

## HDFC Securities Limited

Registered Office : Office Floor 8, I Think Techno Campus Building B- Alpha, Kanjurmarg (East), Mumbai 400 042

Corporate Office : 16th Floor, Tower A, Peninsula Business Park, S.B. Marg, Lower Parel (West), Mumbai 400 013

[CIN No: U67120MH2000PLC152193] [E-Mail:venkitakrishnan.easwaran@hdfcsec.com]

[Website: www.hdfcsec.com] [Tel Nos: 022-61717344] [Fax No: 022-30753435]

**NOTICE** is hereby given that the **18th Annual General Meeting** of the Members of **HDFC Securities Limited** will be held at 6th Floor, HDFC Bank House, Senapati Bapat Marg, Lower Parel (W), Mumbai-400 013 on **Friday, 22 June 2018 at 12 Noon** to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements of the Company for the year ended 31 March 2018 and the reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of interim dividend and to declare final dividend on equity shares for the financial year ended 31 March 2018.
3. To appoint a Director in place of **Mr. Abhay Aima (DIN No. 00581469)**, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of **Mr. Jagdish Capoor (DIN No.00002516)**, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and in this connection, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules,

2014 including any amendment, modification, variation or re-enactment thereof, M/s BSR & CO., LLP, Chartered Accountants (Firm Registration No.101248W/W-100022) be and are hereby appointed as Auditors of the Company for a period of 5 (five) consecutive years, to hold office as such from the conclusion of this Annual General Meeting until the conclusion of the 23rd Annual General Meeting of the Company, subject to ratification of such appointment by the members of the Company at every Annual General Meeting, on a remuneration and reimbursement of expenses, if any, as may be mutually determined between the Auditors and the Board of Directors of the Company”

### **SPECIAL BUSINESS:**

6. 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 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded for the re- appointment of Mr. Dhiraj Relli (DIN:07151265) as Managing Director of the Company for a further period of 3(three)

years w.e.f. 1 May 2018 on a remuneration as follows:

Salary	Rs 2,50,000/- per month, with such periodic increments as may be decided by the Nomination & Remuneration Committee/Board of Directors depending upon the performance of the appointee, profitability of the Company and other relevant factors. The maximum salary that may be determined by the Nomination & Remuneration Committee/Board of Directors shall be subject to a ceiling of Rs. 4,35,000/- per month.
Allowances	Rs.5,00,000/- per month, with such periodic increments as may be decided by the Nomination & Remuneration Committee/Board of Directors depending upon the performance of the appointee, profitability of the Company and other relevant factors. The maximum allowances that may be determined by the Nomination & Remuneration Committee/Board of Directors shall be subject to a ceiling of Rs.8,70,000/- per month
Provident Fund	12% of salary
Superannuation / Pension Fund	13% of salary
National Pension Fund	10% of salary
Gratuity	As per Payment of Gratuity Act, 1972.

Perquisites and Benefits	Residential accommodation, hard furnishings, use of car, telephone at residence, club memberships, or allowances in lieu thereof, medical reimbursement, medical insurance, housing and personal loan allowances and other benefits, in accordance with the scheme(s) and rule(s) of the Company applicable from time to time for the aforesaid perquisites and benefits and/or as may be decided by the Nomination & Remuneration Committee/ Board of Directors from time to time.
Performance Related Bonus	As may be decided by the Nomination & Remuneration Committee/Board of Directors depending upon the performance of the appointee, profitability of the Company and other relevant factors.

RESOLVED FURTHER THAT in case of absence or inadequacy of profits in any financial year, the aforesaid remuneration shall be paid to Mr. Dhiraj Relli as minimum remuneration:

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination & Remuneration Committee for the time being authorised by the Board of Directors to exercise the powers conferred on the Board of Directors by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power

to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment and remuneration as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any Directors and/or Officers of the Company, to give effect to this Resolution.”

**By Order of the Board**

**Mumbai  
16 April 2018**

**N.E.Venkitakrishnan  
Company Secretary  
Membership No. ACS 8811**

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID AND EFFECTIVE SHOULD BE LODGED/ DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Members/proxies are requested to bring duly filled attendance slips along with their copy of Annual Report to the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
6. All relevant documents referred to in the Notice (including the copies thereof) are open for inspection either in physical form or in electronic form on all working days between 11.00 AM to 1.00 PM up to the date of the Annual General Meeting at the Registered Office of the Company. Such documents and copies thereof will also be available at the Corporate Office of the Company and at the Meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from 18 June 2018 to 22 June 2018 (both days inclusive).
8. Dividend, if approved, will be paid to those members whose names appear in the Register of Members as on 22 June 2018. In respect of shares held in electronic mode, the dividend will be paid on the basis of the beneficial

ownership as per details to be received from the Depositories, as at the end of business on 15 June 2018. In case of shareholders holding shares in physical mode, the instruments of transfer shall be lodged with the Registrar and Transfer Agent so as to reach them on or before 15 June 2018.

