

Transcript of the proceedings of 19th Annual General Meeting of Clearcorp Dealing Systems (India) Limited held on Thursday, August 4, 2022 at 4:00 P.M. through Video Conferencing.

Directors Present:

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

Mr. Hare Krishna Jena Managing Director
(Attended through VC from Mumbai)

Members Present:

Mr. Hare Krishna Jena Authorized representative of The Clearing Corporation of India Ltd.
(Attended through VC)

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

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

Mr. Kausick Saha Nominee of The Clearing Corporation of India Ltd.
(Attended in person)

Mr. Kamal Singhanian Nominee of The Clearing Corporation of India Ltd.
(Attended in person)

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

Mr. K. Biju Nominee of The Clearing Corporation of India Ltd.
(Attended in person)

Also Present (Attended in person):

Mr. Deepak Chande Chief Financial Officer

Mr. Pankaj Srivastava Company Secretary

Mr. Rajen Ashar Partner, M/s. G. M. Kapadia & Co., Statutory Auditors

Public

1

1. Date, Time and Venue of the Meeting:

The 19th Annual General Meeting (AGM) of Clearcorp Dealing Systems (India) Limited (“the Company/Clearcorp”) was held on Thursday, August 4, 2022 by using ‘WebEx Application’. The Meeting commenced at 4:00 P.M. through Video Conferencing (VC) from CCIL Bhavan, S. K. Bole Road, Dadar (West), Mumbai-400028 (Registered Office and deemed venue of AGM) and concluded at 4.15 P.M.

2. Transcript of the Meeting:

Mr. 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 Mr. R. Gandhi, Chairman of the Board to act as the Chairman for the 19th AGM of the Company.

Mr. 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 19th Annual General Meeting of the Company. I am attending the meeting through VC from my residence in Bengaluru. In pursuance to 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. Mr. Hare Krishna Jena, Managing Director is attending this AGM through VC from from his residence at Dadar, Mumbai and Mr. Narayan Seshadri will be participating in this AGM in sometime. Further, Mr. N. S. Venkatesh, Non-Executive Director, Mr. Ananth Narayan, and Mr. P. R. Ramesh,

Independent Directors have expressed their inability to attend the meeting due to their pre-occupation. I request Mr. Hare Krishna Jena, joining the meeting through VC to introduce himself.

Mr. Hare Krishna Jena, Managing Director

Good afternoon all, myself Hare Krishna Jena, Managing Director of the Company, joining this AGM through VC from my residence at Dadar, Mumbai. Thank you.

Mr. R. Gandhi, Chairman

Thank you, Mr. Jena

We also have Mr. Rajen Ashar, Partner, M/s. G. M. Kapadia & Co., representing Statutory Auditors of the Company, attending the meeting in person. We also have Mr. Deepak Chande, Chief Financial Officer and Mr. 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 2021-22 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 Mr. Pankaj Srivastava, Company Secretary to provide general information and instructions to the members with regard to the AGM.

Mr. 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 the Meeting 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.

Mr. R. Gandhi, Chairman

Thank you, Pankaj.

Address by the Chairman

The FY 2021-22 was a significant year for Clearcorp as it facilitated the launch of new platforms, provided enhancements to existing platforms to provide wider avenues for trading to non-institutional entities.

During the financial year 2021-22, diverse trends were witnessed across various trading systems operated by the Company. Volumes dealt/reported on the NDS-OM platform declined by 12% as compared to the previous financial year. Similarly, volumes dealt/reported on the NDS-CALL platform fell by 19% during the financial year. However, trading in the money market platforms owned by Clearcorp i.e. CROMS and TREPS rose during the year by 12% and 45% respectively in comparison to the previous year. Trading on the FX-CLEAR platform also rose by 14% while on the other hand, trading on the FX-SWAP platform fell by 11% during the financial year. Volumes dealt on ASTROID platform rose significantly by 170%. The Company ensured business continuity and all the business operations were conducted smoothly amidst the second and third wave of COVID-19 witnessed during the financial year 2021-22.

