



Clearcorp Dealing Systems (India) Limited

(CIN U74999MH2003PLC140849)

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIFTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF CLEARCORP DEALING SYSTEMS (INDIA) LIMITED WILL BE HELD ON TUESDAY, JULY 24, 2018 AT 2.30 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, 2018, 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.
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 approval of the Shareholders be and is hereby accorded for the ratification of appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Reg. no. 104607W/W100166) as Statutory Auditors of the Company from the conclusion of the Fifteenth Annual General Meeting till the conclusion of the Sixteenth Annual General Meeting of the Company, at a remuneration of Rs. 2,75,000/- (Rupees Two Lakh Seventy 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 2018-2019.”

SPECIAL BUSINESS:

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 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 Ananth Narayan Gopalakrishnan (DIN:05250681) who was appointed as an Additional Director (Independent) by the Board of Directors on May 9, 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 May 9, 2018 to May 8, 2021 and whose office shall not be liable to determination 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 27, 2018

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 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. 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 5.30 P.M. up to the date of 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 Resolution authorizing their representatives to attend and vote on their behalf at the Fifteenth Annual General Meeting.
8. Members / Proxies are requested to bring their copies of Annual Report 2017-18 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 appointment/re-appointment at this Annual General Meeting under Item Nos. 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 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. 4 of the accompanying Notice dated June 27, 2018.

Item No. 4

The Board at its meeting held on May 9, 2018 appointed Shri Ananth Narayan Gopalakrishnan (DIN:05250681) 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 Ananth Narayan Gopalakrishnan (DIN:05250681) 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 May 9, 2018 up to May 8, 2021.

Shri Ananth Narayan Gopalakrishnan holds a B.Tech degree in Electrical Engineering from IIT Bombay and is a PGDM holder from IIM Lucknow. He has over 24 years of experience in Banking and has served in reputed banking institutions like Standard Chartered Bank (2009-2017), Deutsche Bank (2006-2009) and Citibank (1993-2005). He also held the office of a Director on the Boards of Central Depository Services (India) Ltd., Standard Chartered Nepal Ltd., Fixed Income Money Market and Derivatives Association of India, Foreign Exchange Dealers' Association of India and Standard Chartered Securities (India) Ltd. He is currently serving as an Associate Professor in SPJIMR, a well-known and reputed institution for Masters in Business Administration. Shri Ananth Narayan Gopalakrishnan has requisite skills, expertise and rich experience in the area of Banking and his inclusion on the Board of the Company 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 Ananth Narayan Gopalakrishnan 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 Ananth Narayan Gopalakrishnan, 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 Meeting, 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 Ananth Narayan Gopalakrishnan as an Independent Director setting out the terms and conditions 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 Ananth Narayan Gopalakrishnan.

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

**Sd/-
Pankaj Srivastava
Company Secretary**

Mumbai, June 27, 2018

Registered Office:

CCIL Bhavan,

S. K. Bole Road,

Dadar (West), Mumbai - 400 028

Tel: 61546200 ♦ Fax: 24326042

Website: www.ccilindia.com

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

Annexure I**Details of Directors seeking appointment/re-appointment at the 15th Annual General Meeting scheduled to be held on July 24, 2018**

Name of Director	Shri N.S. Venkatesh	Shri Ananth Narayan Gopalakrishnan
Category	Non-Executive Director, Professional	Non-Executive Director, Independent
Designation	Director	Independent Director
Age	61 years	49 years
Date of first appointment on the Board	April 11, 2016	May 9, 2018
Qualifications	B.Sc, ACA	B.Tech in Electrical Engineering from IIT Bombay and PGDM from IIM Lucknow
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 AMFI.	He has over 24 years of experience in Banking and has served in reputed banking institutions. Has also held the office of a Director on various well-known institutions. He is currently serving as an Associate Professor in SPJIMR, a well-known and reputed institution for Masters in Business Administration.
Shareholding in the Company	Nil	Nil
Number of meeting of the Board attended during the FY 2017-18 / Number of meetings held during the tenure of Directors	3/4	NA
Directorships held in other Companies	(As on April 11, 2018) M/s. Indel Money Pvt. Ltd.	(As on April 22, 2018) Nil
Particulars of Committee Chairmanship/ Membership held in other Companies as on	(As on April 11, 2018) Nil	(As on April 22, 2018) Nil
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 and sitting fees as mentioned below shall be paid.	As mentioned in the resolution no. 4 above and sitting fees given below shall be paid
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	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

	the ceiling prescribed from time to time, under Companies Act 2013 and Rules thereunder.	prescribed from time to time, under Companies Act 2013 and Rules thereunder.
Remuneration last drawn during FY-2017-2018	Sitting Fees of Rs. 1,50,000/- for attending 3 Board Meetings of the Company.	Nil



Attendance Slip

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 15th Annual General Meeting of the Company held on Tuesday, July 24, 2018 at 2.30 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 ♦ 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 15th Annual General Meeting/ ~~Extraordinary General Meeting~~ of the Company, to be held on Tuesday the 24th day of July 2018 at 2.30 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	Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon
2	Appointment of a Director in place of Shri N.S. Venkatesh (DIN-01893686), who retires by rotation and being eligible, offers himself 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 2018-19 and fixing their remuneration.
SPECIAL BUSINESS	
4.	Appointment of Shri Ananth Narayan Gopalakrishnan (DIN:05250681) as Independent Director of the Company.

Signed this..... day of..... 2018

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.