9. Members are requested to:
  - (a) intimate to the Company/their Depository Participant (“DP”), changes, if any, in their registered address at an early date;
  - (b) quote their Registered Folio No. and/or DP Identity and Client Identity number in their correspondence.
10. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH 13 duly filled in to Datamatics Business Solutions Limited, Plot No. B-5, MIDC, Marol, Andheri (East), Mumbai 400093.
11. In support of the “Green Initiative” announced by the Government of India, electronic copy of the Annual Report and this Notice are being sent by e-mail to those members whose e-mail addresses have been made available to the Company/Depository Participants unless

member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of this Notice along with attendance slip and proxy form, will be sent to them in the permitted mode.

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

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

##### **ITEM NO. 6**

The current term of office of Mr. Dhiraj Relli as the Managing Director of the Company ends on 30 April 2018.

The Board of Directors at their meeting held on 16 April 2018 on the recommendation of the Nomination & Remuneration Committee approved the re-appointment of Mr. Dhiraj Relli as the Managing Director of the Company for a further period of 3(three) years with effect from 1 May 2018 on a remuneration as per the details set out in item No. 6 of the accompanying notice for the approval of members.

Brief Profile of Mr. Dhiraj Relli in terms of the Secretarial Standard on General Meetings is given below:

<b>Particulars</b>	<b>Details</b>
Age	47 Years
Qualifications	B.Com, CA, IIM (Bangalore)
Experience	Mr. Dhiraj Relli was working with HDFC Bank Ltd. since 2008 and has wide and rich experience of over two decades in the Banking and Financial Sector. He has also worked with Centurion Bank of Punjab and ICICI Bank and has handled multiple assignments in banking and financial services.
Terms and conditions of re-appointment along with details of remuneration sought to be paid	As per the resolution
Remuneration last drawn	178.60 Lacs (FY 2017-18)
Date of first appointment	01.05.2015
Shareholding in the Company	NIL
Relationship with others directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the year 2017-18 till date.	7 (Seven)
List of Directorships held in other Companies	NIL
Membership/Chairmanship of Committees in other Companies	NIL

Pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provision, if any, of the Companies Act, 2013 read with Schedule V of the said Act including the rules framed thereunder, approval of members is sought for re-appointment of Mr. Dhiraj Relli as the Managing Director of the Company on the terms and conditions, including remuneration, as prescribed hereinabove.

Except Mr. Dhiraj Relli, being an appointee, and his relatives to the extent of their shareholding interest, if any, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

