

## NOTICE

**Notice is hereby given that the Sixteenth Annual General Meeting of the members of The Clearing Corporation of India Limited will be held on Monday, August 7, 2017 at 4.30 p.m 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, 2017, 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, 2017 and the report of the Auditors thereon.
2. To declare dividend @ 8.5% on Redeemable Non-convertible Cumulative Preference Shares (RNCPS-I) for the financial year ended March 31, 2017.
3. To declare dividend on Equity Shares, for the financial year ended March 31, 2017.
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 appoint a Director in place of Mrs Anshula Kant (holding DIN- 06998644), who retires by rotation and being eligible, offers herself for re-appointment.
6. 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the appointment of M/s Kalyaniwalla & Mistry LLP, Chartered Accountants (Reg. no. 104607W/W100166) as Statutory Auditors of the Company for a term of 5 years i.e. until the conclusion of the 20<sup>th</sup>

Annual General Meeting, which is subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 17<sup>th</sup> Annual General Meeting of the Company, at a remuneration of Rs. 10,50,000/- (Rupees Ten Lakhs Fifty Thousand) towards audit fees exclusive of the applicable taxes and out of pocket expenses (which is to be reimbursed at actuals) for the Financial Year 2017-2018.”

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

**Sd/-  
Company Secretary**

**Mumbai, July13, 2017**

**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 letter of 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.

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 item No. 6 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 7, 2017.
8. We also request you to provide the following RTGS details as the Company may make the payment of dividend through cheque or RTGS.

<b>RTGS Details</b>	
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, 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](mailto: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 and 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](http://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 Item No. 6 of the accompanying notice dated July 13, 2017.

### **Item No. 6**

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013. M/s. Kalyaniwalla & Mistry, Chartered Accountants (Firm Registration No. 104607W) were appointed as Statutory Auditors of the Company for a term of 5 years at the Annual General Meeting of the Company held on August 8, 2016 to hold office from the conclusion of 15<sup>th</sup> Annual General Meeting until the conclusion of the 20<sup>th</sup> Annual General Meeting. Later, the Company has received a letter from the Statutory Auditors dated February 2, 2017 informing that M/s. Kalyaniwalla & Mistry (partnership firm) has converted itself into a Limited Liability Partnership (LLP) under the provisions of the Limited Liability Partnership Act, 2008 and is now known as M/s. Kalyaniwalla & Mistry LLP Chartered Accountants (Firm Registration No.-104607W/W100166) w.e.f. September 29, 2016. Accordingly, the Audit Report for the Financial Year 2016-2017 would be certified under M/s. Kalyaniwalla & Mistry LLP Chartered Accountants.

Further, as per provisions of Section 139(1) of the Act, appointment of Statutory Auditor for the above tenure is subject to ratification by members at every Annual General Meeting.

Accordingly, ratification of the members is being sought for the proposal contained in the Resolution set out at item no.6 of the Notice.

The Board recommends the passing of the Item No. 6 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.

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

**Sd/-**

**Company Secretary**

**Mumbai, July 13, 2017**

**Registered Office:**

CCIL Bhavan,

S. K. Bole Road,

Dadar (West), Mumbai - 400 028

Tel: 61546200 ♦ Fax: 24326042

Website: [www.ccilindia.com](http://www.ccilindia.com)

CIN-U65990MH2001PLC131804

Email id- [ssd@ccilindia.co.in](mailto:ssd@ccilindia.co.in).

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

**Annexure I****Details of Directors seeking re-appointment at the 16<sup>th</sup> Annual General Meeting scheduled to be held on August 7, 2017.**

<b>Name of Director</b>	<b>Mr. Bhavesh Zaveri</b>	<b>Mrs Anshula Kant</b>
<b>Category</b>	Non Executive Director, Promoter	Non Executive Director, Promoter
<b>Designation</b>	Nominee Director	Nominee Director
<b>Date of Birth (Age)</b>	24.12.1965 51 years and 6 months	07.09.1960 56 years and 10 months
<b>Date of first appointment on the Board</b>	February 3, 2010	July 23, 2015
<b>Qualifications</b>	B.Com, M.Com, CAIIB from Indian Institute of Banking	M.A (Economics), CAIIB
<b>Experience</b>	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 serving as an Deputy Managing Director and Chief Financial Officer of the State Bank of India and has over three decades of experience in the Banking Sector.
<b>Shareholding in the Company</b>	Nil	Nil
<b>Number of meeting of the Board attended during the FY 2016-17 / Number of meetings held during the tenure of Directors</b>	5/6	4/6
<b>Directorships held in other Companies as on July 13, 2017</b>	1. The National Payments Corporation of India – Director 2. Goods and Service Tax Network–Director 3. SWIFT India Domestic Services Pvt. Ltd. – Director 4. HDB Financial Services Limited-Director	1. SBI-SG Global Securities Private Ltd- Director 2. National Stock Exchange of India Limited-Director
<b>Particulars of Committee Chairmanship/ Membership held in other Companies as on July 13, 2017</b>	NIL	NIL
<b>Relationship with other Directors / KMP of the Company</b>	NIL	NIL

<b>Terms and Conditions of appointment/ re-appointment</b>	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.
<b>Remuneration sought to be paid</b>	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.
<b>Remuneration last drawn during FY-2016-2017</b>	Total Sitting fees of Rs. 3,00,000/- paid. (For total 5 Board meetings and 1 Committee of Directors on Risk Management Meeting attended)	Total Sitting fees of Rs. 2,00,000/- paid. (For total 4 Board meetings attended)

**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:

Folio No:

No. of Shares:

I/ We hereby record my/ our presence at the 16<sup>th</sup> Annual General Meeting of the Company held on Monday, August 7, 2017 at 4.30 pm at CCIL Bhavan, S. K. Bole Road, Dadar (West), Mumbai-400 028.

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**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, 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 16<sup>th</sup> Annual General Meeting/ ~~Extraordinary General Meeting~~ of the Company, to be held on the Monday, 7<sup>th</sup> day of August 2017 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, 2017, 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, 2017 and the report of the Auditors thereon.
2.	Declaration of dividend @ 8.5% on Redeemable Non-convertible Cumulative Preference Shares (RNCPS-I) for the financial year ended 31 <sup>st</sup> March, 2017.
3.	Declaration of dividend on Equity Shares, for the financial year ended 31st March, 2017.
4.	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.	Appoint a Director in place of Mrs. Anshula Kant (holding DIN – 06998644), who retires by rotation and being eligible, offers herself for re-appointment.
6.	Ratification of the appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants as the Statutory Auditors of the Company for the Financial Year 2017-18 and fix their remuneration.

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.**