



Clearcorp Dealing Systems (India) Limited
(CIN U74999MH2003PLC140849)

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY-FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF CLEARCORP DEALING SYSTEMS (INDIA) LIMITED WILL BE HELD ON THURSDAY, JULY 11, 2024 AT 03:00 P.M. (IST) THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS (VC/OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. R. Gandhi (DIN: 03341633), who retires by rotation and being eligible, offers himself for re-appointment.

**By Order and on behalf of the Board of Directors,
For Clearcorp Dealing Systems (India) Limited**

**Sd/-
Pankaj Srivastava
Company Secretary**

Mumbai, June 12, 2024

Registered Office:

CCIL Bhavan, S. K. Bole Road,

Dadar (West), Mumbai – 400 028

Tel: 022 6154 6200/ 4154 6200 | Fax: 022 2432 6042

Website: www.clearcorp.co.in | Email id- ssd@ccilindia.co.in

CIN: U74999MH2003PLC140849

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

NOTES:

- 1) **Ministry of Corporate Affairs ('MCA') has inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') has permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing or Other Audio Visual Means ('VC/OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act') read with rules framed thereunder and MCA Circulars, the AGM of the Company is being held through VC/OAVM on Thursday, July 11, 2024 AT 03:00 P.M. (IST) The deemed venue for the 21st AGM will be the registered office of the company situated at CCIL Bhavan, S. K. Bole Road, Dadar (West), Mumbai – 400 028.**
- 2) IN LIGHT OF THE MCA CIRCULARS, THE NOTICE ALONG WITH THE ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024 CONSISTING OF THE BOARD'S REPORT, AUDITORS' REPORT, FINANCIAL STATEMENTS AND OTHER DOCUMENTS REQUIRED TO BE ATTACHED THEREWITH (COLLECTIVELY REFERRED TO AS NOTICE) HAVE BEEN SENT ONLY TO THOSE MEMBERS WHOSE E-MAIL IDs ARE REGISTERED WITH THE COMPANY THROUGH ELECTRONIC MEANS AND NO PHYSICAL COPY OF THE NOTICE HAS BEEN SENT BY THE COMPANY TO ANY MEMBER. THE NOTICE CONVENING THE 21ST AGM HAS ALSO BEEN UPLOADED ON THE WEBSITE OF THE COMPANY AT www.clearcorp.co.in.
- 3) PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THE AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM FACILITY, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF THE MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES TO ATTEND AND CAST VOTE IS NOT AVAILABLE FOR THIS AGM. HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
- 4) MEMBERS INTENDING TO APPOINT THEIR AUTHORISED REPRESENTATIVES PURSUANT TO SECTION 113 OF THE ACT TO ATTEND THE AGM THROUGH VC/OAVM FACILITY ARE REQUESTED TO SEND CERTIFIED COPY OF THE BOARD RESOLUTION ALONGWITH THE LETTER OF AUTHORITY/POWER OF ATTORNEY TO THE COMPANY AT THE

FOLLOWING E-MAIL ID: ssd@ccilindia.co.in

- 5) In light of the MCA circular no. 14/2020 dated April 8, 2020, the meeting shall be conducted by a voting through show of hands. However, in case a poll is required to be taken during the AGM on any resolution, the same shall take place during the meeting and in such case, the members can convey/send their vote on the following e-mail ID: clearcorpagn@ccilindia.co.in. **Further, the members can convey/send their vote, in case poll is demanded, only through their email addresses registered with the Company given at the time of registration.**
- 6) The attendance of the Members attending the AGM through VC or OAVM facility will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 7) Documents, if any, referred to in the Notice may be inspected through electronic mode by sending an e-mail to ssd@ccilindia.co.in 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 through VC/OAVM facility.
- 8) 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 the 21st Annual General Meeting under item No. 2 of the Notice, are annexed hereto.
- 9) 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 to ssd@ccilindia.co.in
- 10) All resolutions passed at the meeting shall be considered as passed in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder. Further, the mechanism provided in the MCA circulars along with the provisions of the Act and rules are complied with.



