

National Payments Corporation of India

CIN: U74990MH2008NPL189067

Registered Office: 1001A, B Wing, The Capital, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051

Phone: 022-40009100 Email: contact@npci.org.in

NOTICE is hereby given that the Tenth Annual General Meeting (AGM) of the Members of NATIONAL PAYMENTS CORPORATION OF INDIA ("NPCI" or "the Company") will be held on Tuesday, 25th September, 2018 at 11.00 A.M. at First Floor, Boundary Hall, Mumbai Cricket Association Recreation Centre (MCA), Bandra Kurla Complex, G Block, Bandra (East), Mumbai – 400 051, Maharashtra to transact the following businesses:-

Ordinary Businesses

1. To receive, consider and adopt the Audited Financial Statements containing, the Balance Sheet as at 31st March, 2018, the Statement of Income and Expenditure and Cash Flow Statement for the year ended 31st March, 2018, Notes thereon and other documents, and the reports of the Board of Directors, Statutory Auditors and the Comments of the Comptroller and Auditor General of India thereon.
2. To appoint a Director in place of Mr. Rajiv Anand (DIN 02541753), nominee of Axis Bank Limited, liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. B. Madhivanan (DIN 01426902), nominee of ICICI Bank Limited, liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

"RESOLVED THAT in terms of the Letter No. CA.V/COY/CENTRAL GOVERNMENT, NPAYTC (1)/33 dated 17th July, 2018 received from the office of the Comptroller and Auditor General of India (CAG), M/s. S.C. Mehra & Associates, Chartered Accountants, (Firm Registration No: 106156W), be and are hereby appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration not exceeding Rs. 3,50,000/- plus applicable taxes or such sum as may be approved by the Board (exclusive of all out of pocket expenses not exceeding 10% of the remuneration)."

Special Businesses by Special Resolution(s)

5. Re-appointment of Mr. Satish Pradhan as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made; notifications, circulars and orders issued from time to time thereunder (collectively referred to as "the Act"), read with Schedule IV to the said Act, Mr. Satish Pradhan (DIN 00175969), in respect of whom the Company has received a notice in writing, under section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Independent Director and who has given declaration towards fulfilling the criteria as required under section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office upto 3rd January, 2020 (i.e. attaining 65 years of age) and whose office shall not be liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197, 198 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Satish Pradhan be paid such fees and remuneration as the Board may approve from time to time and subject to such limits prescribed by the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors and Ms. Priyanka Agrawal, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including filing of forms and returns and to execute any agreements, documents, instruments and writings as may be required, and to delegate all or any of its powers conferred herein to any director(s) and/or officer of the Company to give effect to this resolution."

6. Re-appointment of Ms. Rama Bijapurkar as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 and

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the Rules made; notifications, circulars and orders issued from time to time thereunder (collectively referred to as “the Act”), read with Schedule IV to the Act, Ms. Rama Bijapurkar (DIN 00001835), in respect of whom the Company has received a notice in writing, under section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Independent Director and who has given declaration towards fulfilling the criteria as required under section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company to hold office upto 21st January, 2020 (i.e. five years from the date of first appointment as Director) and whose office shall not be liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197, 198 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Ms. Rama Bijapurkar be paid such fees and remuneration as the Board may approve from time to time and subject to such limits prescribed by the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors and Ms. Priyanka Agrawal, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including filing of forms and returns and to execute any agreements, documents, instruments and writings as may be required, and to delegate all or any of its powers conferred herein to any director(s) and/or officer of the Company to give effect to this resolution.”

Special Businesses by Ordinary Resolution(s)

7. Appointment of Mr. Biswamohan Mahapatra as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made; notifications, circulars and orders issued from time to time thereunder (collectively referred to as “the Act”), read with Schedule IV to the Act, Mr. Biswamohan Mahapatra (DIN 06990345), who was appointed as an Additional Director of the Company with effect from 8th February, 2018 and holds office up to the date of this Annual General Meeting in terms of section 161(1) of the Companies

Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director and who has given declaration towards fulfilling the criteria as required under section 149(6) of the Companies Act, 2013 be and is hereby appointed as a Director in the category of Independent Director to hold office upto 7th February, 2020 and whose office shall not be liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197, 198 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Biswamohan Mahapatra be paid such fees and remuneration as the Board may approve from time to time and subject to such limits prescribed by the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors and Ms. Priyanka Agrawal, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including filing of forms and returns and to execute any agreements, documents, instruments and writings as may be required, and to delegate all or any of its powers conferred herein to any director(s) and/or officer of the Company to give effect to this resolution.”

8.a. Appointment of Mr. Dilip Asbe as Director of the Company

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

“**RESOLVED THAT** in terms of section 161 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including its statutory modification or re-enactment thereof) Mr. Dilip Asbe (DIN 02990724), who was appointed as an Additional Director of the Company with effect from 8th January, 2018 and holds office up to the date of this Annual General Meeting in terms of section 161 (1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act 2013, from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT the Board of Directors and Ms. Priyanka Agrawal, Company Secretary of the

Company be and are hereby severally authorised to do all such acts, deeds, matters and things including filing of forms and returns and to execute any agreements, documents, instruments and writings as may be required, and to delegate all or any of its powers conferred herein to any director(s) and/or officer of the Company to give effect to this resolution.”

b. Appointment of Mr. Dilip Asbe as Managing Director and CEO 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 sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and Board, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Dilip Asbe (DIN 02990724), as Managing Director and Chief Executive Officer of the Company, for a period of 3 years effective 8th January, 2018 to 7th January, 2021 on the terms and conditions including remuneration as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary from time to time the terms and conditions of the said appointment and remuneration in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible at law and as agreed to between the Board of Directors and Mr. Dilip Asbe;

