



Clearcorp Dealing Systems (India) Limited
(CIN U74999MH2003PLC140849)

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SIXTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF CLEARCORP DEALING SYSTEMS (INDIA) LIMITED WILL BE HELD ON FRIDAY, JULY 5, 2019 AT 4.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT CCIL BHAVAN, S. K. BOLE ROAD, DADAR (WEST), MUMBAI-400028 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, 2019, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri N.S. Venkatesh (DIN-01893686), who retires by rotation and being eligible, offers himself for re-appointment.

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** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013, as amended from time to time, Shri Narayan Seshadri (DIN:00053563) who was appointed as an Additional Director (Independent) by the Board of Directors on August 13, 2018 pursuant to Article 134 of the Articles of Association of the Company and whose appointment as an Independent Director has been recommended to the Shareholders by the Board, be and is hereby

appointed as an Independent Director of the Company to hold office for a term of three consecutive years from the date of his appointment approved by the Board i.e. with effect from August 13, 2018 to August 12, 2021 and whose office shall not be liable to be determined by retirement of Directors by rotation.”

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

**Sd/-
Pankaj Srivastava
Company Secretary**

Mumbai, June 11, 2019

Registered Office:

CCIL Bhavan,

S. K. Bole Road,

Dadar (West), Mumbai - 400 028

Tel: 61546200/24396200 ♦ 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. In order to be valid, the proxy form shall be completely and duly filled, stamped, signed and dated. The stamps affixed on the proxy form shall be cancelled.
4. A proxy can act on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. However, 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. 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 5.30 P.M. up to the date of the Meeting and also during the continuation of the Meeting.
7. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board /other Governing

Body Resolution authorizing their representatives to attend and vote on their behalf at the Sixteenth Annual General Meeting.

8. Members / Proxies are requested to bring their copies of Annual Report 2018-19 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, 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
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 the Directors seeking appointment/re-appointment at the Sixteenth Annual General Meeting under item nos. 2 and 3 of the Notice, are 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 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 June 11, 2019.

Item No. 3

The Board at its Meeting held on August 13, 2018 appointed Shri Narayan Seshadri (DIN:00053563) as an Additional Director (Independent) pursuant to Article 134 of the Articles of Association of the Company and also recommended to the Shareholders, the appointment of Shri Narayan Seshadri (DIN: 00053563) as an Independent Director, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 for a term of three consecutive years from the date of his appointment approved by the Board i.e. with effect from August 13, 2018 up to August 12, 2021.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Article 134 of the Articles of Association of Company, Shri Narayan Seshadri (DIN: 00053563) holds office as an Additional Director (Independent) upto the date of the forthcoming 16th Annual General Meeting. In accordance with section 160 of the Companies Act, 2013, the Company has received a notice from The Clearing Corporation of India Limited, a member, proposing the candidature of Shri Narayan Seshadri for appointment as an Independent Director.

Shri Narayan Seshadri (DIN:00053563) holds a Bachelor of Science degree from Bangalore University and is a Chartered Accountant. He has over 40 years of experience in accounting, auditing, litigation support, restructuring, management consulting, investing and business management. He is the founder of Tranzmute, a Management and Business Transformation Services enterprise. He is also a non-executive Chairman of several listed Indian companies like Magma Fincorp Ltd., PI Industries Ltd., AstraZeneca Pharma India Ltd. and an Independent Director of several other leading companies. Shri Narayan Seshadri has requisite skills, expertise and rich experience in accounting, auditing, litigation support, restructuring, management consulting, investing and business management. Therefore, his inclusion on the Board would be extremely helpful to the

Company. He also fulfills the conditions specified in the Companies Act, 2013 and the rules framed thereunder for his appointment as an Independent Director of the Company. Shri Narayan Seshadri 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. The Board considers that on account of vast knowledge and experience of Shri Narayan Seshadri, his appointment will be in the interest of the Company. Brief profile covering the details of his qualification, experience etc, as required in terms of Secretarial Standards on General Meetings, is annexed to this Notice as Annexure I.

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

A copy of the letter of appointment of Shri Narayan Seshadri as an Independent Director setting out the terms and conditions of his 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.

None of the Directors, Key Managerial Persons of the Company and relatives of the Directors, Key Managerial Persons of the Company are concerned or interested, financially or otherwise, in the said resolution except Shri Narayan Seshadri.

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

**Sd/-
Pankaj Srivastava
Company Secretary**

Mumbai, June 11, 2019

Registered Office:

CCIL Bhavan,
S. K. Bole Road,
Dadar (West), Mumbai - 400 028
Tel: 61546200/24396200 ♦ 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 appointment/re-appointment at the 16th Annual General Meeting scheduled to be held on July 5, 2019**

Name of Director	Shri N.S. Venkatesh	Shri Narayan Seshadri
Designation	Non-Executive Director	Independent Director
Age	62 years	62 years
Date of first appointment on the Board	April 11, 2016	August 13, 2018
Qualifications	Bachelor of Science and Chartered Accountant	Bachelor of Science and Chartered Accountant
Experience	Former Executive Director and CFO of IDBI Bank Ltd. He has more than three decades of experience in Banking covering Treasury, International Banking, Risk Management etc. Currently, he is serving as the Chief Executive of Association of Mutual Funds in India.	He has over 40 years of experience in accounting, auditing, litigation support, restructuring, management consulting, investing and business management. He is the founder of Tranzmute, a Management and Business Transformation Services enterprise. He is also a Non-Executive Chairman of several listed Indian companies like Magma Fincorp Ltd., PI Industries Ltd., AstraZeneca Pharma India Ltd. and an Independent Director of several other leading companies.
Shareholding in the Company	Nil	Nil
Number of Meetings of the Board attended during the financial year 2018-19 / Number of Meetings held during the tenure of Directors	4/4	2/2
Directorships held in other Companies	(As on April 22, 2019) 1. Dharmishta Mithran 2. Omkara Assets Reconstruction Pvt. Ltd. 3. NSDL Payments Bank Limited 4. International Investment Funds Association (IIFA), Canada 5. Indel Money Pvt. Ltd.	Enclosed as Annexure II
Particulars of Committee Chairmanship/ Membership held in other Companies.	(As on April 22, 2019) Nil	Enclosed as Annexure III
Relationship with other Directors / KMP of the Company	None	None

