

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 Thirteenth Extra-Ordinary General Meeting of the members of The Clearing Corporation of India Limited will be held on Wednesday, 30th January, 2019 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:

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** pursuant to the provisions of Section 5 read with Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) and rules framed thereunder, the Directions to Central Counterparties issued by Reserve Bank of India (RBI) or any other relevant notifications, circulars, directives issued by RBI under the Payment and Settlement Systems Act, 2007 as amended or re-enacted from time to time, the consent of the members be and is hereby accorded for the alteration of the Articles 75A and 75B of the Articles of Association of the Company relating to Restriction on transfer and pre-emptive rights by replacing the existing Article 75A and 75B with new Article 75 and adoption of the same as under :

75. Restriction on Holding and Transfer of Shares

- (1) Notwithstanding anything contained in these Articles, holding and transfer of shares of the Company shall also be governed by the directions issued by the Reserve Bank of India in this regard from time to time under the Payment and Settlement Systems Act, 2007 as amended or re-enacted from time to time.*

- (2) Every transfer of shares shall require prior approval of the Board of Directors of the Company or Committee of the Board authorised by the Board for this purpose. Prior approval of the Reserve Bank of India would also be required in case the transfer of shares or the acquisition of shares and cumulative shareholding is equal to or more than the threshold prescribed by the Reserve Bank of India from time to time.*
- (3) Subject to the provisions of sub-article (1) and (2), a Member shall be at liberty to transfer share(s) to a person who is eligible to become the shareholder of the Company in accordance with the 'Fit and Proper criteria' prescribed by the Company. Provided that if any question arises as to whether a person is a 'fit and proper' person, decision of Reserve Bank of India on such question shall be final.*
- (4) For the purpose of this Article, shares shall mean Equity shares."*

"RESOLVED FURTHER THAT the Board of Directors and such other persons as may be authorised by the Board be and are hereby severally authorized to finalise the proposed alterations to the Articles of Association of the Company including but not limited to filing of necessary applications with the regulatory authorities, to settle all questions, difficulties or doubts that may arise in this regard, to submit such other documents and information as may be required by any regulatory authority, to file necessary forms with the Registrar of Companies, to comply with all other requirements under the applicable laws in this regard and do all such acts, deeds, matters and things relating to the proposed alterations to the Articles of Association of the Company and adoption of altered Articles of Association of the Company."

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 Section 5 read with Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) and rules framed thereunder, the Directions to Central Counterparties issued by Reserve Bank of India (RBI) or any other relevant notifications, circulars, directives issued by RBI under the Payment and Settlement Systems Act, 2007 as amended or re-enacted from time to time, the consent of the members be and is hereby accorded for the alteration of the Article 130 and 131 of

the Articles of Association of the Company relating to constitution of the Board and First Directors and Rights of Nomination by replacing the existing Article 130 and 131 with new Article 130 and 131 respectively and adoption of the same as under :

130. Constitution of the Board

Unless otherwise determined by the General Meeting, the number of Directors shall not be less than three or more than fifteen and the number of Directors may be increased beyond fifteen with the approval of the members in a general meeting by passing a special resolution.

131. First Directors and Rights of Nomination to Equity Shareholders

(1) The persons hereinafter named were the First Directors of the Company: -

- 1. Dr. Ramchandra Hanmant Patil**
- 2. Mr. Murukkattanpoondi Ranganathan Ramesh**
- 3. Mr. Perugu Rajeshwar Rao**
- 4. Mr. Kalathi Sivaprakasam**

(2) Nomination by Core Promoters: The following Core Promoters so long as they respectively hold atleast 5% of the equity share capital of the Company, shall be entitled to nominate one director each on the Board :-

- a. State Bank of India**
- b. Life Insurance Corporation of India.**
- c. ICICI Bank Limited**
- d. HDFC Bank Limited**

(3) Nomination by other Equity Shareholder(s): Other equity shareholders i.e. Non-core promoter shareholders may nominate upto two Directors as their nominees on the Board so long as such shareholders hold 5% of the equity share capital of the Company and subject to rotation as mentioned hereinafter. The non-core promoter shareholders holding the equity share capital as mentioned above shall have a right to nominate one Director each for a maximum term of three years and the position of such non-core promoter shareholder shall be rotated amongst the non-core promoter shareholders holding atleast 5% of the equity share capital of the Company upon completion of the tenure.

