Clearcorp Dealing Systems (India) Limited

(CIN U74999MH2003PLC140849)

Registered office: CCIL Bhavan, S. K. Bole Road, Dadar (West), Mumbai - 400 028.
Tel: +91 022 6154 6200/ 4154 6200 Website: www.clearcorp.co.in

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY-THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF CLEARCORP DEALING SYSTEMS (INDIA) LIMITED WILL BE HELD ON THURSDAY, JULY 30, 2026 AT 4.00 P.M. (I.S.T.) THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS ("VC/OAVM") 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, 2026, along with the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. N. S. Venkatesh (holding DIN: 01893686), who retires by rotation and being eligible, offers himself for re-appointment.

3. To consider and approve the appointment and remuneration of M/s. KKC & Associates LLP, Chartered Accountants (Firm Reg. no. 105146W/W100621) as Statutory Auditors of the Company in place of M/s. G. M. Kapadia & Co., Chartered Accountants and 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 139, 140, 141, 142 and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time and based on recommendation of the Board, M/s. KKC & Associates LLP., Chartered Accountants (Firm Reg. no. 105146W/W100621) be and is hereby appointed as Statutory Auditors of the Company in place of the retiring Auditors M/s. G. M. Kapadia & Co., Chartered Accountants (Firm Reg. no. 104767W), to hold office for a term of 5 (five) consecutive years from the conclusion of this 23rd Annual General Meeting until the conclusion of the 28th Annual General Meeting at remuneration of Rs. 5,00,000/- towards audit fees plus applicable taxes and out of pocket expenses (which are to be reimbursed at actuals) for the Financial Year 2026-2027 and Rs. 80,000 each plus applicable taxes and out of pocket expenses (which are to be reimbursed at actuals) for the quarterly limited review for quarters ending September 2026 and December 2026 and at such remuneration as may be decided by the Board, for the Financial Years 2027-28 to 2030-2031."

SPECIAL BUSINESS:

4. Appointment of Mr. M. Rajeshwar Rao (DIN: 11423846) as a Director (liable to retire by rotation) of the Company and 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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) for the time being in force as amended from time to time, Mr. M. Rajeshwar Rao (DIN: 11423846), who was appointed as an Additional Director, by the Board of Directors at its meeting held on January 28, 2026 pursuant to Article 142 of the Articles of Association of the Company and who holds such office until the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing, under Section 160 (1) of the Companies Act, 2013, from The Clearing Corporation of India Limited, a member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. Appointment of Mr. M. Rajeshwar Rao (DIN: 11423846) as Non-Executive Chairman of the Company and 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 applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) for the time being in force and the Articles of Association of the Company, the consent of the members be and is hereby accorded for the appointment of Mr. M. Rajeshwar Rao (DIN: 11423846), as Non-Executive Chairman of the Company w.e.f. the date of his appointment by the Board i.e. January 28, 2026."

"RESOLVED FURTHER THAT sitting fees shall be payable to the Chairman in accordance with the provisions of the Companies Act, 2013 and as may be decided by the Board of Directors of the Company from time to time in terms of the Articles of Association of the Company, for all the meetings of the Board/Committees of the Company attended by him as the Chairman or Member or as a special invitee."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolutions and for removal of any doubts or difficulties, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable, to give, from time to time, such directions as may be necessary, expedient, usual or proper and to settle any question or doubt that may arise in relation thereto or 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/-
Pankaj Srivastava
Company Secretary

Mumbai, July 7, 2026

Registered Office:
CCIL Bhavan, S. K. Bole Road,
Dadar (West), Mumbai – 400 028
Tel: 022 6154 6200/ 4154 6200 | Fax: 022 2432 6042
Website: https://www.clearcorp.co.in/ | Email id: ssd@ccilindia.co.in
CIN: U74999MH2003PLC140849
Prominent Landmark: Near Our Lady of Salvation Church (Portuguese Church)

NOTES:

1) **Ministry of Corporate Affairs ('MCA') has inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars') has permitted holding of the Annual General Meeting ('AGM') through Video Conferencing or Other Audio Visual Means ('VC/OAVM'), without physical presence of Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act') read with rules framed thereunder and MCA Circulars, the AGM of the Company is being held through VC/OAVM on Thursday, July 30, 2026 at 4.00 p.m. (I.S.T.). The deemed venue for the 23rd AGM will be the registered office of the Company situated at CCIL Bhavan, S. K. Bole Road, Dadar (West), Mumbai – 400 028.**

2) IN LIGHT OF THE MCA CIRCULARS, THE NOTICE ALONG WITH THE ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026 CONSISTING OF THE BOARD'S REPORT, AUDITORS' REPORT, FINANCIAL STATEMENTS AND OTHER DOCUMENTS REQUIRED TO BE ATTACHED THEREWITH (COLLECTIVELY REFERRED TO AS NOTICE) HAVE BEEN SENT ONLY TO THOSE MEMBERS WHOSE E-MAIL IDs ARE REGISTERED WITH THE COMPANY THROUGH ELECTRONIC MEANS AND NO PHYSICAL COPY OF THE NOTICE HAS BEEN SENT BY THE COMPANY TO ANY MEMBER. THE NOTICE CONVENING THE 23RD AGM HAS ALSO BEEN UPLOADED ON THE WEBSITE OF THE COMPANY AT https://www.clearcorp.co.in/ and can be accessed under **About Us → Investor Relations → Annual General Meetings(AGMs).**

3) PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THE AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM FACILITY, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF THE MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES TO ATTEND AND CAST VOTE IS NOT AVAILABLE FOR THIS AGM. HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

4) MEMBERS INTENDING TO APPOINT THEIR AUTHORISED REPRESENTATIVES PURSUANT TO SECTION 113 OF THE ACT TO ATTEND THE AGM THROUGH VC/OAVM FACILITY ARE REQUESTED TO SEND CERTIFIED COPY OF THE BOARD RESOLUTION ALONGWITH THE LETTER OF AUTHORITY/POWER OF ATTORNEY TO THE COMPANY AT THE

FOLLOWING E-MAIL ID: ssd@ccilindia.co.in

5) In light of the MCA circular no. 14/2020 dated April 8, 2020, the meeting shall be conducted by voting through show of hands. However, in case a poll is required to be taken during the AGM on any resolution, the same shall take place during the meeting and in such case, the members can convey/send their vote on the following e-mail ID: **clearcorpagm@ccilindia.co.in. Further, the members can convey/send their vote, in case poll is demanded, only through their email addresses registered with the Company given at the time of registration.**

6) Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Business Item Nos. 3 to 5 set out above is annexed hereto and forms part of this Notice.

7) The attendance of the Members attending the AGM through VC/OAVM facility will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8) Documents, if any, referred to in the Notice may be inspected through electronic mode by sending an e-mail to ssd@ccilindia.co.in or can be inspected at the Registered Office on any working day during business hours between 10.30 A.M to 5.00 P.M. up to the date of the meeting and also during the continuation of the meeting through VC/OAVM facility.

9) 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 23rd Annual General Meeting under item No. 2, 4 and 5 of the Notice, are annexed hereto.

10) 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.

11) All resolutions passed at the meeting shall be considered as passed in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder. Further, the mechanism provided in the MCA circulars along with the provisions of the Act and rules are complied with.

INSTRUCTIONS FOR PARTICIPATING IN AGM THROUGH VC/OAVM FACILITY

In accordance with the aforementioned MCA Circulars, the Company has made arrangements for providing the VC facility to the Members for participating in the Meeting. The Members are requested to follow the instructions mentioned below in order to participate in the Meeting through VC mechanism:

a. The Company has arranged for a Video Conferencing (VC) facility for the 23rd Annual General Meeting. Following are the requisite details for accessing the same:
   - The VC facility will be provided through the WebEx tool/platform with recording for the meeting.
   - You can join the VC using a Laptop/Desktop with Web Browser (Chrome, Internet Explorer etc.) or using the WebEx App on the Ipad/Android Tablet/phone.
   - You may install the Laptop/Desktop App from the link https://www.webex.com/downloads.html. This will enable you to join the meeting from the Laptop/Desktop.
   - Additionally, you may download and install the WebEx App on your Ipad from the Apple App Store and from Play Store for the Android Tablet/phone (Search for WebEx).

