

Transcript of the proceedings of 17th Annual General Meeting of Clearcorp Dealing Systems (India) Limited held on Wednesday, July 22, 2020 at 4:00 P.M. through Video Conferencing.

Directors Present:

Shri R. Gandhi Non - Executive Chairman & Director
(Attended through VC from Bengaluru)

Shri R. Sridharan Managing Director
(Attended in person)

Shri Narayan Seshadri Independent Director
(Attended through VC from Mumbai)

Members Present:

Shri R. Sridharan Authorized representative of The Clearing Corporation of India Ltd.
(Attended in person)

Shri O. N. Ravi Nominee of The Clearing Corporation of India Ltd.
(Attended in person)

Shri Kausick Saha Nominee of The Clearing Corporation of India Ltd.
(Attended through VC from Mumbai)

Shri Deepak Chande Nominee of The Clearing Corporation of India Ltd.
(Attended in person)

Shri Kamal Singhania Nominee of The Clearing Corporation of India Ltd.
(Attended in person)

Shri Pradeep Naik Nominee of The Clearing Corporation of India Ltd.
(Attended in person)

Also Present

Shri Hare Krishna Jena Managing Director Designate - CCIL

Public

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(Attended in person)

Shri Deepak Chande Chief Financial Officer

(Attended in person)

Shri Pankaj Srivastava Company Secretary

(Attended in person)

Shri Daraius Fraser Representative of M/s. Kalyaniwalla & Mistry, LLP, Statutory Auditors

(Attended through VC from Mumbai)

1. Date, Time and Venue of the Meeting:

The 17th Annual General Meeting (AGM) of Clearcorp Dealing Systems (India) Limited (“the Company/Clearcorp”) was held on Wednesday, July 22, 2020 through Video Conferencing (VC) from CCIL Bhavan, S. K. Bole Road, Dadar (West), Mumbai-400028 (Registered Office and deemed venue of AGM). The Meeting commenced at 4:00 P.M. and concluded at 4:30 P.M.

2. Transcript of the Meeting:

Shri Pankaj Srivastava, Company Secretary

In terms of Article 103 of the Articles of Association of the Company, the Chairman of the Board shall be entitled to take the chair at every General Meeting. I request Shri R. Gandhi, Chairman of the Board to act as the Chairman for the 17th AGM of the Company.

Shri R. Gandhi, Chairman

Thank you, Pankaj.

On behalf of the Board of Directors, I, R. Gandhi, Chairman of the Board of Clearcorp Dealing Systems (India) Limited, cordially welcome all the Members to the 17th Annual General Meeting of the Company. I am attending the meeting through VC from my residence in Nagawara, Bengaluru. In pursuance of the circulars issued by the Ministry

of Corporate Affairs (MCA), the meeting is being conducted through VC. Participation of members attending meeting in-person or through VC is being recorded for the purpose of quorum, as per the circulars issued by MCA and Section 103 of the Companies Act, 2013. Requisite quorum is present in terms of the requirements under the Companies Act, 2013 and MCA Circulars.

The quorum being present, I call this meeting to order. The AGM is convened at short notice for which the consent of all the Members has been received as required under the provisions of Companies Act, 2013. Shri R. Sridharan, Managing Director is attending this AGM in-person from the Registered Office of the Company, which is the deemed venue of the AGM and Shri Narayan Seshadri, Independent Director, is attending this AGM through VC. Further, Shri N. S. Venkatesh, Non-Executive Director, Shri Ananth Narayan, Independent Director have expressed their inability to attend the meeting due to their pre-occupation. I request Shri Narayan Seshadri, joining the meeting through VC to introduce himself.

Shri Narayan Seshadri, Independent Director

Good afternoon all, myself Narayan Seshadri, Independent Director of the Company, joining this AGM through VC from my residence in Mumbai. Thank you.

Shri R. Gandhi, Chairman

Thank you, Shri Seshadri

We also have Shri Hare Krishna Jena, Managing Director Designate – CCIL, who will be taking over as the Managing Director of CCIL, Holding Company w.e.f. August 1, 2020 and is also proposed to be appointed as Managing Director of the Company from even date. We also have Shri Daraius Fraser, Partner, M/s. Kalyaniwalla & Mistry, LLP, representing Statutory Auditors of the Company, attending the meeting through VC. We also have Shri Deepak Chande, Chief Financial Officer and Shri Pankaj Srivastava, Company Secretary, Key Managerial Personnel (KMPs) of the Company attending this AGM from the registered office of the Company. Also, some members are attending the meeting in-person from the registered office of the Company. I thank all the Members for joining the AGM.

