



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 an **EXTRA-ORDINARY GENERAL MEETING** of the Members of **NATIONAL SECURITIES CLEARING CORPORATION LIMITED** will be held at **SHORTER NOTICE** on **MONDAY, JULY 17, 2017** at **03.00 P.M.** at the **FIFTH FLOOR, 'B-1' WING, EXCHANGE PLAZA, BANDRA-KURLA COMPLEX, BANDRA (EAST), MUMBAI -400 051** to transact the following business:

1. To consider, and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to approval of SEBI, the Company hereby approves extension of the term of Mr. T. Venkata Rao, the current Managing Director, for a further period of three months effective from August 7, 2017 as per the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Extra-ordinary General Meeting."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubt or difficulty, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubt that may arise in relation thereto or as the Board in its absolute discretion thinks fit."

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

Date: July 14, 2017
Place: Mumbai

Sd/-
R. Jayakumar
Company Secretary

NOTE:

1. The Explanatory Statement under Section 102 of the Companies Act, 2013, as amended, in respect of the special business is annexed herewith and forms part of the notice.
2. 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.
3. 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.



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 Notice of EGM along with Attendance Slip and Proxy Form are being sent to all members.
6. Members may also note that the Notice of the EGM 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.
7. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signatures of representatives authorised under the said Board Resolution to attend and vote on their behalf at the Meeting
8. This meeting is convened at shorter notice after receipt of consent in writing by not less than ninety five percent of Members entitled to vote.

**Annexure to Notice****Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

Mr. T Venkata Rao was appointed as Managing Director for a period of three years effective from August 7, 2014. The term of Mr. T Venkata Rao as Managing Director will expire on August 6, 2017.

NSCCL has undertaken the process for appointment of new Managing Director. This however is likely to take some time as the approval of Shareholders and SEBI needs to be obtained for the appointment of the new Managing Director.

In order to ensure continuity, the Nomination & Remuneration Committee (NRC) of NSCCL in its meeting held on July 14, 2017 had recommended the extension of the term of Mr. T Venkata Rao, the current Managing Director, as Managing Director for a further period of three months effective from August 7, 2017 at the current remuneration subject to approval of the Board, Members and SEBI. The Board of Directors of NSCCL in their meeting held on July 14, 2017 had considered the above recommendation of NRC and approved extension of the term of Mr. T Venkata Rao, the current Managing Director, as Managing Director for a further period of three months effective from August 7, 2017 at the current remuneration as detailed hereunder subject to approval of members of NSCCL and SEBI:-

(I) Salary:

He shall be entitled to a salary of Rs. 3,82,900/- (Rupees Three Lakhs Eighty Two Thousand Nine Hundred only) per month.

(II) A Special Allowance of Rs. 4,60,204/- (Rupees Four Lakhs Sixty Thousand Two Hundred Four only) per month.

(III) Annual Performance Based Variable Pay, as may be decided by the Board or the Nomination & Remuneration Committee, of Rs. 51,04,654/*- (Rupees Fifty One Lakhs Four Thousand Six Hundred Fifty Four only) per annum [*applicable to median performance level i.e. (A-)]. The Board or the Nomination & Remuneration Committee, as the case may be, 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 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 deferred basis after three years.

(IV) Perquisites:

In addition to the above, he shall be entitled to the following perquisites:-

PART – A

- (a) House Rent Allowance at the rate of 50 % of Salary.
- (b) Medical Allowance at the rate of one month's Salary per annum.
- (c) Leave Travel Allowance at the rate of one month's Salary per annum.

PART – B



- (a) Contribution to Provident and Pension Fund(s) at the rate of 12% of the Salary.
- (b) Contribution to Superannuation Scheme at the rate of 15% of the Salary.

Explanation: Contribution to Provident and Pension Fund(s) and Superannuation Scheme will not be included in the computation of the ceiling on remuneration payable to Managing Director to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

- (c) Gratuity at a rate not exceeding one month's Salary for each completed year of service or part thereof in excess of six months with the Company. However gratuity payable at a rate not exceeding half a month's Salary for each completed year of service shall not be included in the computation of the ceiling on remuneration payable to him.
- (d) Encashment of accumulated leave at the end of his tenure. This will however not be included in the computation of the ceiling on remuneration payable to him.

