# Central Depository Services (India) Limited

26th July, 2018

**The Manager,**
**Listing Compliance Department,**
**National Stock Exchange of India Ltd,**
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051

Dear Sir,

**Subject: Notice of Twentieth Annual General Meeting (AGM)**

This is to inform that the Twentieth Annual General Meeting of the Shareholders of the **Central Depository Services (India) Limited** will be held on Monday, the 20th day of August, 2018 at 4.00 pm at Mini Theatre, 3rd Floor, P. L. Deshpande Maharashtra Kala Academy, Ravindra Natya Mandir, Near Shri Siddhivinayak Ganapati Mandir, Sayani Road, Prabhadevi, Mumbai-400025 to transact the business as set out in the Notice convening the AGM.

Central Depository Services (India) Limited (the 'Company') has completed the dispatch of AGM notices with the Annual Report has been dispatched to all Shareholders of the Company to their registered address by courier/post and electronically to those who have registered their e-mail address with the Company/depositories on 25th July, 2018 whose names appear on the register of members/list of beneficial owners as on 13th July, 2018.

Further, pursuant to Section 91 of the Companies Act, 2013 and rules made thereunder and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has fixed 13th August, 2018 as the 'Record Date' for the purpose of payment of final dividend on equity shares of the Company. The final dividend as recommended by the Board, if declared at the meeting, will be paid to those Shareholders whose names appear as at the close of business hours on 13th August, 2018.

Pursuant to Section 108 of The Companies Act, 2013 read with Companies (Management and Administration) the Rules, 2014 as amended, the Company is providing to its Shareholders the facility to cast their vote electronically, through e-voting services on the resolutions placed by the Company for e-voting services provided M/s. Link Intime India Pvt. Ltd. The Notice dispatched to the Shareholders contains the procedure for generating the User ID and Password.

The remote e-Voting period commences on 17th August, 2018 (9.00 a.m IST) and ends on 19th August, 2018 (5.00 p.m. IST). Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th August, 2018, may cast their votes electronically.

Mrs. Dipti Mehta (CP No. 3202) failing her Mr. Atul Mehta (CP No. 2486), Practicing Company Secretaries have been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

Central Depository Services India Limited

**Regd. Office : Marathon Futurex, A Wing, 25th Floor,**
**Mafatlal Mills Compound, N M Joshi Marg, Lower Parel (E), Mumbai - 400 013.**
**Phone : 91-22-2302 3333 • Fax : 91-22-2300 2036 • CIN : L67120MH1997PLC112443**
**Website : www.cdslindia.com**

The results of voting declared along with Scrutinizer's Report(s) will be published on the website of the Company (www.cdslindia.com) and on the website of M/s. Link Intime India Pvt. Ltd https://instavote.linkintime.co.in within 48 hours from the conclusion of the AGM and the same shall also be simultaneously communicated to the National Stock Exchange of India Limited.

A copy of the said notice is enclosed herewith.

Thanking you.

Yours faithfully,

**For Central Depository Services (India) Limited**

**Bharat Sheth**
**Chief Financial Officer**

Central Depository Services India Limited

# NOTICE

CIN: L67120MH1997PLC112443

Regd. Office: Marathon Futurex, 25th floor, A-Wing, Mafatlal Mills Compound, N.M Joshi Marg, Lower Parel, Mumbai 400013.

**NOTICE** is hereby given that the Twentieth Annual General Meeting of the Members of the **Central Depository Services (India) Limited** will be held on Monday, the 20th day of August, 2018 at 4.00 pm at Mini Theatre, 3rd Floor, P. L. Deshpande Maharashtra Kala Academy, Ravindra Natya Mandir, Near Shri Siddhivinayak Ganapati Mandir, Sayani Road, Prabhadevi, Mumbai – 400025 to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the year ended as on March 31, 2018 along with the reports of Board of Directors and Auditors thereon and in this connection to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and (b) the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2018 including the Audited consolidated Balance Sheet as at March 31, 2018 and consolidated Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon along with all annexures as laid before this Annual General Meeting be and are hereby received, considered and adopted."

2. To declare dividend on equity shares of the Company for FY 2017-18 and in this connection to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** a dividend at the rate of ₹ 3.50 per share on the equity capital of the company for the year ended March 31, 2018 be paid to those shareholders whose names appear on the register of members / register of beneficial owners, as the case may be, on the record date."

