



Clearcorp Dealing Systems (India) Limited
(CIN U74999MH2003PLC140849)

NOTICE

NOTICE IS HEREBY GIVEN THAT THE NINETEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF CLEARCORP DEALING SYSTEMS (INDIA) LIMITED WILL BE HELD ON THURSDAY, AUGUST 4, 2022 AT 4:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT CCIL BHAVAN, S. K. BOLE ROAD, DADAR (WEST), MUMBAI – 400028 THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS (VC/OAVM) FACILITY IN ACCORDANCE WITH THE APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH CIRCULARS ISSUED BY MINISTRY OF CORPORATE AFFAIRS IN THIS REGARD, 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, 2022, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. R. Gandhi (DIN: 03341633), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. P. R. Ramesh (DIN: 01915274) as the Independent Director of the Company and in this connection, to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:



“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof) for the time being in force read with Schedule IV to the Companies Act, 2013, as amended from time to time and pursuant to the provisions of the Articles of Association of the Company, Mr. P. R. Ramesh (DIN: 01915274) who was appointed as an Additional (Independent) Director by the Board of Directors with effect from May 5, 2022 pursuant to Section 161 of the Companies Act, 2013 and who holds such office until the date of this 19th Annual General Meeting in terms of Section 161 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 whose appointment as an Independent Director has been recommended to the Shareholders by the Board of Directors, be and is hereby appointed as an Independent Director of the Company to hold office for a period of three consecutive years with effect from May 5, 2022 to May 4, 2025 and his period of office shall not be liable to be determined for retirement by rotation.”

**By Order and on behalf of the Board of Directors,
For Clearcorp Dealing Systems (India) Limited**

Sd/-

**Pankaj Srivastava
Company Secretary**

Mumbai, July 8, 2022

Registered Office:

CCIL Bhavan, S. K. Bole Road,

Dadar (West), Mumbai – 400 028

Tel: 61546200/24396200 | Fax: 24326042

Website: www.clearcorp.co.in | Email id- ssd@ccilindia.co.in

CIN: U74999MH2003PLC140849

Prominent Landmark: Near Our Lady of Salvation Church (Portuguese Church)

NOTES:

- 1) Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 2/2022 dated May 5, 2022 read with General Circular No. 21/2021 dated December 14, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 20/ 2020 dated May 5, 2020, General Circular No.17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 2020 (collectively referred to as 'MCA Circulars') has permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing or other audio visual means ('VC/OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act') read with rules framed thereunder and MCA Circulars, the AGM of the Company is being held through VC/OAVM on Thursday, August 4, 2022 at 4:00 p.m. The deemed venue for the 19th AGM will be CCIL Bhavan, S.K. Bole Road, Dadar (West), Mumbai – 400 028.**
- 2) IN LIGHT OF THE MCA CIRCULARS, THE NOTICE ALONG WITH THE ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022 CONSISTING OF THE BOARD'S REPORT, AUDITORS' REPORT, FINANCIAL STATEMENTS AND OTHER DOCUMENTS REQUIRED TO BE ATTACHED THEREWITH (COLLECTIVELY REFERRED TO AS NOTICE) HAVE BEEN SENT ONLY TO THOSE MEMBERS WHOSE E- MAIL IDS ARE REGISTERED WITH THE COMPANY THROUGH ELECTRONIC MEANS AND NO PHYSICAL COPY OF THE NOTICE HAS BEEN SENT BY THE COMPANY TO ANY MEMBER. THE NOTICE CONVENING THE 19TH AGM HAS ALSO BEEN UPLOADED ON THE WEBSITE OF THE COMPANY AT www.clearcorp.co.in THE LINK IS MENTIONED BELOW:

<https://www.clearcorp.co.in/Stakholders.aspx>
- 3) PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THE AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM FACILITY, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF THE MEMBERS HAS BEEN DISPENSED WITH.

ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES TO ATTEND AND CAST VOTE IS NOT AVAILABLE FOR THIS AGM. HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

- 4) MEMBERS INTENDING TO APPOINT THEIR AUTHORISED REPRESENTATIVES PURSUANT TO SECTION 113 OF THE ACT TO ATTEND THE AGM THROUGH VC/OAVM FACILITY ARE REQUESTED TO SEND CERTIFIED COPY OF THE BOARD RESOLUTION ALONGWITH THE LETTER OF AUTHORITY/POWER OF ATTORNEY TO THE COMPANY AT THE FOLLOWING E-MAIL ID : **ssd@ccilindia.co.in**
- 5) In light of the MCA circular no. 14/2020 dated April 8, 2020, the meeting shall be conducted by a voting through show of hands. However, in case a poll is required to be taken during the AGM on any resolution, the same shall take place during the meeting and in such case, the members can convey/send their vote on the following e-mail ID: **clearcorpagm@ccilindia.co.in**. **Further, the members can convey/send their vote, in case poll is demanded, only through their email addresses registered with the Company given at the time of registration.**
- 6) Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the special business set out above is annexed hereto and forms part of this Notice.
- 7) The attendance of the Members attending the AGM through VC or OAVM facility will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 8) Documents, if any, referred to in the Notice may be inspected through electronic mode by sending an e-mail to **ssd@ccilindia.co.in** during business hours between 10.30 A.M to 5.00 P.M. up to the date of Meeting and also during the continuation of the meeting through VC/OAVM facility.
- 9) The details as required under the Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking

appointment/re-appointment at the 19th Annual General Meeting under item nos. 2 and 3 of the Notice, are annexed hereto.

10) Members who desire to register their email addresses with the Company for receiving all communications including Annual Report, Notices, Circulars etc. from the Company in electronic mode are requested to register their email addresses with the Company by sending an email to ssd@ccilindia.co.in

11) All resolutions passed at the meeting shall be considered as passed in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder. Further, the mechanism provided in the MCA circulars along with the provisions of the Act and rules are complied with.

INSTRUCTIONS FOR PARTICIPATING IN AGM THROUGH VC / OAVM FACILITY

In accordance with the aforementioned MCA Circulars, the Company has made arrangements for providing the VC facility to the Members for participating in the Meeting. The Members are requested to follow the instructions mentioned below in order to participate in the Meeting through VC mechanism:

- a. The Company has arranged for a Video Conferencing (VC) facility for the 19th Annual General Meeting. Following are the requisite details for accessing the same:
 - The VC facility will be provided through the WebEx tool/platform with recording for the meeting.
 - You can join the VC using a Laptop/Desktop with Web Browser (Chrome, Internet Explorer etc.) or using the WebEx App on the Ipad/Android Tablet/phone.
 - You may install the Laptop/Desktop App from the link <https://www.webex.com/downloads.html>. This will enable you to join the meeting from the Laptop/Desktop.
 - Additionally, you may download and install the WebEx App on your Ipad from the Apple App Store and from Play Store for the Android Tablet/phone (Search for WebEx).

- b. The meeting number/link to join the VC for the AGM will be communicated to the Members separately by e-mail.
- c. The video/audio experience will be dependent on the Internet bandwidth/connectivity for the user.
- d. The facility for joining the Meeting shall be kept open 15 minutes before the time scheduled to start the meeting and 15 minutes after the expiry of the said scheduled time.
- e. Queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent through email at ssd@ccilindia.co.in well before the date of the meeting so that the answers may be made readily available at the meeting.
- f. Members are requested to send e-mail at ssd@ccilindia.co.in or call at the below numbers in case of any technical assistance required at the time of log in/ accessing/ voting at the Meeting through VC;

Sr No	Name of The Concerned Person	Telephone Nos.
1	Mr. Praveen Mata, SVP, IT Dept	022 6154 6213
2	Mr. Pankaj Srivastava, Company Secretary	022 61546548
3	Ms. Neha Samani, Secretarial Dept.	022 61546543
4	Ms. Aditi Neema, Secretarial Dept.	022 61546545
5.	Ms. Avani Bandi, Secretarial Dept.	022 61546542

EXPLANATORY STATEMENT

As required by Section 102(1) of the Companies Act 2013, the following statement sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice dated July 8, 2022.

