

NOTICE

Notice is hereby given that the Ninth Extra-Ordinary General Meeting of the members of The Clearing Corporation of India Limited will be held on Thursday, November 5, 2015, 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:

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 the approval of the Members of the Company be and is hereby accorded for the transfer of the activities of the Company relating to Local Operating Unit (LOU) for the issuance, maintenance and provision of LEI (Legal Entity Identifier) services to a new wholly owned subsidiary of the Company under the name “Legal Entity Identifier India Limited” for the said purpose, with such assets and liabilities and upon such terms and conditions including the date of transfer and procedural aspects as may be approved by the Board under its scheme of transfer in the interest of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company 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 from time to time, to give such directions from time to time 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.”

2. 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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the approval of the Members of the Company be and is hereby accorded to amend Clause III of the Memorandum of Association of the Company as per following:

1. To delete the word “MAIN” from the existing heading of clause III A - “The Main Objects to be pursued by the Company on its incorporation are:”
2. To amend the existing clause III A(1) as highlighted and by replacing the same to read as under:

“To facilitate, set up and carry on the business of clearing and settlement of dealings in government securities, treasury bills, guaranteed securities, bonds, units, deposit certificates, notes, warrants and other securities of all kinds including securities defined under the Public Debt Act, 1944/**Government**

Securities Act, 2006 or under Securities Contracts (Regulation) Act, 1956 **or under The Payment and Settlement Systems Act, 2007 or under Reserve Bank of India Act, 1934** and all other money market instruments of any kind transacted or traded, and to ensure completion and guarantee of settlement and to facilitate, promote, assist, regulate and manage dealings in securities and instruments.”

3. To move following existing sub-clause no. 54 of clause III C - ‘Other Objects are’ to clause III A as sub-clause no. 4C.

“To develop, initiate, set up, promote, facilitate, assist, undertake, regulate, manage and carry on, whether on its own or upon instructions of or on behalf of the Reserve Bank of India, Trade Repository or such activities which are required for the development of Financial Market infrastructures, covering the arrangements that facilitate flow of payments in the economy and such activities, which would increase payment system efficiency and also market efficiency.”

4. To replace the existing heading of clause III B - “The Objects incidental or ancillary to the attainment of the Main Objects” as “Matters which are necessary for furtherance of the Objects specified in clause III A are:”
5. To amend the existing clause III B(25) by replacing the word “amalgamate” with the word “enter into scheme of arrangement” and the same be read as under:

“To enter into scheme of arrangement with any Company or Companies or associations having objects altogether or in part similar to those of this Company.”

6. To amend the existing clause III B(26) as highlighted and replace the same to read as under:

“To form, promote, subsidise or organise and assist or aid in forming, constituting, promoting, subsidising, organising and assisting or aiding companies or partnership of all kinds for **carrying out any new business or operations or** for the purpose of acquiring any undertaking or any property whether movable or immovable, whether with or without liability of such undertaking or company or any other company, for advancing directly or indirectly the objects hereof and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such company and to subsidise or otherwise assist or manage or own any such company.”

7. To insert the new clause III B(27) as highlighted and the same be read as under:

“To provide infrastructure and other support services including Information Technology Services and facilities management to subsidiaries and associate companies.”

8. To amend the existing clause III B(33) and renumbering the same as new clause III B(34) by deleting the word “his” and replacing the same with the word “their” after the word “or” and before the word “heirs”.
9. To amend the existing clause III B(46) and renumbering the same as new clause III B(47) by deleting the word “brevets” from the clause.
10. To amend the existing clause III B(48) and renumbering the same as new clause III B(49) by deleting the year “1956” and replacing the same with the year “2013”.
11. To delete the following existing sub-clause no. 52 of clause III B.

“To do all such other things as are incidental or conducive to the above objects or any of them.”

12. To renumber the clause numbers in existing clause III B pursuant to the above amendments.
13. To move following existing sub-clause no. 53 of clause III C - ‘Other Objects are’ to existing Clause III B as renumbered sub-clause no. 53 and to delete the contents of clause III C enumerated as sub-clause nos. 53 and 54 together with the heading of the existing Clause III C “Other Objects are”:

“To take part in the management, supervision or control of the business or operations of any Company or undertaking and for that purpose to render technical and professional services and act as administrators or in any other capacity, and to appoint and remunerate any directors, administrators or accountants or other experts or agents for consideration or otherwise.”

14. To make necessary corrections to spelling errors, grammatical errors, typographical errors as may be required in the existing clauses III A and III B of the Memorandum of Association pursuant to the above amendments.

“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.”

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 Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed

thereunder, as amended from time to time, clause IV of the Memorandum of Association of the Company be and is hereby amended by replacing the existing clause IV with the following new clause IV:

“The liability of the Members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

“**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”

4. 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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, clause V of the Memorandum of Association of the Company be and is hereby amended by replacing the existing clause V with the following new clause V:

“The Authorised Share Capital of the Company is Rs.100,00,00,000 (Rupees One Hundred Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs.10/- (Rupees Ten only) each, and 5,00,00,000 (Five Crores) Preference Shares of Rs.10/- (Rupees Ten only) each and such preference shares shall be non-convertible, cumulative or non-cumulative, redeemable, non-voting and may carry such rate of dividend as may be decided by Directors from time to time.”

