



## **NOTICE**

Notice is hereby given that an **EXTRA-ORDINARY GENERAL MEETING (EGM)** of the of the Members of **NATIONAL SECURITIES CLEARING CORPORATION LIMITED** will be held **AT SHORTER NOTICE on THURSDAY, JULY 26, 2018 at 10:30 A.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 as Special Business:

1. To consider and, if thought fit, approve the change in the name of the Company and pass the following resolution, with or without modification, as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof and subject to the approval of Registrar of Companies, Mumbai, SEBI and any other Regulatory Authorities, whether under the Companies Act, 2013 or any other law as may be applicable to the Company, the consent of the members of the Company be and is hereby accorded to change of name of the Company from **"National Securities Clearing Corporation"**(Old name) to **"NSE Clearing Limited"** (Proposed Name) which may be made available for registration or such other name as may be made available/ approved by Ministry of Corporate Affairs(MCA)/ Registrar of Companies(ROC)/Central Registration Centre(CRC)."

**"RESOLVED FURTHER THAT** upon receipt of fresh Certificate of Incorporation consequent to change of name and the SEBI approval or any other regulatory approval, the clause I of the Memorandum of Association of the Company be substituted with the following clause:

I. The name of the Company is **NSE Clearing Limited**.

**"RESOLVED FURTHER THAT** the name **"National Securities Clearing Corporation Limited"** wherever appears in the Memorandum and Articles of Association, Byelaws, Rules, Regulations, Letter Heads and such other documents of the Company be substituted with **"NSE Clearing Limited"**.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to make an application to MCA for ascertaining availability of the proposed name(s) and to furnish declarations, affidavits, undertakings, forms, certificates, indemnities, letters and make necessary changes, if any, as may be required by the Registrar of Companies or any other Regulatory/Statutory Authorities, or any other statutory documents as required under any applicable law, consequent to the proposed change in the name of the Company, to publish in the Gazettes the amendments required to the Memorandum of Association and Articles of Association and such other documents of the Company, Byelaws,



Rules and Regulations of the Clearing Corporation, to take necessary steps as they may deem fit, expedient or necessary including but not limited to execution of agreements and to do all such acts, deeds and things (including steps to remove or address any difficulty(ies) which may arise during implementation) which may be required in this regard."

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

Date: July 24, 2018  
Place: Mumbai

Sd/-  
R. Jayakumar  
Sr. Vice President &  
Company Secretary

**NOTES:**

1. The Explanatory statement under section 102 of the Companies Act, 2013 in respect of special business is annexed to this 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. 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.
5. 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.





6. The Notice of EGM 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 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 same will also be available for inspection by members at the EGM.
8. Members may also note that the Notice of the EGM 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. The meeting is being convened at a shorter notice, after obtaining the consent, in writing, of required number of the members of the Company entitled to vote, pursuant to the provisions of section 101 of the Act.

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**ANNEXURE TO THE NOTICE****Explanatory Statement pursuant to section 102 of the Companies Act, 2013****Item No. 1**

National Stock Exchange of India Limited (NSE) and its Group Companies have led the transformation of the Indian capital markets through its products and services. Over the years, the scope of NSE Group Companies has expanded with the addition of currency & debt and other exotic asset classes in the portfolio of just an equity based asset and adding a range of new offerings to the category of new clients, intermediaries and other market participants.

Keeping in view the change in market environment, growing stature and global aspirations, efforts are on to include the word "NSE" in the name of every NSE group company for the purpose of its better identification as one of NSE Group Companies and creating higher visibility for them, to better leverage the NSE brand strengths and to help the NSE group companies benefit from NSE's excellent brand equity. This is in line with global best practices and benchmarks followed to achieve brand consistency.

Thus it is proposed to change the name of the Company from "National Securities Clearing Corporation Limited" (Old Name) to "NSE Clearing Limited" (Proposed name).

The Board of Directors, at their meeting held on April 27, 2018, approved the proposed name change. Thereafter, an application for reservation of name was made to Ministry of Corporate Affairs (MCA)/ Registrar of Companies (ROC). MCA vide its letter dated July 20, 2018 had granted a no-objection certificate in the availability of the proposed name, "NSE Clearing Limited".

