

NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting of the members of The Clearing Corporation of India Limited will be held on Monday, August 8, 2016 at 4.00 p.m at CCIL Bhavan, College Lane, Off. S. K. Bole Road, Dadar (West), Mumbai - 400 028 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:
 - (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 and the report of the Auditors thereon.
2. To declare dividend @ 8.5% on Redeemable Non-convertible Cumulative Preference Shares (RNCPS-I) for the year ended March 31, 2016.
3. To declare dividend on Equity Shares, for the year ended March 31, 2016.
4. To appoint a Director in place of Mr. Bhavesh Zaveri (holding DIN – 01550468), who retires by rotation and being eligible, offers himself for re-appointment.
5. 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, 140 and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s Kalyaniwalla & Mistry, Chartered Accountants (Reg. no. 104607W) be and is hereby appointed as statutory auditors of the Company in place of the retiring auditors, M/s Lodha & Company Chartered Accountants (Reg. no 301051E), to hold office for a term of 5 years from the conclusion of this 15th Annual General Meeting until the conclusion of the 20th Annual General Meeting at a remuneration of Rs. 9,00,000/- towards audit fees exclusive of out of pocket expenses and service tax (which is to be reimbursed at actuals) for the Financial Year 2016-2017 and subject to the ratification by the members at every Annual General Meeting

the reappointment of Statutory Auditors for the Financial Years 2017-18 to 2020-2021 at such remuneration as may be decided by the Board, for the said financial years.”

Special Business:

6. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT Mr. Karnam Sekar (holding DIN- 07400094), Nominee of State Bank of India, who was appointed as an Additional Director, by the Board of Directors at its meeting held on February 6, 2016 pursuant to Articles 131(3) and Article 134 of the Articles of Association of the Company and who holds office as such upto the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. 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 149, 150, 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, Mr Narayan Seshadri (holding DIN-00053563) who was appointed as an Additional Director (Independent) by the Board of Directors at its meeting held on April 12, 2016 pursuant to Article 134 of the Articles of Association of the Company and whose appointment as an Independent Director was recommended to the shareholders by the Board and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the date of his appointment approved by the Board i.e. with effect from April 12, 2016 up to April 11, 2021 and whose office shall not be liable to determination by retirement of Directors by rotation.”

**By Order of the Board of Directors,
For The Clearing Corporation of India Limited**

Sd/-

Company Secretary

Mumbai, July 11, 2016

Registered Office:

CCIL Bhavan,
College Lane, Off S. K. Bole Road,
Dadar (West), Mumbai - 400 028
Tel: 61546200 ♦ Fax: 24326042
Website: www.ccilindia.com
CIN-U65990MH2001PLC131804
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 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 items No.5 to 7 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 12.30 P.M. up to the date of Meeting.

7. The Dividend Cheques will be posted on or after August 8, 2016.
8. We also request you to provide the following RTGS details as the Company may make the payment of dividend through cheque or RTGS.

RTGS Details	
The Account Name	
Name of the Bank	
Name of the Branch	
Account Number	
Type of Account	
IFSC Code	

9. 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 AGM.
10. Members / Proxies are requested to bring their copies of Annual Report and duly filled attendance slips sent herewith along with the copies of Annual Report at the meeting.
11. 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 email on ssd@ccilindia.co.in.
12. The details as required under the Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (ICSI), of Directors seeking appointment/ re-appointment at this Annual General Meeting under Items No. 4, 6 and 7 of the Notice, is annexed hereto.
13. 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 STATEMENTS

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 Items No. 5 to 7 of the accompanying notice dated July 11, 2016.

