

NOTICE

Notice is hereby given that the Tenth Extra-Ordinary General Meeting of the members of The Clearing Corporation of India Limited will be held on Tuesday, January 5, 2016, at 4.30 p.m at CCIL Bhavan, College Lane, Off. S. K. Bole Road, Dadar (West), Mumbai - 400 028 to transact the following business:

Special Business:

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

“**RESOLVED THAT** Smt. Usha Thorat (holding DIN-00542778), Nominee of State Bank of India, who was appointed as an Additional Director, by the Board of Directors on October 26, 2015 pursuant to Articles 131(3) and 134 of the Articles of Association of the Company and who holds such office until the date of the forthcoming Annual General Meeting in terms 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 State Bank of India, a member, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.”

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

“**RESOLVED THAT** subject to the applicable provisions of the Companies Act, 2013 and rules made thereunder and any amendment or modification thereto, pursuant to the nomination of Smt. Usha Thorat as Chairperson of the Company (holding DIN:00542778), by State Bank of India in terms of Article 131(3) of the Articles of Association of the Company and RBI’s approval in this regard, the consent of the members be and is hereby accorded for the appointment of Smt. Usha

Thorat as Non-Executive Chairperson of the Company, on terms and conditions as stated below:

- (i) Term: 3 years from the date of appointment by the Board i.e., October 26, 2015
- (ii) Sitting fees: Sitting fees in accordance with the provisions of Companies Act, 2013 and as may be decided by the Board of Directors of the Company from time to time in terms of Articles of Association of the Company, for all the meetings of the Board/Committees of the Company attended by her as Chairperson or member or as special invitee.
- (iii) Separate Office with Secretarial Assistance.
- (iv) Company car with driver for official purpose.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution 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.”

3. 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 the Companies Act, 2013, rules made thereunder and any 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 25,00,000 equity shares by State Bank of India to M/s. JP Morgan Chase Bank, NA, India at a price of Rs. 386.42 per share”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution 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, 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/-
Company Secretary**

Mumbai, December 11, 2015

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 Item No. 1 to 3 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. 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 Extra Ordinary General Meeting.
8. Members / Proxies are requested to bring their duly filled attendance slips sent herewith at the Meeting.
9. 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 an email to ssd@ccilindia.co.in.
10. 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 Item No. 1 to 3 of the accompanying notice dated December 11, 2015.

Items No. 1 and 2 :

State Bank of India nominated Smt. Usha Thorat, former Deputy Governor, Reserve Bank of India as Chairperson of the Company in terms of Article 131 (3) of the Articles of Association of the Company. Upon receipt of the RBI's approval and on the recommendation of Nomination and Remuneration Committee of Directors, the Board of Directors with effect from October 26, 2015, appointed Smt. Usha Thorat as an Additional Director and Non-Executive Chairperson of the Company, on terms and conditions as specified in the resolution. For the performance of her duties as a Chairperson, it is necessary to provide Smt Usha Thorat with separate office with secretarial assistance and use of a Company car with driver.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Article 134 of the Articles of Association of Company, Smt. Usha Thorat holds office as an Additional Director upto the date of forthcoming Annual General Meeting. The Company has received a notice in writing from State Bank of India, a member, along with the required deposit proposing the candidature of Smt. Usha Thorat for the office of Directorship pursuant to Section 160 of the Companies Act, 2013.

A brief profile covering the details of her age, qualification, experience, terms and conditions of appointment, etc as required pursuant to the Secretarial Standards on General Meetings, is also furnished herewith. The Board considers that on account of vast knowledge and experience of Smt. Usha Thorat in Banking Sector, her appointment will be in the interest of the Company.

The Board recommends the passing of the items of business as stated in Items no. 1 and 2 as a Special Resolution for your approval.

The 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 except Smt. Usha Thorat and the nominee Directors of the State Bank of India to the extent of their nomination.

Details of Director seeking appointment at the 10th Extra-Ordinary General Meeting scheduled to be held on January 5, 2016

Name of Director	Smt. Usha Thorat
Category	Non-Executive Director, Promoter
Designation	Non-Executive Chairperson
Date of Birth (Age)	20/02/1950 (65 years & 9 months)
Date of first appointment on the Board	26/10/2015
Qualifications	M.A (Economics)
Experience	Former Deputy Governor, Reserve Bank of India More than four decades of experience with the Reserve Bank of India.
Shareholding in the Company	Nil
Number of meeting of the Board attended during the FY 2014-15 / Number of meetings held during the tenure of Directors	NA
Directorships held in other Companies as on December 11, 2015	<ol style="list-style-type: none"> 1. Financial Benchmarks India Private Limited – Director and Non-Executive Chairperson 2. Clearcorp Dealing Systems (India) Limited- Additional Director and Non-Executive Chairperson
Particulars of Committee Chairmanship/ Membership held in other Companies as on December 11, 2015	Clearcorp Dealing Systems (India) Limited <ol style="list-style-type: none"> 1. Audit Committee-Member 2. Nomination and Remuneration Committee-Member 3. Corporate Social Responsibility

	Committee-Chairperson
Relationship with other Directors / KMP of the Company	None
Terms and Conditions of appointment/ re-appointment	As mentioned in the resolution no.2 above.
Remuneration sought to be paid	Sitting fees of Rs. 50,000/- for attending each meeting of the Board / Committees of the Company 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- 2014-2015	NA

Item No. 3 :

State Bank of India, the core promoter of the Company holding 1,30,00,000 equity shares constituting 26% of the paid up equity capital of the Company, vide its letter no. GM/PE/2015-16/1097 dated November 24, 2015, has in-principle agreed to the transfer of 25,00,000 equity shares of Rs. 10/- each constituting 5% of its equity stake in the Company, to M/s. JP Morgan Chase Bank, N.A. India. at a price of Rs. 386.42 per share, subject to the approval of the Board of Directors, Reserve Bank of India, etc in terms of Articles of Association 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 at its meeting held on November 27, 2015, accorded its in-principle approval for the transfer of 25,00,000 equity shares of the Company held by the State Bank of India to M/s. JP Morgan Chase Bank, N.A at a price of Rs. 386.42 per share and decided to waive off the right of pre-emption of the members by obtaining shareholders

approval for non-application of the provisions of the said Article 75A, in terms of clause (9) therein to the proposed transfer of equity shares by State Bank of India.

The Board recommends the passing of the item of business as stated in Item no. 3 as a Special Resolution for your approval.

The 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 except the nominee Directors of the State Bank of India to the extent of their nomination.

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

Sd/-

Company Secretary

Mumbai, December 11, 2015

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)

Attendance Slip

THE CLEARING CORPORATION OF INDIA LIMITED

CIN: U65990MH2001PLC131804

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 10th Extra Ordinary General Meeting of the Company held on Tuesday, January 5, 2016 at 4.30/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

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:

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 10TH.~~Annual~~
~~General Meeting~~/ Extraordinary General Meeting of the Company, to be held on the Tuesday, 5th day
of January 2016 at 4.30 p.m. at CCIL Bhavan, College Lane, Off. S. K. Bole Road, Dadar (West) and
at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1.	Appointment of Smt. Usha Thorat as Director of the Company.
2.	Appointment of Smt. Usha Thorat as Non Executive Chairperson of the Company.
3.	Non-application of the provisions of Article 75A to the proposed transfer of 25,00,000 equity shares by State Bank of India to M/s. JP Morgan Chase Bank, NA, India.

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.