

NSDL e-Governance Infrastructure Limited

(CIN U72900MH1995PLC095642)

Regd office: 1st Floor, Times Tower, Kamala Mills Compound, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013 Tel: 022 2499 4200 Fax : +91 22 2491 5217
Email :cs@nsdl.co.in; Website: www.egov-nsdl.co.in

NOTICE

Notice is hereby given that an Extraordinary General Meeting (EGM) of NSDL e-Governance Infrastructure Limited will be held on Friday, March 6, 2020 at 10.00 a.m. at the Registered Office of the Company, at the Board Room, 1st Floor, Times Tower, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, to transact the following business:

SPECIAL BUSINESS:**1. Grant of Annual Increment for Managing Director & CEO**

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in partial modification of the resolution passed by the Shareholders in their meeting held on December 4, 2017 to approve the terms of appointment of Mr. Gagan Rai, (DIN: 00059632), Managing Director and CEO of the Company and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof and applicable clauses of Articles of Association (AoA) of the Company or any other law applicable and on the recommendation of the Nomination and Remuneration Committee and the Board, consent of the members be and is hereby accorded for the revision in the remuneration structure of Mr. Gagan Rai, Managing Director & CEO for an annual increment upto 15% of last drawn salary (YoY) with effect from February 1, 2020.”

“RESOLVED FURTHER THAT the Company Secretary be and is hereby authorized to do all such acts, deeds in this regard and file requisite Forms if any, with the Registrar of Companies as may be required under the Companies Act, 2013 and rules notified thereunder and all such matters as may be required to give effect to the foregoing resolution.”

Dated: January 29th, 2020
Place: Mumbai

By Order of the Board of Directors
For NSDL e-Governance Infrastructure Limited

Sd/-

Registered Office:

Times Tower, 1st Floor, Kamala Mills Compound, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013

Maulesh Kantharia
Company Secretary

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. A PROXY FORM IS ENCLOSED.
2. 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.
3. Corporate Members intending to send their authorised representative to attend the Meeting are requested to send a certified true copy of the Board Resolution / copy of Power of Attorney authorising their representative to attend and vote on their behalf at the Meeting. A proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
4. Members/Proxies/authorised representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting. Further, Proxy Holder(s) are also required to bring proof of identity documents.
5. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Business Item 1 as set out above is annexed hereto and forms part of this Notice.
6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours between 9.30 A.M to 6.00 P.M.except on holidays, up to and including the date of the Extraordinary General Meeting of the Company.
7. Members who desire to register their email addresses with the Company for receiving all communications from the Company in electronic mode are requested to register their email addresses with the Company by sending an email on cs@nsdl.co.in.
8. Route Map showing directions to reach venue of the meeting is provided as a part of this Notice.



EXPLANATORY STATEMENT

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102(1) of the Companies Act 2013, the following statement sets out all material facts relating to the Special Business mentioned under Item No. 1 of the accompanying Notice dated January 29th, 2020.

As per the terms of appointment of the Managing Director & CEO approved by the Shareholders in their meeting held on December 4, 2017, he is entitled for Annual increments to be decided by the Nomination and Remuneration Committee, subject to a ceiling of Rs.1,00,000 per month. The Nomination & Remuneration Committee at its meeting held on November 29, 2019 had recommended an annual increment upto 15% of last drawn salary (YoY) instead of Rs.1,00,000 per month for the Managing Director & CEO w.e.f February 1, 2020 onwards to the Board for its approval, subject to further approval of shareholders in general meeting. The Board at its meeting held on the even date has approved the recommendation of the Nomination and Remuneration Committee and recommended the same proposal for approval of the Members. All other terms and conditions of said appointment as approved by the Shareholders in their meeting held on December 4, 2017, remain unchanged.

The aggregate of the remuneration as aforesaid is within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, and applicable clauses of Articles of Association (AoA) of the Company the revised terms of remuneration specified above are now being placed before the members for their approval.

None of the directors or Key Managerial Personnel of the Company or their relatives except Mr. Gagan Rai is concerned or interested in Item No. 1 of the Notice. The Board recommends the Ordinary Resolution as set out at Item No. 1 for approval of the Members.

Dated: January 29th, 2020

Place: Mumbai

By Order of the Board of Directors
For NSDL e-Governance Infrastructure Limited

Sd/-

Registered Office:

Times Tower, 1st Floor, Kamala Mills Compound, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013

Maulesh Kantharia
Company Secretary



ROUTE MAP FOR THE VENUE OF THE MEETING

NSDL e-GOVERNANCE INFRASTRUCTURE LIMITED

(CIN U72900MH1995PLC095642)



Registered Office:

NSDL e-GOVERNANCE INFRASTRUCTURE LIMITED (CIN U72900MH1995PLC095642)

TimesTower, 1stFloor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, India.

Phone : + 91 22 4090 4242 / Fax : +91 22 2491 5217 Email : cs@nsdl.co.in / Website : www.egov-nsdl.co.in

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ATTENDANCE SLIP**EXTRA ORDINARY GENERAL MEETING, FRIDAY, MARCH 6th, 2020**

DP ID. _____

Client ID. _____

Name of Share holder/Proxy/ Authorised Representatvies:_____

Address: _____

I _____ certify that I am a *Registered Member/ Authorised Representative of Registered Member under the Companies Act, 2013/ Proxy for Registered Member of NSDL e-Governance Infrastructure Limited.

I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company to be held on FRIDAY, MARCH 6th, 2020 at 10.00 a.m. at the registered office of the Company the Board Room, Times Tower, 1st Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 and any adjournment thereof.

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

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

Notes: 1. Please fill in this attendance slip and hand it over at the venue of the meeting.
**Please strike off whichever is not applicable.*

2. Only Shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.



**ATTENDANCE SLIP BACK SIDE
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Form No. MGT-11 Proxy form

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

CIN : U72900MH1995PLC095642
Name of the company : NSDL e-Governance Infrastructure Limited
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Name of the member (s)	:
Registered Address	:
Email Id	:
Folio No. / Client Id	:
DP ID	:

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

1. Name: _____
Address: _____
Email Id: _____
Signature: _____, or failing him
2. Name: _____
Address: _____
Email Id: _____
Signature: _____, or failing him
3. Name: _____
Address: _____
Email Id: _____
Signature: _____



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting/
 Extraordinary general meeting of the company, to be held on the day of at a.m. / p.m. at

(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions / Particulars	For	Against
1	For Grant of Annual Increment for Managing Director & CEO		

Affix
 Revenue
 Stamp

Signed this _____ day of 20____

Signature of shareholder

Signature of Proxy holder(s)

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 e-GOVERNANCE INFRASTRUCTURE LIMITED

REGISTERED OFFICE

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