Item No.5

The Company at its 13th Annual General Meeting, on recommendation of the Board appointed M/s Lodha and Company, Chartered Accountants as Statutory Auditors for a period of 2 years viz. FY 2014-15 and FY 2015-16 considering the maximum period as prescribed for the appointment as Statutory Auditors under the Companies Act, 2013. M/s. Lodha & Co. have already completed the maximum term of 11 years (i.e. 9 + 2 years of transitional period) as stipulated under the Companies Act, 2013. Hence pursuant to the provisions of the said Act and Rules thereunder, the Board of Directors at their meeting held on May 12, 2016, on recommendation of the Audit Committee, considered and recommended, to the shareholders the appointment of M/s. Kalyaniwalla & Mistry, Chartered Accountants (Reg. no. 104607W) as Statutory Auditors of the Company to hold office as such from the conclusion of this 15th Annual General Meeting till the conclusion of the 20th Annual General Meeting at a remuneration of Rs. 9,00,000/- towards audit fees exclusive of out of pocket expenses and service tax (which is to be reimbursed at actuals) for the Financial Year 2016-2017 and subject to the ratification by the members at every Annual General Meeting the reappointment of Statutory Auditor for the Financial Years 2017-18 to 2020-21 at such remuneration as may be decided by the Board for the said financial years. The Company has received *inter alia*, a certificate of eligibility from M/s. Kalyaniwalla & Mistry, Chartered Accountants, 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.

The Board recommends the passing of the Item No. 5 as an Ordinary resolution for your approval.

Documents, if any, referred above, are made available for inspection in terms of Point 6 of the Notes to the accompanying notice.

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

Item No. 6

Mr. Karnam Sekar (holding DIN - 07400094), Nominee of State Bank of India, was appointed by the Board of Directors, upon recommendation of Nomination and Remuneration Committee of Directors, as an Additional Director of the Company in place of Ms Varsha Purandare with effect from February 6, 2016. Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Article 134 of the Articles of Association of the Company, he holds office as such upto the date of this Annual General Meeting. The Company has received a notice in writing from one of its members along with a requisite deposit proposing the candidature of Mr. Karnam Sekar for the office of Directorship pursuant to Section 160 of the Companies Act, 2013.

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. The Board considers that on account of vast knowledge and experience of Mr Karnam Sekar in Banking Sector, his appointment will be in the interest of the Company.

The Board recommends the passing of the Item no. 6 as a Special Resolution for your approval.

Documents, if any, referred above, are made available for inspection in terms of Point 6 of the Notes to the accompanying notice. None of the Directors, Key Managerial Persons of the Company and / or their relatives are concerned or interested, financially or otherwise, in the said resolution except Mr. Karnam Sekar and the nominee Directors of the State Bank of India to the extent of their nomination.

Item No. 7

The Board of Directors at its meeting held on April 12, 2016 approved, upon recommendation of Nomination and Remuneration Committee of Directors, the appointment of Mr. Narayan Seshadri (holding 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 Mr. Narayan Seshadri as an Independent Director, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 for a term of five consecutive years from the date of his appointment approved by the Board i.e. with effect from April 12, 2016 up to April 11, 2021.

The Company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director.

Mr. Narayan Seshadri is a Chartered Accountant and has over three decades of experience in finance, investment advisory and Management Services, starting his career as a Finance and Commercial Executive with an industrial company. He is the founder of TranzMute Business Advisory LLP which partners with 1st generation entrepreneurs and family business to enable rapid growth in their business by providing new ideas, management and capital. Mr. Seshadri is also the founder of Halcyon Group, an investment advisory and management services organisation which works with latent businesses having growth potential to turn around or turn up their performance. Mr. Seshadri was also a member of Forex market Policy Committee established by the Governor, RBI and also as a member of a sub-committee of the Expert Group on Foreign Exchange markets. Mr. Narayan Seshadri is also an independent director of many leading companies and is also the Chairman/member of committees such as Audit Committee, Nomination and Remuneration Committee, CSR Committee etc. in some of these companies. In the opinion of the Board, Mr. Seshadri has vast experience in the areas of business advisory, management consulting and financial services which will be useful to the Company and he fulfills the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for his appointment as an Independent Director of the Company and is independent of the management. Mr. 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.

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. The Board considers that on account of vast knowledge and experience of Mr Narayan Seshadri, his appointment will be in the interest of the Company.