(4) Alternate Directors to Nominated Directors: Each nominating promoter/ shareholder shall be entitled to appoint an Alternate Director under Article 133 hereof in respect of their respective nominee director(s) under this Article.

(5) Other terms and conditions for appointment of directors / Managing Director/ Chairperson shall be as per the directions issued by the Reserve Bank of India from time to time under the Payment and Settlement Systems Act, 2007 as amended or re-enacted from time to time, including but not limited to the age limit, maximum tenure, Fit and Proper criteria, processes to be followed for appointment(s) and prior approval of RBI wherever required.”

"RESOLVED FURTHER THAT the Board of Directors and such other persons as may be authorised by the Board be and are hereby severally authorized to finalise the proposed alterations to the Articles of Association of the Company including but not limited to filing of necessary applications with the regulatory authorities, to settle all questions, difficulties or doubts that may arise in this regard, to submit such other documents and information as may be required by any regulatory authority, to file necessary forms with the Registrar of Companies, to comply with all other requirements under the applicable laws in this regard and do all such acts, deeds, matters and things relating to the proposed alterations to the Articles of Association of the Company and adoption of altered Articles of Association of the Company."

3. 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 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder as amended from time to time, Mr Prashant Kumar (holding DIN-07562475), Nominee of State Bank of India, who was appointed as an Additional Director, by the Board of Directors at its meeting held on November 16, 2018 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 to be held for the financial year 2018-19 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 a

member, proposing his candidature for the office of Director, be and is hereby appointed as a Nominee Director of the Company, liable to retire by rotation.”

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

**Sd/-
Pankaj Srivastava
Company Secretary**

Mumbai, January 2, 2019

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 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 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 Items No.1,2 and 3 set out above is annexed hereto and forms part of this Notice.
6. Documents, if any, referred to or in relation to 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 and also during the continuation of the 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 this 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 STATEMENT

As required under Section 102(1) of the Companies Act 2013, the following statement sets out all material facts relating to the Special Business mentioned under Items No. 1 to 3 of the accompanying Notice dated January 2, 2019.

Item no.1

The Company had received a communication from one of its equity shareholders requesting to provide a flexibility to the existing shareholders to sell shares held by them to the willing purchaser at a consensus price subject to fulfillment of 'Fit and proper' criteria and do away with the process of acceptance of price by the Board and fair valuation as entailed in Article 75(A)(3) of the Articles of Association of the Company. Further, a communication on similar lines was also received from Reserve Bank of India on Article 75A - Restriction on transfer and pre-emptive rights, pricing of shares, etc.

Considering the above request from shareholder and communication received from RBI, the Board of Directors at their meeting held on August 14, 2018 decided to do away with the provisions pertaining to acceptance of price by the Board of Directors and process of fair valuation if price is not accepted with respect to transfer of shares. The Board decided that the price should be determined by the prospective seller and buyer i.e parties to the transfer and Board's acceptance for price of shares would not be required in this regard.

Further, the Board also noted that the provisions regarding pre-emptive rights were included in the Articles of Association at the time of inception of the Company and might no longer be relevant as now there was 'Fit and Proper Criteria' in place and transfer of shares required prior approval of RBI. In the mean time, Directions for Central Counterparties (CCPs) were issued by RBI in October 2018 which inter-alia include eligibility criteria for acquiring/holding shares of CCPs wherein prior approval of RBI would be required in case the transfer of shares is equal to or more than 5% of the shares of the CCP or the acquisition of shares and cumulative shareholding reaches 5% or more. The said Directions also include 'Fit and Proper' criteria for becoming shareholder of a CCP wherein it has been provided that in case any question arises as to whether a person is a 'Fit and Proper' person, RBI's decision on such question shall be final.

