

## 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 **17th Annual General Meeting** of the Members of **HDFC Securities Limited** will be held at 5th Floor, HDFC Bank House, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 on **Wednesday, 21 June 2017 at 11.30 a.m.** 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 2017 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 2017.
3. To appoint a Director in place of Mr. Aseem Dhru (DIN No. 01761455 ), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Dhiraj Relli (DIN No. 07151265 ), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors of the Company in place of M/s.Deloitte Haskins & Sells LLP, Chartered Accounts, the retiring 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, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendment, variation and re-enactment thereof, M/s.B S R & Co., LLP, Chartered Accountants, Registration No. 101248W/W-100022 be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as may be fixed by 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 to the appointment of Mr. Ashish Rathi (DIN:07731968) as whole time Director of the Company for a period of 3(three) years w.e.f. 1 April 2017 on a remuneration as follows:

Salary	Rs 94,259/- per month, with such periodic increments as may be decided by the Nomination and 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 and Remuneration Committee/Board of Directors shall be subject to ceiling of Rs. 1,13,110/- per month.
Allowances	Rs. 2,04,092/- per month, with such periodic increments as may be decided by the Nomination and 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 and Remuneration Committee/Board of Directors shall be subject to ceiling of Rs.2,44,910/- per month

Provident Fund	12% of salary
Gratuity	15 days of pay for every completed year of service or any part thereof in excess of six months
Perquisites and Benefits	Group Mediclaim Insurance, Personal Accident Policy, use of car, medical re-imburement, housing loan interest subsidy 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 and Remuneration Committee/Board of Directors from time to time
Performance Related Bonus	As may be decided by the Nomination and 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. Ashish Rathi as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents or instructions as may be required including the delegation of all or any of its powers as conferred herein, to any directors and/or officials of the Company as it may deem necessary, to give effect to this resolution.”

**By Order of the Board**

**Mumbai  
17 April 2017**

**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 a.m. to 1.00 p.m. 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 17 June 2017 to 21 June 2017 (both days inclusive).
8. 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.
9. 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 Financial Services Limited, Plot No. B-5, MIDC, Marol, Andheri (East), Mumbai 400093.
10. 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 shareholders 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.
11. 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 Board of Directors at its meeting held on 13 February 2017 appointed Mr. Ashish Rathi as additional Director in the whole time employment of the Company for a period of 3(three) years on a remuneration as set out in Item No. 6 of the accompanying notice. The appointment was subject to the approvals from the Stock Exchanges in terms of SEBI (Stock-brokers and Sub-brokers) Regulations, 1992 which have since been received and the effective date thereof is 1 April 2017. The Company has also received a notice pursuant to Section 160 of the Companies Act, 2013 from a member signifying an intention to propose the candidature of Mr. Ashish Rathi for the office of Director of the Company along with a deposit of Rs.1,00,000 (Rupees One Lakh Only) .

Mr. Ashish Rathi, aged 37, is a commerce graduate and a qualified Chartered Accountant. He has over a decade of rich experience in capital markets functioning, operations, risk management and compliance functions. He has been with the company for the past 13 years handling different areas, including risk management, surveillance and compliance.

Mr. Ashish Rathi satisfies all the conditions set out in Part-1 of Schedule V of the Companies Act, 2013 (“the Act”) as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act, including the rules framed thereunder, the appointment and remuneration of Mr. Ashish Rathi as whole time Director is subject to the approval of the shareholders.

The resolution and explanatory statement may be treated as an abstract under Section 190 of the Companies Act, 2013.

Save and except Mr. Ashish Rathi and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

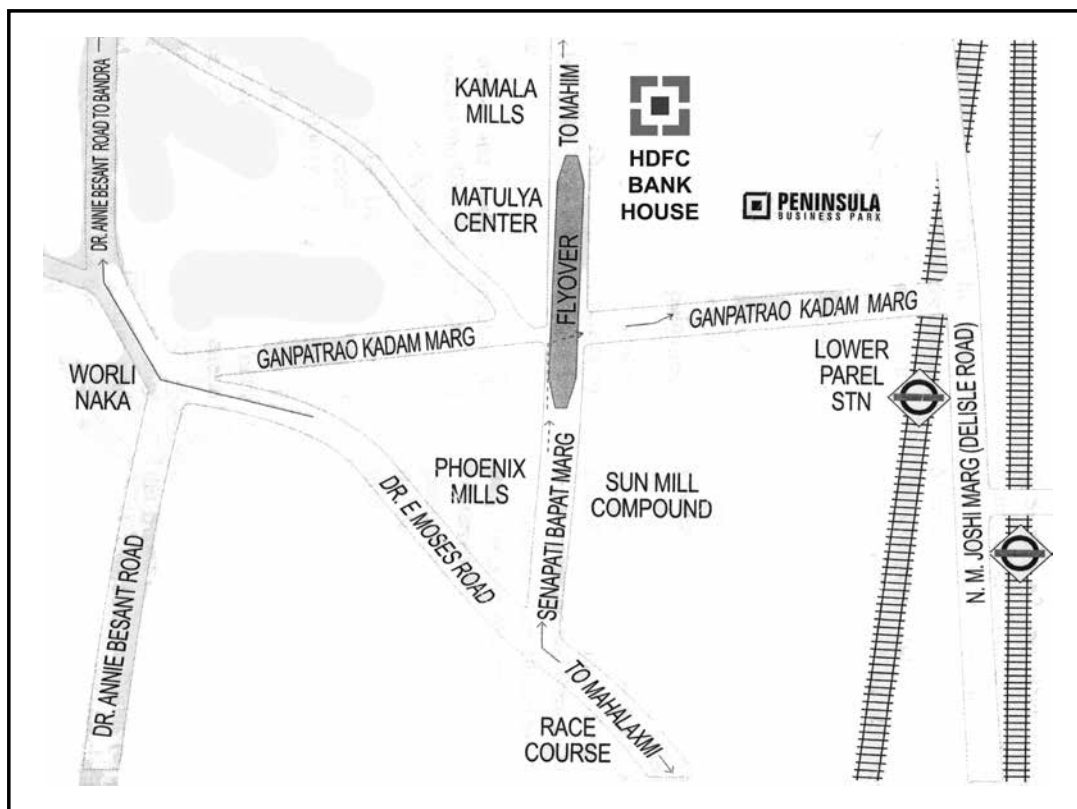
The Board recommends the Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

**By Order of the Board**

**Mumbai**  
**17 April 2017**

**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 : 17<sup>th</sup> ANNUAL GENERAL MEETING ON WEDNESDAY 21 JUNE 2017 AT 11.30 A.M.**  
at HDFC Bank House, 5th Floor, S. B. Marg, Lower Parel, Mumbai 400 013.

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

Name of the Shareholder : .....

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

No. of Shares held .....

(only shareholders / 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 17th Annual General Meeting of the Company, to be held on Wednesday 21<sup>st</sup> day of June 2017 at 11.30 a.m. at HDFC Bank House, 5th 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. Aseem Dhruv who retires by rotation.
- Resolution No. 4: Re-appointment of Mr. Dhiraj Relli who retires by rotation.
- Resolution No. 5: Appointment of Auditors and fixing their remuneration.
- Resolution No. 6: Appointment and remuneration of Mr. Ashish Rathi as Whole Time Director of the Company



Signature of Shareholder

Signed this \_\_\_ day of \_\_\_\_\_, 2017

\_\_\_\_\_  
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.**

