



## **NOTICE**

Notice is hereby given that 23<sup>rd</sup> **Annual General Meeting** of the Members of **National Securities Clearing Corporation Limited** will be held on **Friday, June 8, 2018 at 5.15 P.M. at the Conference Room, Ground Floor, A- Wing, Exchange Plaza, Plot C-1, Block 'G', Bandra-Kurla Complex, Bandra (East), Mumbai- 400 051** to transact the following business:

### **I. AS ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2018 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, 2018 and the reports of Auditors, Secretarial Auditors and Board of Directors thereon laid before this meeting, be and are hereby considered and adopted."

2. To declare dividend on equity shares for the financial year ended March 31, 2018 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. 8/- 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, 2018 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 Friday, June 8, 2018 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 Friday, June 8, 2018 in respect of shares held in physical form."

3. To appoint a Director in place of Mr. J. Ravichandran, (DIN-00073736) who retires by rotation and, being eligible, seeks re-appointment, subject to approval of SEBI and to pass with or without modification(s) the following resolution as an **Ordinary Resolution:-**

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. J. Ravichandran (DIN-00073736), who retires by rotation at this meeting and being eligible seeks re-appointment, be re-appointed as a Director of the Company under 'Shareholder Directors' category liable to retire by rotation, subject to approval of SEBI."

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies



(Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the members at their 22<sup>nd</sup> Annual General Meeting of the Company, the Company hereby ratifies the appointment of M/s. Khandelwal Jain & Co., Chartered Accountants (Firm Registration 105049W), as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, at such remuneration plus applicable taxes at applicable rates and reimbursement of travelling and out of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf."

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

Date: June 4, 2018  
Place: Mumbai

Sd./-  
R. Jayakumar  
Sr. Vice President &  
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 2017-18 and the Notice of 23<sup>rd</sup> 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. The Members may note that some of the sections of the Companies (Amendment) Act, 2017 have come in to effect from May 7, 2018. One such section was amendment to Section 139 of the Companies Act, 2013 which omitted the requirement of ratification of the appointment of the statutory auditors of the Company on a yearly basis. Thus the business of ratification of the appointment of Statutory Auditors of the Company on a yearly basis will not form part of the Notice of Annual General Meetings of coming years.
8. Members may also note that the Notice of the 23<sup>rd</sup> AGM and the Company's Annual Report for 2017-18 will be available on the Company's website [www.nscclindia.com](http://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.
9. Explanatory statement inter alia containing additional information on directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this notice.

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**ANNEXURE TO THE NOTICE****Explanatory Statement**

The following explanatory statement sets out additional information on directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 under item No.3 and material facts relating to the business mentioned under item No.05 under Section 102 of the Companies Act, 2013, of the accompanying Notice:

**Item no. 3**

Name of Director	Mr. J. Ravichandran
Category	Director under 'Shareholder Directors' Category
Date of Birth/ Age	27/03/1961 57 Years
DIN	00073736
Qualifications	B. Com., B.L, FCS
Brief Resume /Expertise	Mr. J Ravichandran, Group President, National Stock Exchange of India Limited (NSE) has been working with NSE since August, 1994. He has about 30 years of experience. He holds degrees in Commerce and Law and is a Fellow Member of the Institute of Company Secretaries of India. He has headed various functions such as Finance, Legal, Secretarial, Regulatory, CSR etc. He was also entrusted with the position CEO In-charge of NSE, from December 2, 2016 till July 16, 2017
Date of first appointment on the Board	November 17, 2017
Terms and Conditions of appointment	Mr. J. Ravichandran was appointed as Non-Executive Director under 'Shareholder Directors' Category liable to retire by rotation as per the provisions of the Companies Act, 2013.
Shareholding in the Company	8 equity shares of Rs.10/- each in his capacity as Nominee of NSE (jointly with NSE, NSE being the first holder)
Relationship with other Directors, Managers & KMP	-
List of other Directorships held	<ul style="list-style-type: none"><li>•NSE Strategic Investment Corporation Limited- Managing Director</li><li>•National Commodity &amp; Derivatives Exchange Limited- Non Executive Director</li><li>•National Securities Depository Limited- Non Executive Director</li><li>•DotEx International Limited- Non Executive Director</li><li>•India Index Services and Product Limited-Non Executive Director</li><li>•NSE Infotech Services Limited-Non Executive Director</li></ul>



