

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FOURTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF CLEARCORP DEALING SYSTEMS (INDIA) LIMITED WILL BE HELD ON THURSDAY, JUNE 29, 2017 AT 4.00 PM AT 6TH FLOOR, CCIL BHAVAN, 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, 2017, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Usha Thorat (holding DIN-00542778), who retires by rotation and being eligible, offers herself for re-appointment.
3. 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the appointment of M/s Kalyaniwalla & Mistry LLP, Chartered Accountants (Reg. no. 104607W/W100166) as Statutory Auditors of the Company for a term of 5 years i.e. until the conclusion of the Eighteenth Annual General Meeting, which is subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of the fifteenth Annual General Meeting of the Company, at a remuneration of Rs.2,25,000/- (Rupees Two Lakhs Twenty Five Thousand) towards audit fees exclusive of the applicable taxes and out of pocket expenses (which is to be reimbursed at actuals) for the Financial Year 2017-2018.”

SPECIAL BUSINESS:

4. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, and rules thereunder, 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 consent of the members be and is hereby accorded for 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:**

Co-terminus with the term of the Managing Director’s re-appointment at CCIL i.e. 3 years with effect from August 1, 2017 to July 31, 2020, 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, June 5, 2017

Registered Office:

CCIL Bhavan,

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 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 items No. 3 and 4 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 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 Annual General Meeting.
8. Members / Proxies are requested to bring their copies of Annual Report and duly filled attendance slips sent herewith, 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
10. The details as required under the Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (ICSI), in respect of Director seeking re-appointment at this Annual General Meeting under Items No. 2 and 4 of the Notice, is annexed hereto.
11. 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 Items No. 3 and 4 of the accompanying notice dated June 5, 2017.

Item No. 3

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013. M/s. Kalyaniwalla & Mistry, Chartered Accountants (Firm Registration No. 104607W) were appointed as Statutory Auditors of the Company for a term of 5 years at the Annual General Meeting of the Company held on August 5, 2016. The Company has received a letter from the Statutory Auditors dated February 2, 2017 informing that M/s. Kalyaniwalla & Mistry (partnership firm) has converted itself into a Limited Liability Partnership (LLP) under the provisions of the Limited Liability Partnership Act, 2008 and is now known as M/s. Kalyaniwalla & Mistry LLP Chartered Accountants (Firm Registration No.-104607W/W100166) w.e.f. September 29, 2016. Accordingly, the Audit Report for the Financial Year 2016- 2017 would be certified under M/s. Kalyaniwalla & Mistry LLP Chartered Accountants.

Further, as per provisions of Section 139(1) of the Act, appointment of Statutory Auditor for the above tenure is subject to ratification by members at every Annual General Meeting.

Accordingly, ratification of the members is being sought for the proposal contained in the Resolution set out at item no.3 of the Notice.

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.

Item No. 4

The Shareholders at its 12th Annual General Meeting held on August 4, 2015, approved the re-appointment of Mr. R. Sridharan as Managing Director of the Company for a further term of 2 years with effect from August 1, 2015 till July 31, 2017, not liable to retire by rotation, without any remuneration in compliance with the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

The Board at its meeting held on May 15, 2017, upon recommendation of Nomination and Remuneration Committee of Directors, unanimously, reappointed Mr. R. Sridharan, Managing Director of The Clearing Corporation of India Limited (CCIL), as Managing Director of the Company for a period of 3 years w.e.f August 1, 2017 till July 31, 2020, not liable to retire by rotation, which is coterminus 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 as Annexure I. 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 by passing it as a Special Resolution.

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. R Sridharan.

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

**Sd/-
Sandhya Sati
Company Secretary**

Mumbai, June 5, 2017

Registered Office:

CCIL Bhavan,

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 I**Details of Directors seeking re-appointment at the 14th Annual General Meeting
scheduled to be held on June 29,2017**

Name of Director	Mrs Usha Thorat	Mr R. Sridharan
Category	Non-Executive Director, Promoter	Managing Director, Promoter
Designation	Non-Executive Chairperson	Managing Director
Date of Birth (Age)	20/02/1950 (67 years and 3 months)	01/07/1951 (65 years and 11 months)
Date of first appointment on the Board	31/10/2015	16/08/2012
Qualifications	M.A (Economics)	Bachelor's degree in Commerce
Experience	Former Deputy Governor, Reserve Bank of India More than four decades of experience with the Reserve Bank of India.	Presently serving as a 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 nearly 40 years of experience in the Banking Sector.
Shareholding in the Company	Nil	Nil
Number of meeting of the Board attended during the FY 2016-17 / Number of meetings held during the tenure of Directors	5/5	5/5
Directorships held in other Companies as on June 5, 2017	<ol style="list-style-type: none"> 1. Financial Benchmarks India Private Limited – Director and Non-Executive Chairperson 2. The Clearing Corporation of India Ltd. - Director and Non-Executive Chairperson 3. Sanofi India Ltd – Independent Director 	<ol style="list-style-type: none"> 1. The Clearing Corporation of India Ltd. – Managing Director 2. Legal Entity Identifier India Ltd.- Director
Particulars of Committee Chairmanship/ Membership held in other Companies as on June 5, 2017	<p>The Clearing Corporation of India Limited</p> <ol style="list-style-type: none"> 1. Audit Committee-Member 2. Nomination and Remuneration Committee-Member 3. Corporate Social Responsibility Committee-Chairperson 4. Committee for Bye Laws, Rules and Regulations 	<p>The Clearing Corporation of India Limited:</p> <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 Human Resources Committee 4. Member of Committee of Directors on Risk

	<p>(BRR)-Member</p> <p>5. Technical Approval Committee-Member</p> <p>6. Human Resources Committee -Chairperson</p> <p>7. Committee of Directors on Risk Management-Member</p>	<p>Management</p> <p>5. Member of Corporate Social Responsibility Committee</p> <p>6. Chairman of Premises Advisory Committee (External Committee)</p>
Relationship with other Directors / KMP of the Company	None	None
Terms and Conditions of appointment/ re-appointment	Appointed as Non - Executive Chairperson, Director liable to retire by rotation and Sitting fees as mentioned below shall be paid.	As mentioned in the resolution no. 4 above
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.	Nil
Remuneration last drawn during FY-2016-2017	Total Sitting fees of Rs.6,00,000/- paid.	Nil

Attendance Slip

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

CIN: U74999MH2003PLC140849

Registered office: CCIL Bhavan, 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 14th Annual General Meeting of the Company held on Thursday, June 29, 2017 at 4.00pm at CCIL Bhavan, 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, 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 14th Annual General Meeting/ ~~Extraordinary General Meeting~~ of the Company, to be held on the Thursday, 29th day of June 2017 at 4.00 pm at CCIL Bhavan, 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 Statements of the Company for the Financial Year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon
2	Appoint a Director in place of Mrs. Usha Thorat, who retires by rotation and being eligible, offers herself for re-appointment.
3	Ratification of the appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants as the Statutory Auditors of the Company for the Financial Year 2017-18 and fix their remuneration.
SPECIAL BUSINESS	
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.