

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

## Notice

NOTICE IS HEREBY GIVEN THAT THE FOURTH ANNUAL GENERAL MEETING (AGM) OF NATIONAL SECURITIES DEPOSITORY LIMITED will be held on Friday, September 16, 2016 at 11.00 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, to transact the following business:

**AS ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit and Loss, Cash Flow Statement alongwith 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 consider and approve appointment of Mr. Ravi Narain (DIN: 00062596) as director liable to retire by rotation, who retires by rotation and being eligible offers himself for re-appointment.
4. 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 2016-17 and fix their remuneration for the Financial Year 2016-17.

**AS SPECIAL BUSINESS:**

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, Ms. Pramila Shrivastav (holding DIN 07120724), 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 SEBI approval not liable to retire by rotation.

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

Sd/-

**Deepak Shenoy  
Company Secretary**

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, Website: www.nsdl.co.in  
Phone : (022) 2499 4200 Fax: (022) 2497 6351

Dated : August 22, 2016

## 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 2015-16.
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 the 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 2015-16 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 2015-16 is being sent in the permitted mode.
5. Electronic copy of the Notice of the 4th 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 4th 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. 5

Mrs. Pramila Shrivastav is a Public Interest Director on the Board of the Company nominated by SEBI in terms of SEBI (Depositories and Participants) Regulations, 1996.

Mrs. Pramila Shrivastav has done graduation in Psychology (Honours) and has been awarded National Merit Scholarship and 2 Gold Medals. She has done post graduation in Psychology from Delhi University 1st Division. She had joined Indian Revenue Service in 1978 after qualifying Civil Services Exams.

Mrs. Shrivastav has over 34 years of experience in the service and has extensive technical and administrative knowledge and skills in analysis of financial profiles, Scrutiny, evaluation & review of financial proposals including Budget proposals, turnaround proposals of sick companies, Tax Administration, Tax laws, Treaty Laws, cross border transactions, international taxation, Corporate law, Civil and Criminal laws, Contract law, Tort, Intellectual Property laws and Project Management.

Mrs. Shrivastav has worked in various cadres of Ministry of Finance and Ministry of Textiles. She was specially awarded in 1985 for Best All India Performance in investigation by the then Finance Minister.

She has represented Government of India as a Board member in a number of Corporations such as Central Cottage Industries Corporation, Handloom And Handicrafts Exports Promotion Council, Silk Board, National Handloom Development Corporation, Textile Committee, NIFT and the subsidiaries of NTC. Mrs. Shrivastav has international exposures through CIDA projects, tax conferences and seminars.

Mrs. Shrivastav retired as Chief Commissioner of Income Tax, Ghaziabad in 2012 and was responsible for administration of commissionerates of Ghaziabad, Noida, Meerut, Muzaffarnagar and Aligarh which entailed monitoring of the performance of the Commissioners for, revenue collection, infrastructure development, grievance-redressal, preventive vigilance etc.

Mrs. Shrivastav does not hold by herself 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 Mrs. Shrivastav being eligible, is proposed to be appointed as an Independent Director for a period of three years from the date of SEBI approval.

In the opinion of the Board, Mrs. Pramila Shrivastav fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Mrs. Shrivastav 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.