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or inadequate profits in any financial year, the remuneration as decided by the Board or any Committee thereof from time to time, shall be paid to Mr. Asbe as minimum remuneration with the approval of the Central Government, if required, read with the applicable provisions of Schedule V of the Companies Act, 2013 and rules made there under;

RESOLVED FURTHER THAT Mr. Dilip Asbe shall not be liable to retire by rotation during his tenure as Managing Director & CEO of the Company;

RESOLVED FURTHER THAT for purpose of giving effect to the foregoing resolution, the Board

of Directors or any Committee thereof and / or Ms. Priyanka Agrawal, Company Secretary, be and are hereby severally authorised to do all such acts, deeds, matters and things including filing of forms and returns, as it may deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

9. Appointment of Mr. Sudarshan Sen as a Nominee Director representing Reserve Bank of India

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

“**RESOLVED THAT** Mr. Sudarshan Sen (DIN 03570051), nominee of Reserve Bank of India, who was appointed as an Additional Director of the Company with effect from 20th March, 2018 and holds office up to the date of this Annual General Meeting in terms of section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as Nominee Director representing Reserve Bank of India on the Board of the Company, and whose office shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors and Ms. Priyanka Agrawal, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including filing of forms and returns and to execute any agreements, documents, instruments and writings as may be required, and to delegate all or any of its powers conferred herein to any director(s) and/or officer of the Company to give effect to this resolution.”

10. Appointment of Mr. Ambrish Kumar Mishra as a Nominee Director representing Punjab National Bank

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

“**RESOLVED THAT** Mr. Ambrish Kumar Mishra (DIN 08064894), nominee of Punjab National Bank, who was appointed as an Additional Director of the Company with effect from 8th January, 2018 and holds office upto the date of this Annual General Meeting in terms of section 161 (1) of the Companies Act, 2013 and in respect of whom the Company has received a

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notice in writing under section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Nominee Director representing Punjab National Bank on the Board of the Company, and whose office shall be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors and Ms. Priyanka Agrawal, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including filing of forms and returns and to execute any agreements, documents, instruments and writings as may be required, and to delegate all or any of its powers conferred herein to any director(s) and/or officer of the Company to give effect to this resolution."

11. Appointment of Mr. Ajay Kumar Kapoor as a Nominee Director representing HDFC Bank Limited

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

"RESOLVED THAT Mr. Ajay Kumar Kapoor (DIN 08086228), nominee of HDFC Bank Limited, who was appointed as an Additional Director of the Company with effect from 20th March, 2018 and holds office up to the date of this Annual General Meeting in terms of section 161 (1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Nominee Director representing HDFC Bank Limited on the Board of the Company, and whose office shall be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors and Ms. Priyanka Agrawal, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including filing of forms and returns and to execute any agreements, documents, instruments and writings as may be required, and to delegate all or any of its powers conferred herein to any director(s) and/or officer of the Company to give effect to this resolution."

12. Appointment of Ms. Mridula Iyer as a Nominee Director representing Citibank N.A.

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

"RESOLVED THAT Ms. Mridula Iyer (DIN 08130150), nominee of Citibank N.A., who was appointed as an Additional Director of the Company with effect from 17th May, 2018 and holds office up to the date of this Annual General Meeting in terms of section 161 (1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, be and is hereby appointed as a Nominee Director representing Citibank N.A. on the Board of the Company, and whose office shall be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors and Ms. Priyanka Agrawal, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including filing of forms and returns and to execute any agreements, documents, instruments and writings as may be required, and to delegate all or any of its powers conferred herein to any director(s) and/or officer of the Company to give effect to this resolution."

13. Appointment of Mr. Nagesh G. Vaidya as a Nominee Director representing Kerala Gramin Bank

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

"RESOLVED THAT Mr. Nagesh G. Vaidya (DIN 08116155), nominee of Kerala Gramin Bank, who was appointed as an Additional Director of the Company with effect from 17th May, 2018 and holds office up to the date of this Annual General Meeting in terms of section 161 (1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Nominee Director representing Kerala Gramin Bank on the Board of the Company, and whose office shall be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors and Ms. Priyanka Agrawal, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including filing of forms and returns and to execute any agreements, documents, instruments and writings as may be required, and to delegate all or any of its powers conferred herein to any director(s) and/or officer of the Company to give effect to this resolution.”

14. Appointment of Mr. Mrutyunjay Mahapatra as a Nominee Director representing State Bank of India

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

“**RESOLVED THAT** Mr. Mrutyunjay Mahapatra (DIN 03168761), nominee of State Bank of India, who was appointed as an Additional Director of the Company with effect from 12th June, 2018 and holds office up to the date of this Annual General Meeting in terms of section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Nominee Director representing State Bank of India on the Board of the Company, and whose office shall be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors and Ms. Priyanka Agrawal, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including filing of forms and returns and to execute any agreements, documents, instruments and writings as may be required, and to delegate all or any of its powers conferred herein to any director(s) and/or officer of the Company to give effect to this resolution.”

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

“**RESOLVED THAT** Mr. Mayank Mehta (DIN 03554733), who was appointed as a Nominee Director representing Bank of Baroda, retires by rotation at the conclusion of this Annual General Meeting and who does not seek re-appointment as he shall superannuate from services of his Bank w.e.f. 30th September, 2018, be not re-appointed as a Director of the Company and the vacancy so caused on the Board be not filled up.”

