



NOTICE

Notice is hereby given that **22nd Annual General Meeting** of the Members of **National Securities Clearing Corporation Limited** will be held at **Shorter Notice on Thursday, June 22, 2017 at 3.00 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 consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017 and the Reports of the Auditors, Secretarial Auditors and Board of Directors thereon and in this regard, pass the following resolution as an **Ordinary Resolution:-**

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of Auditors, Secretarial Auditors and Board of Directors thereon laid before this meeting, be and is hereby considered and adopted."

2. To declare dividend on equity shares for the financial year ended March 31, 2017 and in this regard pass the following resolution as an **Ordinary resolution:-**

"RESOLVED THAT pursuant to the recommendation made by the Board of Directors of the Company, a dividend at the rate of Rs. 16/- (Rupees Sixteen only) per equity share of Rs. 10/- each be and is hereby declared out of the profits of the Company for the year ended March 31, 2017 in respect of 4,50,00,000 fully paid up equity shares held by (i) those members whose names appear as beneficial owners as on Thursday, June 22, 2017 in the records of National Securities Depository Limited in respect of the shares held in dematerialised form; and (ii) those members whose names appear on the Company's Register of Members as on Thursday, June 22, 2017 in respect of shares held in physical form."

3. To approve the appointment of the new Auditors and to pass with or without modification(s) the following resolution as an **Ordinary Resolution:-**

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Khandelwal Jain & Co., Chartered Accountants (Firm Registration 105049W), be and are hereby appointed as the Auditors of the Company, for a period of 5 (five) years from the conclusion of 22nd Annual General Meeting till the conclusion of 27th Annual General Meeting, subject to ratification by the Members at every Annual General Meeting to be held during the said period."



“RESOLVED FURTHER THAT the Board of Directors or Audit Committee thereof, be and is hereby authorised to decide and finalise the terms and conditions of appointment/ratification, including the remuneration of the Auditors.”

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

Date: June 19, 2017
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 on a poll 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 other member.
3. Corporate member(s) intending to send their authorised representative(s) to attend the meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the meeting.
4. 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.
5. The Register of Directors and Key Managerial Personnel and their shareholding, the Register of contracts and arrangements in which the Directors are interested and relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (i.e, except Saturdays, Sundays and Public Holidays) during business hours upto the date of the meeting. The aforesaid documents will also be available for inspection by members at the AGM.



6. The Annual Report 2016-17 and the Notice of 22nd AGM along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose email address are registered with the Company / Depository Participant(s), unless a member has requested for a physical copy of the document. For members who have not registered their email address, physical copies of the documents are being sent by permitted mode.
7. Members may also note that the Notice of the 22nd AGM and the Company's Annual Report for 2016-17 will be available on the Company's website www.nscclindia.com. The physical copies of the documents required to be kept for inspection under Section 102 of the Companies Act, 2013 will also be available at the Company's registered office for inspection during business hours on every working day.



Explanatory Statement

Item No. 3

Currently, M/s. Haribhakti & Co. LLP, Chartered Accountants, are Auditors of the Company and their term shall expire at the forthcoming Annual General Meeting of the Company. As per the provisions of the Companies Act, 2013, no audit firm which has completed two terms of five consecutive years as Auditors shall be eligible for re-appointment as Auditors and every company is required to comply with this requirement within a period of three years from April 1, 2014. The Audit committee, after considering the above requirement, recommended the appointment of M/s. Khandelwal Jain & Co., Chartered Accountants [Firm Regn. No. 105049W] as Auditors for a period of five years subject to their appointment being ratified at every Annual General Meeting. The Company has received a certificate from the Auditors stating that they are fulfilling the conditions prescribed in the Companies Act, 2013 and the Rules laid down thereunder and they are eligible to be appointed as Auditors under the Companies Act, 2013.

The Board recommends the appointment of M/s. Khandelwal Jain & Co., Chartered Accountants [Firm Regn. No. 105049W] as Auditors of the Company by the members at the forthcoming Annual General Meeting for a period of 5 years i.e. from the conclusion of 22nd Annual General Meeting till the conclusion of the 27th Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the passing of the resolution at item No. 3 relating to the appointment of M/s. Khandelwal Jain & Co. as Auditors of the Company.

