

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an **EXTRA-ORDINARY GENERAL MEETING** of the Members of **NSE CLEARING LIMITED** will be held at short notice on **MONDAY, DECEMBER 19, 2022 at 10:00 A.M. through Video Conference / Other Audio Visual Means**, to transact the following **Special Business**.

1. To modify the terms of remuneration of Mr. Vikram Kothari (DIN: 07898773) as the Managing Director of the Company and if deemed fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provision of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SCR (SECC) Regulations, 2018, (including any modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and in partial modification to the ordinary resolution dated September 1, 2020, consent of the Shareholders, be and is hereby accorded to modify the terms of remuneration payable to Mr. Vikram Kothari (DIN:07898773), Managing Director, for his residual tenure, by granting Club Membership fees as an additional perquisite, subject to the approval of SEBI.

RESOLVED FURTHER THAT the existing terms of remuneration as approved by the members at the extra ordinary general meeting held on September 01, 2020, be and is hereby altered by insertion of sub clause (c) after sub clause (b), Part A, Clause (V) – Perquisites under the head ‘Salary’ as under:

‘(c): Club Membership (fees of club. Life membership fees not to be included)’

RESOLVED FURTHER THAT all other terms and conditions pertaining to his re-appointment as per the Ordinary Resolution passed in the General Meeting held on September 01, 2020, shall remain unchanged .

RESOLVED FURTHER THAT any of the Directors or Mr. Amit Amlani, Chief Financial Officer or Mr. Ravin Tank, Company Secretary be and are hereby severally authorised to take all such steps as may be required in connection herewith, including seeking all necessary approvals to give effect to this resolution, file the prescribed forms with the Ministry of Corporate Affairs and such other statutory and regulatory authorities and to do all such acts, deeds, matters and things as they may consider necessary or desirable including removal of difficulties that may arise during

the implementation of the aforesaid decision and furnishing certified true copies of this resolution to the concerned authorities, as may be required.”

By order of the Board of Directors
For **NSE Clearing Limited**

RAVIN
TRIBHUVAN TANK
Date: 2022.12.17 16:41:20
+05'30'

Ravin Tank
Company Secretary
ACS - 25673

Place: Mumbai

Date: December 17, 2022

Registered Office:

NSE Clearing Limited
Exchange Plaza, Plot C-1,
Block 'G', Bandra-Kurla Complex,
Bandra East, Mumbai – 400051

NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Extraordinary General Meeting (EGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed personal presence of the members at the meeting. The Ministry of Corporate Affairs (MCA) issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and General Circular No. 02/2021 dated January 13, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 2/2022 dated May 05, 2022 prescribing the procedures and manner of conducting the EGM through VC/OAVM. In terms of the said Circulars, the EGM of the members is held through VC / OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only.
2. The deemed venue for the EGM shall be the registered office of the Company i.e. Exchange Plaza, Plot C-1, Block 'G', Bandra Kurla Complex, Bandra (East), Mumbai 400051.
3. The meeting is being convened at shorter notice, after obtaining the consent, in writing, by majority in number of members entitled to vote and who represent not less than ninety-five per cent of such part of the paid-up share capital of the company as gives a right to vote at the meeting, pursuant to the provisions of Section 101 of the Companies Act, 2013.
4. NSE Clearing Limited (NCL) shall conduct the Extra Ordinary General Meeting through video conferencing by using 'Microsoft Teams application' and the members are requested to follow the below-mentioned instructions for participating in the Meeting through 'Microsoft Teams application':
 - (I) The Company Secretary shall send a meeting invite at the registered email addresses of the persons entitled to attend the Meeting, for joining the Meeting through Microsoft Teams application.
 - (II) **For joining through laptop/ desktops, the instructions are as follows:**
 - (a) Select '**Join Microsoft Teams Meeting**' in the meeting invite sent to you on your email address/calendar. Thereafter, a page will be displayed where you can choose to either join on the web or download the desktop app. If you already have the Microsoft Teams app, the meeting will open on the app automatically.
 - (b) If you do not have a Teams account, select '**Join as a guest**' and enter your name to join the meeting as a guest. If you have a Teams account, select '**Sign in and join**'.
 - (III) **For joining through mobile phone/iPads, the instructions are as follows:**
 - (a) For easy and efficient access to the Microsoft Teams meetings (including audio, video, and content sharing) on mobile, it would be advisable to download and install the Microsoft

Teams mobile app.

(b) If you have the app, select the 'Join Microsoft Teams Meeting' in the meeting invite sent on your registered email address to open the app and join the meeting. If you do not have the app, you will be taken to the app store where you can download the same.