A copy of the draft letter for appointment of Mr. Narayan Seshadri 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.

The Board recommends the passing of the Item no. 7 as a Special Resolution for your approval.

Documents, if any, referred above, are made available for inspection in terms of Point 6 of the Notes to the accompanying notice. None of the Directors, Key Managerial Persons of the

Company and / or their relatives are concerned or interested, financially or otherwise, in the said resolution except Mr. Narayan Seshadri.

**By Order of the Board of Directors,
For The Clearing Corporation of India Limited**

Sd/-

Company Secretary

Mumbai, July 11, 2016

Registered Office:

CCIL Bhavan,
College Lane, Off S. K. Bole Road,
Dadar (West), Mumbai - 400 028
Tel: 61546200 ♦ Fax: 24326042
Website: www.ccilindia.com
CIN-U65990MH2001PLC131804
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 15th Annual General Meeting scheduled to be held on August 8, 2016.**

Name of Director	Mr. Bhavesh Zaveri	Mr. Karnam Sekar	Mr. Narayan Seshadri
Category	Non Executive Director, Promoter	Non-Executive Director, Promoter	Non-Executive Director, Independent
Designation	Nominee Director	Nominee Director	Independent Director
Date of Birth (Age)	24.12.1965 50 years and 6 months	01.07.1960 56 years	13.04.1957 59 years and 2 months
Date of first appointment on the Board	February 3, 2010	February 6, 2016	April 12, 2016
Qualifications	B.Com, M.Com, CAIIB from Indian Institute of Banking	B.Sc (AG)	B. Sc, FCA
Experience	Presently serving as Country Head – Operations & Technology, Cash Management Product with HDFC Bank Ltd. and has over three decades of experience in the Banking Sector.	Presently working as Dy. MD & CCO of State Bank of India and has over three decades of experience in the Banking sector	Presently the Chairman of Transmute Capital & Management. He is also the founder of Halcyon Group, an investment advisory and management services organization which works with latent businesses having growth potential to turn around or turn up their performance. He has over three decades of experience in finance, investment advisory, management consulting & financial services.
Shareholding in the Company	Nil	Nil	Nil
Number of meeting of the Board attended during the FY 2015-16 / Number of meetings held during the tenure of Directors	5/8	1/1	N.A.

Directorships held in other Companies as on July 11, 2016	1. The National Payments Corporation of India –Director 2. Atlas Documentary Facilitators Company Pvt. Ltd. –Director 3. Goods and Service Tax Network– Director 4. SWIFT India Domestic Services Pvt. Ltd. –Director	NIL	Public Limited Companies : 1. Magma Fincorp Limited – Independent Director 2. PI Industries Limited – Independent Director 3. Kalptaru Power Transmission Limited – Independent Director 4. Wabco India Limited – Independent Director 5. AstraZeneca Pharma India Limited – Independent Director 6. TVS Electronics Limited – Non Independent Director 7. Sundaram Investment Limited – Independent Director 8. IRIS Business Services Limited – Non Executive Chairman 9. SBI Capital Markets Ltd.- Independent Director Private Limited Companies : 10. International Asset Reconstruction Co. Pvt. Ltd. – Independent Director 11. Radiant Life Care Pvt. Ltd. – Independent Director 12. Tranzmute Capital
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			& Management Pvt. Ltd. – Director 13. A2O Software India Private Limited – Director 14. Halcyon Resources & Management Pvt. Ltd. – Director 15. Halcyon Enterprises Pvt. Ltd. – Director 16. Seynse Technologies Pvt. Ltd. – Director
Particulars of Committee Chairmanship/ Membership held in other Companies as on July 11, 2016	NIL	NIL	Magma Fincorp Ltd. 1. Audit Committee – Chairman 2. Nomination & Remuneration Committee – Member 3. Investment Committee – Member Wabco India Limited 1. Audit Committee – Chairman 2. Nomination & Remuneration Committee – Chairman PI Industries Limited 1. Managing Committee – Member 2. Audit Committee – Chairman 3. Nomination & Remuneration Committee – Chairman 4. Compensation Committee – Chairman SBI Capital Markets Limited 1. Committee of Directors – Member