PART – C

- (a) A Company maintained car with driver or car allowance as per Company's policy.
- (b) Company maintained telephone (besides a mobile phone) as per Company's policy.

(V) Other Benefits

(a) Leave

Ordinary Leave with full pay and allowances as per the Rules of the Company. Such leave will be permitted to be accumulated in accordance with the Company's Rules and Procedures in force from time to time. Casual and Sick leave will be admissible as per the Rules of the Company.

(b) Any other payments which the Board or Nomination & Remuneration Committee may decide to pay to the employees including working directors in such manner and for such purpose as may be decided by the Board or the Nomination & Remuneration Committee provided that such other payments payable to him together with salary and other emoluments or its structure shall not exceed the limits prescribed under Companies Act, 2013 or any amendment thereto or re-enactment thereof or under SEBI Regulations.

(c) General

Such other benefits as are made available by the Company to other members of the staff from time to time. Further, the Board or Nomination & Remuneration Committee may restructure the compensation payable to him from time to time in accordance with prevailing SEBI Regulations subject to the overall total compensation provided above.

No sitting fee shall be payable to Mr. T Venkata Rao during his tenure as Managing Director.

Where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the monthly remuneration payable to him, shall not



exceed the limits specified under Schedule V of the Companies Act, 2013 or any amendment thereto or re-enactment thereof.

The Board or the Nomination & Remuneration Committee, as the case may be, may at its discretion, fix the annual increase in the Total Pay every year not exceeding 15% of the Total Pay of the previous year. The Board or the Nomination & Remuneration Committee, as the case may be, may also vary, at any time, the percentage increase in the variable pay for each performance level applicable to Managing Director in comparison to median performance level (i.e. A-) subject to the condition that the variable pay component in the compensation will not exceed one-third of the total pay.

The compensation package of Mr. T Venkata Rao, shall also be subject to following since he is also a Key Management Person as per the requirements of SEBI:-

- A. The Variable Pay component in the compensation will not exceed one third of the Total Pay.
- B. 50% of the Variable Pay will be paid on a deferred basis after 3 years subject to (D) below.
- C. ESOPs and other equity linked instruments will not form part of the compensation package.
- D. The terms of compensation shall have malus and claw back arrangements.

Mr. T Venkata Rao shall not be liable to retire by rotation during the currency of his tenure as Managing Director.

The above terms and conditions with regard to remuneration payable to the proposed Managing Director are summarised as under:-

Fixed Pay* (per annum)	**Variable Pay (per annum)	Total Pay (per annum)	% of Fixed Pay to Total Pay	% of Variable Pay to Total Pay
1,53,51,110	51,04,654	2,04,55,764	75	25

* Fixed Pay includes Basic Salary, House Rent Allowance, Vehicle Allowance, Special Allowance, Leave Travel Allowance, Medical Allowance, reimbursement of telephone (including mobile) expenses, interest subsidy, Lunch, contribution to Provident Fund(including pension fund), Gratuity and Superannuation Schemes.

**As per the Compensation Policy applicable to NSCCL employees, the variable pay component of 25% is in respect of median performance level i.e (A-). There are five grades of performance level namely A+, A, A-, B+ and B. At the end of every financial year, the performance of every employee is assessed and one of the above performance grades is assigned and if any employee's performance is rated above the median performance level (i.e. either A+ or A), the variable pay is currently given equivalent to 120% or 110% of variable pay at median level (i.e. A-), as the case may be. Similarly, if any employee's performance is rated below the median performance level (i.e. either B+ or B), the variable pay is equivalent to 90% or 0% of variable pay at median level (i.e A-), as the case may be. Accordingly, the variable pay of Mr. T Venkata Rao for each year will be fixed (subject to discretion of Board or the Compensation Committee, as the case may be, to vary the percentage increase in the variable pay for each performance level in comparison to median performance level) depending upon his performance in each year 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. However, the proportion of variable pay to the total pay in any year should not exceed one-third of total pay.