b. The meeting number/link to join the VC for the AGM will be communicated to the Members separately by e-mail.

c. The video/audio experience may vary based on the user's available Internet bandwidth and network connectivity.

d. The facility for joining the Meeting shall be kept open 15 minutes before the time scheduled to start the meeting and 15 minutes after the expiry of the said scheduled time.

e. Queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent through email at ssd@ccilindia.co.in well before the date of the meeting so that the answers may be made readily available at the meeting.

f. Members are requested to send e-mail at ssd@ccilindia.co.in or call at the below numbers in case of any technical assistance required at the time of log in/ accessing/ voting at the Meeting through VC;

Sr. No.	Name of The Concerned Person	Telephone Nos.
1	Mr. Venkatesh Ramaswamy, SVP, IT Dept.	022 6154 6211
2	Mr. Pankaj Srivastava, Company Secretary	022 6154 6548
3	Mr. Rohan Gavas, Secretarial Dept.	022 6154 6542
4	Ms. Neha Samani, Secretarial Dept.	022 6154 6543
5	Mr. Amar Dedhia, Secretarial Dept.	022 6154 6550

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 Nos. 3 to 5 of the accompanying Notice dated July 7, 2026.

Item No.3:

In terms of the requirements of Section 139 of the Companies Act, 2013, every Company shall appoint Statutory Auditors for a period of 5 (five) consecutive years who shall hold office till the conclusion of the 6th Annual General Meeting from the date of appointment at the concerned Annual General Meeting and thereafter till the conclusion of every sixth meeting and manner and procedure of selection of auditors by the members of the Company at such meeting shall be such as may be prescribed.

The Company at its 18th Annual General Meeting (AGM), appointed M/s. G. M. Kapadia & Co., Chartered Accountants (Firm Reg. No. 104767W) as Statutory Auditors for a period of 5 years from the conclusion of the 18th AGM until the conclusion of the 23rd AGM i.e. from the financial year 2021-2022 to the financial year 2025-2026 in terms of the provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 as amended from time to time. As advised by RBI, The Clearing Corporation of India Limited (CCIL), the holding company is required to rotate statutory auditors every five years. Therefore, CCIL will appoint a new statutory auditor in place of M/s. G.M. Kapadia & Co. As per the extant practice, the Statutory Auditor appointed by CCIL, the holding company is also appointed as the Statutory Auditors of the Company.

In view of the above, the Company is required to appoint new Statutory Auditors in place of M/s. G. M. Kapadia & Co, retiring Statutory Auditors.

The Audit Committee of CCIL in its meeting held on April 21, 2026, decided in-principle to select and recommend the appointment of M/s. KKC & associates LLP as Statutory Auditors of CCIL and its subsidiaries, including the Company.

In view of the above, the appointment of M/s. KKC & associates LLP, Chartered Accountants (Reg. no. 105146W/W100621) as Statutory Auditors in place of M/s. G. M. Kapadia & Co., Chartered Accountants has been recommended by the Board of Directors of CCIL to the shareholders of CCIL.

Therefore, pursuant to the provisions of the said Act and Rules made thereunder, the Board of Directors of the Company at their meeting held on May 11, 2026, considered and recommended to the shareholders, the appointment of M/s. KKC & Associates LLP, Chartered Accountants (Reg. no. 105146W/W100621) as Statutory Auditors of the Company to hold office as such from the conclusion of this 23rd Annual General Meeting till the conclusion of the 28th Annual General Meeting at a remuneration of Rs. 5,00,000/- towards audit fees plus applicable taxes and out of pocket expenses (which are to be reimbursed at actuals) for the Financial Year 2026-2027 and Rs. 80,000 each plus applicable taxes and out of pocket expenses (which are to be reimbursed at actuals) for the quarterly limited review for quarters ending September 2026 and December 2026 and at such remuneration as may be decided by the Board, for the Financial Years 2027-28 to 2030-2031. The Company has received inter alia, the consent of M/s. KKC & Associates LLP, Chartered Accountants and a certificate of eligibility confirming that they are eligible to be appointed under Sections 139 and 141 of the Companies Act, 2013 and are not disqualified under the Act, Chartered Accountants Act, 1949 and rules and regulations made thereunder. Further, M/s. KKC & Associates LLP have also confirmed that they satisfy the criteria of independence vis-a-vis Company.

