

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWELFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF CLEARCORP DEALING SYSTEMS (INDIA) LIMITED WILL BE HELD ON TUESDAY, AUGUST 4, 2015 AT 4.30 PM AT 6TH FLOOR, CCIL BHAVAN, COLLEGE LANE, OFF. S. K. BOLE ROAD, DADAR (WEST), MUMBAI - 400 028 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2015, the report of the Board of Directors and Auditors thereon.

2. 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s Lodha & Company, Chartered Accountants (Reg. No. 301051E) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the thirteenth Annual General Meeting of the Company, at a remuneration of Rs.1,75,000/- towards audit fees exclusive of out of pocket expenses and service tax (which is to be reimbursed at actuals) for the Financial Year 2015-2016.”

Special Business:

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

“RESOLVED THAT Mr R. V. Joshi (holding DIN: 00180218), a Director liable to retire by rotation, who does not offer himself for re-appointment, be not re-appointed as a Director of the Company and the vacancy, so caused on the Board of the Company, be not filled up.”

4. 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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, the Company hereby approves the reappointment of Mr. R Sridharan (holding DIN: 00868787), as the Managing Director of the Company, on terms and conditions and remuneration as stated below:

TERMS AND CONDITIONS:

(A) TERM:

Coterminous with the term of Managing Director’s re-appointment at CCIL i.e. 2 years with effect from August 1, 2015 to July 31, 2017, not liable to retire by rotation.

(B) REMUNERATION :

The re-appointment of the Managing Director shall be without remuneration. Further, no sitting fee shall be payable to the Managing Director during his tenure for attending any meeting of the Board or Committee thereof.

The Managing Director shall adhere to various policies, code of conduct, staff rules of the Company as may be applicable by virtue of his office for the purpose of discharging his official duties/powers as delegated by the Board from time to time.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board be and is hereby authorised to do all such acts, deeds, matters and things as the Board in its absolute discretion may think fit.”

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

**Sd/-
Sandhya Sati
Company Secretary**

Mumbai, July 10, 2015

Registered Office:

CCIL Bhavan,
College Lane, Off S. K. Bole Road,
Dadar (West), Mumbai - 400 028
Tel: 61546200 ♦ Fax: 24326042
Website: www.ccilindia.com
CIN-U74999MH2003PLC140849
Email id- ssd@ccilindia.co.in.
Prominent Landmark: Near Our Lady of Salvation Church (Portuguese Church)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
3. Proxies, if any, in order to be effective must be received at the Company's Registered Office, either in person or through post, not later than 48 hours before the time fixed for holding the meeting.
4. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business item No. 3 and 4 set out above is annexed hereto.

5. Documents, if any, referred to in the Notice may be inspected at the Registered Office of the Company on any working day during business hours between 10.30 A.M to 12.30 P.M. upto the date of Meeting.
6. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.
7. The details as required under the Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (ICSI), of Directors seeking appointment/ re-appointment at this Annual General Meeting under Item No. 4 of the Notice, is annexed hereto.
8. Members / Proxies are requested to bring their copies of Annual Report and duly filled attendance slips sent herewith along with the copies of Annual Report at the meeting.
9. The route map of the address of the meeting is also annexed hereto and is hosted along with the Notice on the website of the Company (www.ccilindia.com).

EXPLANATORY STATEMENTS

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 and 4 of the accompanying notice dated July 10, 2015.

Item No. 3

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, Mr. R. V. Joshi, Director retires by rotation at the ensuing Annual General Meeting. Mr. R V Joshi has indicated to the Company that he is not seeking re-appointment in view of his other commitments.

Mr. R V Joshi, has been on the Board of the Company since June 11, 2003. The Board places on record its sincere appreciation and recognition of the valuable contribution and services rendered by Mr R V Joshi during his tenure as a Director on the Board of the Company. The Board proposes that the vacancy caused by his retirement be not filled-up.

Documents, if any, referred above, are made available for inspection in terms of Pt.5 of the Notes.

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

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. R V Joshi.

Item No. 4

The Shareholders at its 9th Annual General Meeting held on August 27, 2012, approved the appointment of Mr. R. Sridharan as Managing Director of the Company for a term of 3 years with effect from August 16, 2012 till July 31, 2015, not liable to retire by rotation, without any remuneration in compliance with the provisions of Sections 269 and 316(2) read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956.

The Board at its meeting held on June 30, 2015, upon recommendation of Nomination and Remuneration Committee, reappointed Mr. R. Sridharan, Managing Director of The Clearing Corporation of India Limited (CCIL), as Managing Director of the Company for a period of 2 years w.e.f August 1, 2015 till July 31, 2017, not liable to retire by rotation, which is coterminous with his re-appointment at CCIL, subject to the shareholders approval. The terms and conditions of his re-appointment and remuneration are set out in the Resolution proposed to be passed.