Further, as per requirements of SEBI, the name(s) of person(s) proposed to be appointed as Managing Director shall first be approved by the Board followed by shareholders before submitting the same to SEBI for approval. In view of the same, the approval of the shareholders is sought for extension of the term of Mr. T Venkata Rao, the current Managing Director, as Managing Director for a further period of three months effective from August 7, 2017

The Board recommends the resolution at item no. 1 of the accompanying notice for the approval of the shareholders.

The above may be treated as a written memorandum under Section 190 of the Companies Act, 2013 setting out the terms and conditions of extension of the term of Mr. T Venkata Rao, the current Managing Director, as Managing Director for a further period of three months effective from August 7, 2017 at the current remuneration as detailed above subject to approval of the Board, Members and SEBI.

Except Mr. T. Venkata Rao, none of the Directors, Key Managerial Personnel (as defined in Section 2(51) of the Companies Act, 2013) of the Company and their relatives are in any way concerned or interested in the passing of the resolution at item no.1.

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

Date: July 14, 2017
Place: Mumbai

Sd/-
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-maild:.....Signature:....., or failing him;

2. Name: Address:

.....

E-maild:.....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 Extra- Ordinary General Meeting of the Company, to be held at Shorter Notice on Monday, July 17, 2017 at 3.00 p.m. at Fifth Floor, 'B-1' wing, Exchange Plaza, 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
1	Extension of term of appointment of Mr. T. Venkata Rao as Managing Director		

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 EXTRA-ORDINARY GENERAL MEETING Monday July 17, 2017 at 3.00 p.m.

Regd. Folio No.....

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 Extra - Ordinary General Meeting of the Company to be held at Shorter Notice on Monday July 17, 2017 at 3.00 p.m. at Fifth Floor, 'B-1' Wing, Exchange Plaza, Bandra-Kurla complex, Bandra (east), mumbai-400 051 and at any adjournment thereof.

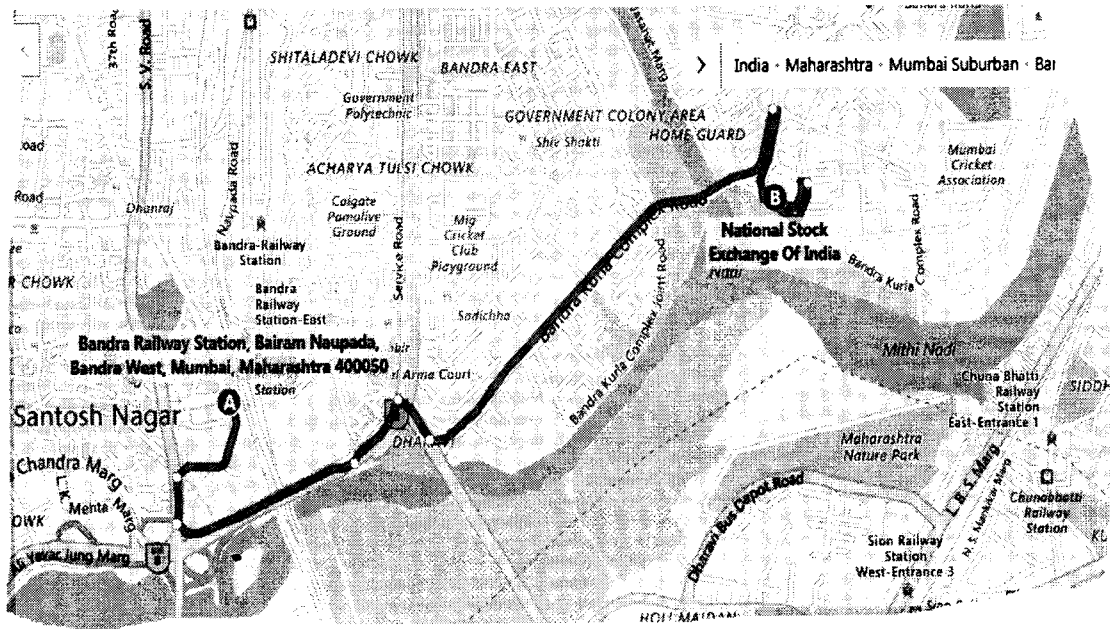
Affix a Revenue Stamp
of appropriate value

*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 OF THE VENUE FOR EXTRAORDINARY GENERAL MEETING