The Notice of AGM along with the Explanatory Statement and the Annual Report for FY 2019-20 were sent to all the members at the e-mail IDs registered with the Company within the prescribed time limit under the provisions of the Companies Act, 2013 and other authorised personnel who are required to get them under the Companies Act, 2013. Since the meeting is being conducted through VC, attendance slip, proxy form and route map were not annexed to the Notice of AGM.

I now request Shri Pankaj Srivastava, Company Secretary to provide general information and instructions to the members with regard to the AGM.

Shri Pankaj Srivastava, Company Secretary

Thank you, Chairman Sir

Register of Members (Shareholders), Register of Directors and Key Managerial Personnel, Register of Contracts or Arrangements in which Directors are interested along with other Statutory Registers and Statutory Auditors Report are tabled at Meeting and are kept open for inspection by the Members.

Pursuant to the provisions of Section 107 of the Companies Act, 2013, at a general meeting a resolution put to vote shall, unless a poll is demanded or voting is carried out electronically, be decided on show of hands. Since the requirement of electronic voting is not applicable to the Company, the Company is permitted to conduct voting by show of hands at the meeting. Accordingly, all the resolutions shall be put to vote by show of hands.

I now request Chairman Sir to address the Members.

Shri R. Gandhi, Chairman

Thank you, Pankaj.

Address by the Chairman

The financial year 2019-20 was an operationally satisfying and eventful year for Clearcorp. The TREPS platform witnessed a surge in the volumes and revenue whereas there was a dip in the volumes and revenue generated by the Forex platforms. The significant development

during the financial year was the authorization granted by the Reserve Bank of India to the Company as an ETP operator under The Electronic Trading Platforms (Reserve Bank) Directions, 2018 covering all the trading platforms owned/managed by it, namely NDS-OM, NDS-CALL, TREPS, FX-CLEAR, FX-SWAP, CROMS, and ASTROID. The Company has launched the FX-Retail platform and CROMS web during the financial year. Further, the information pertaining to the net profits and other relevant details regarding the performance of the Company is mentioned in the Annual Report for the financial year 2019-20 that was already circulated to the members. In the forthcoming financial year 2020-21, Clearcorp intends to expand its business/services by introducing the clearing member structure in the derivatives and forex segments.

On behalf of the Board, I place on record appreciation for the dedication with which the Company and its employees have continued to provide uninterrupted services to the market participants and ensured business continuity under the able leadership of Shri Sridharan, Managing Director, considering the difficulties posed by the lockdown imposed in the State due to the outbreak of COVID 19 in the country.

I congratulate and thank all the Members, Directors, Auditors, staff and vendors of the Company and CCIL, the Holding Company for the successful completion of the financial year 2019-20, which would not have been possible without their unconditional support. I also thank Reserve Bank of India (RBI) for their continuous guidance and support.

With the permission of Members, the Notice convening the 17th AGM along with the Explanatory Statement may be taken as read.

The Statutory Auditors, M/s. Kalyaniwalla & Mistry, LLP has expressed unqualified opinion in the audit report for the financial year 2019-20. Since there are no qualifications and observation, with the permission of members, the same can be taken as read.

Now we proceed with the ordinary business of the Company, the first agenda item is to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, the reports of the Board of Directors and Auditors thereon.

With the permission of members, the resolution is taken as read.

Objective and Implications of the resolution is that in terms of Sections 129 and 134 of the Companies Act, 2013, the audited financial statements of the Company for the financial year ended March 31, 2020, the report of the Board of Directors and Auditors thereon shall be adopted by the Shareholders at the Annual General Meeting. After its adoption the same would be filed with ROC in terms of Section 137 of the Act.

I would request one of the member to propose the said resolution and another member to second the same.

Shri Kamal Singhania, Nominee of The Clearing Corporation of India Ltd., Member

I propose the said resolution.

Shri O. N. Ravi, Nominee of The Clearing Corporation of India Ltd., Member

I second the same.

Shri R. Gandhi, Chairman

Thank you. The resolution is now put to vote by show of hands.

Those who are in favour, please raise your hands.

Those who are not in favour, please raise your hands.

There being no opposition, I now declare that the resolution is passed unanimously as an Ordinary Resolution.

The second agenda item is 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.

With the permission of members, the resolution is taken as read.

Objective and Implications of the resolution is that Shri N. S. Venkatesh (DIN: 01893686), Non-Executive Director of the Company, whose office is liable to retire by rotation, is proposed to be re-appointed as a Director of the Company in terms of Section 152 of the Companies Act, 2013.

I would request one of the member to propose the said resolution and another member to second the same.

Shri Pradeep Naik, Nominee of The Clearing Corporation of India Ltd., Member

I propose the said resolution.

Shri Deepak Chande, Nominee of The Clearing Corporation of India Ltd., Member

I second the same.

Shri R. Gandhi, Chairman

Thank you. The resolution is now put to vote by show of hands.

