

NSDL DATABASE MANAGEMENT LIMITED

CIN: U72400MH2004PLC147094

Notice

Notice is hereby given that the Twelfth Annual General Meeting of NSDL Database Management Limited will be held on Friday, September 16, 2016 at 10.00 am at the Board Room of NSDL, Trade World, 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 2016, 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 ratify appointment of existing auditors, Deloitte Haskins & Sells LLP (ICAI Registration Number 117366W/W-100018) as Statutory Auditors for the F.Y. 2016-17 and fix their remuneration.
3. To consider and approve appointment of Mr. G. V. Nageswara Rao (DIN 00799504), 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 an Ordinary Resolution:

“RESOLVED THAT Mr. Krishna Srinivas who was appointed as an Additional Director by the Board of Directors of the Company on July 27, 2016 pursuant to provision of Section 161 of the Companies Act, 2013 and Article 127 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing, under Section 160 of the Companies Act, 2013, from a Member signifying intention to propose Mr. Krishna Srinivas, as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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

“RESOLVED THAT pursuant to Section 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof, approval of the Company be and is hereby accorded to the appointment of Mr. Krishna Srinivas as Manager of the Company, w.e.f. July 27, 2016 for an interim period, not exceeding five years.”

“RESOLVED FURTHER THAT Mr. Krishna Srinivas will not draw any remuneration from NDML”

“RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorised to alter and vary the terms and conditions including remuneration from time to time so as to not exceed the limits specified in Section 196, 197, 203 and Schedule V of the Companies Act, 2013, or any amendments thereto or re-enactments thereof, as may be agreed to by the Board of Directors and Mr. Krishna Srinivas.”

“RESOLVED FURTHER THAT Mr. Krishna Srinivas be and is hereby delegated with substantial authorities in order to discharge his function as a ‘Manager’.”

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

Sd/-
Deepak Shenoy
Company Secretary
(ACS-31580)

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 14, 2016



Notice

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 & 5

Mr. Krishna Srinivas was appointed as an Additional Director by the Board on July 27, 2016 pursuant to provision of Section 161 of the Companies Act, 2013 and Article 127 of the Articles of Association of the Company and he holds office till the date of this Annual General Meeting.

Mr. Krishna Srinivas, aged 52 years, is a Bachelor in Electronics & Communication from Gulbarga University (1985) and is an alumni of National Institute for Training in Industrial Engineering (NITIE), with Post Graduate Diploma in Industrial Engineering (PGDIE - XVI Batch, 1987).

He has close to 28 years of experience. He was involved in various roles across various projects and was the Delivery Manager for NSDL Depository system from TCS side between 1998 and 2003. He has led and delivered several large marquee programs prominent one's being; SEBI DWBIS (for market-wide surveillance), Next-Generation RTGS system for RBI, NACH for NPCI and EDW Surveillance system for NSE. He is currently associated with National Securities Depository Limited (NSDL) as Executive Vice President, heading the IT and System domain.

The Company has received notice in writing from a member of the Company proposing the candidature of Mr. Krishna Srinivas for the office of Director under the provisions of Section 160 of the Companies Act, 2013, alongwith the requisite deposit.

He was also appointed as Manager of NDML w.e.f. July 27, 2016 by the Board of Directors.

Mr. Krishna Srinivas does not draw any remuneration from NDML.

Mr. Krishna Srinivas is holding 10 (Ten) equity shares of NDML as nominee of NSDL, jointly with NSDL.

Mr. Krishna Srinivas, in the position of a Director-in-charge/Manager of NDML is delegated with substantial powers in order to discharge his functions as Director-in-charge/Manager of NDML.

Except Mr. Krishna Srinivas, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 and 5.

The Directors recommend the passing of the Resolutions at Item No. 4 and 5.

