

NOTICE OF 21st ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 21st ANNUAL GENERAL MEETING OF THE MEMBERS OF NSEIT LIMITED (FORMERLY KNOWN AS NSE.IT LIMITED) WILL BE HELD AT A SHORT NOTICE ON WEDNESDAY JULY 15, 2020 AT 3.30 PM THROUGH VIDEO CONFERENCE (VC)/ OTHER AUDIO VISUAL MEANS (OAVM) FACILITY AT NSEIT LIMITED, GROUND FLOOR BOARD ROOM, TRADE GLOBE SIR M V ROAD, ANDHERI-KURLA ROAD, ANDHERI- (E), MUMBAI- 400059 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.
2. To declare dividend on the equity shares and preference shares of the Company for the financial year ended March 31, 2020.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution:

“**RESOLVED THAT** Mr. J. Ravichandran, a Director liable to retire by rotation, who does not seek re-election, be not re-appointed a Director of the Company.”

“**RESOLVED FURTHER THAT** the vacancy, so created on the Board of Directors of the Company, be not filled.”

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. R CHANDRASEKARAN (DIN: 00580842) AS A DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. R Chandrasekaran (DIN: 00580842), who was appointed as an Additional Director of the Company with effect from June 20, 2020 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of three years with effect from June 20, 2020.”

RESOLVED FURTHER THAT Dr. N Muralidaran, Managing Director & CEO or the Mr. Vaibhav Vijay Kulkarni, Company Secretary of the Company be and are hereby severally authorized to make the necessary filings including e-form DIR-12 with the Registrar of Companies and do all such acts, matters, deeds or sign or execute such papers or documents which are necessary, expedient or desirable for giving effect to the above resolution.”

By order of the Board

For **NSEIT Limited**

Sd/-
Vaibhav Vijay Kulkarni
Company Secretary

Date: July 09, 2020

Place: Mumbai

Registered Office: NSEIT Limited, Trade Globe, Ground Floor,
Andheri- Kurla Road, Andheri- (E), Mumbai- 400059

Notes:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020 read with circular 20/2020 dated May 05, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the AGM venue is not required. Hence, Members have to attend and participate in the ensuing AGM through VC/OAVM.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to all the members of the. Directors, Key Managerial Personnel and Auditors of the Company.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at secretarial@nseit.com
6. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 is annexed hereto.
7. All documents referred to in the Notice calling the AGM and the Explanatory Statement are available on the website of the Company for inspection by the Members.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.nseit.com
9. AGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members whose email IDs are already registered with the Company and who are desirous to attend the AGM through VC/OAVM can apply at secretarial@nseit.com requesting for participation in the AGM, by giving their name as registered in the records of the Company, DPID-Client ID or Folio Number and the Registered email ID.
2. Members who are desirous of attending the AGM may send their request by July 10, 2020 On successful registration with the company, the invitation to join the AGM will be sent to the Members on their registered email IDs latest by July 11, 2020
3. Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
4. In case of Android/iPhone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
5. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation which will be sent to the eligible applicants.
8. Institutional Shareholders are encouraged to participate at the AGM through VC/OAVM and vote thereat. In case of demand of poll on any resolution the members can send their votes to secretarial@nseit.com from the same mail id as registered with the Company.

OTHER INFORMATION:

1. Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. July 09, 2020) shall be entitled to vote at the AGM. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

ROUTE MAP AND PROMINENT LANDMARK OF AGM VENUE AND ATTENDANCE SLIP.

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA vide its Circular No. 14/2020 had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020, the Company will hold the AGM through VC/OAVM, without the physical presence of the Members at NSEIT LIMITED, Ground Floor Board Room, Trade Globe Sir M V Road, Andheri- Kurla Road, Andheri- (E), Mumbai-400059. In view of the directions from MCA, the Meeting is being convened through VC/OAVM and physical presence of the Members are not required at the venue and that the proceedings of the AGM conducted shall be deemed to be made at this venue.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013

ORDINARY BUSINESS:

ITEM NO. 3:

Mr. J Ravichandran joined the Company's Board in April 25, 2018 as a non-executive director. In terms of section 152 of the Companies Act 2013, Mr. J.Ravichandran is due to retire by rotation at this meeting. However, he has not offered himself for re-election due to superannuation from NSE in March 2021, resulting in a vacancy on the Board; and, the Board has resolved, subject to approval of shareholders, that the vacancy in the Board so created shall not be filled. The Board recommends the resolution for approval by the shareholders.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice. The Board recommends the Resolution at Item No.3 to be passed as an ordinary resolution.

SPECIAL BUSINESS:

ITEM NO. 4:

Pursuant to the provisions of Section 149, 161 of the Companies Act, 2013 the Board of Directors had appointed Mr. R Chandrasekaran (DIN: 00580842) as an Additional Director on the Board of Directors of the Company with effect from June 20, 2020.

Your Company proposes to appoint Mr. R Chandrasekaran as an Independent Director on the Board of the Company to hold office for a period of three years with effect from June 20, 2020. In this regard, an Ordinary Resolution under Item No. 4 for appointment of Mr. R Chandrasekaran as an Independent Director of the Company is proposed for consideration of the members of the Company.

Details of Mr. R Chandrasekaran are provided in **Annexure-A** hereto.

The Board of Directors recommends the resolution at item no. 4 of this notice for approval of the members.

Except Mr. R Chandrasekaran, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested in the said resolution set out at item no. 4 of this notice.

By Order of the Board
For NSEIT Limited

Sd/-
Vaibhav Vijay Kulkarni
Company Secretary

Place: Mumbai
Date: July 09, 2020

ANNEXURE-A

DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING

Particulars	Mr. R Chandrasekaran
Date of Birth	02/10/1957
Qualifications	i. B.E in Mechanical Engineering ii. MBA from the Indian Institute of Management
Experience (including expertise in specific functional area)/Brief Resume	Mr. R Chandrasekaran retired as Executive Vice Chairman of Cognizant India. He was one of the professional co-founders of Cognizant in 1994. He had played various leadership roles at Cognizant. He was instrumental in growing Cognizant's global delivery footprint across the U.S., India, Europe, South America, The Philippines and China, and driving best-in-class delivery excellence at scale. He has been a member of the Executive Council at NASSCOM and served as its Chairman during 2014-15. Prior to Cognizant, he was with Tata Consultancy Services where he played a variety of leadership roles, globally.
Terms and Conditions of Appointment	Non-Executive Independent Director
Remuneration last drawn (including sitting fees, if any)	Rs. 1,00,000/-
Remuneration proposed to be paid	Sitting fees as per Companies Act, 2013
Date of first appointment on the Board	June 20, 2020
Shareholding in the Company as on June 20, 2020	NIL
Relationship with other Directors/Key Managerial Personnel	N/A
Number of meetings of the Board attended during the year	1
Directorships of other Boards as on June 20, 2020	i. PNB Housing Finance Limited ii. Chennai City Football Club Private Limited iii. Aujas Networks Private Limited
Membership / Chairmanship of Committees of other Boards as on June 20, 2020	- Chairman of NRC Committee of Aujas Networks - Member of Audit Committee of Aujas Networks