(c) If you do not have a Microsoft Teams account, select 'Join as a guest' and enter your name to join the meeting as a guest. If you have a Teams account, select 'Sign in and join'.

(IV) It would be advisable to download and install the app before the meeting starts. It might take a few minutes, depending on your internet connection.

(V) Members who need any assistance or clarification while using the video conferencing facility can send an email at rtank@nsccl.co.in or can call at the helpline number: 022- 2659 8100.

5. Members can, prior to the Meeting, seek technical assistance on the abovementioned helpline number between 11:00 a.m. to 1:30 p.m. from Friday till the date of the Meeting.
6. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The VC facility allows two way conferencing and members can raise questions during the meeting. It is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same. Members are also requested to send their queries, if any, to the Company Secretary at rtank@nsccl.co.in.
8. If a poll is ordered to be taken by the Chairman or demanded in accordance with Section 109 of the Companies Act, 2013, members can cast their vote during the Meeting by sending an email to rtank@nsccl.co.in ("Designated Email Address") from their email addresses registered with the Company.
9. The video conferencing facility allows two-way conferencing and members can pose questions concurrently during the Meeting.
10. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the EGM, is annexed hereto.
11. Details of Directors seeking appointment at this meeting are provided in the "Annexure" to the notice.
12. A member entitled to attend and vote at the Meeting is not entitled to appoint a proxy to attend and vote instead of himself. Since the MCA Circular permits the holding of the Meeting through video conferencing and dispenses the physical attendance of the members at the Meeting, there is no

requirement for appointment of proxies by the members. Accordingly, the facility of appointment of proxies by the members will not be available for the Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

13. Corporate members intending to send their authorised representatives to attend the Meeting through video conference are requested to send to the Company a scanned copy of the certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
14. The Notice of EGM is being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s).
15. Members may also note that the Notice of EGM will be made available on the Company's website at www.nseifscclearing.com.
16. Voting would be done by Show of Hands at the meeting.
17. All the documents referred to in this Notice and the statutory registers, will be made available for inspection by the Company and as such the Members are requested to send an email to rtank@nsccl.co.in.
18. Since the EGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

By order of the Board of Directors
For **NSE Clearing Limited**

RAVIN TRIBHUVAN
TANK

Digitally signed by RAVIN
TRIBHUVAN TANK
Date: 2022.12.17 16:42:01
+05'30'

Ravin Tank
Company Secretary
ACS - 25673

Place: Mumbai
Date: December 17, 2022

Registered Office:
NSE Clearing Limited
Exchange plaza
C-1 Block G Bandra Kurla Complex
Bandra East Mumbai
Maharashtra 400051

Annexure to Notice**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013****ITEM NO. 1**

The members of NCL at the Extraordinary General Meeting (EGM) held on September 1, 2020, approved the re-appointment of Mr. Vikram Kothari as the Managing Director (MD) of NCL along with the compensation payable to him, subject to the approval of SEBI. SEBI vide its letter dated October 19, 2020, approved the aforesaid appointment and compensation payable for a period of three years with effect from November 7, 2020.

As per Part A of Clause (V) of the Ordinary Resolution dated September 01, 2020, Managing Director is entitled to perquisites as part of the approved terms of the remuneration.

Based on the practice followed by various organizations in the BFSI Sector, various private and public sector banks, etc, corporate club memberships are provided to Managing Director. Similar practice also prevails in NSE, the holding company, for its Senior Management employee. Accordingly, it is proposed to provide club membership as a perquisite to the MD.

NSE Group would be applying through NSE Indices Limited to Mumbai Cricket Association and Recreation Centre in Bandra-Kurla Complex, Mumbai to grant a Corporate Associate Membership. As per the terms, NSE group will be allowed to nominate two executives who would be able to use the membership, one of which is proposed to be given to the MD of NCL. Accordingly, since Mr. Vikram Kothari is the current MD, he would be allowed to use the same. Further, when a new MD is appointed in his place post completion of his term, the membership would be passed on to the new MD.

The Board of Directors at its meeting held on December 06, 2022, approved the nomination of Mr. Vikram Kothari, Managing Director as one of the Nominee to the Corporate Associate Membership of Mumbai Cricket Association and Recreation Centre, such that, Club Membership fees shall be treated as a perquisite in terms of remuneration of Managing Director.

Pursuant to the provision of Sections 196, 197 & Schedule V of the Companies Act, 2013 read with the Rules made thereunder and Regulation 25 of the SCR (SECC) Regulations, 2018, the terms of appointment / re-appointment and remuneration payable to a Managing Director including any modifications shall be approved by the Board of Directors subject to the approval of members and SEBI.

