

NOTICE

Notice is hereby given that the Fourteenth Annual General Meeting of NSDL Database Management Limited will be held on Friday, September 28, 2018 at 11:00 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 March 31, 2018, 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 and approve appointment of Mr. G. V. Nageswara Rao (DIN 00799504), who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration for F.Y. 2018-19. In this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution with or without modification:

“RESOLVED THAT the appointment of M/s. Khandelwal Jain & Co., Chartered Accountants (ICAI Registration Number 105049W), be and is hereby ratified as the statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of fifteenth Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. To re-appoint Mr. P. P. Vora as an Independent Director and in this regard, pass the following resolution as a **special resolution** with or without modification:

“RESOLVED THAT pursuant to the provisions of sections 149 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, including statutory modification(s), re-enactment(s) and amendment(s) made thereof, Mr. P. P. Vora (DIN: 00003192), who was appointed as an Independent Director and who holds office of Independent Director up to March 31, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for second term of 5 (five) consecutive years on the Board of the Company w.e.f. April 01, 2019.”

5. To re-appoint Mr. C. M. Vasudev as an Independent Director and in this regard, pass the following resolution as a **special resolution** with or without modification:

“RESOLVED THAT pursuant to the provisions of sections 149 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, including statutory modification(s), re-enactment(s) and amendment(s) made thereof, Mr. C. M. Vasudev (DIN: 00143885), who was appointed as an Independent Director and who holds office of Independent Director up to March 31, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to

hold office for second term of 5 (five) consecutive years on the Board of the Company w.e.f. April 01, 2019.”

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

Sd/-

Neha Parekh

Company Secretary

(ACS- A36685)

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: August 06, 2018

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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

The following Statement sets out all material facts relating to the special Business mentioned in the Notice:

Item No. 4 & 5

Section 149(10) of the Act states that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re- appointment on passing a special resolution by the company and disclosure of such appointment in its Board’s report. Section 149(11) states that an independent director may hold office for up to two consecutive terms.

Mr. P. P. Vora and Mr. C. M. Vasudev were appointed as Independent Directors of the Company by the Board and the shareholders vide its meeting dated May 19, 2014 and September 24, 2014 respectively, for a period of five years beginning from April 01, 2014 to March 31, 2019, pursuant to the provisions of Section 149 of the Companies Act, 2013. The current tenure of Mr. Vora and Mr. Vasudev continues till March 31, 2019.

Nomination & Remuneration Committee and Board at their Meeting held on August 06, 2018, recommended re-appointment of Independent Directors for a second term of five years i.e. from April 01, 2019 to March 31, 2024 on the basis of performance evaluation of Independent Directors and experience, expertise and contribution made by them during the tenure.

The Company has also received declarations from Mr. Vora and Mr. Vasudev pursuant to section 149(7) of the Act that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Mr. Vora and Mr. Vasudev fulfil the conditions for appointment as Independent Directors of the Company.

Shareholders are requested to accord their approval for re-appointment of Mr. Vora and Mr. Vasudev as Independent Directors on the Board of the Company.

Mr. Vora & Mr. Vasudev may be regarded as concerned or interested in the resolutions relating to their appointments at Item No. 4 & 5 respectively.

By Order of the Board of Directors

For NSDL Database Management Limited

Sd/-

Neha Parekh

Company Secretary

(ACS- A36685)

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: August 06, 2018

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

**FOURTEENTH ANNUAL GENERAL MEETING, FRIDAY,
SEPTEMBER 28, 2018**

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 FOURTEENTH ANNUAL GENERAL MEETING of the Company on Friday September 28, 2018 at 11:00 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.

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 Fourteenth Annual General Meeting of the company, to be held on Friday, September 28, 2018, at 11:00 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 March 31 2018, 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 and approve appointment of Mr. G.V.Nageswara Rao (DIN 00799504), who retires by rotation and being eligible offers himself for re-appointment.	

3.	To ratify the appointment of Statutory Auditors of the Company	
4.	To re-appoint Mr. P. P. Vora as an Independent Director	
5.	To re-appoint Mr. C. M. Vasudev as an Independent Director	

Signed this..... day of..... 2018.

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.

Route Map for the Fourteenth Annual General Meeting of NDML

