



## NATIONAL SECURITIES CLEARING CORPORATION LIMITED

Regd. Office : "EXCHANGE PLAZA", PLOT NO. C/1, G-BLOCK, BANDRA - KURLA COMPLEX, BANDRA (E.) MUMBAI - 400 051, INDIA

### NOTICE

Notice is hereby given that 21st **Annual General Meeting** of the Members of National Securities Clearing Corporation Limited will be held **on Wednesday July, 20, 2016 at 2.30 p.m. at the Board Room, Fifth Floor, B-1 Wing, Exchange Plaza, Plot C-1, Block 'G', Bandra-Kurla Complex, Bandra (East), Mumbai- 400 051** to transact the following business:

#### AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the Reports of the Auditors and Directors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2016.
3. To appoint a Director in place of Mr. Ravi Narain, who retires by rotation and, being eligible, seeks re-appointment, subject to approval of SEBI.
4. To re-appoint auditors to hold office from the conclusion of this Annual General meeting until the conclusion of the next Annual General Meeting of the Company and to authorise the Board to fix their remuneration.

By Order of the Board of Directors,  
For National Securities Clearing Corporation Limited

Date: July 8, 2016  
Place: Mumbai

R. Jayakumar  
Company Secretary

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.



2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any member.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Members and Share Transfer Books will remain closed on Wednesday, July 20, 2016 for the purpose of payment of the dividend for the financial year ended March 31, 2016. Subject to the provisions of Section 126 of the Companies Act, 2013, the dividend as recommended by the Board, if declared at the meeting, will be paid within 30 days from the date of its declaration to those members whose names appear as beneficial owner(s) in the records of the depository or in the register of members as on Wednesday, July 20, 2016.



**ANNEXURE TO THE NOTICE**

Additional information on directors recommended for re- appointment as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015

**Item No 3**

Mr. Ravi Narain has been associated with Industrial Development Bank of India in various capacities and was a member of the core team which did the initial work for the establishment of the Securities and Exchange Board of India (SEBI). He led the core team that was responsible for setting up the NSE. He holds Degree in Economics from St. Stephen's College, Delhi University and Cambridge University, UK and a degree in Business Administration from Wharton School, University of Pennsylvania, USA. He is also a member on the Board of various companies.

Disclosure of relationships between Directors inter se – NIL

Listed Companies (other than National Securities Clearing Corporation Limited) in which Mr. Ravi Narain holds Directorships and Committee memberships.

Directorship – PI INDUSTRIES LIMITED

Committee Membership – NIL

Shareholding – NIL

By Order of the Board of Directors,  
For National Securities Clearing Corporation Limited

Date: July 8, 2016  
Place: Mumbai

R. Jayakumar  
Company Secretary

**NATIONAL SECURITIES CLEARING CORPORATION LIMITED**

FORM NO. MGT 11

PROXY FORM

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

(CIN: U67120MH1995PLC092283)

Regd. Office: Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051

Name of the member (s)	
Registered address:	
E-mail ID:	
Folio / DP ID-Client ID No.	

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

1. Name: ..... Address: .....  
E-mailid: ..... Signature: ....., or failing him;
2. Name: ..... Address: .....  
E-mailid: ..... Signature: ....., or failing him;
3. Name: ..... Address: .....  
E-mailid: ..... Signature: ....., or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21<sup>st</sup> Annual General Meeting of the Company, to be held on **Wednesday July 20, 2016** at **2.30 p.m.** at the Board Room, Fifth Floor, B-1 Wing, Exchange Plaza, Plot C-1, Block 'G', Bandra-Kurla Complex, Bandra (East), Mumbai- 400 051 and at any adjournment thereof in respect of such resolution as are indicated below:

Sr. No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the Reports of the Auditors and Directors thereon.		
2	To declare dividend on equity shares for the financial year ended March 31, 2016.		
3	To appoint a Director in place of Mr. Ravi Narain, who retires by rotation and, being eligible, seeks re-appointment, subject to approval of SEBI.		
4	To re-appoint auditors to hold office from the conclusion of this Annual General meeting until the conclusion of the next Annual General Meeting of the Company and to authorise the Board to fix their remuneration.		

Signed this.....day of..... 2016

Affix a Revenue Stamp  
of appropriate value

Signature of shareholder.....

Signature of Proxy holder (s) .....

**Note:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself.
2. The Proxy need not be a member of the Company.
3. 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.
4. \*It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



## NATIONAL SECURITIES CLEARING CORPORATION LIMITED

Regd. Office: Exchange Plaza, C-1, Block G, Bandra-Kurla Complex,  
Bandra (East), Mumbai-400 051

### ATTENDANCE SLIP 21<sup>st</sup> ANNUAL GENERAL MEETING JULY 20, 2016 AT 2.30 P.M.

Regd. Folio No...../DP ID-Client ID No.....

No. of shares: \_\_\_\_\_

I/we certify that I/we am/are a Registered Member/Authorised Representative of Registered Member under Section 113 of the Companies Act, 2013/Proxy for Registered Member of National Securities Clearing Corporation Limited.

I/we hereby record my/our presence at the 21<sup>st</sup> Annual General Meeting of the Company to be held on **Wednesday, July 20, 2016, at 2.30 p.m.** at the Board Room, Fifth Floor, B-1 Wing, Exchange Plaza, Plot C-1, Block 'G', Bandra-Kurla Complex, Bandra (East), Mumbai- 400 051 and at any adjournment thereof.

\*Member's/ Authorised Representative's/  
Proxy's full name in block letters

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

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

\* Please strike off whichever is not applicable