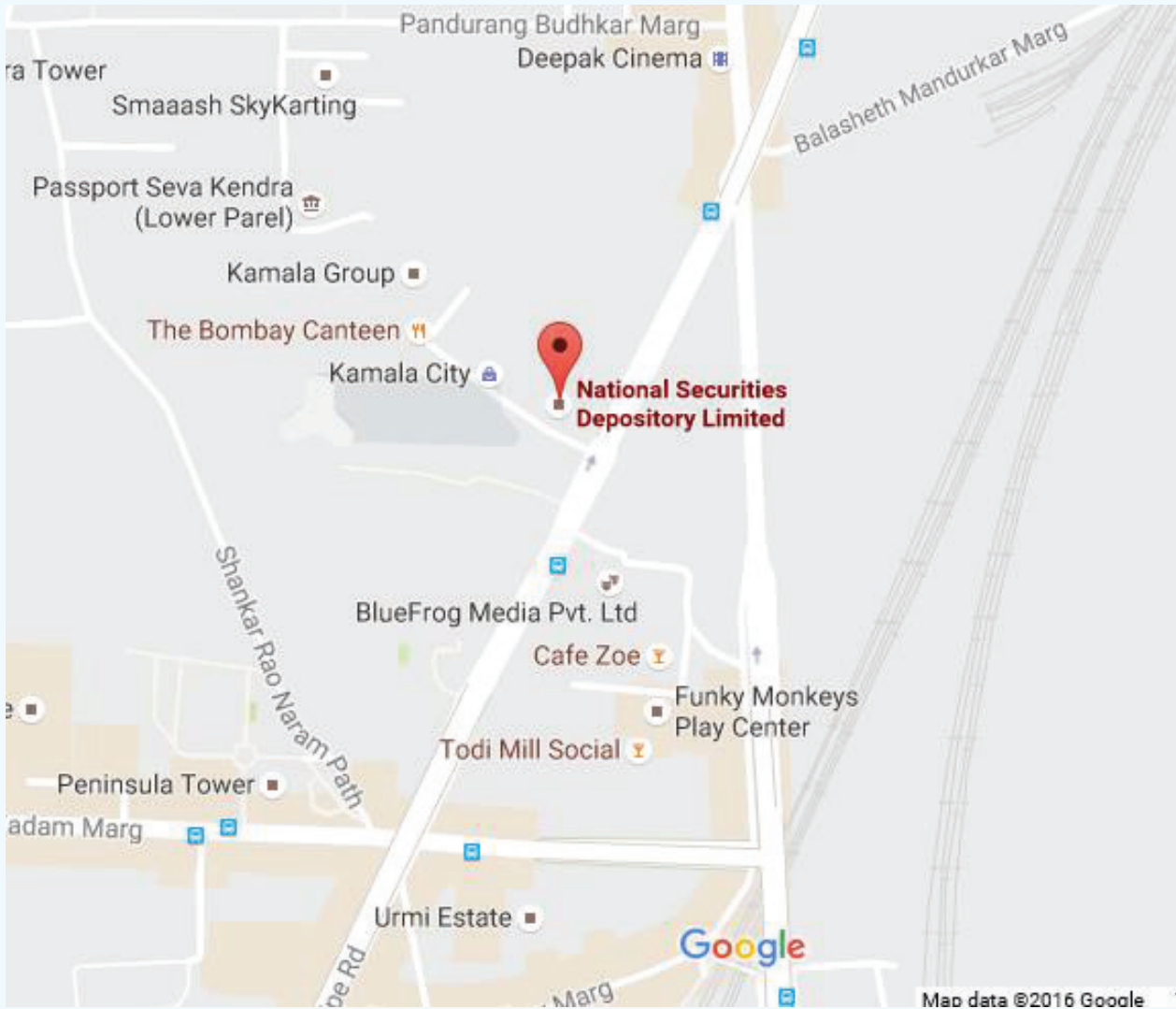
The Board recommends the resolution in relation to appointment of Mrs. Shrivastav as an Independent Director, for the approval by the shareholders of the Company. Except Mrs. Shrivastav, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned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

**By Order of the Board of Directors**  
**For National Securities Depository Limited**  
Sd/-  
**Deepak Shenoy**  
Company Secretary

Registered Office:  
National Securities Depository Limited  
(CIN: U74120MH2012PLC230380)  
Kamala Mills Compound, Senapati Bapat Marg,  
Lower Parel, Mumbai - 400 013  
Email: cs-depository@nsdl.co.in, Website: www.nsdl.co.in  
Phone : (022) 2499 4200 Fax: (022) 2497 6351

Dated : August 22, 2016  
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