder Director of the Company.**

The Board of Directors appointed Mr. Ajay Sharma as a Shareholder Director with effect from May 23, 2018 in terms of SEBI (Depositories & Participants) Regulations, 1996 with prior approval of SEBI.

Mr. Sharma, aged 56, is the Chief Financial Officer of IDBI Bank Ltd. He was Chief General Manager from August, 2016 as Zonal head, Bhubaneswar covering the state of Orissa, Chattisgarh, Jharkhand. He has

experience in Corporate Banking, Audit, Syndication and Priority Sector Group. He started his career with Punjab National Bank in 1986 and moved to IDBI in 1987 wherein he has worked in various capacities across locations PAN India. He is B.Com (Hon's), M.Com, MBA (Finance) and AICWA (Inter) by qualification. He does not hold any directorship/membership of the committees on the Board of listed Company.

Mr. Sharma does not hold by himself or for any other person on beneficial basis, any shares in the Company and is not related to any other director on the Board.

Mr. Sharma 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 proposed Ordinary resolution in relation to appointment of Mr. Sharma as Shareholder Director be passed by the shareholders. Except Mr. Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the

Company and their relatives is concerned or interested in the resolution set out at Item No. 7.

Place: Mumbai

**Registered Office:**

Trade World, 'A' Wing, 4<sup>th</sup> Floor,  
Kamala Mills Compound,  
Senapati Bapat Marg,  
Lower Parel (West),  
Mumbai - 400013

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

Sd/-

**G. V. Nageswara Rao**  
Managing Director & CEO

DIN: 00799504

Date: August 09, 2018

# Route map to the venue of the Annual General Meeting



National Securities Depository Limited

**CIN: U74120MH2012PLC230380**

Trade World, 'A' Wing, 4<sup>th</sup> Floor,

Kamala Mills Compound,

Senapati Bapat Marg,

Lower Parel (West),

Mumbai - 400 013

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

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

**National Securities Depository Limited**

Regd. Office: Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound,  
 Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013  
 CIN: U74120MH2012PLC230380  
 Tel: (022) 2499 4200 Website: www.nsd.com

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
 (Management and Administration) Rules, 2014 – Form No. MGT-11]

Name of the Member(s)	
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 Sixth Annual General Meeting of the company, to be held on the Wednesday, September 19, 2018 At 11:00 a.m. at the Board Room of National Securities Depository Limited, Trade World, 'A' Wing, 5<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolutions	Please Tick relevant		
		For	Against	Abstain
	<b>ORDINARY BUSINESS:</b>			
1.	Adoption of Financial Statements and the Reports of the Board of Directors and Auditors for the year ended as on March 31, 2018.			
2.	To declare dividend on equity shares for the financial year ended March 31, 2018.			
3.	To consider and approve appointment of Mr. J. Ravichandran (DIN: 00073736) as director liable to retire by rotation, who retires by rotation and being eligible offers himself for re-appointment.			
4.	To ratify the appointment of Statutory Auditors of the Company and fix their remuneration for financial year ended March 31, 2019.			
	<b>SPECIAL BUSINESS:</b>			
5.	Appointment of Prof. G. Sivakumar (DIN: 07537575) as Independent Director.			
6.	Appointment of Dr. Rajani Gupte (DIN: 03172965) as Independent Director.			
7.	Appointment of Mr. Ajay Sharma (DIN: 06417150) as Shareholder Director.			

Signed this..... day of..... ....2018.

Signature of Member: \_\_\_\_\_

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

Affix Revenue  
Stamp of not  
less than ₹ 1/-

**Note:**

This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.

It is optional to indicate your preference. If you leave the "for" or "against" column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deemed appropriate.

## ATTENDANCE SLIP

### National Securities Depository Limited

Regd. Office: Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel  
(West), Mumbai - 400 013

CIN: U74120MH2012PLC230380

Tel: (022) 2499 4200 Website: [www.nsdl.co.in](http://www.nsdl.co.in)

### SIXTH ANNUAL GENERAL MEETING, WEDNESDAY, SEPTEMBER 19, 2018

Folio No/ Client Id:																				
DP ID:																				

Number of Shares held:																			
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I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the Sixth Annual General Meeting of the Company on Wednesday, 19 day of September, 2018 at the Board Room of National Securities Depository Limited, Trade World, 5<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai- 400 013.

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Name of the member / proxy  
(in BLOCK letters)

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Signature of the member / proxy

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Note: Please fill up this attendance slip and hand it over at the entrance of the meeting.