3. To reappoint Shri C. Venkat Nageswar as Director liable to retire by rotation and in this connection to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   **"RESOLVED THAT** pursuant to provisions of section 152 and other applicable provisions of the Companies Act, 2018, the approval of members of the Company be and is hereby accorded to the reappointment of Shri C. Venkat Nageswar (DIN 07234179) as a director."

4. To appoint Statutory Auditors and fix their remuneration and in this connection, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT M/s. S. R. Batliboi & Co, LLP with Registration No. 301003E/E300005 who have offered themselves as eligible under section 139(1) and 141 of the Companies Act, 2013 for appointment as Statutory Auditors of the Company, be and are hereby appointed as statutory auditor, from the conclusion of the ensuing 20th Annual General Meeting till 24th Annual General Meeting, subject to ratification at every AGM, at remuneration of ₹ 16,00,000 as statutory audit fees and tax audit fees exclusive of applicable taxes and other out of pocket expenses, which shall be reimbursed at actuals with additional function of Reporting on Internal Financial Controls as required under section 143(3)(i) of the Companies Act, 2013."

## SPECIAL BUSINESS:

5. **Appointment of Shareholder Director Shri K.V. Subramanian**

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** Shri K.V. Subramanian, who was appointed as an Additional Director on August 28, 2017 by the Board pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and whose appointment was approved by shareholders by way of Postal Ballot on December 21, 2017 and by SEBI on February

14, 2018 and whose term expires at the ensuing Annual General Meeting of the Company and for whose appointment the Company has received a notice under Section 160(1) of the said Act from a member proposing the candidature of Shri K.V. Subramanian for the office of a Director of the Company, be and is hereby appointed as a Director of the Company subject to retirement by rotation".

6. **Approval for Re-appointment and remuneration of Shri P.S. Reddy as MD & CEO for 1 year w.e.f. April 1, 2018.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** upon recommendations of Nomination and Remuneration / Compensation Committee ("**NRCC**") and approvals given by the Board of Directors of the Company and SEBI vide its letter dated March 28, 2018 for reappointment and remuneration of Shri P.S. Reddy as MD & CEO, the approval of the shareholders be and is hereby given, subject to the provisions of section 196, 197, 198 and 2013 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, for the reappointment of Shri P. S. Reddy as the Managing Director and Chief Executive Officer of the Company for 1 year w.e.f. April 1, 2018.

**RESOLVED FURTHER THAT** his reappointment be approved on the following remuneration and will be subject to the following brief terms and conditions.

**Terms of Appointment:**

**i.** As the Managing Director & CEO, Shri P.S. Reddy shall, subject to the supervision, guidance and control of the Board of Directors, manage the business and affairs of the Company.

**ii.** **Salary:** His remuneration including Basic Salary, HRA, medical allowance, LTA, employer's PF contribution and gratuity to be fixed at ₹1,32,66,418/- as detailed below:

| Particulars | Amount (Rs.) |
|---|---|
| Basic | 6,02,555 |
| HRA | 3,01,278 |
| MA | 50,213 |
| Gross | 9,54,046 |
| PF | 72,307 |
| Monthly total | 10,26,353 |
| Yearly total | 1,23,16,235 |
| LTA | 6,02,555 |
| Gratuity | 3,47,628 |
| CTC | 1,32,66,418 |

**iii.** **Performance Linked Bonus (PLB) / variable pay:**

Performance Linked Bonus (PLB) / variable pay, if any, by whatever name called, as may be approved by the Board, be paid each year to Shri Reddy on the recommendation of Nomination and Remuneration/ Compensation Committee which shall be exclusive of the annual compensation as given above. Provided that the Board or the Committee, as the case may be, may fix the actual Variable Pay in each year depending upon his performance level at such amount and at such proportion as may be decided by the Board/ or NRC subject to condition that the final Variable Pay shall not exceed one-third of final Total Pay for the respective year as stipulated by SEBI. 50% of the amount so decided shall be payable on deferred basis after three years.

**iv.** **Perquisites:**

In addition to the above, MD & CEO shall be entitled to the following perquisites:

a) Shri Reddy will also be eligible to get benefits like chauffer driven car maintained at the expenses of the Company.

b) Company maintained landline at residence and mobile phone along with net connectivity as per the Company policy.

c) Premium for mediclaim and PA policies at actuals as available to the employees, as per the Company's rules.