By order of the Board of Directors

Priyanka Agrawal
Company Secretary

Place: Mumbai
Date: 28th August, 2018

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Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto.
2. PROXIES:
 - a. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. ONLY DULY FILLED, SIGNED AND STAMPED PROXY FORM WILL BE CONSIDERED VALID.**
 - b. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member who is holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or Shareholder. The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, it shall be under its seal and be signed by an officer or an attorney duly authorised by it.
 - c. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member would be entitled to inspect the proxies lodged, during the business hours from 11 a.m. to 1 p.m. at the Registered Office, provided that not less than three days of notice in writing is given to the Company.
 - d. Members/Proxies/Representatives are requested to bring their copies of the Annual Report and the Attendance Slip sent herewith to attend the AGM.
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of the Board Resolution, pursuant to Section 113 of the Act, authorising their representatives to attend and vote on their behalf at the AGM. The documents are required to be sent to the Company Secretary at the Registered Office of the Company or by sending an email on priyanka.agrawal@npci.org.in.
4. Brief resume and other details of Directors proposed to be appointed / reappointed as required are given in Annexure 1 to the Notice
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Registered Office of the Company and at the AGM.
6. Members desirous of getting any information about the accounts and / or operations of the Company are requested to write to the Company Secretary at least seven days before the date of the AGM to enable the Company to keep information ready at the AGM.
7. All the documents referred to in the accompanying Notice and Statement pursuant to Section 102 of the Companies Act, 2013, are open for inspection in both physical and electronic form during business hours from 9:30 a.m. to 6:00 p.m. on all working days up to the date of the AGM at the Registered Office of the Company i.e. 1001A, B wing, 10th Floor, The Capital, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 and will also be available at the venue of the AGM.
8. A route map of the venue of the Meeting forms part of this Notice.
9. ATTENDANCE REGISTRATION: Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM along with a valid identity proof and seek registration before entering the meeting hall.

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 setting out all material facts relating to special business:

Item no. 5

Mr. Satish Pradhan has been serving as an Independent Director of the Company since 4th March, 2015.

Based on the recommendation of the Committee of Independent Directors and Nomination & Remuneration Committee and on the basis of the report of performance evaluation, the Board at its meeting held on 24th July, 2018, approved the re-appointment of Mr. Satish Pradhan as an Independent Director for a period of two years or attaining the age of 65 years whichever is earlier, subject to the approval of the members at Annual General Meeting. The Company has received a notice in writing from a member proposing the candidature of Mr. Satish Pradhan as an Independent Director of the Company.

Mr. Pradhan was appointed as Director on Company's Board w.e.f 4th March, 2015. He was further appointed as an Independent Director by the shareholders at their Annual General Meeting held on 21st September, 2015. As per the provisions of section 149(10) & (11) of the Companies Act, 2013, an ID shall be eligible for another term, if the same is approved by the shareholders by way of special resolution. First term of Mr. Pradhan is getting over on 20th September, 2018. Considering his valuable contribution and continued association, it is proposed to reappoint him as an ID of the Company for a period upto 3rd January, 2020¹ (i.e. attaining 65 years of age). He fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and is Independent of the Management. In the opinion of the Board, he has the necessary knowledge, experience and expertise for being reappointed as an ID. He will not be liable to retire by rotation. He will be paid such fees and remuneration as the Board may approve from time to time and subject to such limits prescribed by the Companies Act, 2013.

Mr. Satish Pradhan has given a declaration of Independence pursuant to section 149(6) and 149(7) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Brief profile covering the details of his qualification, experience etc, as required in terms of Secretarial Standards on General Meeting, is annexed to this Notice as **Annexure I**.

The Board of Directors recommend passing of Special Resolution as set out in Item No. 5 for approval of the Shareholders.

Mr. Satish Pradhan may be deemed to be concerned or financially interested to the extent of the sitting fee as may be paid by the Company for attending the meetings. Except Mr. Pradhan, none of the Directors nor Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in this resolution set out at Item 5 of the Notice.

Item no. 6

Ms. Rama Bijapurkar has been serving as an Independent Director of the Company since 22nd January, 2015.

Based on the recommendation of the Committee of Independent Directors and Nomination & Remuneration Committee and on the basis of the report of performance evaluation, the Board vide circular resolution dated 24th August, 2018 approved the re-appointment of Ms. Rama Bijapurkar as an Independent Director (ID) for a period of 2 years subject to approval of the members at Annual General Meeting. The Company has received a notice in writing from a member proposing the candidature of Ms. Rama Bijapurkar as an Independent Director of the Company.

Ms. Bijapurkar was appointed on Company's Board w.e.f 22nd January, 2015. She was further appointed as an Independent Director by the shareholders at their Annual General Meeting held on 21st September, 2015. As per the provisions of section 149(10) & (11) of the Companies Act, 2013, an ID shall be eligible for another term, if the same is approved by the shareholders by way of special resolution. First term of Ms. Bijapurkar is getting over on 20th September, 2018. Considering her valuable contribution and continued association, it is proposed to reappoint her as an ID of the Company upto 21st January, 2020¹ (i.e. five years from the date of first appointment). Also, she fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and is Independent of the Management. In the opinion of the Board, she has the necessary knowledge, experience and expertise for being reappointed as an ID. She will not be liable to retire by rotation. She will be paid such fees and remuneration as the Board may approve from time to time and subject to such limits prescribed by the Companies Act, 2013.

Ms. Rama Bijapurkar has given a declaration of Independence pursuant to section 149(6) and 149(7) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

¹ As per the governance framework received from Reserve Bank of India (RBI), the term of any Director shall not exceed five years and the maximum permissible age for appointment/ continuation as Director shall be 65 years.

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Brief profile covering the details of her qualification, experience etc., as required in terms of Secretarial Standards on General Meeting, is annexed to this Notice as **Annexure I**.

The Board of Directors recommend passing of Special Resolution as set out in Item No. 6 for approval of the Shareholders.

Ms. Rama Bijapurkar may be deemed to be concerned or financially interested to the extent of the sitting fee as may be paid by the Company for attending the meetings. Except Ms. Bijapurkar, none of the Directors nor Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in the resolution set out at Item 6 of the Notice.

Item no. 7

Mr. Biswamohan Mahapatra has been serving as a Non-Executive Chairman and Independent Director of the Company since 8th February, 2018.