			<p>2. Audit Committee – Chairman</p> <p>3. HR Committee – Chairman</p> <p>4. Risk Management Committee – Chairman</p> <p>5. Nomination & Remuneration Committee – Chairman</p> <p>6. Corporate Social Responsibility Committee – Chairman</p> <p>Kalpataru Power Transmission Limited</p> <p>1. Risk Management Committee – Chairman</p> <p>2. Audit Committee – Member</p> <p>IRIS Business Services Limited</p> <p>1. Audit Committee – Member</p> <p>AstraZeneca Pharma India Limited</p> <p>1. Nomination & Remuneration Committee – Chairman</p> <p>International Asset Reconstruction Company Pvt. Ltd.</p> <p>1. Audit Committee – Member</p> <p>2. Asset Acquisition & Reconstruction Committee – Member</p> <p>TVS Electronics Limited</p> <p>1. Nomination & Remuneration Committee –</p>
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			<p>Member 2. Business & Technology Committee - Member</p> <p>Others: 1. Investment Committee Member in TVS Shriram Growth Fund 2. Non- Executive Member of India Commercial Credit Committee in First Rand Bank.</p>
Relationship with other Directors / KMP of the Company	NIL	NIL	NIL
Terms and Conditions of appointment/ re-appointment	Director liable to retire by rotation and sitting fees as mentioned herein below shall be paid.	Director liable to retire by rotation and sitting fees as mentioned herein below shall be paid.	As stated in the resolution no. 7 above and sitting fees mentioned herein below shall be paid.
Remuneration sought to be paid	Sitting fees of Rs. 50,000/- for attending per meeting of Board / Committees 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 thereunder.	Sitting fees of Rs. 50,000/- for attending per meeting of Board / Committees 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 thereunder.	Sitting fees of Rs. 50,000/- for attending per meeting of Board / Committees 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 thereunder.
Remuneration last drawn during FY-2015-2016	Total Sitting fees of Rs. 5,00,000/- paid.	Total Sitting fees of Rs. 50,000/- paid.	N.A.

Attendance Slip

CIN: U65990MH2001PLC131804

Name of the Company: THE CLEARING CORPORATION OF INDIA LIMITED

Registered office: CCIL Bhavan, College Lane, Off 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 Monday, August 8, 2016 at 4.00 pm at CCIL Bhavan, College Lane, Off. S. K. Bole Road, Dadar (West), Mumbai-400 028.

Signature of Member/ Proxy

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: U65990MH2001PLC131804

Name of the company: THE CLEARING CORPORATION OF INDIA LIMITED

Registered office: CCIL Bhavan, College Lane, Off 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 the Monday, 8th day of August 2016 at 4.00 p.m. at CCIL Bhavan, College Lane, Off. S. K. Bole Road, Dadar (West), Mumbai-400 028 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
ORDINARY BUSINESS	
1.	(a) the Audited Financial Statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 and the report of the Auditors thereon
2.	Declaration of dividend @ 8.5% on Redeemable Non-convertible Cumulative Preference Shares (RNCPS-I) for the year ended 31st March, 2016.
3.	Declaration of dividend on Equity Shares, for the year ended 31st March, 2016.
4.	To appoint a Director in place of Mr. Bhavesh Zaveri (holding DIN – 01550468), who retires by rotation and being eligible, offers himself for re-appointment.
5.	Appointment of M/s Kalyaniwalla & Mistry, Chartered Accountants as the Statutory Auditors of the Company in place of retiring auditors M/s Lodha & Company, Chartered Accountants for a term of 5 years and fix their remuneration for the Financial year 2016-2017.
SPECIAL BUSINESS	
6.	Appointment of Mr Karnam Sekar as Nominee Director of the Company, retiring by rotation.
7.	Appointment of Mr. Narayan Seshadri as an Independent Director.

Signed this..... day of..... 20....

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