In view of the foregoing, it has been proposed to remove the provisions as entailed in Article 75A of the Articles of Association in respect of the process of acceptance of price by the Board and

determination of 'fair value' for transfer of shares as mentioned in Article 75A(3) of the Articles of Association of the Company and the provisions pertaining to pre-emptive rights as contained in Article 75A(2) of the Articles of Association of the Company and include 'Fit and proper' criteria for becoming shareholder of CCIL in terms of the Directions for CCPs issued by RBI under the Payment and Settlement Systems Act, 2007. Accordingly, it is proposed to modify and club Article 75A and Article 75B of the Articles of Association and renumber it as Article 75 of the Articles of Association. The Board of Directors had approved, subject to the approval of shareholders the amendments to the Article 75A and 75B of the Articles of Association at their meeting held on November 16, 2018 by replacing them with Article 75 as proposed in the table hereunder :-

Article no.	Existing Article	Proposed (New) Article
75A	<p><u>Restriction on transfer and pre-emptive rights</u></p> <p>(1) As provided in the foregoing Articles and without prejudice to the provisions of these presents, a Member shall be at liberty to transfer a share.</p> <p>(2) Except as hereinafter provided, no shares in the Company shall be transferred unless and until the rights of preemption hereinafter conferred shall have been exhausted.</p> <p>(3) Every member who intends to transfer any shares (hereinafter called "the Vendor") shall give notice in writing to the Board of his intention. The notice shall specify the price at which the Vendor proposes to sell the shares referred to in the notice and the notice will also specify the name of the purchaser. The Board shall have</p>	<p><u>75. Restriction on Holding and Transfer of Shares</u></p> <p>(1) Notwithstanding anything contained in these Articles, holding and transfer of shares of the Company shall also be governed by the directions issued by the Reserve Bank of India in this regard from time to time under the Payment and Settlement Systems Act, 2007 as amended or re-enacted from time to time.</p> <p>(2) Every transfer of shares shall require prior approval of the Board of Directors of the Company or Committee of the Board authorised by the Board for this purpose. Prior approval of the Reserve Bank of India would also be required in case the transfer of shares or the acquisition of shares and cumulative shareholding is equal to or more than the threshold prescribed by the Reserve Bank of India from time to time.</p>

discretion whether to accept the price or not. If the Board does not accept the price specified in the notice, the same shall be determined by the auditor for the time being of the Company who shall certify by writing under his hand the price, which in his opinion is the fair selling value thereof as between a willing vendor and a willing purchaser. A certification by the auditor shall be conclusive as to the selling price of the shares comprised in such notice. The price as accepted by the Board or as determined shall be the fair value of the shares and is hereinafter referred to as "fair value". The notice shall constitute the Board as agent of the Vendor for sale of the shares at the fair value.

(4) The Board shall forthwith give notice to all the Members of the Company of the number and fair value of the shares to be sold and invite each of them to state in writing within twenty-one days from the date of the said notice whether he is willing to purchase any, and if so what maximum number, of the said shares.

(5) At the expiration of the said twenty-one days the Board shall allocate the said shares to or amongst the Member or Members who shall have expressed his or their willingness to purchase aforesaid provided that no Member shall be obliged to take more than the

(3) Subject to the provisions of sub-article (1) and (2), a Member shall be at liberty to transfer share(s) to a person who is eligible to become the shareholder of the Company in accordance with the 'Fit and Proper criteria' prescribed by the Company. Provided that if any question arises as to whether a person is a 'fit and proper' person, decision of Reserve Bank of India on such question shall be final.

