

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE THIRTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF CLEARCORP DEALING SYSTEMS (INDIA) LIMITED WILL BE HELD ON FRIDAY, AUGUST 5, 2016 AT 5.00 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 Statements of the Company for the financial year ended March 31, 2016, 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 Sections 139, 140 and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s Kalyaniwalla & Mistry, Chartered Accountants (Reg. no. 104607W) be and is hereby appointed as statutory auditors of the Company in place of the retiring auditors, M/s Lodha & Company Chartered Accountants (Reg. no 301051E), to hold office for a term of 5 years from the conclusion of this 13<sup>th</sup> Annual General Meeting until the conclusion of the 18<sup>th</sup> Annual General Meeting at a remuneration of Rs. 2,25,000/- towards audit fees exclusive of out of pocket expenses and service tax (which is to be reimbursed at actuals) for the Financial Year 2016-2017 and subject to the ratification by the members at every Annual General Meeting, the reappointment of Statutory Auditors for the Financial Years 2017-18 to 2020-2021 at such remuneration as may be decided by the Board, for the said financial years.”

### **SPECIAL BUSINESS:**

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

**“RESOLVED THAT** Mr K. Sivaprakasam (holding DIN: 00140403), 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.”

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

**Sd/-  
Sandhya Sati  
Company Secretary**

Mumbai, July 8, 2016

**Registered Office:**

CCIL Bhavan,  
College Lane, Off S. K. Bole Road,  
Dadar (West), Mumbai - 400 028  
Tel: 61546200 ♦ Fax: 24326042  
Website: [www.ccilindia.com](http://www.ccilindia.com)  
CIN-U74999MH2003PLC140849  
Email id- [ssd@ccilindia.co.in](mailto: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 along with the notarized copy of the power of attorney or other authority under which it is duly signed, 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. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person / shareholder.

5. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business item No. 2 and 3 set out above is annexed hereto.
6. 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.
7. Corporate members intending to send its authorized representative to attend the Meeting is requested to send a certified copy of the Board Resolution authorizing its representatives to attend and vote on its behalf at the AGM.
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. Members who desire to register their email addresses with the Company for receiving all communications including Annual report, Notices, Circular 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](mailto:ssd@ccilindia.co.in)
10. 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](http://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 Items No. 2 and 3 of the accompanying notice dated July 8, 2016.

#### **Item No. 2**

The Company at its 11<sup>th</sup> Annual General Meeting, on recommendation of the Board, appointed M/s Lodha and Company, Chartered Accountants as Statutory Auditors for a period of 2 years viz. FY 2014-15 and FY 2015-16 considering the maximum period as prescribed for the appointment as Statutory Auditors under the Companies Act, 2013 as also their appointment by the holding Company as its Statutory Auditor.

M/s. Lodha & Co. have already completed the maximum term of 10 years as stipulated under the Companies Act, 2013. Hence, pursuant to the provisions of the said Act and Rules thereunder, the Board of Directors at their meeting held on May 9, 2016 on recommendation of the Audit Committee, considered and recommended to the shareholders, the appointment of M/s. Kalyaniwalla & Mistry, Chartered Accountants (Reg. no. 104607W) as Statutory Auditors of the Company to hold office as such from the conclusion of this 13<sup>th</sup> Annual General Meeting till the conclusion of the 18<sup>th</sup> Annual General Meeting at a remuneration of Rs. 2,25,000/- towards audit fees exclusive of out of pocket expenses and service tax (which is to be reimbursed at actuals) for the Financial Year 2016-2017 and subject to the ratification by the members at every Annual General Meeting, the reappointment of Statutory Auditors for the Financial Years 2017-18 to 2020-21 at such remuneration as may be decided by the Board for the said financial years. The Company has received inter alia, a certificate of eligibility from M/s. Kalyaniwalla & Mistry, Chartered Accountants, confirming that they are eligible to be appointed under Sections 139 and 141 of the Companies Act, 2013 and are not disqualified under the Act, Chartered Accountants Act, 1949 and rules and regulations made thereunder.

The Board recommends the passing of the Item no. 2 as an Ordinary Resolution for your approval.

Documents, if any, referred above, are made available for inspection in terms of Point 6 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.

### **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. K. Sivaprakasam, Director retires by rotation at this 13<sup>th</sup> Annual General Meeting. Mr. K. Sivaprakasam has indicated to the Company that he is not seeking re-appointment in view of his other commitments.

Mr. K. Sivaprakasam, has been a Director on the Board of the Company since March 5, 2004. The Board places on record its sincere appreciation and recognition of the valuable contribution and services rendered by Mr K. Sivaprakasam 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.

The Board recommends the passing of the Item no. 3 as an Ordinary Resolution for your approval.

Documents, if any, referred above, are made available for inspection in terms of Point 6 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. K. Sivaprakasam.

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

**Sd/-**

**Sandhya Sati**

**Company Secretary**

Mumbai, July 8, 2016

**Registered Office:**

CCIL Bhavan,

College Lane, Off S. K. Bole Road,

Dadar (West), Mumbai - 400 028

Tel: 61546200 ♦ Fax: 24326042

Website: [www.ccilindia.com](http://www.ccilindia.com)

CIN-U74999MH2003PLC140849

Email id- [ssd@ccilindia.co.in](mailto:ssd@ccilindia.co.in).

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

**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 13<sup>th</sup> Annual General Meeting of the Company held on Friday, August 5, 2016 at 5.00 pm at CCIL Bhavan, College Lane, Off. S. K. Bole Road, Dadar (West), Mumbai-400 028.

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**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  
13<sup>th</sup> Annual General Meeting/ ~~Extraordinary General Meeting~~ of the Company, to be held  
on the Friday, Fifth day of August 2016 at 5.00 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:

<b>Resolution No.</b>	<b>Resolutions</b>
<b>ORDINARY BUSINESS</b>	
1	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2016, the report of the Board of Directors and Auditors thereon
2	Appointment of M/s Kalyaniwalla & Mistry, Chartered Accountants as the Statutory Auditors of the Company in place of retiring auditors M/s Lodha & Company for a term of 5 years and fix their remuneration.
<b>SPECIAL BUSINESS</b>	
3	To not fill up the vacancy caused due to the retirement of Mr K. Sivaprakasam, Director.

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

Affix Rs. 1/- Revenue Stamp
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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.**