Item No. 3

The Board of Directors at its meeting held on May 5, 2022 approved the appointment of Mr. P. R. Ramesh (DIN: 01915274) as an Additional (Independent) Director of the Company and also recommended to the shareholders, his appointment as an Independent Director, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 for a period of three consecutive years with effect from May 5, 2022 to May 4, 2025.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Article 134 of the Articles of Association of Company, Mr. P. R. Ramesh holds office as an Additional (Independent) Director upto the date of this 19th Annual General Meeting. In accordance with section 160 of the Companies Act, 2013, the Company has received a notice from a member, proposing the candidature of Mr. P. R. Ramesh for appointment as an Independent Director. His period of office is not liable to be determined for retirement by rotation.

Mr. P. R. Ramesh is a graduate in Commerce from Osmania University, Hyderabad and is a Fellow Member of the Institute of Chartered Accountants of India (ICAI). He was the Chairman of Deloitte India and has over 40 years of experience in the profession. He has also served as a member of Deloitte Global Board and Deloitte Asia Pacific Board. He has also been associated with various Regulatory bodies viz SEBI, RBI, IRDA and also was member of the Committee for Reforming the Regulatory Environment for doing Business in India set up by Government of India. He was a special invitee to National Advisory Committee on Accounting Standards.

He has served clients in manufacturing, banking and financial services, technology, media, telecommunications, energy and resources and consumer business sectors throughout his professional career. He has been the audit partner of Tata Steel, Tata Consultancy Services, Infosys, Tata Motors, Voltas, Tata Communications (also then an SEC registrant), ITC,

Mahindra Satyam, Haldia Petrochemicals, HDFC Ltd, IDFC, ICICI Bank, Eveready Industries, Microsoft India and ADP India. He was also the Lead Client Service Partner on Indian Oil, HPCL Hindalco/Novelis and Murugappa Group for their IFRS conversion Engagements. He currently acts as an Independent Director on the Boards of Nestle India Limited, Cipla Limited, Crompton Greaves Consumer Electricals Limited, Butterfly Gandhimati Appliances Limited and The Clearing Corporation of India Limited (the Holding Company of the Company).

In the opinion of the Board, Mr. P.R. Ramesh has vast experience in the areas of Audit, Finance and other related areas and his appointment on the Board as an Independent Director would be beneficial to the Company. The Board is also of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules framed thereunder and is also independent of the management of the Company.

The Company has received from Mr. P.R. Ramesh, a consent to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified from being appointed as a Director under sub-section 2 of Section 164 of the Companies Act, 2013. Mr. P.R. Ramesh has given a declaration to the Board to the effect that he meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013. He has also given declaration that he has complied with the conditions/criteria stipulated under the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended.

Brief profile covering the details of his qualification, experience etc, as required in terms of Secretarial Standards on General Meeting (SS-2), is annexed to this Notice as Annexure I.

A copy of the draft letter for appointment of Mr. P.R. Ramesh as an Independent Director setting out the terms and conditions of the appointment would be available for inspection without any fee by the members at the Registered Office of the Company on any working day during normal business hours up to the date of Meeting and also during the continuation of the meeting.

Documents, if any, referred above, are made available for inspection in terms of Point 8 of the Notes to the accompanying Notice.



None of the Directors, Key Managerial Persons of the Company and / or their relatives are concerned or interested, financially or otherwise, in the said resolution except Mr. P. R. Ramesh.

The Board recommends for your approval the passing of the Special Item of business as mentioned in Item No. 3 as an Ordinary Resolution.

**By Order and on behalf of the Board of Directors,
For Clearcorp Dealing Systems (India) Limited**

**Sd/-
Pankaj Srivastava
Company Secretary**

Mumbai, July 8, 2022

Registered Office:

CCIL Bhavan, S. K. Bole Road,

Dadar (West), Mumbai - 400 028

Tel: 61546200/24396200 | Fax: 24326042

Website: www.clearcorp.co.in | Email id- ssd@ccilindia.co.in

CIN: U74999MH2003PLC140849

Prominent Landmark: Near Our Lady of Salvation Church (Portuguese Church)

Details of Directors seeking appointment/re-appointment at the 19th Annual General Meeting scheduled to be held on August 4, 2022

Name of Director	Mr. R. Gandhi	Mr. P. R. Ramesh
Category/ Designation	Non-Executive Chairman	Additional Director, (Independent)
Age	66 years	67 years
Date of first appointment on the Board	November 20, 2019	May 5, 2022
Qualifications	<p>i) Master's degree in Economics.</p> <p>ii) Post Graduate level Certificates in Management Information System from the American University, Washington DC, USA and in Capital Market from the City University of New York, New York, USA.</p> <p>iii) Certificate course in System Programming from the IBM Education in Sydney, Australia.</p> <p>iv) Certificate course in Gandhian Thoughts from the Madurai University, Tamil Nadu.</p>	B.Com, F.C.A