**v. Other terms and conditions:**

a) Contribution to Provident and Pension Fund(s) as per the Employees Provident Funds & Miscellaneous Provision Act, 1952 and Company policy

Explanation: Contribution to Provident and Pension Fund(s) will not be included in the computation of the ceiling on remuneration payable to MD & CEO to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

b) Gratuity at a rate not exceeding half month's Basic Salary for each completed year of service or part thereof in excess of six months with the Company. However, gratuity payable at a rate not exceeding half a month's Basic Salary for each completed year of service shall not be included in the computation of the ceiling on remuneration payable to MD & CEO.

c) Leave with full pay and allowances as per the Company's Service Rules. Such leave will be permitted to be accumulated in accordance with the Company's Service Rules in force from time to time.

d) Leave Encashment as per the Leave Rules of the Company. However, encashment of accumulated leave at the end of his tenure shall not be included in the computation of the ceiling on remuneration payable to MD & CEO.

e) Leave travel Allowance at the rate of one month's Basic Salary.

f) Any other payments which the Board or NRCC may decide to pay to the employees including working Directors in such manner and for such purpose as may be decided by the Board or the NRCC provided that such other payments payable to MD & CEO together with salary and other emoluments or its structure shall not exceed the limits prescribed under the Act/or any amendment thereto or re-enactment thereof or under SEBI Regulations.

g) MD & CEO shall not be entitled to any sitting fees for attending meetings of the Board or any of its Committees.

h) The total remuneration including performance linked bonus, if any, will be subject to the monetary ceiling prescribed under Companies Act, 2013.

i) Notwithstanding anything to the contrary contained herein, where in any financial year during the currency of the tenure of the appointee, the Company has no profit or its profits are inadequate, the Company may pay him, remuneration by way of salary, allowances and perquisites not exceeding the ceiling laid down in Schedule V and as may be decided by the Board of Directors of the Company.

j) The appointment may be terminated at any time by either party giving to the other party three months' notice in writing of such termination or as may be decided by the Board.

"**RESOLVED FURTHER THAT** the amount and manner of payment of variable pay will be subject to guidelines issued by SEBI from time to time."

**"RESOLVED FURTHER THAT** the Chairman /Chief Financial Officer /Company Secretary jointly or severally be and is hereby authorised to do all such acts, deeds, matters and things as it may consider necessary, expedient or desirable in order to give effect to this Resolution."

**7. Approval for Investment in excess of limits stated in section 186 of the Companies Act, 2013.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time (including any amendment thereto or re-enactment thereof for the time being in force), if any, the Memorandum of Association, Articles of Association, relevant provisions of such other Act as may be applicable, read with rules and regulations (to the extent applicable) the consent of the members of the Company be and is hereby accorded, to the Board of Directors

of the Company (hereinafter referred to as the "Board"), to invest surplus funds of the Company in the securities of the Body corporate in excess of 60% of aggregate paid up capital and free reserves or 100% of free reserves, whichever is higher or such other limits as may be prescribed under Section 186 of Companies Act, 2013 read with relevant rules from time to time subject to maximum investments in securities at any point of time not exceeding ₹1,200 crores.

**RESOLVED FURTHER THAT**, any Director of the Company or any person authorized by the Board or any Committee formed by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution including filing of certified true copy of this resolution with the concerned Regulators and Authorities."

**By order of the Board of Directors**
**For Central Depository Services (India) Ltd.**

**P.S. Reddy**
Managing Director & CEO
DIN: 01064530

Place : Mumbai
Date : July 18, 2018
**Registered Office**
Marathon Futurex, 25th Floor,
A-Wing, Mafatlal Mills Compound,
N.M Joshi Marg, Lower Parel, Mumbai.

**NOTES:**

1. ***A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.***

2. Explanatory Statement pursuant 102(1) of the Companies Act, 2013 in respect of Items No. 5 to 7 is annexed hereto.

3. All documents referred to in the Notice and Explanatory Statement are open for inspection at the registered office of the Company during business.

4. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.

5. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. However a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

6. The Register of Members and Share Transfer Books of the Company will remain closed on August 13, 2018 in connection with the Annual General Meeting and for the purpose of payment of Dividend, if declared at the meeting.