(4) For the purpose of this Article, shares shall mean Equity shares.

said maximum number of shares so notified by him as aforesaid. If more Members express willingness to purchase the shares than there are available for sale then the Directors may in their discretion in such manner as they think fit, decide to which Member or Members the shares are to be sold and the decision of the Directors shall be final. Upon such allocation being made the vendor shall be bound on payment of the fair value to transfer the share to the purchaser or purchasers and if he makes default in so doing the Board may receive and give a good discharge for the purchase money on behalf of the Vendor and enter the name of the purchaser in the Register as holder by transfer of the said shares purchased by him.

(6) In the event of the whole of the said shares not being sold under sub-article (5) of this Article, the vendor may, at any time within six calendar months after the expiration of the said twenty-one days, transfer the shares not so sold to any person (subject to applicable Articles hereof) and at any prices being not less than the fair value thereof as determined under sub-article (3) of this Article.

(7) (i) Sub-articles (2) and (6) of this Article hereof shall not apply to a transfer to a person who is already a Member of the Company nor to a

	<p>transfer by a Member which is a body corporate to its parent company or to any of its subsidiary companies provided that such transfer is approved for the purpose by the Board of Directors by a resolution passed by a two-third majority. Any transfer falling within the exceptions mentioned in this Article shall nevertheless be subject to the provisions of the relevant Articles.</p> <p>(ii) For the purpose of clause (i) of this sub- article, a company shall be deemed to be a subsidiary of another if the other holds more than half in nominal value of the equity share capital of the first mentioned company.</p> <p>(8) For the purpose of this Article, shares shall mean Equity shares.</p> <p>(9) The provisions of this Article shall not apply in case of a proposed transfer of shares by an existing shareholder to a person(s) who is/are not member(s) if a special resolution to that effect is passed at a general meeting called for the purpose by the members.</p> <p>75B 75B (i) No shares shall be transferred unless the divestment/sale/transfer of shares have prior approval of Reserve Bank of India.</p> <p>(ii) Further, the Board may refuse to transfer the shares, if in the opinion of the Board, the transferee is not a “Fit or Proper” person.</p>	
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As per Section 14 of the Companies Act, 2013, approval of the Shareholders is required by way of a Special Resolution for amendment to the Article 75A and Article 75B of the Articles of Association of the Company. The Board of Directors recommends for your approval the passing of the Special Item of business as stated in Item No. 1 as a Special Resolution.

A draft copy of the duly amended Articles of Association of the Company alongwith the relevant documents are available for inspection to the shareholders of the Company at the Registered Office of the Company on any working day during business hours between 10.30 am to 5.30 pm upto the date of the meeting.

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.

Item No.2:

Reserve Bank of India (RBI) had conducted inspection in the year 2017 and had come out with certain recommendations to the Company. One of the recommendations was with respect to the size and composition of the Board of Directors of the Company which primarily included reduction in number of Directors on the Board of the Company, providing opportunity to other members / shareholders of the Company other than Core Promoters to nominate their representatives on the Board of the Company.

Accordingly, the proposal with respect to size and composition of the Board was discussed by the Board and as decided by the Board, a meeting of representatives of Core Promoters viz. State Bank of India, ICICI Bank Ltd, HDFC Bank Ltd, Life Insurance Corporation of India and Bank of Baroda was convened on June 25, 2018 to decide on matter with respect to size and composition of Board. After due deliberations, the decision taken by the Core Promoters at their aforesaid meeting with respect to the size and composition of Board was subsequently approved by the Board at its meeting held on August 14, 2018 and was thereafter taken on record by RBI. However, in the mean time, Reserve Bank of India also issued the Directions for Central Counterparties (CCPs) on October 15, 2018 which are applicable to the Company being a Central Counterparty under Payment and Settlement Systems Act, 2007. The said Directions primarily enumerate the composition of the Board of CCPs, conditions for appointment of Directors of CCPs, Fit and Proper criteria for Directors and for acquiring/holding of shares of CCPs, etc .