Name of Director	Mr. R. Gandhi	Mr. P. R. Ramesh
Experience	Former Deputy Governor of RBI. and accomplished central banker for 39 years	Over 41 years of experience in audit, finance and related areas
Shareholding in the Company	Nil	Nil
Number of meeting of the Board attended during the FY 2021-22 / Number of meetings held during the tenure of Directors	4/4	NA
Directorships held in other Companies	(As on April 14, 2022) 1. Yes Bank Ltd 2. Perfios Software Solutions Private Limited 3. Perfect Day India Private Limited 4. The Clearing Corporation of India Limited 5. BFSI Sector Skill Council of India 6. Electronic Payment and Services Private Limited 7. NESL Asset Data Limited 8. National E-Governance Services Limited	(As on April 20, 2022) 1. Nestle India Limited 2. Cipla Limited 3. Crompton Greaves Consumer Electricals Limited 4. Housing Development Finance Corporation Limited 5. The Clearing Corporation of India Limited 6. NSE Investments Limited 7. Butterfly Gandhimati Appliances Limited
Particulars of Committee Chairmanship/ Membership held in other Companies	As per enclosed Annexure I-A	As per enclosed Annexure I-A
Relationship with other Directors / KMP of the	None	None

Name of Director	Mr. R. Gandhi	Mr. P. R. Ramesh
Company		
Terms and Conditions of appointment/ re-appointment	Proposed to be re-appointed as a Director liable to retire by rotation of the Company. He shall be entitled for sitting fees for attending the meeting of Board and of Committees wherein he is a member.	Proposed to be appointed as Non-Executive Independent Director, not liable to retire by rotation and shall also be entitled for sitting fees for attending the meeting of Board and of Committees, wherein he may be appointed as a member.
Remuneration sought to be paid	Sitting fees of Rs. 50,000/- for attending each meeting of the Board / Committees of the Company 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 thereunder.	Sitting fees of Rs. 50,000/- for attending each meeting of the Board / Committees of the Company 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 thereunder.
Remuneration last drawn during 2021-22	Rs. 2,00,000/-	Nil

Particulars of Chairmanship/ Membership of Committees held in other Companies by:

I. Mr. R. Gandhi as on April 14, 2022

Sr. No.	Name of the Company	Name of the Committee	Designation in the Committee (Member/Chairman)
1.	National E-Governance Services Ltd	Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairman
		Audit Committee	Member
2.	NESL Asset Data Ltd	Risk Management Committee	Chairman
		Audit Committee	Member
		Nomination and Remuneration Committee	Chairman
3.	Electronic Payments and Services Pvt Ltd	Audit and Risk Committee	Chairman
		Business and Operations Committee	Member
		Finance Committee	Member
4.	Yes Bank Ltd	Audit Committee	Member
5.	The Clearing Corporation of India Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Committee of Directors on Risk Management	Member
		Corporate Social Responsibility Committee	Chairman
		Regulatory Compliance Committee	Chairman
		Technical Approval Committee	Member
		Committee for Bye-Laws, Rules and Regulations	Member
		Human Resources Committee	Chairman

II. Mr. P. R. Ramesh as on April 20, 2022

Sr. No.	Name of the Company	Name of the Committee	Designation in the Committee (Member/Chairman)
1.	Nestle India Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Member
		Risk Management Committee	Member
2.	Cipla Limited	Audit Committee	Member
3.	Crompton Greaves Consumer Electricals Limited	Audit Committee	Member
		Risk Management Committee	Member
4.	NSE Investments Limited	Audit Committee	Chairman
		CSR Committee	Chairman
5.	Butterfly Gandhimati Appliances Limited	Audit Committee	Chairman
		Risk Management Committee	Chairman
		Nomination and Remuneration Committee	Member
6.	The Clearing Corporation of India Ltd	Audit Committee	Chairman
		Regulatory Compliance Committee	Member
		Committee of Directors for the Transfer of Shares	Chairman