7. The dividend, if declared, would be paid within thirty days from the date of declaration to Members whose names appear as beneficial owners with depositories or in the Register of Members as on August 13, 2018.

9. Subject to section 126 of the Companies Act, 2013 the dividend as recommended by the Board, if approved at the Annual General Meeting, will be paid to those members whose names appear on the Company's Register of Members/Register of Beneficial Owners, as the case may be, on the record date.

10. The register of directors, key managerial personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the register of contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be

available for inspection by the members at the meeting.

11. In order to provide protection against fraudulent encashment of dividend warrants, shareholders holding shares in physical form are requested to intimate the Company under the signature of the Sole/First joint holder, the following information which will be used by the Company for dividend payments:

    i. Name of Sole/First joint holder and folio no.

    ii. Particulars of Bank Account viz:

    - Name of the Bank, Name of Branch, Branch code
    - Complete address of the Bank with Pin Code Number
    - Account type, whether Saving Bank (SB) or Current Account (CA)
    - Bank Account number allotted by the Bank

12. In case of Shareholders holding shares in electronic form, Bank account details provided by the Depository Participants (DPs) will be used by the Company for printing dividend warrants. Shareholders who wish to change bank accounts may advise their DPs about such change with complete details of Bank Account including MICR Code.

13. Members are requested to intimate the Registrar and Transfer Agent, Link Intime India Private Limited, 247 Park, C-101, L.B.S. Marg, Vikhroli (West), Mumbai 400083, immediately of any change in their address in respect of equity shares held in physical mode and to their Depository Participants (DPs) in respect of equity shares held in dematerialised form.

14. Members holding share certificates under different folio numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to the registrar and share Transfer Agent of the Company.

15. Section 20 of the Companies Act, 2013 permits service of documents on members by a Company through electronic mode. Accordingly, as a part of the green Initiative, electronic copy of the Annual Report for FY 2017-18 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purpose unless any member has requested for a physical copy of the same. Further in terms of SEBI Circular No. CIR/CFD/DIL/7/2011 dated 05.10.2011 and Regulation 36 of the Securities and exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, the physical copies of Annual Report is being sent through permitted mode to all other members who have not registered their email address(es). Members may also note that the Annual Report for FY 2017-18 will also be available on the Company's website www.cdslindia.com

16. In compliance with the provision of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members have been provided with the facility to cast their vote electronically through the e-Voting services provided by Link Intime India Pvt. Ltd., on all resolutions set forth in this Notice. The facility for voting through electronic voting polling paper would also be made available at the meeting and the members attending the Meeting who have not cast their vote by e-Voting shall be able to vote at the Meeting.

17. The members who have cast their vote by e-Voting may also attend the Meeting but shall not be entitled to cast their vote again.

18. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to Link Intime India Private Limited a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

19. Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

20. Members / proxies / authorised representatives are requested to bring duly filled in attendance slip along with their copy of Annual Report to the Meeting.

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

### ITEM NO. 5: Appointment of Shareholder Director Shri K.V. Subramanian

The Board of Directors had appointed Shri K.V. Subramanian as an Additional Director of the Company on February 14, 2018 under Section 161(1) of the Companies Act, 2013. As per resolution and Postal ballot his term of office as Director expires at the Twentieth Annual General Meeting of the Company. In the meantime, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member of the Company proposing the candidature of Shri K.V. Subramanian for the office of Director. The Board recommends appointment of Shri K.V. Subramanian as a Director.

Except Shri K.V. Subramanian, none of the Directors of the Company is deemed to be concerned or interested in the above resolution.

The Board recommends that the proposed Ordinary Resolution be passed by the shareholders.

### ITEM NO. 6: Approval for Re-appointment and remuneration of Shri P.S. Reddy as MD & CEO for 1 year w.e.f. April 1, 2018.

On the recommendation of the Nomination and Remuneration/Compensation Committee, the Board of directors of CDSL approved reappointment of Shri P.S. Reddy as MD & CEO for a period of five years w.e.f. April 1, 2018 subject to SEBI's approval. On an application made to SEBI on January 23, 2018, SEBI vide its letter dated March 28, 2018 gave its approval for reappointment of Shri P.S. Reddy as MD & CEO for 1 year w.e.f. April 1, 2018. In the said letter SEBI had advised the Company to devise a policy for appointment and reappointment of MD & CEO taking into consideration the specific recommendations in the Gandhi Committee report with regard to appointment and re-appointment of MD & CEO. Further, SEBI advised us to send the duly approved Nomination and Remuneration policy on or before May 30, 2018 for them to review and approve the policy. SEBI also informed in the said letter that the Gandhi Committee has recommended that MD & CEO may be re-appointment for a second term after doing a rigorous performance review and post the second term, the selection process will have to be conducted afresh. Accordingly, a revised Nomination and Remuneration policy was drafted and placed before the Board for its review and approval taking into account recommendations of Gandhi Committee and was forwarded to SEBI. The Company has complied with the requirements of said letter.

