

NOTICE

Notice is hereby given that the Sixth Extra-Ordinary General Meeting of the members of Clearcorp Dealing Systems (India) Limited will be held on Monday, May 9, 2016 , at 2.30 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 an **Ordinary Resolution**:

“**RESOLVED THAT** Smt. Usha Thorat (holding DIN-00542778), who was appointed as an Additional Director, by the Board of Directors at its meeting held on October 31, 2015 pursuant to Article 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 The Clearing Corporation of India Ltd., a member, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

“**RESOLVED THAT** subject to the applicable provisions of the Companies Act, 2013 and rules made thereunder and any amendment or modification thereto, the consent of the members be and is hereby accorded for the appointment of Smt. Usha Thorat (holding DIN:00542778), as Non-Executive Chairperson of the Company, Director liable to retire by rotation, w.e.f from the date of her appointment by the Board i.e., October 31, 2015 and Sitting fees shall be payable to Chairperson 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 a special invitee.”

“**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 an **Ordinary Resolution**:

“**RESOLVED THAT** Shri N S Venkatesh (holding DIN-01893686), who was appointed as an Additional Director, by the Board of Directors at its meeting held on April 11, 2016 pursuant to Article 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 The Clearing Corporation of India Ltd., a member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”

**By Order of the Board of Directors,
For Clearcorp Dealing Systems (India) Ltd.**

Sd/-

**Sandhya Sati
Company Secretary**

Mumbai, April 13, 2016

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. 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.
5. 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.
6. Corporate member intending to send its authorized representative to attend the Meeting is requested to send a certified copy of the Board Resolution authorizing its representative to attend and vote on its behalf at the Extra Ordinary General Meeting.
7. 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 at this Extra-Ordinary General Meeting under Item No. 1 to 3 of the Notice, is annexed hereto.
8. Members / Proxies are requested to bring their duly filled attendance slips sent herewith at the Meeting.

9. 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 statements set out all material facts relating to the business mentioned under Item No. 1 to 3 of the accompanying notice dated April 13, 2016.

Items No. 1 and 2 :

As per practice, the Company had been appointing the Chairperson of the holding Company as the Chairperson of the Company. Accordingly, the Board of Directors at its meeting held on October 31, 2015, upon recommendation of Nomination and Remuneration Committee, appointed Smt. Usha Thorat, former Deputy Governor, RBI, (holding DIN- 00542778) as an Additional Director and Non-Executive Chairperson of the Company, on account of her appointment as an Non-Executive Chairperson of CCIL for a period of 3 years as approved by RBI.

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 The Clearing Corporation of India Limited, 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 annexed to this Notice. 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 business items no. 1 and 2 as Ordinary Resolutions for your approval.

The documents, if any, referred above, are made available for inspection in terms of Point 5 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.

Item No. 3 :

With a view to broad-basing the Board as also for maintaining the proper constitution of the Board of Directors in terms of the requirements of the Companies Act, 2013, the Board of Directors at its meeting held on April 11, 2016, upon recommendation of Nomination and Remuneration Committee, appointed Shri N S Venkatesh (holding DIN - 01893686), as an Additional Director of the Company in terms of Article 134 of the Articles of Association of the Company, liable to retire by rotation, under the category of Directorship "Professional Director". Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Article 134 of the Articles of Association of Company, Shri N S Venkatesh holds office as an Additional Director upto the date of forthcoming Annual General Meeting. The Company has received a notice in writing from The Clearing Corporation of India Limited, a member, along with the required deposit proposing the candidature of Shri N S Venkatesh for the office of Directorship pursuant to Section 160 of the Companies Act, 2013.

A brief profile covering the details of his age, qualification, experience, terms and conditions of appointment, etc as required pursuant to the Secretarial Standards on General Meetings, is annexed to this Notice. The Board considers that on account of vast knowledge and experience of Shri N S Venkatesh in Banking Sector, his appointment will be in the interest of the Company.

The Board recommends the passing of the business item no. 3 as an Ordinary Resolution for your approval.

The documents, if any, referred above, are made available for inspection in terms of Point 5 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 Shri N S Venkatesh.

Annexure

Details of Directors seeking appointment at the 6th Extra-Ordinary General Meeting scheduled to be held on May 9, 2016

Name of Director	Smt. Usha Thorat	Shri N S Venkatesh
Category	Non-Executive Director, Promoter	Non-Executive Director, Professional
Designation	Non-Executive Chairperson	Director
Date of Birth (Age)	20/02/1950 (66 years & 1 month)	23/4/1957 (58 years & 11 months)
Date of first appointment on the Board	31/10/2015	11/04/2016
Qualifications	M.A (Economics)	Bachelor of Science, Chartered Accountant
Experience	Former Deputy Governor, Reserve Bank of India More than four decades of experience with the Reserve Bank of India.	Presently serving as an Executive Director and CFO, IDBI Bank Ltd and has over three decades of experience in Banking Sector.
Shareholding in the Company	Nil	Nil
Number of meeting of the Board attended during the FY 2015-16 / Number of meetings held during the tenure of Directors	2/2	NA
Directorships held in other Companies as on April 13, 2016	1. Financial Benchmarks India	1. Fixed Income Money Market and

	<p>Private Limited – Director and Non- Executive Chairperson</p> <p>2. The Clearing Corporation of India Ltd. - Director and Non-Executive Chairperson</p>	<p>Derivatives Association of India (FIMMDA)- Chairman</p> <p>2. IDBI Asset Management Ltd.- Nominee Director</p>
<p>Particulars of Committee Chairmanship/ Membership held in other Companies as on April 13, 2016</p>	<p>The Clearing Corporation of India Limited</p> <p>1. Audit Committee- Member</p> <p>2. Nomination and Remuneration Committee-Member</p> <p>3. Corporate Social Responsibility Committee- Chairperson</p> <p>4. Committee for Bye Laws, Rules and Regulations (BRR)- Member</p> <p>5. Technical Approval Committee-Member</p> <p>6. Committee on HR, Personnel and organizational matters of CCIL- Chairperson</p> <p>7. Committee of</p>	<p>Nil</p>

	Directors on Risk Management-Member	
Relationship with other Directors / KMP of the Company	None	None
Terms and Conditions of appointment/ re-appointment	Appointed as Non - Executive Chairperson, Director liable to retire by rotation and Sitting fees as mentioned below shall be paid.	Director liable to retire by rotation and Sitting fees as mentioned below shall be paid.
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.	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-2015-2016	Total Sitting fees of Rs. 2,00,000 paid.	NA

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

Sd/-

Sandhya Sati

Company Secretary

Mumbai, April 13, 2016

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-U74999MH2003PLC140849

Email id- ssd@ccilindia.co.in.

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

Attendance Slip

CIN: U74999MH2003PLC140849

CLEARCORP DEALING SYSTEMS (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:

Registered Address:

Folio No:

No. of Shares:

I/ We hereby record my/ our presence at the 6th Extra Ordinary General Meeting of the Company held on Monday, May 9, 2016 at 2.30 pm at CCIL Bhavan, College Lane, Off. S. K. Bole Road, Dadar (West), Mumbai-400 028.

Signature of Member/ Joint member

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: U74999MH2003PLC140849

CLEARCORP DEALING SYSTEMS (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 6TH.~~Annual~~
~~General Meeting~~/ Extraordinary General Meeting of the Company, to be held on the Monday, 9th day
of May 2016 at 2.30 ~~a.m.~~ 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.	Appointment of Shri N S Venkatesh as Director of the Company

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.