The Company has received a notice in writing from a member proposing the candidature of Mr. Biswamohan Mahapatra as an Independent Director of the Company.

Mr. Mahapatra was appointed as an Additional Director of the Company on 8th February, 2018. He fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and is Independent of the Management. In the opinion of the Board, he has the necessary knowledge, experience and expertise for being an ID of the Company and it is proposed to appoint him as an Independent Director of the Company for a period upto 7th February, 2020. He fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and is Independent of the Management. He will not be liable to retire by rotation. He will be paid such fees and remuneration as the Board may approve from time to time and subject to such limits prescribed by the Companies Act, 2013.

Mr. Biswamohan Mahapatra has given a declaration of Independence pursuant to section 149(6) and 149(7) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Brief profile covering the details of his qualification, experience etc, as required in terms of Secretarial Standards on General Meeting, is annexed to this Notice as **Annexure I**.

The Board of Directors recommend passing of Ordinary Resolution as set out in Item No. 7 for approval of the Shareholders.

Mr. Biswamohan Mahapatra may be deemed to be concerned or financially interested to the extent of the sitting fee as may be paid by the Company for attending the meetings. Except Mr. Mahapatra, none of the Directors nor Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in the resolution set out at Item 7 of the Notice.

Item no. 8 a & b

Mr. Dilip Asbe has been serving as the Managing Director and CEO of the Company w.e.f. 8th January, 2018. Prior to this, he was acting as the Chief Operating Officer (COO) of the Company. He has played a pivotal role in designing, building, operationalization and management of large scale payment processing platforms like Unified Payments Interface (UPI), Bharat Interface for Money (BHIM), Immediate Payment Service (IMPS) and India's domestic card network - RuPay.

To his credit, there are major achievements like setting up of the infrastructure for Euronet worldwide for Asia Pacific region and for Prizm Payments Services in India. This includes building infrastructure for delivery and setting up of global development centre. He started his career as a software programmer at Bombay Stock Exchange (BSE), Mumbai and then at Western Union (WU), USA prior to working as CTO for Euronet Asia Pacific.

He holds a Master of Science (MS) Degree in Global Management (Executive Programme) from London School of Economics and Political Science (LSE) with Merit at London, United Kingdom. He has also completed Bachelor of Engineering (B.E.) Degree with Distinction at Fr. Conceicao Rodrigues College of Engineering, Mumbai.

Mr. Dilip Asbe was appointed as an Additional Director on 8th January, 2018. Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on 8th January, 2018, appointed Mr. Asbe as Managing Director & CEO of the Company for a period of three years on terms and conditions as approved by the Nomination & Remuneration Committee as given herein below, subject to approval of the shareholders at this Annual General Meeting.

The details of the remuneration payable to Mr. Dilip Asbe and the terms & conditions of his appointment are given below:

Effective date of appointment: 8th January, 2018

Term of appointment: 3 years

Details of remuneration:

Particulars	Amount in ₹
	Remuneration for 2017-18 (w. e. f. 8th January, 2018) (P.A.)
Basic Pay	40,52,620
House Rent Allowance	20,26,310
Supplementary Allowance	35,51,306
Medical Reimbursement	15,000
Provident Fund – 12% on Basic	4,86,314
Total fixed CTC (A)	1,01,31,550
Total Annualised Benefits (B)	3,35,318
Variable Pay (C) Maximum earning potential in appraisal at Rating 5	25,00,000
Total Annual Earning Potential (A + B + C)	1,29,66,868

In addition to the above, Mr. Dilip Asbe, Managing Director & CEO of the Company shall be entitled for the following:

1. Use of Company's Car with maximum of 200 litres of petrol per month.
2. Telephone and other communication facilities at residence for official use.
3. Insurance as per Company Policy.
4. Subscriptions to newspapers, periodicals and magazines.
5. Leave encashment at the end of the tenure as per the rules of the Company.
6. Gratuity as per the rules of the Company.

Brief profile covering the details of his qualification, experience etc, as required in terms of Secretarial Standards on General Meeting, is annexed to this Notice as **Annexure I**.

The Board of Directors recommend passing of Ordinary Resolution as set out in Item No. 8 (a & b) for approval of the Shareholders.

Except Mr. Dilip Asbe, none of the Directors or Key Managerial Personnel and / or his relatives, are in any way, financial or otherwise, interested or concerned in this resolution.

Item no. 9

Mr. Sudarshan Sen, nominated by Reserve Bank of India, was appointed as an Additional Director of the Company w.e.f. 20th March, 2018 and holds office up to the date of this Annual General Meeting of the Company and is eligible for appointment.

In terms of section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Sudarshan Sen as a Nominee Director of the Company.

Brief profile covering the details of his qualification, experience etc, as required in terms of Secretarial Standards on General Meeting, is annexed to this Notice as **Annexure I**.

The Board of Directors recommend passing of Ordinary Resolution as set out in Item No. 9 for approval of the Shareholders.

Except Mr. Sudarshan Sen, none of the Directors or Key Managerial Personnel and / or his relatives, are in any way, financial or otherwise, interested or concerned in this resolution.

Item no. 10

Mr. Ambrish Kumar Mishra, nominated by Punjab National Bank, was appointed as an Additional Director of the Company w.e.f. 8th January, 2018 and holds office up to the date of this Annual General Meeting of the Company and is eligible for appointment.

In terms of section 160 of the Companies Act, 2013, a notice has been received from Punjab National Bank, Member, signifying the intention that Mr. Ambrish Kumar Mishra be appointed as a Director.

Brief profile covering the details of his qualification, experience etc., as required in terms of Secretarial Standards on General Meeting, is annexed to this Notice as **Annexure I**.

The Board of Directors recommend passing of Ordinary Resolution as set out in Item No. 10 for approval of the Shareholders.

Except Mr. Ambrish Kumar Mishra, none of the Directors or Key Managerial Personnel and / or his relatives, are in any way, financial or otherwise, interested or concerned in this resolution.