	<ul style="list-style-type: none"><li>• NSDL e-Governance Infrastructure Limited- Non Executive Director</li><li>• NSE Foundation-Non Executive Director</li><li>• Computer Age Management Services Private Limited –Non Executive Director</li><li>• NSEIT Limited- Non Executive Director</li></ul>
Memberships/Chairmanships of committees of Board of other companies	Member – Audit Committee, National Securities Depository Limited
Remuneration drawn, if any.	-
No. of Board Meetings attended during 2017-18	2

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

Date: June 4, 2018  
Place: Mumbai

Sd./-  
R. Jayakumar  
Sr. Vice President &  
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 23<sup>rd</sup> Annual General Meeting of the Company, to be held on **Friday, June 8, 2018 at 5.15 P.M.** at the Conference Room, Ground Floor, AWing, 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, 2018 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, 2018.		
3	To ratify the appointment of the Auditors		
4	To appoint a Director in place of Mr. J. Ravichandran, (DIN-00073736) who retires by rotation and, being eligible, seeks re-appointment, subject to approval of SEBI		

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

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 23<sup>rd</sup> ANNUAL GENERAL MEETING Friday, June 8, 2018 at 5.15 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 23<sup>rd</sup> Annual General Meeting of the Company to be held on Friday, June 8, 2018 at 5.15 P.M. at the Conference Room, Ground Floor, A 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

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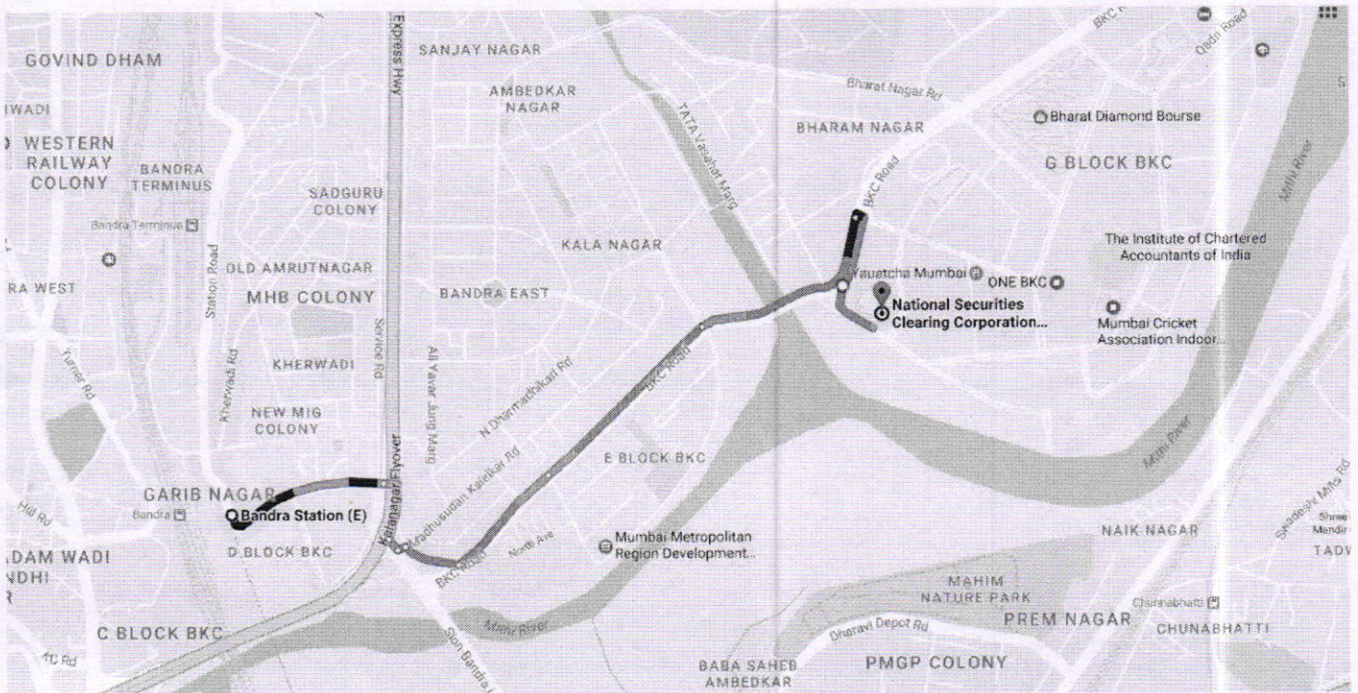
Note: Please fill in this attendance slip and hand it over at the venue of the meeting.

\* Please strike off whichever is not applicable



### Route Map to AGM Venue

**Route to NSCCL from Bandra Station.**



### Route to NSCCL from Kurla Station