Except Shri P.S. Reddy, none of the Directors of the Company is deemed to be concerned or interested in the above resolution.

The Board recommends that the proposed Ordinary Resolution be passed by the shareholders.

### ITEM NO. 7: Approval for Investment in excess of limits stated in section 186 of the Companies Act, 2013.

The Company, with the approval of the Board, invests, in the ordinary course of business, surplus funds of the Company in securities such as units of mutual funds, bonds, Government securities and bank fixed deposits etc. within the framework of investment policy approved by the Board and reviewed by Finance and Investment Committee. Whilst investment in units of mutual funds managed by Trusts are exempted from the provisions of section 186 of the Companies Act, 2013, certain investments in units of mutual funds managed by body corporates fall within the purview of section 186 of the Companies Act, 2013. The powers of the Board to invest in securities is restricted upto 60% of aggregate paid up capital and free reserves or 100% of free reserves, whichever is higher. Any investment beyond the aforesaid limit would need prior approval of the shareholders of the Company by way of Special Resolution.

The value of investments in securities which the Company invests exceed the aforesaid limits prescribed under the Act/Rules and accordingly approval of the Members is being sought by way of Special Resolution subject to maximum investments in securities at any point of time of not exceeding ₹1200 crores.

The Board recommends that the proposed Special Resolution be passed by the shareholders.

None of the Directors of the Company is deemed to be concerned or interested in the above resolution.

**By order of the Board of Directors**
**For Central Depository Services (India) Ltd.**

**P.S. Reddy**
Managing Director & CEO
DIN: 01064530

Place : Mumbai
Date : July 18, 2018
**Registered Office**
Marathon Futurex, 25th Floor,
A-Wing, Mafatlal Mills Compound,
N.M Joshi Marg, Lower Parel, Mumbai.

## Information to be provided to Shareholders under Reg. 36 of the Securities Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 in case of the directors who are appointed / re-appointed is as given below:

### Shri Venkat Nageswar Chalasani

Shri Venkat, currently Deputy Managing Director (Global Markets) of State Bank of India, has over 32 years' experience covering different aspects of banking and currently oversees the treasury portfolio of India's largest bank, with significant exposure to various market segments including FX, money markets, equities and investments.

He has worked in various positions both in India and abroad, including postings in Bahrain, Bangalore and most recently Hong Kong, where he held the role of Regional Head (East Asia).

Shri Venkat is a director on the boards of several companies and industry associations, has been a part of various RBI Committees, and appears in print.

He is on the Board of CDSL as a shareholder director since June 28, 2016. He is not related to any other director of the Company. He has expertise in banking, treasury and exposure in various market segments including FX, money markets, equities and investments. He doesn't hold any shares in the Company.

| Sr. No. | Name of Director | Name of Companies in which the person holds directorship | Membership of Committees |
|---|---|---|---|
| | Shri C Venkat Nageswar | 1. Infrastructure Leasing and Financial Services Ltd | NIL |
| | | 2. Fixed Income Money Market and Derivatives Association of India (FIMMDA) | NIL |
| | | 3. Oman India Joint Investment Fund- Management Company Private Limited | NIL |
| | | 4. The Clearing Corporation of India Limited | NIL |
| | | 5. Macquarie SBI Infrastructure Management Pte Limited | NIL |
| | | 6. SBI-SG Global Securities Services Pvt Ltd | NIL |

### Shri K.V. Subramanian

Shri K.V. Subramanian is Head – Strategy, Process & Governance for Standard Chartered Bank, India. He has over 28 years of banking experience having joined ANZ Grindlays Bank in 1989 as a Management Trainee in the Capital Markets division. In 1992 he moved to TAIB Bank, Bahrain to set up the India Investment desk for the Bank and was also responsible for their proprietary equity and debt business. In 1996 he moved back to ANZ Grindlays Bank, India to run the Debt Capital Markets Sales business. Post the merger of SCB and ANZ Grindlays, he ran the Institutional Sales business for South Asia and from 2006 to 2011 was MD & Regional Head Capital Markets for South Asia. He has been responsible for leading some of the large Capital Market transactions for SCB from India.