Item no. 11

Mr. Ajay Kumar Kapoor, nominated by HDFC Bank Limited, was appointed as an Additional Director of the Company w.e.f. 20th March, 2018 and holds office up to the date of this Annual General Meeting of the Company and is eligible for appointment.

In terms of section 160 of the Companies Act, 2013, a notice has been received from HDFC Bank Limited, Member, signifying the intention that Mr. Ajay Kumar Kapoor be appointed as a Director.

Brief profile covering the details of his qualification, experience etc, as required in terms of Secretarial Standards on General Meeting, is annexed to this Notice as **Annexure I**.

Notice

The Board of Directors recommend passing of Ordinary Resolution as set out in Item No. 11 for approval of the Shareholders.

Except Mr. Ajay Kumar Kapoor, none of the Directors or Key Managerial Personnel and / or his relatives, are in any way, financial or otherwise, interested or concerned in this resolution.

Item no. 12

Ms. Mridula Iyer, nominated by Citibank N.A., was appointed as an Additional Director of the Company w.e.f. 17th May, 2018 and holds office up to the date of this Annual General Meeting of the Company and is eligible for appointment.

In terms of section 160 of the Companies Act, 2013, a notice has been received from Citibank N.A., Member, signifying the intention that Ms. Mridula Iyer be appointed as a Director.

Brief profile covering the details of her qualification, experience etc, as required in terms of Secretarial Standards on General Meeting, is annexed to this Notice as **Annexure I**.

The Board of Directors recommend passing of Ordinary Resolution as set out in Item No. 12 for approval of the Shareholders.

Except Ms. Mridula Iyer, none of the Directors or Key Managerial Personnel and / or her relatives, are in any way, financial or otherwise, interested or concerned in this resolution.

Item no. 13

Mr. Nagesh G. Vaidya, nominated by Kerala Gramin Bank, was appointed as an Additional Director of the Company w.e.f. 17th May, 2018 and holds office up to the date of this Annual General Meeting of the Company and is eligible for appointment.

In terms of section 160 of the Companies Act, 2013, a notice has been received from Kerala Gramin Bank, Member, signifying the intention that Mr. Nagesh G. Vaidya be appointed as a Director.

Brief profile covering the details of his qualification, experience etc, as required in terms of Secretarial Standards on General Meeting, is annexed to this Notice as **Annexure I**.

The Board of Directors recommend passing of Ordinary Resolution as set out in Item No. 13 for approval of the Shareholders.

Except Mr. Nagesh G. Vaidya, none of the Directors or Key Managerial Personnel and / or her relatives, are in any way, financial or otherwise, interested or concerned in this resolution.

Item no. 14

Mr. Mrutyunjay Mahapatra, nominated by State Bank of India, was appointed as an Additional Director of the Company w.e.f. 12th June, 2018 and holds office up to the date of this Annual General Meeting of the Company and is eligible for appointment.

In terms of section 160 of the Companies Act, 2013, a notice has been received from State Bank of India, Member, signifying the intention that Mr. Mrutyunjay Mahapatra be appointed as a Director.

Brief profile covering the details of his qualification, experience etc, as required in terms of Secretarial Standards on General Meeting, is annexed to this Notice as **Annexure I**.

The Board of Directors recommend passing of Ordinary Resolution as set out in Item No. 14 for approval of the Shareholders.

Except Mr. Mrutyunjay Mahapatra, none of the Directors or Key Managerial Personnel and / or his relatives, are in any way, financial or otherwise, interested or concerned in this resolution.

Item No. 15

Mr. Mayank Mehta (DIN 03554733) retires by rotation at the ensuing AGM, however, Bank of Baroda (Bank) vide their letter dated 4th August, 2018, informed that Mr. Mehta would be retiring from the Bank's services on achieving superannuation on 30th September, 2018.

Accordingly, the Company does not intend to fill this vacancy at this Annual General Meeting.

None of the Directors other than Mr. Mayank Mehta may be deemed to be concerned or interested in the aforesaid resolution.

By Order of the Board of Directors

Priyanka Agrawal
Company Secretary

Place: Mumbai
Date: 28th August, 2018

Annexure I
Details of Directors seeking appointment/ re-appointment at the 10th Annual General Meeting scheduled to be held on 25th September, 2018

Particulars	Name of the Directors					
	Mr. Rajiv Anand (DIN 02541753)	Mr. B. Madhivanan (DIN 01426902)	Ms. Rama Bijapurkar (DIN 00001835)	Mr. Satish Pradhan (DIN 00175969)	Mr. Biswamohan Mahapatra (DIN 06990345)	Mr. Dilip Asbe (DIN 02990724)
Category & Designation	Non-Executive, Nominee Director	Non-Executive, Nominee Director	Non-Executive, Independent Director	Non-Executive, Independent Director	Non-Executive, Independent Director	Executive Director (Managing Director & CEO)
Date of Birth (Age)	03.01.1966 52 years	07.06.1969 49 years	12.02.1957 61 years	04.01.1955 63 years	03.08.1954 64 years	09.09.1976 42 years
Date of first appointment on the Board	9th November, 2016	9th November, 2016	22nd January, 2015	4th March, 2015	8th February, 2018	8th January, 2018
Qualifications	B.Com, Chartered Accountant (CA)	B.Sc. (Chem), PGDM	B.Sc (Hon.), Post Graduate Diploma in Management	Masters in History	M.A., MBA, MSM	B.E., MS in Global Management
Experience	Over the last 25 years of his career, he has focussed on the financial services industry, having held key management positions at leading global financial institutions.	Presently working as IICI Bank's Chief Technology & Digital Officer (CTDO). Before taking over the role of CTDO, he has also served as MD and Global CEO at 3i Infotech Ltd.	She has her own consulting practice and works across a range of sectors and organizations - global and domestic, commercial and not for profit as well as quasi-government.	He is an Independent Consultant who retired as Advisor for Tata Sons Limited in 2015. He was the Chief of Group Human Resources at Tata Sons from April 2001 to May 2013.	He has a career spanning over 33 years at the Reserve Bank of India (RBI) and retired as its Executive Director in August 2014. As Executive Director in RBI, he handled Banking Regulation and Policy and was instrumental in implementation of Basel III Regulations. The Guidelines for setting up of Universal Banks and differentiated banks like small finance bank and payments bank were overseen by him.	He has played a pivotal role in designing, building, operationalization and management of large scale payment processing platforms like Unified Payments Interface (UPI), Bharat Interface for Money (BHIM), Immediate Payment Service (IMPS) and India's domestic card network RuPay.
Shareholding in the Company	Nil	Nil	Nil	Nil	Nil	Nil
No. of Board Meetings attended and held during the tenure of directors for FY 2017-18	7/10	8/10	9/10	10/10	1/1 (appointed w.e.f. 8th February, 2018)	2/2 (appointed w.e.f. 8th January, 2018)