“**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, October 12, 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 4 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 address(es) 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 address(es) 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 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 Item No. 1 to 4 in the accompanying notice dated October 12, 2015.

Item No.: 1

Pursuant to the Board's approval on July 1, 2013, the Company initiated its proposal relating to Local Operating Unit (LOU) for the issuance, maintenance and provision of LEI (Legal Entity Identifier) services to the entities. The Reserve Bank of India (RBI) announced the Company as the LOU for India on January 6, 2014 and LEI services were formally launched on November 18, 2014. On April 22, 2015, the Company was also endorsed by the Global Regulatory Authority ROC (Regulatory Oversight Committee) of the Global LEI System (GLEIS).

In terms of the subsequent developments under global accreditation requirements by GLEIF (Global Legal Entity Identifier Foundation), an operational arm of ROC for managing all LOUs, your Company as a LOU is required to sign a Master Agreement with GLIEF which includes inter alia, a clause on "Unlimited Liability" on LOUs for gross negligence as the Agreement is governed by Swiss Laws which does not allow capping of liabilities for gross negligence. The Board at its meeting held on June 30, 2015, suggested that as the Company is a qualified Central Counter Party (CCP), it is required to comply with Principles for Financial Market Infrastructures (PFMI) and hence should not co-mingle the LOU's risks with the Company's CCP activities and decided to hive off LEI services to a subsidiary Company subject to RBI's approval to the same.

Pursuant to the Board's approval on August 5, 2015 and RBI's approval on September 23, 2015, it is proposed to transfer the Company's activities relating to Local Operating Unit for assigning Legal Entity Identifiers (LEI) to the entities, to a wholly owned subsidiary of the Company formed under the name of "Legal Entity Identifier India Limited" for the said purpose with such assets and liabilities and on such terms and conditions including the date of transfer and procedural aspects as may be approved by the Board of Directors under its scheme of transfer in the best interests of the Company.

The Board recommends the resolution to be passed as a Special Resolution for obtaining your consent for the transfer of activities to the wholly owned subsidiary company.

Documents, if any, referred above, are 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 to the extent of being appointed/nominated as the first directors / promoters in the wholly owned subsidiary Company.

Item No.: 2 to 4

The Memorandum of Association (MOA) of the Company which states the Name, State of Registered Office, Objects, Liability of the members and Capital of the Company, was adopted at the time of incorporation and was amended from time to time in accordance with the provisions of Companies Act, 1956. In view of the amendments brought in by the Companies Act, 2013, the existing MOA is also required to be recast in order to reflect the provisions set out in the Companies Act, 2013. In terms of Section 4(1)(c) of the Companies Act, 2013, the MOA of the Company shall state ‘the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance thereof’. The requirements of separately indicating the ‘main objects’, ‘incidental or ancillary objects’ and ‘other objects’ hitherto under the Companies Act, 1956 have been taken away under the Companies Act, 2013.

Accordingly, as part of the refinement of MOA and pursuant to Section 4(1)(c) of the Companies Act, 2013, it is proposed to amend the Object Clause no. III by *inter alia*, replacing existing clause III A(1) with a revised clause III A(1), inserting new sub-clause no. 27 in clause III B in order to enable the Company to render IT services and business support services to the subsidiaries and associate companies which was done on a cost sharing basis and at arms’ length hitherto and the same shall now be done on a service level basis at arms’ length, moving existing sub-clause no. 54 of clause III C to clause III A as sub-clause no. 4C and also moving existing sub-clause no.53 of Clause III C to Clause III B as sub-clause no. 53.

Further, in terms of Section 4(1)(d) of the Companies Act, 2013, the MOA shall state, in the case of a Company limited by Shares, that liability of its members is limited to the amount unpaid, if any, on the shares held by them. Accordingly, the Liability clause No. IV of the MOA is proposed to be amended to comply with the provisions of the Companies Act, 2013.

The Capital clause No.V of the MOA, is proposed to be amended to be in line with the provisions of the Companies Act, 2013 and clause V(b) in respect of the paid up capital is required to be deleted as there is no requirement of having minimum paid up capital by the Company in terms of the Companies Act, 2013.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, the Board recommends the passing of the items of business as stated in Item no.2 to 4 as a Special Resolution for your approval.

A copy of the Memorandum of Association together with the proposed alterations and documents, if any, referred above, are 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/-

Company Secretary

Mumbai, October 12, 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 9th Extra-Ordinary General Meeting of the Company held on Thursday, November 5, 2015 at 4.00 p.m. 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]

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 (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 9th ~~Annual General Meeting~~/ Extraordinary General Meeting of the Company, to be held on Thursday, November 5, 2015 at 4.00 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:

Sr. No.	Resolution
1.	Transfer of activities relating to Local Operating Unit(LOU) of the Company to the wholly owned subsidiary company, "Legal Entity Identifier India Limited"
2.	Alteration of the Object clause of the Memorandum of Association of the Company
3.	Alteration of the Liability clause of the Memorandum of Association of the Company
4.	Alteration of the Capital clause of the Memorandum of Association of the Company

Signed this.....day of..... 2015

Signature of Shareholder

Affix Re 1
Revenue
Stamp

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.