

NSDL DATABASE MANAGEMENT LIMITED

CIN: U72400MH2004PLC147094

Notice

Notice is hereby given that the Thirteenth Annual General Meeting of NSDL Database Management Limited will be held on Wednesday, September 27, 2017 at 10.30 a.m. at the Board Room of NSDL, Trade World, 'A' Wing, 5th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2017, Profit and Loss Account and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To consider appointment of auditors, Khandelwal Jain & Co. (ICAI Registration Number 105049W) as Statutory Auditors for a period of 5 years and fix their remuneration.
3. To consider and approve appointment of Mr. Krishna Srinivas (DIN 07636143), who retires by rotation and being eligible offers himself for re-appointment.

AS SPECIAL BUSINESS:

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

Increase in limits of investments in other bodies corporate

"RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013 ("Act") (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Meetings of the Board and its Powers) Rules, 2014 and other applicable Rules, if any, the Board of Directors of the Company be and are hereby authorised (with full powers to delegate as the Board may decide) to invest the funds of the Company in such manner, subject to such conditions and restrictions, upto ₹ 150 Crore, notwithstanding that such investments shall be in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium Account of the Company or 100% of Free Reserves and Securities Premium Account of the Company, whichever is more, and further resolved that the Board or any Committee thereof (with further powers to delegate) is authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to settle any question or doubt that may arise in relation thereto."

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

"RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions of the Companies Act, 2013, consent of the Company be and is hereby accorded for alteration of Articles of Association of the Company and additional clauses to be added as follows:

New Clause to be inserted in Share Capital:

20 A. Change in the Shareholding will be with prior approval of RBI

"Any change of shareholding, by way of fresh issue or transfer of shares to the extent of 5 percent or more in the Company shall be with the prior approval of RBI."

20 B. Shareholding of the company by residents

Not less than 51 percent of the shareholding of the company should be held by residents.

New sub-clause to be inserted in Clause 124- Number of Directors as clause 124 B.

124 B. Residents shall have the power to appoint majority of directors on the Board of the company

"RESOLVED FURTHER that the Director-in-charge, the Company Secretary and any other official authorised by the Director-in-charge be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary and incidental to give effect to this resolution."

By Order of the Board of Directors
For NSDL Database Management Limited

Sd/-
Neha Parekh
Company Secretary
(ACS-36685)

Registered Office:

4th Floor, Trade World, 'A' Wing, Kamala Mills Compound
Lower Parel, Mumbai - 400 013.

CIN : U72400MH2004PLC147094

Tel No. : 91-22-49142700 Fax No. : 91-22-49142503

e-mail : info_ndml@nsdl.co.in Website : www.nsdl.co.in/www.ndml-nsdl.co.in

Dated : September 05, 2017

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. A person can act as proxy on behalf of Members not exceeding fifty(50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified true copy of the Board Resolution / copy of Power of Attorney authorizing their representative to attend and vote on their behalf at the Meeting.

Annexure to the Notice

Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013

Item No: 4

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

The current loans and investments of the Company is although well within the limits specified under the law, it was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to ₹ 150 crore with the approval of shareholders.

The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding 60% of its paid-up capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

It is proposed that the investment activities of the Company shall be carried on in accordance with the Investment Policy of the Company.

The Board commends the Resolution at Item no. 4 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the passing of the Resolution at Item no. 4 of the accompanying Notice.

Item No. 5

Pursuant to the in-principle approval from Reserve Bank of India (RBI), NDML had invested ₹ 20 crore in the Payments Bank. RBI had provided 18 months to establish the Payments Bank and for making necessary application for seeking license from RBI under section 22 of Banking Regulation Act, 1949. Accordingly, an application was made by NSDL Payments Bank on January 31, 2017.

Further, the RBI vide its letter dated March 30, 2017 has issued a license to NSDL Payments Bank Limited to carry out Payments Bank business. The license issued to NSDL Payments Bank is subject to compliance with conditions and other terms and conditions mentioned in the letter. Clause III of the terms and conditions of the license dealing with Corporate Structure requires that the Articles of Association of NDML be amended to incorporate the following:

- a) *Not less than 51 percent of the shareholding of the company should be held by residents.*
- b) *Residents shall have the power to appoint majority of directors on the Board of the company."*

Clause 7 of the said letter provides that "any change of shareholding, by way of fresh issue or transfer of shares to the extent of 5 percent or more in NDML shall be with the prior approval of RBI."

In view of the above it is prudent to amend the Articles of Association of NDML in order to incorporate the above mentioned requirements. Except Mr. G. V. Nageswara Rao and Ms. Sudha B., CFO none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

The Board of the Company has approved the proposed amendment and recommends the same to Shareholders.

Copy of the Memorandum of Association and Articles of Association of the Company is available for inspection at the Registered Office of the Company on all working days during business hours.

By Order of the Board of Directors
For NSDL Database Management Limited

Sd/-
Neha Parekh
Company Secretary
(ACS-36685)

Registered Office:

4th Floor, Trade World, 'A' Wing, Kamala Mills Compound

Lower Parel, Mumbai - 400 013.