In terms of the provisions of Section 140(4)(i) Special Notice shall be required for a resolution at an annual general meeting appointing as auditor a person other than a retiring auditor, or providing expressly that a retiring auditor shall not be re-appointed, except where the retiring auditor has completed a consecutive tenure of five years or, as the case may be, ten years, as provided under sub-section (2) of section 139. Since M/s. G.M. Kapadia & Co. has completed only one term of five years, for appointment of another firm in their place a special notice is required in terms of the said provisions of the Companies Act, 2013. Accordingly, the Company has received a special notice dated July 6, 2026 from CCIL, holding company, proposing an Special Resolution to be moved at the forthcoming Annual General Meeting of the Company for appointment of M/s. KKC & Associates LLP, Chartered Accountants (Reg. no. 105146W/W100621) as Statutory Auditors in place of M/s. G.M. Kapadia & Co. A copy of the said Special Notice together with the proposed resolution is annexed hereto.

The Board recommends for your approval the passing of the Ordinary Business as mentioned in Item No. 3 as a Special Resolution.

Documents, if any, referred above including copy of Special Notice received, are made available for inspection in terms of Point 8 of the Notes to the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item Nos. 4 and 5:

As per extant practice, the Company has been appointing the Chairperson of The Clearing Corporation of India Limited (CCIL), the holding company as the Chairperson of the Company. Accordingly, the Board of Directors at its meeting held on January 28, 2026, appointed Mr. M. Rajeshwar Rao, former Deputy Governor, RBI, (DIN:11423846) 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 January 8, 2026 upto January 7, 2029.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Article 142 of the Articles of Association of Company, Mr. M. Rajeshwar Rao holds office as an Additional Director till this Annual General Meeting. The Company has received a notice in writing from The Clearing Corporation of India Limited, a member, proposing the candidature of Mr. M. Rajeshwar Rao for the office of a Director, liable to retire by rotation pursuant to Section 160 of the Companies Act, 2013.

Mr. M. Rajeshwar Rao holds a Bachelor's degree in Economics and a Master of Business Administration. He is also a Certificated Associate of the Indian Institute of Bankers (CAIIB). He was Deputy Governor of Reserve Bank of India (RBI) from October 9, 2020 to October 8, 2025, after completing a distinguished tenure of five years in the position and over 41 years of exemplary service in the RBI. Prior to his elevation to this role, he served as Executive Director of RBI. During his tenure as Deputy Governor, Mr. Rao provided strategic leadership and policy direction to several critical departments, including the Department of Regulation, Secretary's Department, Enforcement Department, Legal Department, and Risk Monitoring Department. He also represented RBI in various eminent international forums such as the Financial Stability Board (FSB) and the Network for Greening the Financial System (NGFS). A career central banker, Mr. Rao joined the Reserve Bank of India in 1984 and held a wide range of key assignments during his illustrious career. As Executive Director, he oversaw the Financial Markets Operations Department, International Department, Internal Debt Management Department, and the Secretary's Department. Earlier, he served as Chief General Manager of the Financial Markets Operations Department and headed the Risk Monitoring Department. Throughout his over four-decade-long association with RBI, Mr. Rao has made significant contributions to the formulation and implementation of key regulatory, supervisory, and policy measures, leaving a lasting imprint on India's banking and financial landscape.

The Company has received from Mr. M. Rajeshwar Rao, a consent to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified from being appointed as a Director under sub-section 2 of Section 164 of the Companies Act, 2013.