Notice

Particulars	Name of the Directors					
Name and DIN of the Director	Mr. Rajiv Anand (DIN 02541753)	Mr. B. Madhivanan (DIN 01426902)	Ms. Rama Bijapurkar (DIN 00001835)	Mr. Satish Pradhan (DIN 00175969)	Mr. Biswamohan Mahapatra (DIN 06990345)	Mr. Dilip Asbe (DIN 02990724)
Directorships held in other Companies as on 24th July, 2018	<ul style="list-style-type: none"> Axis Bank Limited Axis Securities Limited 	NIL	<ul style="list-style-type: none"> People Research on India's Consumer Economy (PRICE) (Sec 8 Co) Nestle India Limited Emami Limited RBL Bank Limited Mahindra & Mahindra Financial Services Limited Ambit Private Limited Redington Gulf FZE 	TAL Manufacturing Solutions Limited	<ul style="list-style-type: none"> GRUH Finance Limited Edelweiss Financial Services Limited HDFC Credila Financial Services Private Limited ECL Finance Limited Edelweiss General Insurance Company Limited Ujjivan Small Finance Bank Limited Janakalyan Consultancy & Services Private Limited Indian Institute of Insolvency Professionals of ICAI 	NIL
Memberships ("M"/Chairmanships ("C") of Committees in other Companies as on 24th July, 2018	<ul style="list-style-type: none"> Axis Bank Limited Customer Service Committee - M IT Strategy Committee - M Corporate Social Responsibility Committee - M Committee of Whole-Time Directors - M Axis Securities Limited Nomination & Remuneration Committee - M 	NIL	<ul style="list-style-type: none"> Nestle India Limited Stakeholders Relationship Committee - C Corporate Social Responsibility - M RBL Bank Nomination Committee - M Stakeholders Relation Committee - M Mahindra & Mahindra Financial Services Limited Risk Management Committee - M Audit Committee - M Stakeholders Relationship Committee - C Ambit Private Limited Compensation Committee - C 	<ul style="list-style-type: none"> TAL Manufacturing Solutions Limited Nomination & Remuneration Committee - C 	<ul style="list-style-type: none"> GRUH Finance Limited Audit Committee - C Nomination and Remuneration Committee - M Edelweiss Financial Services Limited Audit Committee - M Risk Management Committee - M Committee - M IT Strategy Committee - M HDFC Credila Financial Services Private Limited Corporate Social Responsibility Committee - C IT Strategy Committee - C Audit Committee - M ECL Finance Limited IT Strategy Committee - M Edelweiss General Insurance Company Limited Audit Committee - C Nomination & Remuneration Committee - M 	NIL