Those who are in favour, please raise your hands.

Those who are not in favour, please raise your hands.

There being no opposition, I now declare that the resolution is passed unanimously as an Ordinary Resolution.

As I am interested in the following agenda items, I request Shri Narayan Seshadri to take the Chair and proceed further for the next two agenda items of special business:

Shri Narayan Seshadri, Independent Director

Thank you, Shri Gandhi.

Now we proceed with the Special businesses of the AGM, third agenda item is to approve the appointment of Shri Rama Subramaniam Gandhi (holding DIN: 03341633) as a Director (liable to retire by rotation) of the Company.

With the permission of members, the resolution is taken as read.

Objective and Implications of the resolution is that in terms of the provisions of Section 161 of the Companies Act, 2013, Shri R. Gandhi, holds office as an Additional Director, upto this Annual General Meeting(AGM). The Company has received a notice in writing from The Clearing Corporation of India Limited, proposing the candidature of Shri R. Gandhi for the office of Directorship in terms of the Companies Act, 2013.

Shri R. Gandhi is a financial sector policy expert and adviser. Currently, he advises banks, finance companies and fintech entities. His expertise includes banking and non-banking regulation, payment systems, financial markets, Fin Tech and currency management. He is a prolific speaker and covers, including the aforesaid areas, wide range of subjects. He was a Deputy Governor of the Reserve Bank of India for three years from 2014 to 2017. He has been a seasoned and accomplished central banker for 37 years. In view of his vast knowledge and experience in the banking and financial services sector, appointment of Shri R. Gandhi on the Board will be in the best interest of the Company. Accordingly, the resolution is placed before the members for their approval.

I would request one of the member to propose the said resolution and another member to second the same.

Shri Deepak Chande, Nominee of The Clearing Corporation of India Ltd., Member

I propose the said resolution.

Shri O. N. Ravi, Nominee of The Clearing Corporation of India Ltd., Member

I second the same.

Shri Narayan Seshadri, Independent Director

Thank you. The resolution is now put to vote by show of hands.

Those who are in favour, please raise your hands.

Those who are not in favour, please raise your hands.

There being no opposition, I now declare that the resolution is passed unanimously as an Ordinary Resolution.

Now we proceed with the fourth and last agenda item to appoint of Shri Rama Subramaniam Gandhi (holding DIN: 03341633) as Non-Executive Chairman of the Company.

With the permission of members, the resolution is taken as read.

Objective and Implications of the resolution is that as per extant practice, the Company has been appointing the Chairman of The Clearing Corporation of India Limited (CCIL), the Holding Company as the Chairman of the Company. Accordingly, the Board of Directors at its meeting held on November 20, 2019, appointed Shri R. Gandhi, former Deputy Governor, RBI, (holding DIN-03341633) as an Additional Director and Non-Executive Chairman of the Company, on account of his appointment as a Non-Executive Chairman of CCIL for a period of 3 years as approved by the Reserve Bank of India from the date of his appointment by the Board of CCIL i.e. with effect from September 20, 2019 upto September 19, 2022. In view of his appointment as the Chairman of CCIL, appointment of Shri Gandhi as the Chairman of the Company is in the best interest of the Company. Accordingly, the resolution is placed before the members for their approval.

I would request one of the member to propose the said resolution and another member to second the same.

Shri Kamal Singhania, Nominee of The Clearing Corporation of India Ltd., Member

I propose the said resolution.

Shri Deepak Chande, Nominee of The Clearing Corporation of India Ltd., Member

I second the same.

Shri Narayan Seshadri, Independent Director

Thank you. The resolution is now put to vote by show of hands.

Those who are in favour, please raise your hands.

Those who are not in favour, please raise your hands.

There being no opposition, I now declare that the resolution is passed unanimously as an Ordinary Resolution.

I request Shri Gandhi to take the Chair again to continue further with the proceedings of the Meeting.

Shri R. Gandhi, Chairman

Thank you, Shri Seshadri

With that, all the items as per the notice of the AGM are completed and I therefore declare the proceedings of the 17th AGM of Clearcorp Dealing Systems (India) Limited as concluded. I would like to thank the Members, Directors and Auditors for participating in the Meeting.

We place on record our sincere appreciation for the excellent work done by Shri Sridharan, Managing Director of the Company who would be demitting office at the close of business hours on July 31, 2020 and wish him for his future endeavors.

Shri R. Sridharan, Managing Director

I would like to thank the Members, the Board and the employees of the Company for their continuous support and the Board for their continuous guidance during my tenure as the Managing Director of the Company.

Shri O. N. Ravi, Nominee of The Clearing Corporation of India Ltd.

Thank you, Chairman Sir.

Thank you everybody for participating in the AGM.

----(End of Meeting)----