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

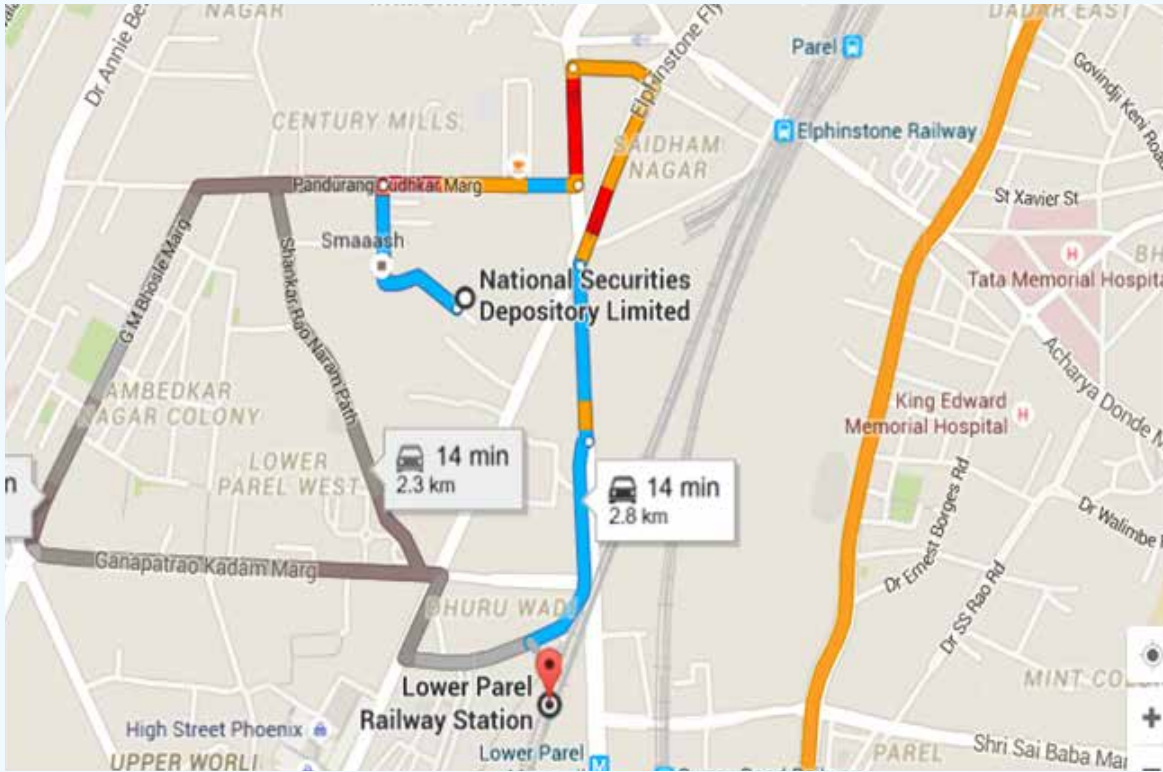
Sd/-
Deepak Shenoy
Company Secretary
(ACS-31580)

Registered Office:
4th Floor, Trade World,
'A' Wing, Kamala Mills Compound
Lower Parel, Mumbai - 400 013.
CIN: U72400MH2004PLC147094
Tel No. :91-22-49142700
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e-mail: info_ndml@nsdl.co.in
Website: www.nsdl.co.in/www.ndml-nsdl.co.in

Dated: September 14, 2016



Route map to the venue of the Annual General Meeting of NSDL Database Management Limited



NSDL DATABASE MANAGEMENT LIMITED

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

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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 Twelfth Annual General Meeting of the company, to be held on Friday, September 16, 2016 at 10.00 am 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 2016, 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 ratify appointment of existing auditors, Deloitte Haskins & Sells LLP (ICAI Registration Number 117366W/W-100018) as Statutory Auditors for the F.Y. 2016-17 and fix their remuneration.	
3.	To consider and approve appointment of Mr. G. V. Nageswara Rao (DIN 00799504), who retires by rotation and being eligible offers himself for re-appointment	

Special Business

4.	To appoint Director of the Company	
5.	To appoint Manager of the Company	

Signed this..... day of..... 2016.

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

TWELFTH ANNUAL GENERAL MEETING, SEPTEMBER 16, 2016

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 TWELFTH ANNUAL GENERAL MEETING of the Company on September 16, 2016 at 10.00 am at the Board Room of NSDL, Trade World, 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.