A brief profile covering the details of his age, qualification, experience, terms and conditions of appointment, etc. as required pursuant to the Secretarial Standards on General Meetings, is annexed to this Notice as Annexure I. The Board considers that on account of vast knowledge and experience of Mr. M. Rajeshwar Rao in the Banking Sector, his appointment as a Director and Non-Executive Chairman will be in the interest of the Company.

The Board recommends for your approval by passing of the special items of business as mentioned at item nos. 4 and 5 as Ordinary Resolutions.

The documents, if any, referred above, shall be made available for inspection in terms of Point 8 of the Notes to the accompanying notice.

None of the Directors, Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the said resolutions except Mr. M. Rajeshwar Rao.

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

Sd/-
Pankaj Srivastava
Company Secretary

Mumbai, July 7, 2026

Registered Office:
CCIL Bhavan, S. K. Bole Road,
Dadar (West), Mumbai – 400 028
Tel: 022 6154 6200/ 4154 6200 | Fax: 022 2432 6042
Website: https://www.clearcorp.co.in/ | Email id: ssd@ccilindia.co.in
CIN: U74999MH2003PLC140849
Prominent Landmark: Near Our Lady of Salvation Church (Portuguese Church)

Annexure I

Details of Directors seeking appointment/re-appointment at the 23rd Annual General Meeting scheduled to be held on July 30, 2026

Name of Director	**Mr. N. S. Venkatesh**	**Mr. M. Rajeshwar Rao**
Category/ Designation	Non-Executive Director	Additional Director (Non-Executive Chairman)
Age	69 years	65 years
Date of first appointment on the Board	April 11, 2016	January 28, 2026
Qualifications	B.Sc., ACA, CAIIB, Diploma in Financial Services	– Certificated Associate of the Indian Institute of Bankers – Master of Business Administration – Bachelor in Economics from Cochin University
Experience	Over three decades of experience in the banking sector including over two decades in managing Treasury and International Banking. Currently, he is a Chief Executive of Bharat InvITs Association. He is also former Chief Executive of Association of Mutual Funds in India, former Executive Director and CFO of IDBI Bank Ltd.	Former Deputy Governor of the Reserve Bank of India from 2020 to 2025 and a central banker for 41 years. Presently serving as the Independent Director and Non-Executive Chairman of The Clearing Corporation of India Limited, the holding company of the Company and is also a Senior Advisor at IRDAI and E&Y.
Shareholding in the Company	Nil	Nil
Number of meeting of the Board attended during the FY 2025-26 / Number of meetings	3/4	1/1

Name of Director	Mr. N. S. Venkatesh	Mr. M. Rajeshwar Rao
held during the tenure of Directors		
Directorships held in other Companies	**(As on April 15, 2026)** 1. Indel Money Limited 2. Dharmishta Mithran 3. Integro Finserv Private Limited 4. Legal Entity Identifier India Limited 5. Paytm Money Limited 6. Athachi Finserv Private Limited 7. Acuite Ratings & Research Limited 8. Bandhan Mutual Fund Trustee Limited 9. Carnelian Asset Management & Advisors Private Limited 10. RINAC India Limited 11. AU Small Finance Bank Limited 12. BSE Index Services Private Limited	**(As on April 15, 2026)** 1. The Clearing Corporation of India Limited
Particulars of Committee Chairmanship/ Membership held in other Companies	**(As on April 15, 2026)** 1. **Indel Money Limited** – Chairman of Audit Committee 2. **Legal Entity Identifier India Limited** – Member of Investment Committee of Directors	**(As on April 15, 2026)** **1. The Clearing Corporation of India Limited** – Chairman of Corporate Social Responsibility Committee – Chairman of Regulatory Compliance Committee – Chairman of Committee for Bye-Laws, Rules and Regulations (BRR) – Member of Audit Committee – Member of Nomination and Remuneration Committee – Member of Technical Approval Committee