Further, your Company has achieved significant milestone during the financial year 2021-22 as follows:

- Facilitation of retail trading on the NDS-OM platform under the aegis of the RBI Retail Direct Scheme was launched on November 12, 2021.
- The Company's Multimarket Surveillance System enabling real-time tracking of market activity in the seven Electronic Trading Platforms (ETPs) went live during financial year 2021-22.
- Introduction of Rollover and early delivery of outstanding Forward contracts on the FX-Retail platform in November 2021.
- Introduction of facility to book Option Period Forward contracts on the FX-Retail platform in March 2022.

For the financial year ended March 31, 2022, the Company's total income was Rs. 5,062 lakhs and Net profit after tax was Rs. 811 lakhs. The Net Worth of the Company was Rs. 11,790 lakhs. The profits of the Company for the financial year was lower compared to the previous year's mainly on account of increase in software maintenance expenses largely due to technical upgradation of software undertaken by the Company. Detailed Financial Statements were sent to the members and are also available on the website of the Company.

Taking into account the role of the Company as an Electronic Trading Platform operator and various other initiatives which the Company has undertaken or propose to undertake, the potential future growth of the Company looks positive.

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 2021-22, which would not have been possible without their unconditional support. I also thank Reserve Bank of India (RBI) for their continuous guidance and support.

I regret to inform that Mr. Narayan Seshadri will not be joining the meeting due to some sudden exigency.

With the permission of Members, the Notice convening the 19th AGM along with the explanatory statement may be taken as read.

The Statutory Auditors, M/s. G. M. Kapadia & Co. has expressed unqualified opinion in the audit report for the financial year 2021-22. 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, 2022, 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, 2022, the report of the Board of Directors and Auditors thereon shall be adopted by the members 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.

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

I propose the said resolution.

Mr. Kausick Saha, Nominee of The Clearing Corporation of India Ltd., Member

I second the same.

Mr. 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 second agenda item, I request Mr. Jena to take the Chair and proceed further for the following item of ordinary business:

Mr. Hare Krishna Jena, Managing Director

Thank you, Chairman Sir

The second agenda item is to appoint a Director in place of Mr. R. Gandhi (DIN: 03341633), 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 Mr. R. Gandhi (DIN: 03341633), Non-Executive Chairman 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.

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

I propose the said resolution.

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

I second the same.

Mr. Hare Krishna Jena, Managing 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 Chairman Sir to take the Chair again to continue further with the proceedings of the Meeting.

Mr. R. Gandhi, Chairman

Thank you, Mr. Jena

Now we proceed with the Special business of the AGM, the third and last agenda item is appointment of Mr. P. R. Ramesh (DIN: 01915274) as the Independent Director of the Company.

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

Objective and Implications of the resolution is that Mr. P. R. Ramesh (DIN: 01915274) was appointed as an Additional (Independent) Director by the Board of Directors at their meeting held on May 5, 2022. He holds office as an Additional Director till the date of this Annual General Meeting and has been recommended by the Board to be appointed as an Independent Director for a period of three consecutive years with effect from May 5, 2022 to May 4, 2025.

In accordance with Section 160 of the Companies Act, 2013, the Company has received a notice from The Clearing Corporation of India Limited, member, proposing the candidature of Mr. P. R. Ramesh for appointment as an Independent Director. His period of office shall not be liable to be determined for retirement by rotation. Mr. P. R. Ramesh is a Chartered Accountant and has vast experience in the areas of Audit, Finance and other related areas. He also acts as an Independent Director of various companies including CCIL, the Holding Company. His appointment on the Board as an Independent Director would be beneficial to the Company. Accordingly, the resolution is placed before the members for approval.

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

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

I propose the said resolution.

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

I second the same.

Mr. 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.

With that, all the items as per the notice of the AGM are completed and I therefore declare the proceedings of the 19th AGM of Clearcorp Dealing Systems (India) Limited as concluded. I would like to thank the Members, Directors and Auditors for participating in the Meeting.

Mr. 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)----