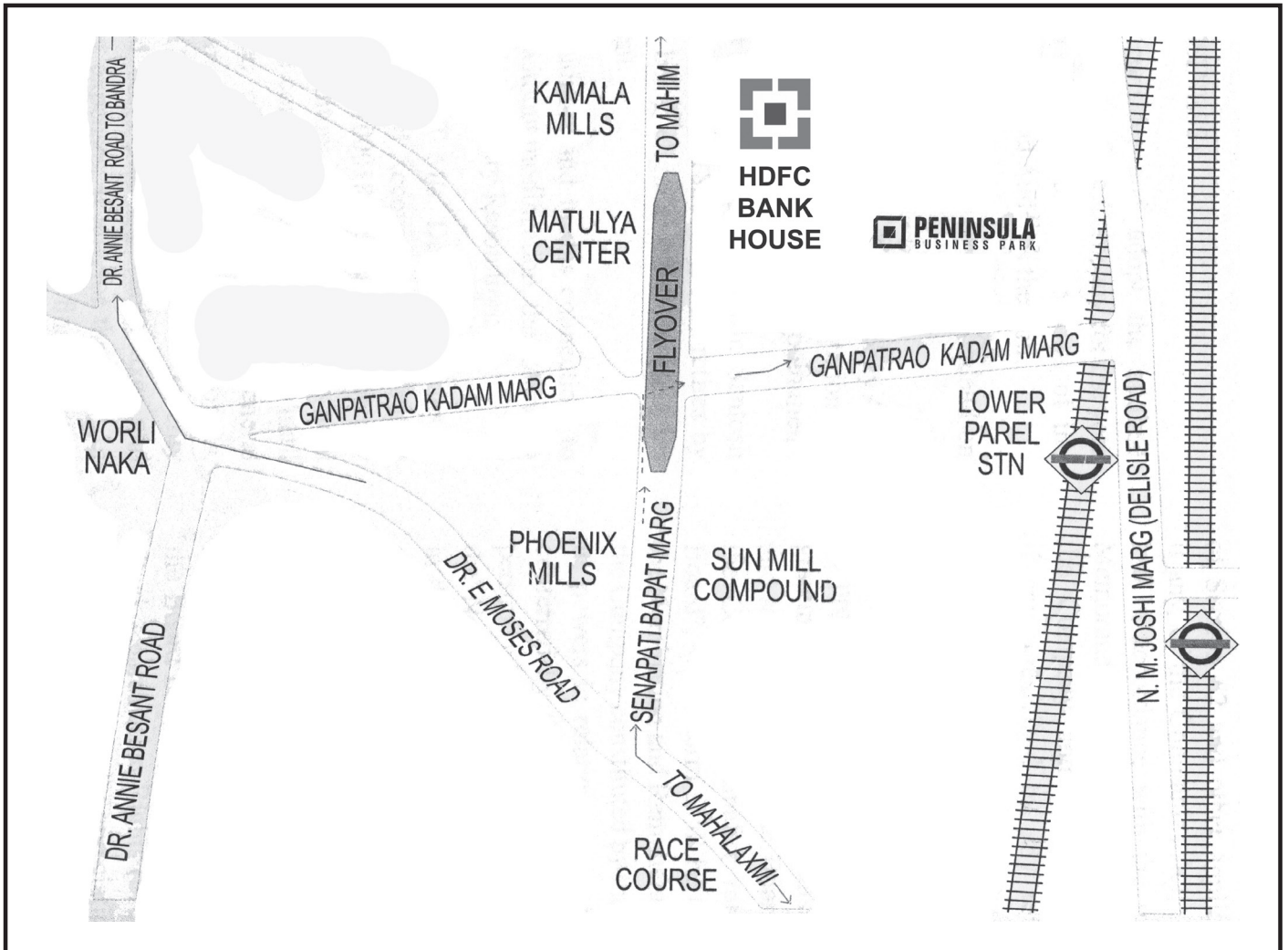
The Board recommends the Resolution set out at Item No. 6 of the Notice for approval by the members.

**By Order of the Board**

**Mumbai**  
**16 April 2018**

**N.E.Venkitakrishnan**  
**Company Secretary**  
**Membership No. ACS 8811**

# ROUTE MAP



**HDFC SECURITIES LIMITED**  
CIN:U67120MH2000PLC152193

**ENTRANCE PASS**

(To be presented at the entrance)

**ATTENDANCE SLIP : 18<sup>th</sup> ANNUAL GENERAL MEETING ON FRIDAY, 22 JUNE 2018 AT 12 NOON**  
at HDFC Bank House, 6<sup>th</sup> Floor, S. B. Marg, Lower Parel, Mumbai 400 013.

Folio No ..... DP ID No ..... Client A/c. No .....

Name of the Member : .....

Signature of the Member / Proxy / Company Representative : .....

No. of Shares held .....

(only members / proxies / Company Representative are allowed to attend the meeting)

**HDFC SECURITIES LIMITED**

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)  
CIN : U67120MH2000PLC152193

Name of the Company : **HDFC SECURITIES LIMITED**

Registered Office : **Office Floor 8, I think Techno Campus Building B Alpha, Kanjurmarg (E), Mumbai 400 042**

Website: **www.hdfcsec.com**

Name of the Member (s) : .....

Registered address: .....

E-mail Id: ..... DP ID No. .... Folio No/Client ID No. ....

I / We, being the member(s) of \_\_\_\_\_ Shares of the above named Company, hereby appoint

1. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him / her
2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him / her
3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 18th Annual General Meeting of the Company, to be held on Friday 22<sup>nd</sup> day of June, 2018 at 12 noon at HDFC Bank House, 6th Floor, S.B.Marg, Lower Parel, Mumbai 400013 and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

- Resolution No. 1: Audited Financial Statements, Report of Directors and Auditors.
- Resolution No. 2: Confirmation of interim dividend and declaration of final dividend on equity shares of the Company.
- Resolution No. 3: Re-appointment of Mr. Abhay Aima who retires by rotation.
- Resolution No. 4: Re-appointment of Mr. Jagdish Capoor who retires by rotation.
- Resolution No. 5: Appointment of Auditors and fixing their remuneration.
- Resolution No. 6: Re-appointment and remuneration of Mr. Dhiraj Relli as Managing Director of the Company



Signature of Member

Signed this \_\_\_ day of \_\_\_\_\_, 2018

\_\_\_\_\_  
Signature of 1st Proxy Holder (s)

\_\_\_\_\_  
Signature of 2nd Proxy Holder (s)

\_\_\_\_\_  
Signature of 3rd Proxy Holder (s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.**

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