Terms and Conditions of appointment/ re-appointment	Appointed as Non - Executive Director liable to retire by rotation. Payment of sitting fees is as mentioned below.	As mentioned in resolution no. 3 above. Payment of sitting fees is as mentioned below.
Remuneration sought to be paid	Sitting fees of Rs. 50,000/- for attending each Meeting of the Board / Committees if any, (as a member or special invitee) or such amount as may be decided by the Board, subject to the ceiling prescribed from time to time, under the Companies Act, 2013 and rules made thereunder.	Sitting fees of Rs. 50,000/- for attending each Meeting of the Board / Committees if any, (as a member or special invitee) or such amount as may be decided by the Board, subject to the ceiling prescribed from time to time, under the Companies Act, 2013 and rules made thereunder.
Remuneration last drawn during the financial year- 2018-2019	Sitting Fees of Rs. 2,50,000/- for attending 4 Board Meetings and 1 CSR Committee Meeting of the Company.	Sitting Fees of Rs. 1,00,000/- for attending 2 Board Meetings of the Company.

Annexure II

List of Companies in which Shri Narayan Seshadri is a Director as on May 13, 2019

Sr. No.	Name of the Company
1.	P I Industries Limited
2.	Magma Fincorp Limited
3.	Kalpataru Power Transmission Limited
4.	Wabco India Limited
5.	AstraZeneca Pharma India Limited
6.	CG Power and Industrial Solutions Limited
7.	SBI Capital Markets Limited
8.	The Clearing Corporation of India Limited
9.	TVS Investments Private Limited
10.	Radiant Life Care Private Limited (erstwhile Halcyon Finance & Capital Advisors Private Limited)
11.	Kritdeep Properties Private Limited (Formerly known as Chanel Estates Private Limited)
12.	Tranzmute Capital & Management Private Limited
13.	Halcyon Resources & Management Private Limited
14.	A2O Software India Private Limited
15.	Halcyon Enterprises Private Limited
16.	Ramky Enviro Engineers Limited

Annexure III

Particulars of Committee Chairmanship/ Membership held by Shri Narayan Seshadri in other Companies as on May 13, 2019

Sr. No	Name of the Companies in which Committee Memberships held	Name of the Committee	Chairmanship/Membership
1	Magma Fincorp Limited	1) Audit Committee 2) Nomination & Remuneration Committee 3) Review Committee 4) Risk Management Committee	Chairman Member Member Member
2	Wabco India Limited	1) Audit Committee 2) Nomination & Remuneration Committee	Chairman Chairman
3	P I Industries Limited	1) Managing Committee 2) Audit Committee 3) Nomination & Remuneration Committee	Member Chairman Member
4	SBI Capital Markets Limited	1) Committee of Directors 2) Audit Committee 3) HR Committee 4) Risk Management Committee 5) Nomination & Remuneration Committee 6) Corporate Social Responsibility Committee 7) Information Technology Strategy Committee	Member Chairman Chairman Chairman Chairman Chairman Chairman
5	Kalpataru Power Transmission Limited	1) Risk Management Committee 2) Audit Committee	Chairman Member
6	AstraZeneca Pharma India Limited	1) Nomination & Remuneration Committee 2) Audit Committee	Member Member

7	The Clearing Corporation of India Ltd	1) Risk Management Committee 2) HR Committee 3) Nomination & Remuneration Committee	Member Member Member
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Others: 1) Investment Committee Member in TVS Shriram Growth Fund



Attendance Slip

CLEARCORP DEALING SYSTEMS (INDIA) LIMITED

CIN: U74999MH2003PLC140849

Registered Office: CCIL Bhavan, S. K. Bole Road, Dadar (West), Mumbai - 400 028.

Tel: 61546200//24396200 ♦ 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 16th Annual General Meeting of the Company held on Friday, July 5, 2019 at 4.00 p.m. at the Registered Office of the Company located at CCIL Bhavan, S. K. Bole Road, Dadar (West), Mumbai-400 028.

Signature of Member/ Joint Member

Note: The Member/proxy should bring attendance slip at the Meeting, duly filled and signed and deposit the same at the time of the Meeting.



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//24396200 ♦ 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 16th Annual General Meeting of the Company, to be held on Friday the 5th day of July 2019 at 4.00 p.m. at the Registered Office of the Company located at CCIL Bhavan, S. K. Bole Road, Dadar (West), Mumbai-400028 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
ORDINARY BUSINESS	
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon.
2	To appoint a Director in place of Shri N.S. Venkatesh (DIN-01893686), who retires by rotation and being eligible, offers himself for re-appointment.
SPECIAL BUSINESS	
3.	To consider and appoint Shri Narayan Seshadri (DIN: 00053563) as an Independent Director of the Company.

Signed this..... day of..... 2019

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 filled, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.