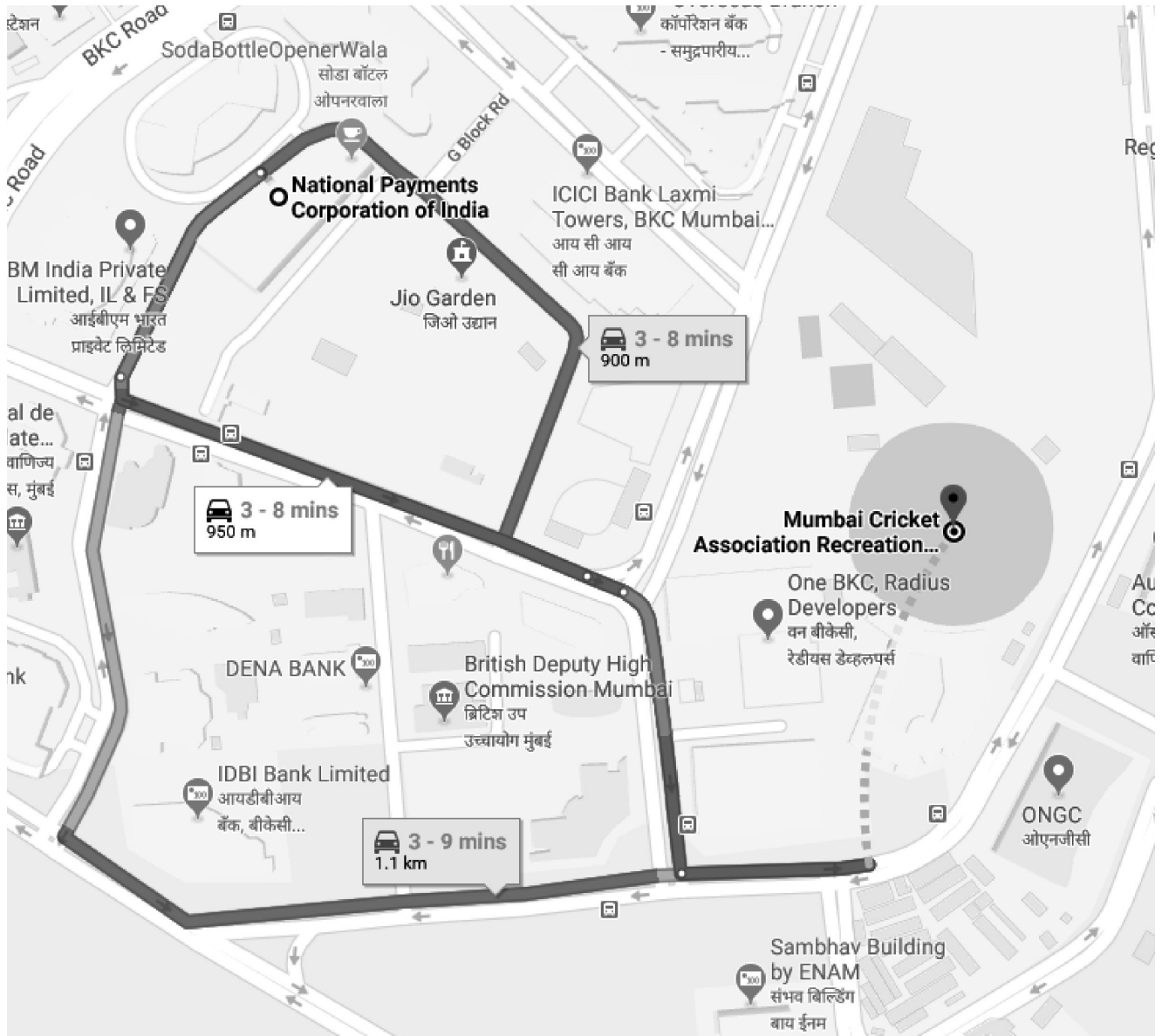
Particulars	Name of the Directors					
	Mr. Rajiv Anand (DIN 02541753)	Mr. B. Madhivanan (DIN 01426902)	Ms. Rama Bijapurkar (DIN 00001835)	Mr. Satish Pradhan (DIN 00175969)	Mr. Biswamohan Mahapatra (DIN 06990345)	Mr. Dilip Asbe (DIN 02990724)
Relationship with other Directors / KMP of the Company	NIL					
Terms and Conditions of appointment/ re-appointment	Director liable to retire by rotation.		Director not liable to retire by rotation. Sitting fees as mentioned herein below is being paid.			Director not liable to retire by rotation
Remuneration sought to be paid	Nil	Nil	Sitting fees of ₹ 50,000/- for attending per meeting of Board and ₹ 30,000/- for attending per meeting of Committees or such amount as may be decided by the Board, subject to the ceiling prescribed from time to time, under Companies Act, 2013 and Rules.			Refer point no 8(a) and (b) of the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out all material facts relating to special businesses
Remuneration last drawn during FY 2017-18 (Amount paid in ₹)	Nil	Nil	810,000/-	13,40,000/-	110,000/-	23,60,388/-

Notice

Particulars	Name of Directors					
	Mr. Sudarshan Sen (DIN 03570051)	Mr. Ambrish Kumar Mishra (DIN 08064894)	Mr. Ajay Kumar Kapoor (DIN 08086228)	Ms. Mridula Iyer (DIN 08130150)	Mr. Nagesh G. Vaidya (DIN 08116155)	Mr. Mrutyunjay Mahapatra (DIN 03168761)
Category & Designation	Non-Executive, Nominee Director	Non-Executive, Nominee Director	Non-Executive, Nominee Director	Non-Executive, Nominee Director	Non-Executive, Nominee Director	Non-Executive, Nominee Director
Date of Birth (Age)	21.01.1959 59 years	30.06.1962 56 years	01.03.1964 54 years	02.09.1972 46 years	14.06.1963 55 years	03.05.1960 58 years
Date of first appointment on the Board	20th March, 2018	8th January, 2018	20th March, 2018	17th May, 2018	17th May, 2018	12th June, 2018
Qualifications	PG (Mathematics), MBA (International Banking and Finance)	M.Sc, CAIIB	Post Graduate in Physics, CAIIB	Chartered Accountant (CA)	MA(Eco), MA (Kan), MBA, MCA, CAIIB	Post Graduate in Physics and Advanced Diploma in Business Management
Experience	He is the Executive Director at the Reserve Bank of India. He looks after Department of Banking Regulation, Department of Co-operative Banking Regulation and Department of Non-Banking Regulation. He has a long association with bank supervision and regulation.	He presently serves as General Manager (Digital Banking Division) in Punjab National Bank. He joined Punjab National Bank as Probationary Officer in the year 1985 and has 32 years of banking experience.	He has about 30 years of experience in banking industry. He has extensive experience of system integration during bank mergers across multiple IT systems catering to various business segments e.g. Retail Liabilities, Retail Assets, Depository Services, Digital Banking etc.	She is head of Treasury & Trade Solutions (TTS) for Citi South Asia, covering India, Bangladesh and Sri Lanka. Over the past 22 years, she has worked in multiple roles in diverse businesses across Cash Management, Trade and Securities Services, as well as Compliance.	He has worked in almost all key segments of Banking, in various capacities – at Branches, Regional Offices, Circle Offices and at Corporate Office. He carries with him vast knowledge and multidimensional banking experience which include Credit, Risk Management, Strategic Planning, Human Resource Development, Marketing, Financial Inclusion and Information Technology.	He is the Deputy Managing Director, Digital Banking & New Business, State Bank of India (SBI). He oversees the Digital Initiatives, New Business opportunities in Digital Space and Digitization of Govt. Business of SBI.
Shareholding in the Company	NIL					