INSTRUCTIONS FOR PARTICIPATING IN AGM THROUGH VC/OAVM FACILITY

In accordance with the aforementioned MCA Circulars, the Company has made arrangements for providing the VC facility to the Members for participating in the Meeting. The Members are requested to follow the instructions mentioned below in order to participate in the Meeting through VC mechanism:

- a. The Company has arranged for a Video Conferencing (VC) facility for the 21st Annual General Meeting. Following are the requisite details for accessing the same:
 - The VC facility will be provided through the WebEx tool/platform with recording for the meeting.
 - You can join the VC using a Laptop/Desktop with Web Browser (Chrome, Internet Explorer etc.) or using the WebEx App on the Ipad/Android Tablet/phone.
 - You may install the Laptop/Desktop App from the link <https://www.webex.com/downloads.html>. This will enable you to join the meeting from the Laptop/Desktop.
 - Additionally, you may download and install the WebEx App on your Ipad from the Apple App Store and from Play Store for the Android Tablet/phone (Search for WebEx).
- b. The meeting number/link to join the VC for the AGM will be communicated to the Members separately by e-mail.
- c. The video/audio experience will be dependent on the Internet bandwidth/connectivity for the user.
- d. The facility for joining the Meeting shall be kept open 15 minutes before the time scheduled to start the meeting and 15 minutes after the expiry of the said scheduled time.
- e. Queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent through email at ssd@ccilindia.co.in well before the date of the meeting so that the answers may be made readily available at the meeting.
- f. Members are requested to send e-mail at ssd@ccilindia.co.in or call at the below numbers in case of any technical assistance required at the time of log in/ accessing/ voting at the Meeting through VC;

Sr. No.	Name of The Concerned Person	Telephone Nos.
1	Mr. Praveen Mata, SVP, IT Dept.	022 6154 6213
2	Mr. Pankaj Srivastava, Company Secretary	022 6154 6548
3	Ms. Neha Samani, Secretarial Dept.	022 6154 6543
4	Ms. Aditi Neema, Secretarial Dept.	022 6154 6545
5.	Ms. Avani Bandi, Secretarial Dept.	022 6154 6542
6.	Ms. Mansi Dagli, Secretarial Dept.	022 6154 6558

**Details of Directors seeking appointment/re-appointment at the
21st Annual General Meeting**

Name of Director	Mr. R. Gandhi
Category/ Designation	Non-Executive Chairman
Age	68 years
Date of first appointment on the Board	November 20, 2019
Qualifications	<p>a) Master's degree in Economics</p> <p>b) Post Graduate level Certificates in Management Information System from the American University Washington DC, USA and in Capital Market from the City University of New York, New York, USA</p> <p>c) Certificate course in System Programming from the IBM Education in Sydney, Australia</p> <p>d) Certificate course in Gandhian Thoughts from the Madurai University, Tamil Nadu.</p>
Experience	Deputy Governor of the Reserve Bank of India for three years from 2014 to 2017 and accomplished central banker for 37 years. Currently advises banks, finance companies and fintech entities.
Shareholding in the Company	Nil
Number of meeting of the Board attended during the FY 2023-24 / Number of meetings held during the tenure of Directors	4/4
Directorships held in other Companies	<p>(As on April 22, 2024)</p> <ol style="list-style-type: none"> 1. Electronic Payment and Services Private Limited 2. NESL Asset Data Limited 3. The Clearing Corporation of India Limited 4. Perfios Software Solutions Private Limited 5. Yes Bank Limited
Particulars of Committee Chairmanship/ Membership held in other Companies	As per enclosed Annexure II
Relationship with other Directors / KMP of the Company	None

Name of Director	Mr. R. Gandhi
Terms and Conditions of appointment/ re-appointment	Proposed to be reappointed as Non – Executive Director, liable to retire by rotation.
Remuneration sought to be paid	Sitting fees of Rs. 50,000/- for attending each meeting of the Board / Committee, if any, 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 2023-24	Rs. 2,00,000 /-

Particulars of Chairmanship/ Membership of Committees held in other Companies by:
Mr. R. Gandhi (As on April 22, 2024):

Sr. No.	Name of the Company/Institution	Name of Committee	Member / Chairman
1.	NESL Asset Data Limited	Risk Management Committee	Chairman
		Audit Committee	Member
		Nomination and Remuneration Committee	Chairman
2.	Electronic Payments and Services Private Limited	Audit and Risk Committee	Chairman
		Business and Operations Committee	Member
		Finance Committee	Member
3.	Yes Bank Limited	Capital Raising Committee	Chairman
		Risk Management Committee	Member
		Nomination & Remuneration Committee	Member
		IT Strategy Committee	Member
4.	The Clearing Corporation of India Limited	Corporate Social Responsibility Committee	Chairman
		Regulatory Compliance Committee	Chairman
		Human Resources Committee	Chairman
		Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Technical Approval Committee	Member
		Committee of Directors on Risk Management	Member
		Committee for Bye Laws, Rules and Regulations	Member