From 2011 to till recently he was Managing Director and Head Financial Markets and a Member of the Country Management Group at Standard Chartered Bank, Indonesia. Shri K.V. Subramanian has a Master's Degree in Management and a Bachelor's Degree in Mechanical Engineering.

He is having expertise in banking, equity and debt business. He is not related to any other director of the Company. He doesn't hold any shares in the Company.

| Sr. No. | Name of Director | Name of Companies in which the person holds directorship | Membership of Committees |
|---|---|---|---|
| | Shri K.V. Subramanian | 1. Standard Chartered Investments and Loans (India) Ltd. | NIL |
| | | 2. St. Helen's Nominees India Pvt. Ltd | NIL |
| | | 3. Standard Chartered (India) Modeling and Analytics Centre Pvt Ltd | NIL |
| | | 4. Standard Chartered Private Equity Advisory (India) Pvt. Ltd | NIL |
| | | 5. Standard Chartered Finance Private Limited | NIL |
| | | 6. Standard Chartered Securities (India) Limited | NIL |

**Shri P.S. Reddy**

Shri P. S. Reddy joined Central Depository Services (India) Limited (CDSL) in November, 2006 as Chief Operating Officer and had been elevated to the position of Executive Director (Whole-Time Director) in 2009 and further elevated to Managing Director & CEO in April, 2012. Prior to joining CDSL, Mr. Reddy worked in BSE Ltd. for about eighteen years looking after various functions such as Listing, Surveillance, Inspection, Investor Relations, General Administration, Security, HRD, etc. Prior to joining BSE, for about a year and a half, he worked as a Research Assistant in Gokhale Institute of Politics & Economics, Pune.

Shri Reddy is a Director of CDSL Ventures Ltd. (CVL) - A wholly owned subsidiary of CDSL, the first and largest KYC Registration Agency (KRA) with over 140 lakh KYC records fully digitized. Mr. Reddy is a Member on various Committees of Securities and Exchange Board of India (SEBI) (Indian Securities Market Regulator) from time to time such as Secondary Market Advisory Committee (SMAC), Corporate Bonds & Securitization Advisory Committee (CoBoSAC), etc. He is also a Member on the National Council for Capital Markets of Confederation of Indian Industry (CII), The Associated Chambers of Commerce and Industry of India (ASSOCHAM), etc.

Mr. Reddy obtained Post Graduate degree in Economics from Central University of Hyderabad. He has been awarded Junior Research Fellowship of the UGC (university Grants Commission). He has also successfully completed Depository Operations Certification Examination Conducted by NISM (National Institute of Securities Market).

Further, he has attended Continuing Studies Capital Markets Training Program organized by Bernard M. Baruch College of The City University of New York. He has also been awarded a certificate of successful participation after passing the examinations for the courses on i) Regulation of Environmental Law, ii) The Law and Economics of Property Law and iii) Competition and Regulation from Law and Economics Perspective conducted by Institute of Law and Economics, Hamburg / Germany and Centre for Advanced Studies in Law and Economics, Ghent / Belgium and co-organized by Indira Gandhi Institute of Development Research, Mumbai along with National Law School of India University, Bangalore and University of Hyderabad under Asia Link Project "Human Resource Development in Law and Economics for India and Europe"

He is having expertise in Business Administration and Management. He is not related to any other director of the Company. He doesn't hold any shares in the Company.

| Sr. No. | Name of Director | Name of Companies in which the person holds directorship | Membership of Committees |
|---|---|---|---|
| | Shri P.S. Reddy | 1. CDSL Ventures Ltd. | NIL |
| | | 2. CDSL Commodity Repository Limited | NIL |

## Instructions for shareholders to vote electronically:

Remote e-Voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Link Intime India Private Limited (LIIPL) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-Voting).

The remote e-Voting period commences on August 17, 2018 (9.00 a.m IST) and ends on August 19, 2018 (5 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 13, 2018, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. August 13, 2018.