Name of Director	Mr. N. S. Venkatesh	Mr. M. Rajeshwar Rao
		– Committee of Directors on Risk Management
Relationship with other Directors / KMP of the Company	None	None
Terms and Conditions of appointment/ re-appointment	Proposed to be reappointed as Non – Executive Director, liable to retire by rotation and sitting fees as mentioned below shall be paid.	Proposed to be appointed as Director liable to retire by rotation and Non – Executive Chairman and sitting fees as mentioned below shall be paid.
Remuneration sought to be paid	Sitting fees of Rs. 75,000/- 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 framed thereunder for attending each meeting of the Board. Further, sitting fees of Rs. 50,000/- or such amount as may be decided by the Board, subject to maximum ceiling prescribed under the Act shall be payable for attending each Committee Meetings, if any, of the Company. Also, Directors may be paid such other amount for specific purposes as may be approved by the Board from time to time.	Sitting fees of Rs. 75,000/- 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 framed thereunder for attending each meeting of the Board. Further, sitting fees of Rs. 50,000/- or such amount as may be decided by the Board, subject to maximum ceiling prescribed under the Act shall be payable for attending each Committee Meetings, if any, of the Company. Also, Directors may be paid such other amount for specific purposes as may be approved by the Board from time to time.
Remuneration last drawn during 2025-26	Rs. 2,25,000/-	Rs. 75,000/-

Date: July 6, 2026
CCIL/SCC/26/0057

To,

The Board of Directors
Clearcorp Dealing Systems (India) Limited
CCIL Bhavan, S. K. Bole Road,
Dadar (West), Mumbai - 400 028
Maharashtra, India

Subject: Special Notice under section 140(4)(i) of the Companies Act 2013 for appointment of M/s. KKC & Associates LLP, Chartered Accountants as Statutory Auditor of the Company in place of retiring Statutory Auditors M/s. G. M. Kapadia & Co, Chartered Accountants

Dear Sir,

We, The Clearing Corporation of India Limited, (holding Company), the shareholder of the Clearcorp Dealing Systems (India) Limited, holding 100% of paid-up share capital of the Company, hereby give Special Notice under the provisions of Section 140(4)(i) read with Section 115 of the Companies Act, 2013, for appointment of M/s. KKC & Associates LLP, Chartered Accountants (Firm Registration No. 105146W/W100621) as Statutory Auditor of the Company in place of retiring Statutory Auditors M/s. G. M. Kapadia & Co, Chartered Accountants.

We hereby also submit a draft Special Resolution for considering at the ensuing 23rd Annual General Meeting of Clearcorp to be held on July 30, 2026. The same may be appropriately considered and sent to the shareholders alongwith any other documents / information as may be required.

You are requested to do the needful as per the provisions of the Companies Act, 2013.

With regards,

Yours sincerely,

For and on behalf of
The Clearing Corporation of India Limited

PANKAJ SRIVASTAVA
Digitally signed by PANKAJ SRIVASTAVA
Date: 2026.07.06 12:57:21 +05'30'

Pankaj Srivastava
Company Secretary and Compliance Officer

DRAFT SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 139, 140, 141, 142 and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time and based on recommendation of the Board, M/s. KKC & Associates LLP., Chartered Accountants (Firm Reg. no. 105146W/W100621) be and is hereby appointed as Statutory Auditors of the Company in place of the retiring Auditors M/s. G. M. Kapadia & Co., Chartered Accountants (Firm Reg. no. 104767W), to hold office for a term of 5 (five) consecutive years from the conclusion of this 23rd Annual General Meeting until the conclusion of the 28th Annual General Meeting at remuneration of Rs. 5,00,000/- towards audit fees plus applicable taxes and out of pocket expenses (which are to be reimbursed at actuals) for the Financial Year 2026-2027 and Rs. 80,000 each plus applicable taxes and out of pocket expenses (which are to be reimbursed at actuals) for the quarterly limited review for quarters ending September 2026 and December 2026 and at such remuneration as may be decided by the Board, for the Financial Years 2027-28 to 2030-2031."

THE CLEARING CORPORATION OF INDIA LIMITED
Regd. Office: CCIL Bhavan, S. K. Bole Road, Dadar (W), Mumbai - 400028
Tel: +91 22 6154 6200 / 4154 6200 **Fax:** 2432 6042 **Email:** info@ccilindia.co.in **Website:** www.ccilindia.com
CIN: U65990MH2001PLC131804