Further, the provisions of the Companies Act, 2013, require the Company to seek the approval of the Members for alteration of the 'Name Clause' of the Memorandum of Association of the Company and the alteration to the Articles of Association of the Company wherever changes are proposed consequent to the change in the name of the Company by way of a Special Resolution.

The Board recommends passing of the resolution set out at Item No. 1 of the Notice as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the passing of this resolution

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

Date: July 24, 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 **Extraordinary General Meeting** of the Company, to be held on **Thursday, July 26, 2018 at 10. 30 A.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
1	To consider and, if thought fit, approve the change in the name of the Company from "National Securities Clearing Corporation Limited" to "NSE Clearing Limited"		

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 EXTRA-ORDINARY GENERAL MEETING Thursday, July 26, 2018 at 10.30 A.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 Extra-Ordinary General Meeting of the Company to be held on **Thursday, July 26, 2018 at 10.30 A.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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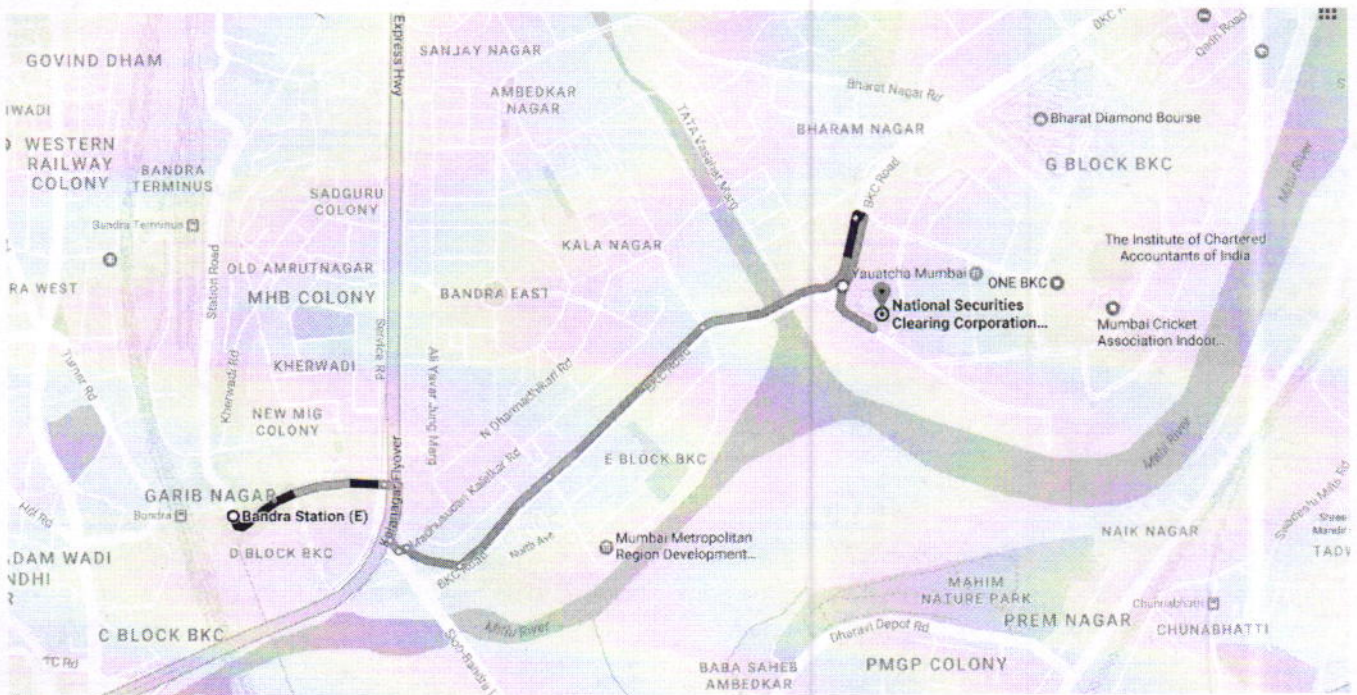
Note: Please fill in this attendance slip and hand it over at the venue of the meeting.

\* Please strike off whichever is not applicable



## Route Map to EGM Venue

### Route to NSCCL from Bandra Station.



### Route to NSCCL from Kurla Station

