



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 Seventeenth Annual General Meeting of the members of The Clearing Corporation of India Limited will be held on Tuesday, July 24, 2018 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, 2018, 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, 2018 and the report of the Auditors thereon.
2. To ratify Interim dividend declared and paid on 8.5% Redeemable Non-convertible Cumulative Preference Shares (RNCPS-I) for the period 1st April, 2017 till 22nd March, 2018.
3. To declare dividend @ 8.5% on Redeemable Non-convertible Cumulative Preference Shares (RNCPS-II) for the financial year ended March 31, 2018 (for the period 22nd March, 2018 to 31st March, 2018).
4. To declare dividend on Equity Shares, for the financial year ended March 31, 2018.
5. To appoint a Director in place of Mr. C. Venkat Nageswar (holding DIN – 07234179), who retires by rotation and being eligible, offers himself for re-appointment.

6. To appoint a Director in place of Mr. B.Prasanna (holding DIN – 02257744), who retires by rotation and being eligible, offers himself for re-appointment.
7. 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 approval of the Shareholders be and is hereby accorded for the ratification of appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Reg. no. 104607W/W100166) as Statutory Auditors of the Company from the conclusion of the 17th Annual General Meeting till the conclusion of the 18th Annual General Meeting of the Company, at a remuneration of Rs. 10,50,000/- (Rupees Ten lakhs Fifty thousand Only) towards audit fees exclusive of the applicable taxes and out of pocket expenses (which is to be reimbursed at actuals) for the Financial Year 2018-19.”

Special Business:

8. 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 recommendation of Board of Directors of the Company, provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory amendment or modification thereto) and in accordance with the Articles of Association of the Company, the consent of the members be and is hereby accorded for non-application of the provisions of Article 75A relating to restriction on transfer and pre-emptive rights to the proposed transfer of 12,50,000 equity shares by IDBI Bank Limited to The Federal Bank Limited at a price of Rs.650/- per share.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board (including the Committee constituted thereof) 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, and pay any fees and commission and incur

expenses in relation thereto 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 of the Board of Directors,
For The Clearing Corporation of India Limited**

**Sd/-
Pankaj Srivastava
Company Secretary**

Mumbai, June 27, 2018

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 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. 8 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 5.30 P.M. up to the date of Meeting.
7. The Dividend Cheques will be posted on or after July 24, 2018.
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, 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 Item Nos. 5 and 6 of the Notice, are 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 by Section 102(1) of the Companies Act 2013, the following statement sets out all material facts relating to the business mentioned under Special Business Item No. 8 of the accompanying Notice dated June 27, 2018.

Item No. 8

IDBI Bank Limited, one of the core promoters of the Company, holding 12,50,000 equity shares constituting 2.5% of the paid up equity capital of the Company has vide their letter no. 51/SAIC/CCIL dated May 31, 2018 informed that it has in-principle agreed to transfer 12,50,000 equity shares of Rs.10/- each constituting 2.5% of its equity stake in the Company, to The Federal Bank Limited at a price of Rs.650/- per share, subject to the approval of the Board of Directors of the Company, approval of the Reserve Bank of India and in terms of the Articles of Association of the Company. IDBI Bank Ltd has also informed that in terms of their regulatory requirements, they are required to dispose off all the non-core assets (including investments in equity shares of CCIL). Therefore, they have proposed to transfer the said equity shares to The Federal Bank Ltd. The Federal Bank Ltd i.e the proposed transferee is not an existing equity shareholder of the Company.

In terms of Article 75A- “Restriction on transfer and pre-emptive rights” of the Articles of Association of the Company, any transfer of shares by an existing shareholder to any person(s) who is/are not member(s) is required to be in conformity with the provisions of the said Article 75A. The Board of Directors vide resolution passed through circulation on June 16, 2018, accepted the price of Rs.650/- per share for the proposed transfer and after considering the “Fit and Proper” criteria as approved by the Board for transfer of the equity shares, accorded its in-principle approval for the transfer of 12,50,000 equity shares of the Company held by IDBI Bank Limited to The Federal Bank Limited. Further, considering the submissions made by IDBI Bank Ltd that the proposed transfer is to ensure compliance with the regulatory requirements, the Board decided to obtain shareholders’ approval for non-application of the provisions of the said Article 75A relating to pre-emptive rights of the members, in terms of clause (9) therein to the proposed transfer of equity shares by IDBI Bank Limited.

