

THE CLEARING CORPORATION OF INDIA LIMITED

(CIN: U65990MH2001PLC131804)

Registered office: CCIL Bhavan, S. K. Bole Road, Dadar (West), Mumbai - 400 028.

Tel: 61546200 ♦ Fax: 24326042 Website: www.ccilindia.com

NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the members of The Clearing Corporation of India Limited will be held on Friday, July 12, 2019 at 4.30 p.m at the Registered Office of the Company at CCIL Bhavan, 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 Standalone Financial Statements of the Company for the financial year ended March 31, 2019, 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, 2019 and the report of the Auditors thereon.
2. To declare dividend @ 8.5% on Redeemable Non-convertible Cumulative Preference Shares (RNCPS-II) for the financial year ended March 31, 2019.
3. To declare dividend on Equity Shares, for the financial year ended March 31, 2019.
4. To appoint a Director in place of Mr. Satish Singh (holding DIN – 03069052), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

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 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 and

Directions for Central Counterparties issued by RBI, Mrs. Meena Hemchandra (holding DIN-05337181) who was appointed as an Additional Director (Independent category) by the Board of Directors on January 16, 2019 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 of Directors, be and is hereby appointed as an Independent Director of the Company to hold office for a period of three consecutive years with effect from January 23, 2019 to January 22, 2022 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, June 17, 2019

Registered Office:

CCIL Bhavan,

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 which 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. In order to be valid, the proxy form shall be completely and duly filled, stamped, signed and dated. The stamps affixed on the proxy form shall be cancelled.
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.5 set out above is annexed hereto and forms part of this Notice.
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. The Dividend Cheques will be posted on or after July 12, 2019.
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 /other Governing Body Resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.

10. Members / Proxies are requested to bring their copies of Annual Report 2018-19 and duly filled attendance slips sent herewith, at the meeting.
11. 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 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), in respect of the Directors seeking appointment/ re-appointment at this Annual General Meeting under Item Nos. 4 & 5 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 STATEMENT

As required under Section 102(1) of the Companies Act 2013, the following statement sets out all material facts relating to the Special Business mentioned under Item No. 5 of the accompanying Notice dated June 17, 2019.

Item No. 5

The Board of Directors on January 16, 2019 upon the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mrs. Meena Hemchandra (holding DIN - 05337181) as an Additional Director (Independent category) pursuant to Article 134 of the Articles of Association of the Company and also recommended to the shareholders, her appointment as an Independent Director, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 for a period of three consecutive years with effect from January 23, 2019 to January 22, 2022.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Article 134 of the Articles of Association of Company, Mrs. Meena Hemchandra (DIN - 05337181) holds office as an Additional Director (Independent) upto the date of the forthcoming 18th Annual General Meeting. In accordance with section 160 of the Companies Act, 2013, the Company has received a notice from State Bank of India, a member, proposing the candidature of Mrs. Meena Hemchandra for appointment as an Independent Director.

Mrs. Meena Hemchandra retired as an Executive Director of Reserve Bank of India (RBI) in November 2017, after serving the organization for over 35 years. She has experience in various departments of RBI viz - Reserve Management (5 Years), Foreign Exchange Management (9 Years); Large Corporate Finance (2 Years); Supervision and Regulation (9 Years); Note Mudran (4 Years); Training - both Faculty and Principal - (6 years). Her Age is 61 years. Her Professional and Educational Qualifications are given hereunder:-

- Wharton EDP on Advanced Risk Management for Leadership Roles
- CFA (Chartered Financial Analyst) (India)
- MA Economics – Madurai Kamaraj University

- CAIIB
- Diploma in C++ Programming from CMC

In the opinion of the Board, Mrs. Meena Hemchandra has vast experience in the areas of Regulatory, Banking and Finance with RBI which will be useful to the Company. Further she fulfills the conditions specified in the Companies Act, 2013 and the Rules framed thereunder as well as conditions stipulated in the Directions for Central Counterparties issued by RBI with respect to appointment of Directors on the Board of CCP. The Company has received from Mrs. Meena Hemchandra, 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 she is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013. Mrs. Meena Hemchandra has given a declaration to the Board to the effect that she meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

Brief profile covering the details of her qualification, experience etc, as required in terms of Secretarial Standards on General Meeting (SS-2), is annexed to this Notice as **Annexure I**.

A copy of the draft letter for appointment of Mrs. Meena Hemchandra as an Independent Director setting out the terms and conditions of the appointment 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.

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 except Mrs. Meena Hemchandra.

