

NOTICE

Notice is hereby given that 24th Annual General Meeting of the Members of NSE Clearing Limited will be held at **shorter notice** on **Wednesday June 26, 2019**, at **2.30 P.M.** at **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:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019 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, 2019 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, 2019 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. 18/- 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, 2019 in respect of 4,50,00,000 fully paid up equity shares held by those members whose names appear as beneficial owners as on Wednesday, June 26, 2019 in the records of National Securities Depository Limited in respect of the shares held in dematerialised 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."

By Order of the Board of Directors,
For NSE Clearing Limited

Sd/-

Date: June 18, 2019
Place: Mumbai

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 2018-19 and the Notice of 24th 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 note that the Notice of the 24th AGM and the Company's Annual Report for 2018-19 will be available on the Company's website www.nsclindia.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.

8. 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 and under section 102 of the act, 2013, wherever required, is annexed to this notice.

9. Pursuant to regulation 44(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory to provide one-way live webcast of the proceedings of the AGM. Accordingly proceedings of the AGM are webcast live for shareholders.

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 of the accompanying Notice:

Name of Director	Mr. J. Ravichandran
Category	Director under Shareholder Director's Category
Date of Birth/ Age	27/03/1961 58 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 its launch in 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, during the period, from December 2016 till July 16, 2017
Date of first appointment on the Board	November 17, 2017
Terms and Conditions of appointment	Mr. J. Ravichandran was re-appointed as Director under "Shareholder Director's" Category liable to retire by rotation at the Annual General Meeting held on June 08, 2018 and the same was approved by SEBI vide its letter dated July 17, 2018.
Shareholding in the Company	NIL
Relationship with other Directors, Managers &	None

List of other Directorships held	<ul style="list-style-type: none"> • National Commodity And Derivatives Exchange Limited • Computer Age Management Services Private Limited • National Securities Depository Limited • NSE Investments Limited • Ahujas Networks Private Limited • NSEIT Limited • NSDL E- Governance Infrastructure Limited
	<ul style="list-style-type: none"> • NSE Data & Analytics Limited • NSE Indices Limited • NSE Foundation (Section 8 company- not for profit)
Memberships/Chairmanships of committees of Board of other companies	1 <ul style="list-style-type: none"> • National Commodity And Derivatives Exchange Limited- Member - Stakeholders Relationship Committee
Remuneration drawn, if any.	-
No. of Board Meetings attended during 2018-	All the 6 meetings held during FY 2018- 19

By Order of the Board of Directors,
For NSE Clearing Limited

Sd/-

Date: June 18, 2019
Place: Mumbai

R. Jayakumar
Sr. Vice President &
Company Secretary

NSE CLEARING 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:

- Name: Address:
 E-mail: Signature:, or failing him;
- Name: Address:
 E-mail: Signature:, or failing him;
- Name: Address:
 E-mail: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Wednesday, June 26, 2019 at 2.30 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 in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Optional*	
		For	Against
	Ordinary Business		
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Auditors, Secretarial Auditors and Board of Directors thereon		
2	To declare dividend on equity shares for the financial year ended March 31, 2019.		
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		

Signed this day of 2019

Signature of shareholder

Signature of Proxy holder (s)

Affix a Revenue Stamp
 appropriate value

Note:

- A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself.
- The Proxy need not be a member of the Company.
- 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.
- *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.

NSE CLEARING LIMITEDRegd. Office: Exchange Plaza, C-1, Block G, Bandra-Kurla
Complex, Bandra (East), Mumbai-400 051ATTENDANCE SLIP
24th ANNUAL GENERAL MEETING
JUNE 26, 2019 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 NSE Clearing Limited.

I/we hereby record my/our presence at the 24th Annual General Meeting of the Company to be held on June 26, 2019 at 2.30 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

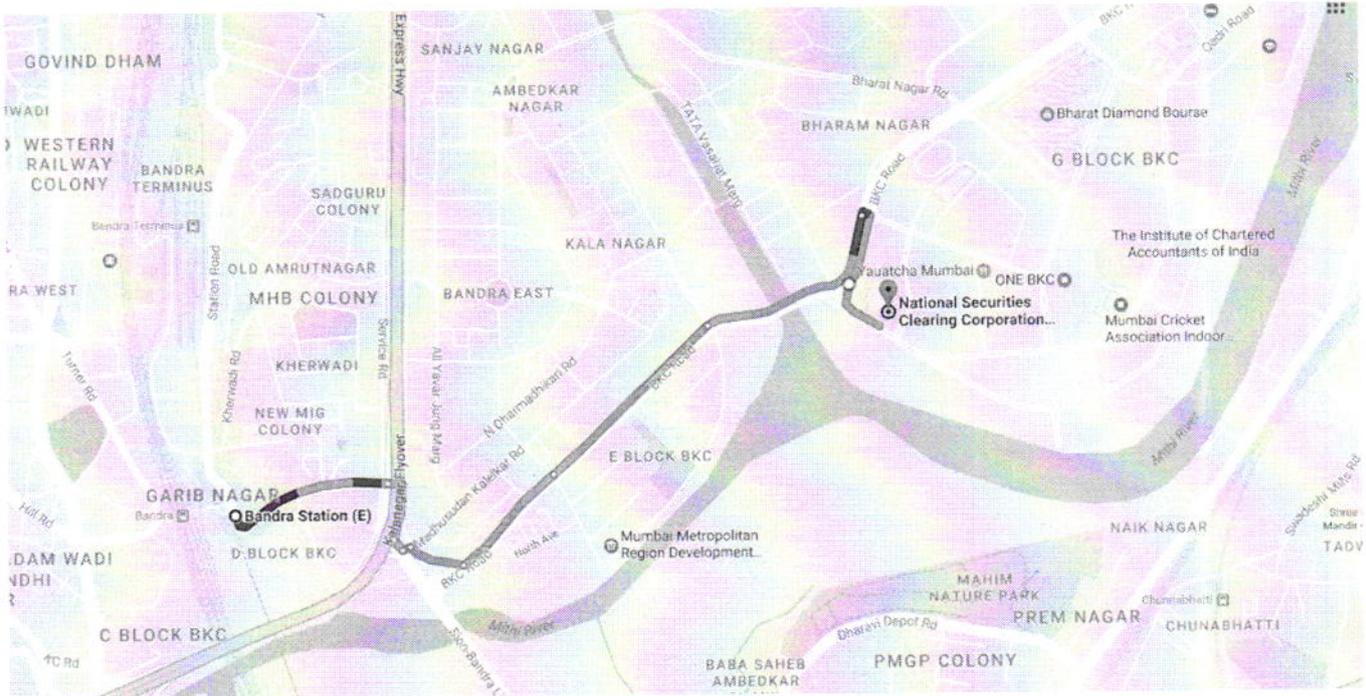
*Member's/Authorised
Representative's/ Proxy's Signature

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 NCL from Bandra Station.



Route to NCL from Kurla Station