**Members are requested to take following steps:**

1. Visit the e-Voting system of LIIPL. Open web browser by typing the following URL: https://instavote.linkintime.co.in.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
   a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
   b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
   c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No. 180089 + Folio Number registered with the Company
5. Your Password details are given below:

   If you are using e-Voting system of LIIPL: https://instavote.linkintime.co.in for the first time you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

| | **For Shareholders voting for the 1st time (holding shares in Demat Form or Physical Form)** |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).<br>• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field. |
| DOB/ DOI | Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number.<br>• Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction 4. |

If you are holding shares in demat form and had registered on to e-Voting system of LIIPL: https://instavote.linkintime.co.in, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-Voting platform of LIIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

6. After successful login, you will be able to see the notification for e-Voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

   Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

- **General Guidelines for shareholders:**
  - In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-Voting i.e., August 13, 2018, he/she may vote in the manner as mentioned at Sr. no. 5.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIIPL: https://instavote.linkintime.co.in and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

    They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
  - During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
  - Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
  - In case the shareholders have any queries or issues regarding e-Voting, please click here or you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at https://instavote.linkintime.co.in, under Help section or write an email to insta.vote@linkintime.co.in or Call us **:-** Tel : 022 - 49186000.
  - Voting at AGM: The Members, who have not cast their vote through Remote e-Voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system shall be made available at the Meeting. Members who have already cast their votes by Remote e-Voting are eligible to attend the Meeting, however these Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-Voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-Voting shall prevail and vote at the AGM shall be treated as invalid.

# ROUTE MAP OF AGM

**Central Depository Services (India) Limited**
Regd. Office: Marathon Futurex, 25th floor, A-Wing, Mafatlal Mills Compound,
N.M Joshi Marg, Lower Parel, Mumbai 400013.
CIN: L67120MH1997PLC112443
Tel: 91-22-23023333 Website: www.cdslindia.com

## Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) rules, 2014- Form No. MGT-11]

**20th ANNUAL GENERAL MEETING-20th AUGUST, 2018**

| | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Name of the member(s) | | | | | | | | | | | | | | | |
| Registered Address | | | | | | | | | | | | | | | |
| Registered email address | | | | | | | | | | | | | | | |
| Folio no./ Client ID | | | | | | | | | | | | | | | |
| DP ID | | | | | | | | | | | | | | | |

I/ We, being the member(s) of .....shares of the above named company, herby appoint

Name:.....Email:.....

Address:.....

.....Signature:..... Or failing him/ her

Name:.....Email:.....

Address:.....

.....Signature:..... Or failing him/ her

Name:.....Email:.....

Address:.....

.....Signature:.....

As my / our proxy to attend and vote (on a poll) for me / us and on my/ our behalf at the 20th Annual general Meeting of the Company, to be held on Monday, 20th August, 2018 at 4.00 p.m. at Mini Theatre, 3rd Floor, P. L. Deshpande Maharashtra Kala Academy, Ravindra Natya Mandir, Near Shri Siddhivinayak Ganapati Mandir, Sayani Road, Prabhadevi, Mumbai – 400025 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution number | Resolution | Vote (Optional, see Note 2) [Please put a (✓) mark or please mention no. of shares] | | |
|---|---|---|---|---|
| | | For | Against | Abstain |
| | **ORDINARY BUSINESS** | | | |
| 1 | Adoption of Financial Statements and the Reports of the Board of Directors and Auditors for the year ended as on 31st March, 2018 | | | |
| 2 | To declare dividend on equity shares of the Company for FY 2017-18 | | | |
| 3 | To reappoint Shri C. Venkat Nageswar as Director liable to retire by rotation | | | |
| 4 | To appoint Statutory Auditors and fix their remuneration | | | |
| | **SPECIAL BUSINESS** | | | |
| 1 | Appointment of Shareholder Director Shri K.V. Subramanian | | | |
| 2 | Approval for Re-appointment and remuneration of Shri P.S. Reddy as MD & CEO for 1 year w.e.f. 1st April, 2018 | | | |
| 3 | Approval for Investment in excess of limits stated in section 186 of the Companies Act, 2013 | | | |

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

Affix a Revenue stamp of ₹.1/-

.....
Signature of shareholder

.....
Signature of Proxy holder(s)

**Note:**

1. 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.
2. It is optional to indicate your preference. If you leave the "for" or "against" column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/ she may deemed appropriate.