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

**Sd/-
Company Secretary**

Mumbai, June 17, 2019

Registered Office:

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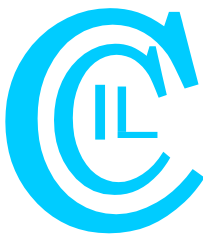
Prominent Landmark: Near Our Lady of Salvation Church (Portuguese Church)

Annexure I

Details of Director seeking appointment/re-appointment at the 18th Annual General Meeting scheduled to be held on July 12, 2019

Name of Director	Mrs. Meena Hemchandra	Mr. Satish C. Singh
Designation	Independent Director	Nominee Director (Nominated by LIC)
Age	61 years and 7 months	59 years and 10 months
Date of first appointment on the Board	23 rd January, 2019	16 th May, 2017
Qualifications	M.A (Economics), CAIIB and Chartered Financial Analyst (India)	Master's degree in Arts in English and holding Financial Planning Certificate from Chartered Insurance Institute, United Kingdom.
Experience	Retired as Executive Director, Reserve Bank of India in November 2017, after serving the organization for over 35 years. Professionally qualified with varied, multifaceted experience and good IT skills. She has experience in various departments of RBI.	Presently serving as Director of LICHFL Financial Services Ltd. Has 35 years career with LIC. Having started as a Direct Recruit Officer, has reached the level of Executive Director. Has headed overseas operations in the UK and also headed two subsidiaries – LIC Cards Services Ltd and LICHFL Financial Services Ltd.
Shareholding in the Company	NIL	NIL
Number of meeting of the Board attended during the financial year 2018-19 / Number of meetings held during the tenure of Directors	1/1	3 /4
Directorships held in other Companies	(As on 10 st April, 2019) 1. Suryodaya Small Finance Bank Ltd	(As on 1 st April, 2019) 1. LICHFL Financial Services Ltd.

Particulars of Committee Chairmanship/ Membership held in other Companies	<p style="text-align: center;">(As on 10th April, 2019)</p> Particulars of the Committee Chairmanship /membership in Suryoday Small Finance Bank Ltd :- <ol style="list-style-type: none"> 1. Audit Committee –Member 2. IT sub-Committee – Chairperson 3. Committee for review of wilful defaulters and monitoring high value frauds- Chairperson 4. Risk Management Committee- Member 5. Customer service Committee – Member 	<p style="text-align: center;">(As on 1st April, 2019)</p> Chairman of Corporate Social Responsibility Committee of the LICHFL Financial Services Ltd.
Relationship with other Directors / KMP of the Company	None	None
Terms and Conditions of appointment/ re-appointment	As stated in the resolution no. 5 above and sitting fees mentioned herein below shall be paid.	Appointed as Non-Executive Director liable to retire by rotation and sitting fees as 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.
Remuneration last drawn during the financial year 2018-19	Total Sitting fees of Rs. 50,000/- paid.	Total Sitting fees of Rs. 1,50,000/- paid.



Attendance Slip
(CIN: U65990MH2001PLC131804)

Name of the Company: THE CLEARING CORPORATION OF 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: _____

Registered Address: _____

DP ID : _____

Client ID _____

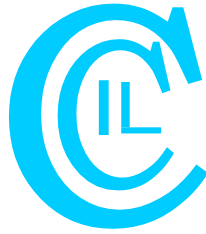
Folio No: _____

No. of Shares held: _____

I/ We hereby record my/ our presence at the 18th Annual General Meeting of the Company held on Friday, July 12, 2019 at 4.30 p.m. at CCIL Bhavan, S. K. Bole Road, Dadar (West), Mumbai-400 028.

Signature of Member/ Proxy

Note: The Member/proxy should bring attendance slip at the meeting, duly completed and signed and hand over 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: U65990MH2001PLC131804)

Name of the company: THE CLEARING CORPORATION OF INDIA LIMITED

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400028. 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 18th Annual General Meeting/ ~~Extraordinary General Meeting~~ of the Company, to be held on the Friday, 12th day of July 2019 at 4.30 p.m. at CCIL Bhavan, 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 Standalone Financial Statements of the Company for the financial year ended March 31, 2019, 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, 2019 and the report of the Auditors thereon.
2.	Declaration of dividend @ 8.5% on Redeemable Non-convertible Cumulative Preference Shares (RNCPS-II) for the financial year ended 31 st March, 2019
3.	Declaration of dividend on Equity Shares for the financial year ended 31 st March, 2019
4.	Appoint a Director in place of Mr. Satish Singh (holding DIN – 03069052), who retires by rotation and being eligible, offers himself for re-appointment
SPECIAL BUSINESS	
5.	Appointment of Mrs. Meena Hemchandra (DIN-05337181) as an Independent Director of the Company.

Signed this..... day of..... 2019

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. The Proxy will automatically become ineffective if the member is present at the meeting.

CCIL OFFICE ROUTE MAP