The Board recommends the passing of the Special Item of business as stated in Item No.8 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 resolutions.

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

**Sd/-
Pankaj Srivastava
Company Secretary**

Mumbai, June 27, 2018

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)

Annexure I**Details of Directors seeking re-appointment at the 17th Annual General Meeting scheduled to be held on July 24, 2018**

Name of Director	Shri C. Venkat Nageswar	Shri B.Prasanna
Category	Non-Executive Director, Promoter	Non-Executive Director, Promoter
Designation	Nominee Director (Nominated by State Bank of India)	Nominee Director (Nominated by ICICI Bank Limited)
Age	57 years and 2 months	48 years
Date of first appointment on the Board	September 8, 2016	November 5, 2016
Qualifications	B. Sc, P.G.D.J	ACA, Grad. CWA, CFA
Experience	Presently, serving as Deputy Managing Director (Global Markets) of State Bank of India and has more than 30 years of experience in Banking Sector etc.	Presently, serving as the Head of Markets Group, ICICI Bank Ltd and has 25 years of experience in Treasury etc.
Shareholding in the Company	Nil	Nil
Number of meetings of the Board attended during the FY 2017-18/ Number of meetings held during the tenure of Directors	0/4	2/4
Directorships held in other Companies	(As on 20 th April, 2018) 1. Oman India Joint Investment Fund Management Company Pvt. Ltd. 2. Central Depository Services (India) Limited (CDSL) 3. Infrastructure Leasing and Financial Services Ltd. 4. Macquarie SBI Infrastructure Management Pte. Ltd. (Registered outside India) 5. SBI SG Global Securities Pvt Ltd.	(As on 31 st March, 2018) 1.The Fixed Income Money Market and Derivatives Association of India 2.ICICI Securities Primary Dealership Ltd.

Particulars of Committee Chairmanship/ Membership held in other Companies	(As on 20 th April, 2018) Central Depository Services (India) Limited (CDSL)-Member of Audit Committee, Nomination and Remuneration / Compensation Committee and Finance & Investment Committee	(As on 31 st March, 2018) Nil
Relationship with other Directors / KMP of the Company	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.
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 FY-2017-18	Nil	1,00,000



Attendance Slip

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

Name of the Member: _____

Registered Address: _____

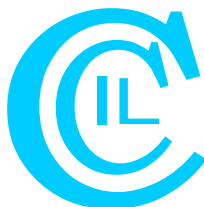
Folio No: _____

No. of Shares: _____

I/ We hereby record my/ our presence at the 17th Annual General Meeting of the Company held on Tuesday, 24th July, 2018 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 filled and signed and deposit 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

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 17th Annual General Meeting/ ~~Extraordinary General Meeting~~ of the Company, to be held on Tuesday, 24th day of July, 2018 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, 2018, 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, 2018 and the report of the Auditors thereon.
2.	To ratify Interim dividend declared and paid on 8.5% Redeemable Non-convertible Cumulative Preference Shares (RNCPS-I) for the period 1 st April 2017 to 22 nd March 2018
3.	Declaration of dividend @ 8.5% on Redeemable Non-convertible Cumulative Preference Shares (RNCPS-II) for the financial year ended 31st March, 2018 for the period 22 nd March, 2018 to 31 st March, 2018
4.	Declaration of dividend on Equity Shares, for the financial year ended 31st March, 2018.
5.	Appoint a Director in place of Mr. C. Venkat Nageswar (holding DIN – 07234179), who retires by rotation and being eligible, offers himself for re-appointment.
6.	Appoint a Director in place of Mr. B.Prasanna (holding DIN – 02257744), who retires by rotation and being eligible, offers himself for re-appointment.
7.	Ratification of the appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants as the Statutory Auditors of the Company for the Financial Year 2018-19 and fixing their remuneration.
SPECIAL BUSINESS	
8.	Non-application of the provisions of Article 75A to the proposed transfer of 12,50,000 equity shares by IDBI Bank Limited to The Federal Bank Limited.

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

Affix Rs. 1/- Revenue Stamp

Signature of the Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly filled, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.