

Notice

Notice is hereby given that the Eleventh Annual General Meeting of NSDL Database Management Limited will be held on Monday, September 14, 2015, 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 2015, 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. 2015-16 and fix their remuneration.
3. To appoint a Director in place of Mr. G. V. Nageswara Rao, 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 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 ₹ 100 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 authorized 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.”

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

Sd/-
Nehal Thaker
Company Secretary

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 21, 2015

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 ₹ 100 crore with the approval of shareholders.

The approval of the members is being sought pursuant 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.

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

Sd/-
Nehal Thaker
Company Secretary

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



NSDL DATABASE MANAGEMENT LIMITED

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