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

Date: June 19, 2017
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) ofshares 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 22nd Annual General Meeting of the Company, to be held at Shorter notice on **Thursday, June 22, 2017 at 3.00 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 resolutions as are indicated below:

Sr. No.	Resolutions	Optional*	
		For	Against
1	To receive, consider and adopt the Audited Financial Statements including the consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 together with the Reports of the Auditors and Board of Directors thereon		
2	To declare dividend on equity shares for the financial year ended March 31, 2017.		
3	To appoint auditors to hold office from the conclusion of 22nd Annual General meeting until the conclusion of 27th next Annual General Meeting of the Company and to authorise the Board to fix their remuneration.		

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

Affix a Revenue Stamp
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 22nd ANNUAL GENERAL MEETING Thursday, June 22, 2017 at 3.00 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 22nd Annual General Meeting of the Company to be held on **Thursday, June 22, 2017 at 3.00 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

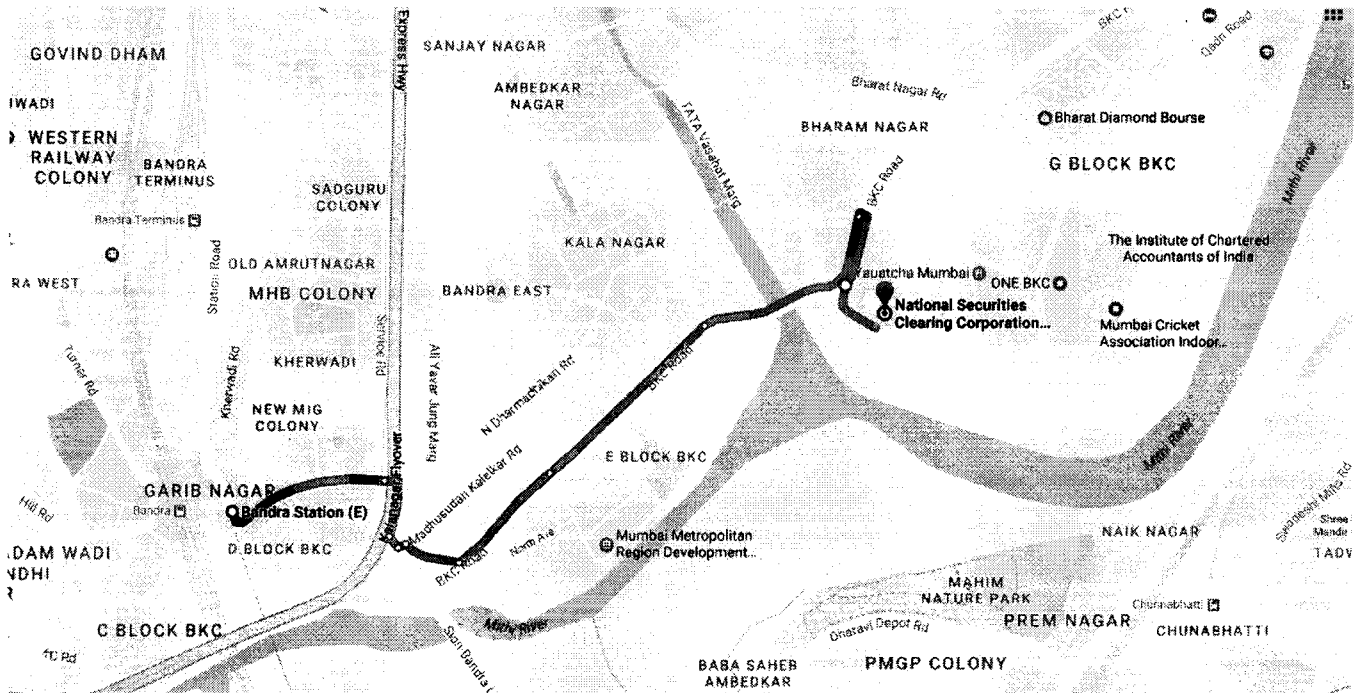
*Member's/Authorised Representative's/
Proxy's Signature

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

* Please strike off whichever is not applicable

Route Map to AGM Venue

Route to NSCCL from Bandra Station.



Route to NSCCL from Kurla Station