In view of the above, approval of the Members is requested to approve the modification in the terms of remuneration of Mr. Vikram Kothari, Managing Director to include Club Membership fee by insertion of sub clause (c) after sub clause (b), Part A, Clause (V) – Perquisites under the head 'Salary' as under:

'(c): Club Membership (fees of club. Life membership fees not to be included)'

All other terms and conditions relating to his appointment / re-appointment as per the Ordinary Resolution passed in the General Meeting held on September 01, 2020, shall remain unchanged.

The copy of contract of service with Managing Director or a written memorandum setting out terms of re-appointment and remuneration as applicable and the documents/details relating to Corporate Associate Membership of Mumbai Cricket Association and Recreation Centre, will be open to inspection by any member of the Company and also during the course of the Meeting.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms and conditions governing the appointment / re-appointment and remuneration and memorandum pursuant to Section 190 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel (and their relatives) of the Company, except Mr. Vikram Kothari, being an appointee are in any way concerned or interested (financial or otherwise) in the passing of the above resolution.

The Board recommends the passing of the resolution as set out in item no. 1 of the accompanying notice as an Ordinary Resolution.

Additional information pursuant to Secretarial Standard SS-2 and Companies Act, 2013 is given below:

Name of Director	Mr. Vikram Kothari
Category	Managing Director
Date of Birth/ Age	October 12, 1970 / 52 years
DIN	07898773
Qualification(s) / Recognition / Awards	B. Com from Sydenham College, University of Mumbai, 1991, Associate Member, Institute of Chartered Accountants of India, ICWA.
Brief Resume / Expertise / Experience / Background	Mr. Vikram Kothari is currently working as the Managing Director of NCL since November 2017. He has over 25 years of experience in the capital markets industry across diverse functions. Mr. Kothari had worked and delivered upon several critical mandates for NSE Clearing Limited on including the implementation of 'interoperability'. He had also handled the business continuity competently during the COVID-19 pandemic, and ensured smooth functioning of NCL in a volatile market. Mr. Kothari has hands on experience in formulating and implementing business operations, risk management and

	governance framework, operations policies / procedures and dealing with various stakeholders.
Remuneration Details	<p>The Basic Salary, Special Allowance, vehicle allowance and Annual Performance Based Variable Pay of the Managing Director, effective April 1, 2022, is Rs. 4,57,889/- per month, Rs. 6,19,024/- per month, Rs. 1,20,833/- per month and Rs. 61,05,186/- per annum (applicable to median performance level i.e. A), respectively.</p> <p>The Board or the Nomination & Remuneration Committee, as the case maybe, may fix the variable pay in each year depending upon his performance level at such amount and at such percentage in comparison to the median performance level subject to the condition that the final variable pay shall not exceed one-third of final total pay for the respective year as stipulated by SEBI. 50% of the amount so decided shall be payable on a deferred basis after three years.</p>
Terms and conditions of appointment / remuneration proposed	<p>Proposed to modify the terms of remuneration to include Club Membership Fees as part of Perquisites.</p> <p>All other terms and conditions relating to his appointment / re-appointment as per the Resolution passed in the General Meeting held on September 01, 2020, will remain unchanged.</p>
Date of first appointment on the Board	November 07, 2017
Shareholding in the Company	Nil
Relationship with other Directors, Managers & KMP / Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	None
The number of Meetings of the Board attended during the year till date (2022-23)	8 (28/04/2022, 20/05/2022, 16/06/2022, 11/07/2022, 04/08/2022, 27/09/2022, 02/11/2022 and 06/12/2022)
List of other Directorships held	None
Memberships/Chairmanships of committees of Board of other companies	None
General Information of NSE Clearing Limited	
Nature of Industry	Financial and insurance Service

Date of commencement of commercial production	August 31, 1995
Financial performance based on given indicators	As on March 31, 2022 (Rs. in Lakhs) Total Revenue. Rs. 7,28,99.43 lakhs Net Profit as per profit & loss statement (Profit After Tax): Rs. 4,60,55.35 lakhs
Foreign investments or collaborations, if any	Not applicable
Other Information	
Reasons of loss or inadequate profits	Not applicable as the Company has adequate Net profit of Rs. 4,60,55.35 lakhs as on March 31, 2022.
Steps taken or proposed to be taken for improvement	Not applicable
Expected increase in productivity and profits in measurable terms	Not applicable as Company has adequate profits.

By order of the Board of Directors
For **NSE Clearing Limited**

RAVIN
TRIBHUVAN TANK

Digitally signed by RAVIN
TRIBHUVAN TANK
Date: 2022.12.17 16:42:30
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Ravin Tank
Company Secretary
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Place: Mumbai
Date: December 17, 2022