Particulars	Name of Directors					
	Mr. Sudarshan Sen (DIN 03570051)	Mr. Ambrish Kumar Mishra (DIN 08064894)	Mr. Ajay Kumar Kapoor (DIN 08086228)	Ms. Mridula Iyer (DIN 08130150)	Mr. Nagesh G. Vaidya (DIN 08116155)	Mr. Mrutyunjay Mahapatra (DIN 03168761)
No. of Board Meetings attended and held during the tenure of directors for FY 2017-18	1/1 (appointed w.e.f 20th March, 2018)	3/3 (appointed w.e.f. 8th January, 2018)	1/1 (appointed w.e.f. 20th March, 2018)	NA (appointed w.e.f. 17th May, 2018)	NA (appointed w.e.f. 17th May, 2018)	NA (appointed w.e.f. 12th June, 2018)
Directorships held in other Companies as on 24th July, 2018	NIL	NIL	NIL	Swift India Domestic Services Pvt. Ltd.	NIL	<ul style="list-style-type: none"> State Bank of India (California) SBI Canada Bank C Edge Technologies Ltd. Data Security Council of India
Membership – M / Chairmanship – C of Committee in other Companies as on 24th July, 2018	NIL	NIL	NIL	<ul style="list-style-type: none"> Swift India Domestic Services Pvt. Ltd. Commercial Task Force – M 	NIL	<ul style="list-style-type: none"> C Edge Technologies Ltd. Audit Committee – C
Relationship with other Directors / KMP of the Company	NIL					
Terms and Conditions of appointment / re-appointment	Director not liable to retire by rotation			Director liable to retire by rotation		
Remuneration sought to be paid	NIL					
Remuneration last drawn during FY 2017-18	NIL					

Route Map





Corporate Identity Number: U74990MH2008NPL189067

Regd. Office: 1001A, B Wing, The Capital, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051. Tel: 022-40009100

Email: contact@npci.org.in

PROXY FORM

Form No. MGT-11

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

10th ANNUAL GENERAL MEETING – TUESDAY, 25TH SEPTEMBER, 2018

Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No. /Client ID No:	
DP ID:	

I/We, being the holder(s) of _____ equity shares of NPCI, hereby appoint:

- Name: _____ E-mail Id: _____
Address _____

Signature: _____ or failing him/her
- Name: _____ E-mail Id: _____
Address: _____

Signature: _____

as my / our proxy to attend and / or vote for me / us and on my / our behalf at the 10th Annual General Meeting of the Company, to be held on Tuesday, 25th September, 2018 at 11.00 a.m. at First Floor, Boundary Hall, Mumbai Cricket Association Recreation Centre (MCA), Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. Particulars No.	Vote (Optional) (Please put a (✓) mark or please mention no. of shares)	
	For	Against
ORDINARY BUSINESSES		
1. To receive, consider and adopt the Audited Financial Statements containing, the Balance Sheet as at 31st March, 2018, the Statement of Income and Expenditure and Cash Flow Statement for the year ended 31st March, 2018, Notes thereon and other documents, and the reports of the Board, Statutory Auditors and the Comments of the Comptroller and Auditor General of India thereon		
2. To appoint a Director in place of Mr. Rajiv Anand, (DIN: 02541753) who retires by rotation and being eligible, offers himself for reappointment		
3. To appoint a Director in place of Mr. B. Madhivanan, (DIN: 01426902) who retires by rotation and being eligible, offers himself for reappointment		
4. To consider and if thought fit, to pass with or without modification(s), appointment of M/s S.C. Mehra & Associates as the Statutory Auditor of the Company in terms of letter received from Comptroller and Auditor General of India (CAG)		
SPECIAL BUSINESSES		
5. Reappointment of Mr. Satish Pradhan (DIN: 00175969) as an Independent Director of the Company		
6. Reappointment of Ms. Rama Bijapurkar (DIN: 00001835) as an Independent Director of the Company		
7. Appointment of Mr. Biswamohan Mahapatra (DIN: 06990345) as an Independent Director of the Company		
8. a) Appointment of Mr. Dilip Asbe (DIN: 02990724) as Director of the Company		
b) Appointment of Mr. Dilip Asbe (DIN: 02990724) as Managing Director and CEO of the Company		
9. Appointment of Mr. Sudarshan Sen (DIN: 03570051) as a Nominee Director representing Reserve Bank of India		

Sr. Particulars No.	Vote (Optional) (Please put a (✓) mark or please mention no. of shares)
10. Appointment of Mr. Ambrish Kumar Mishra (DIN: 08064894) as a Nominee Director representing Punjab National Bank	
11. Appointment of Mr. Ajay Kumar Kapoor (DIN: 08086228) as a Nominee Director representing HDFC Bank Limited	
12. Appointment of Ms. Mridula Iyer (DIN: 08130150) as a Nominee Director representing Citibank N.A.	
13. Appointment of Mr. Nagesh G. Vaidya (DIN: 08116155) as a Nominee Director representing Kerala Gramin Bank	
14. Appointment of Mr. Mrutyunjay Mahapatra (DIN: 03168761) as a Nominee Director representing State Bank of India	
15. Retirement by rotation of Mr. Mayank Mehta (DIN 03554733) as Nominee Director representing Bank of Baroda and not seeking his re-appointment	

Signed this on _____ day of _____ 2018

Affix Revenue Stamp of Re.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 deem appropriate.



Corporate Identity Number: U74990MH2008NPL189067

Regd. Office: 1001A, B Wing, The Capital, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051. Tel: 022-40009100

Email: contact@npci.org.in

ATTENDANCE SLIP

10th ANNUAL GENERAL MEETING – 25TH SEPTEMBER, 2018

DP Id: _____

Folio No: _____

Client Id: _____

No. of Shares: _____

I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 10th Annual General Meeting of the Company on Tuesday, 25th September, 2018 at 11:00 A.M. at the First Floor, Boundary Hall, Mumbai Cricket Association Recreation Centre (MCA), Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra..

Name of the member / proxy

Signature of the member / proxy