Brief profile covering the details of his qualification, experience etc as required pursuant to Secretarial Standards on General Meeting, is annexed to this Notice. The re-appointment of Managing Director shall be greatly beneficial, especially in the operations of the Company.

In compliance with the provisions of Sections 196, 197, 203, read with Schedule V of the Companies Act, 2013, the terms and conditions of re-appointment and remuneration specified in the resolution are now being placed before the Members in General Meeting for their approval.

Documents, if any, referred above, are made available for inspection in terms of Pt.5 of the Notes.

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

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. R Sridharan.

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

**Sd/-
Sandhya Sati
Company Secretary**

Mumbai, July 10, 2015

Registered Office:

CCIL Bhavan,
College Lane, Off S. K. Bole Road,
Dadar (West), Mumbai - 400 028
Tel: 61546200 ♦ Fax: 24326042
Website: www.ccilindia.com
CIN-U74999MH2003PLC140849
Email id- ssd@ccilindia.co.in
Prominent Landmark: Near Our Lady of Salvation Church (Portuguese Church)

Annexure

Details of Director seeking appointment / reappointment at the 12th Annual General Meeting scheduled to be held on August 4, 2015

Name of Director	Mr R Sridharan
Designation	Managing Director
Date of Birth (Age)	01/07/1951 (63 years & 11months)
Date of first appointment on the Board	16/08/2012
Qualifications	Bachelor's degree in Commerce
Experience	Presently serving as an Managing Director of The Clearing Corporation of India Ltd. and Clearcorp Dealing Systems(India) Ltd. Former Managing Director of State Bank of India and has nearby four decades of experience in the Banking Sector.
Shareholding in the Company	Nil
Number of meeting of the Board attended during the FY 2014-15/ Number of meetings held during the tenure of Director	4/4
Directorships held in other Companies as on date	The Clearing Corporation of India Limited- Managing Director
Particulars of Committee Chairmanship/ Membership held in other Companies	Chairmanship/ Membership of Committees in 'The Clearing Corporation of India Limited': <ol style="list-style-type: none"> 1. Member of Committee for Bye Laws, Rules and Regulations (BRR) 2. Member of Technical Approval Committee (TAC) 3. Member of Committee on HR, Personnel and organizational matters of CCIL 4. Member of Committee of Directors on Risk Management 5. Member of Corporate Social Responsibility Committee 6. Chairman of Premises Advisory Committee (External Committee)
Relationship with other Directors / KMP of the Company	None
Terms and Conditions of appointment/ re-appointment	As mentioned in the resolution no. 4 above
Remuneration sought to be paid	Nil
Remuneration last drawn during FY-2014-2015	Nil

Attendance Slip

CIN: U74999MH2003PLC140849

Name of the Company: CLEARCORP DEALING SYSTEMS (INDIA) LIMITED

Registered office: CCIL Bhavan, College Lane, Off S. K. Bole Road, Dadar (West),
Mumbai - 400 028. Tel: 61546200 ♦ Fax: 24326042 Website: www.ccilindia.com

Name of the Member:

Registered Address:

Folio No:

No. of Shares:

I/ We hereby record my/ our presence at the 12th Annual General Meeting of the Company held on Tuesday, August 4, 2015 at 4.30 pm at CCIL Bhavan, College Lane, Off. S. K. Bole Road, Dadar (West), Mumbai-400 028.

Signature of Member/ Joint Member

Form No. MGT-11
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: U74999MH2003PLC140849

Name of the company: CLEARCORP DEALING SYSTEMS (INDIA) LIMITED

Registered office: CCIL Bhavan, College Lane, Off S. K. Bole Road, Dadar (West),
Mumbai - 400 028. Tel: 61546200 ♦ Fax: 24326042. Website: www.ccilindia.com

Name of the member (s):
Registered address:
E- Mail Id:
Folio No/ Client Id:
DP ID:

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

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

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 12th
Annual General Meeting/ ~~Extraordinary General Meeting~~ of the Company, to be held on
the Tuesday, Fourth day of August 2015 at 4.30 pm at CCIL Bhavan, College Lane, Off.

S. K. Bole Road, Dadar (West) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
ORDINARY BUSINESS	
1	Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2015, the report of the Board of Directors and Auditors thereon
2	Ratification of the appointment of M/s Lodha & Company, Chartered Accountants as the Statutory Auditors of the Company for the Financial Year 2015-16 and fix their remuneration.
SPECIAL BUSINESS	
3	To not to fill the vacancy caused due to retirement of Mr R V Joshi.
4	Re-appointment of Mr R. Sridharan as Managing Director of the Company.

Signed this..... day of..... 20....

Affix Rs. 1/- Revenue Stamp

Signature of shareholder

Signature of 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.