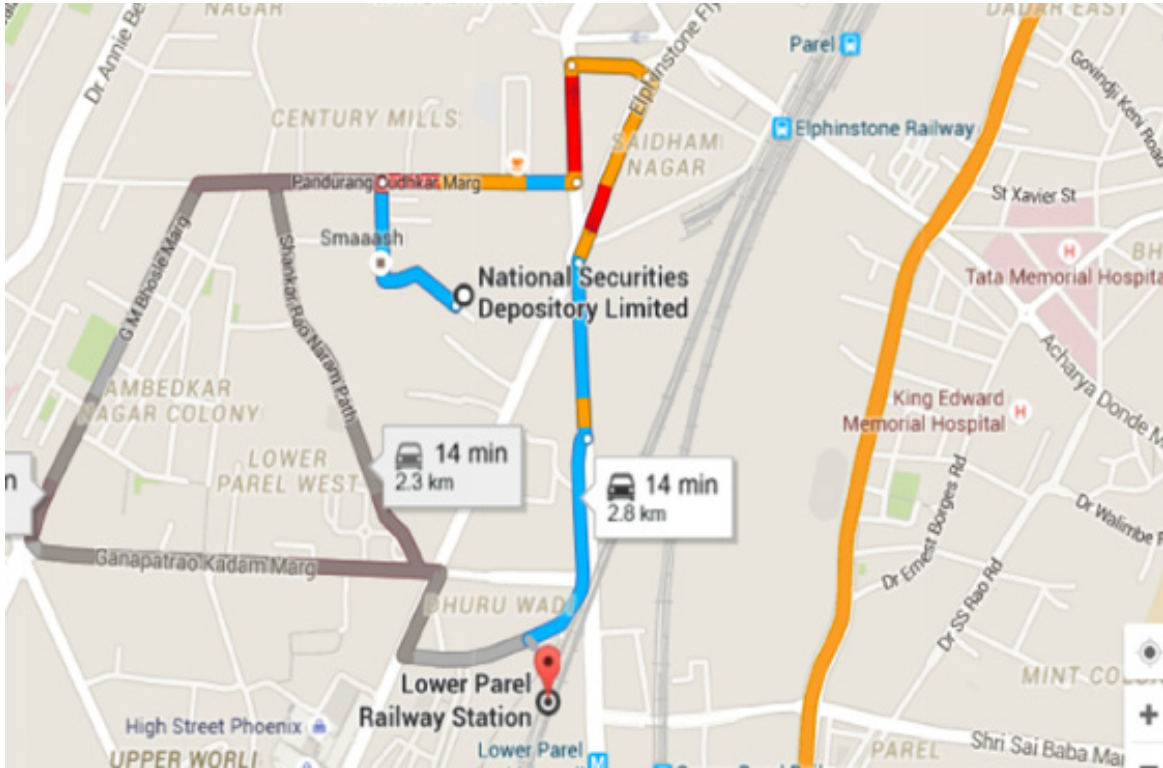
CIN: U72400MH2004PLC147094

Tel No. : 91-22-49142700 Fax No. : 91-22-24976351

e-mail : info_ndml@nsdl.co.in Website : www.nsdl.co.in/www.ndml-nsdl.co.in

Dated : September 05, 2017

Route Map for the Thirteenth Annual General Meeting of NSDL Database Management Limited



NSDL DATABASE MANAGEMENT LIMITED
CIN : U72400MH2004PLC147094

Registered Office:

4th Floor, Trade World, 'A' Wing, Kamala Mills Compound, Lower Parel, Mumbai - 400 013.
Tel No. : 91-22-49142700 Fax No. : 91-22-49142503 e-mail : info_ndml@nsdl.co.in
Website : www.nsdl.co.in/www.ndml-nsdl.co.in

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Corporate Identity Number (CIN): U72400MH2004PLC147094
 Name of the Company: NSDL Database Management Limited
 Registered Office: Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound,
 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.
 Email: info_ndml@nsdl.co.in Website: www.nsdl.co.in | www.ndml-nsdl.co.in
 Phone : (022) 4914 2700 Fax: (022) 4914 2503

Name of the Member
 Registered address :
 E-mail Id:
 Folio No/ Client Id :
 DP ID :

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. Name :
 Address :
 E-mail Id:
 Signature

Or failing him/her

2. Name :
 Address :
 E-mail Id:
 Signature

Or failing him/her

3. Name :
 Address :
 E-mail Id:
 Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirteenth Annual General Meeting of the Company, to be held on Wednesday, September 27, 2017 at 10.30 a.m. at the Board Room of NSDL, Trade World, 'A' Wing, 5th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

Sr. No	Businesses to be transacted	Please Tick relevant
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March 2017, Profit and Loss Account and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon	
2.	To consider appointment of auditors, Khandelwal Jain & Co. (ICAI Registration Number 105049W) as Statutory Auditors for a period of 5 years and fix their remuneration.	
3.	To consider and approve appointment of Mr. Krishna Srinivas (DIN 07636143), who retires by rotation and being eligible offers himself for re-appointment	

Special Business

Sr. No	Businesses to be transacted	Please Tick relevant
4.	Increase in limits of investments in other bodies corporate	
5.	To alter Article of Association of the Company	

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

Signature of Shareholder : _____

Signature of Proxy holder (s) : _____

Affix Re. 1
 Revenue
 Stamp

Note: 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.

NSDL DATABASE MANAGEMENT LIMITED

CIN: U72400MH2004PLC147094

Registered Office :

Trade World, 4th Floor, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013.

ATTENDANCE SLIP

THIRTEENTH ANNUAL GENERAL MEETING, WEDNESDAY, SEPTEMBER 27, 2017

DP ID.

Client ID.

I certify that I am a *Registered Member / Authorised Representative of Registered Member under Section 113 of the Companies Act, 2013 / Proxy for Registered Member of NSDL Database Management Limited.

I hereby record my presence at the THIRTEENTH ANNUAL GENERAL MEETING of the Company on Wednesday September 27, 2017 at 10.30 a.m. at the Board Room of NSDL, Trade World, 'A' Wing, 5th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013.

*Member's / Authorised Representative's /
Proxy's name in BLOCK Letters

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

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

* Please strike off whichever is not applicable.