Accordingly, the Board of Directors at its meeting held on November 16, 2018, considering the recommendations of RBI as well as provisions of RBI CCP Directions in respect of size and composition of Board, 'Fit and proper' criteria for becoming director of CCP, etc approved the proposed amendments to the Articles of Association of the Company regarding size and composition of the Board subject to the approval of shareholders.

The proposed amendments to the Article 130 and Article 131 of the Articles of Association of The Clearing Corporation of India Limited are as follows:-

Article no.	Existing Article	Proposed (New) Article
130	<p>Constitution of the Board</p> <p>130. Unless otherwise determined by the General Meeting, the number of Directors shall not be less than three or more than eighteen and the number of Directors may be increased beyond eighteen with the approval of the Central Government.</p>	<p>Constitution of the Board</p> <p>130. Unless otherwise determined by the General Meeting, the number of Directors shall not be less than three or more than fifteen and the number of Directors may be increased beyond fifteen with the approval of the members in a general meeting by passing a special resolution.</p>
131	<p>First Directors and Rights of Nomination</p> <p>131. (1) The persons hereinafter named are the first Directors of the Company: -</p> <ol style="list-style-type: none"> 1. Dr. Ramchandra Hanmant Patil 2. Mr. Murukkattanpoondi Ranganathan Ramesh 3. Mr. Perugu Rajeshwar Rao 4. Mr. Kalathi Sivaprakasam <p>(2) Subject to the other provisions of this Article, the first Directors shall hold office until the close of the first Annual General Meeting of the Company</p>	<p>First Directors and Rights of Nomination to Equity Shareholders</p> <p>131(1) The persons hereinafter named were the First Directors of the Company: -</p> <ol style="list-style-type: none"> 1. Dr. Ramchandra Hanmant Patil 2. Mr. Murukkattanpoondi Ranganathan Ramesh 3. Mr. Perugu Rajeshwar Rao 4. Mr. Kalathi Sivaprakasam <p>(2) <u>Nomination by Core Promoters:</u></p> <p>The following Core Promoters so long as they respectively hold atleast 5% of the equity share capital of the</p>

	<p>provided that if vacancy arises in the office of any of the aforesaid first Directors before the close of the first Annual General Meeting of the Company then such vacancy may be filed by the Directors at their meeting.</p> <p>(3) Nomination by State Bank of India as chief promoter: So long as it holds atleast 26% of the equity share capital of the Company, the State Bank of India shall be entitled to nominate four directors, of which one shall be the Chairman of the Board and another shall be the Managing Director of the Company.</p> <p>Provided the nomination for the appointment of the Chairman and the Managing Director shall be subject to the direction issued by Reserve Bank of India in this regard from time to time under The Payment and Settlement Systems Act, 2007.</p> <p>Provided further that so long as it holds at least 10% of the equity share capital of the Company, State Bank of India shall be entitled to nominate two directors on the Board.</p> <p>Provided further that in the event of State Bank of India share holding falling below 10% , it shall be entitled to</p>	<p>Company, shall be entitled to nominate one director each on the Board :-</p> <ol style="list-style-type: none"> a. State Bank of India b. Life Insurance Corporation of India. c. ICICI Bank Limited d. HDFC Bank Limited <p>(3) <u>Nomination by other Equity Shareholder(s):</u> Other equity shareholders i.e. Non-core promoter shareholders may nominate upto two Directors as their nominees on the Board so long as such shareholders hold 5% of the equity share capital of the Company and subject to rotation as mentioned hereinafter. The non-core promoter shareholders holding the equity share capital as mentioned above shall have a right to nominate one Director each for a maximum term of three years and the position of such non-core promoter shareholder shall be rotated amongst the non-core promoter shareholders holding atleast 5% of the equity share capital of the Company upon completion of the tenure.</p> <p>(4) <u>Alternate Directors to Nominated Directors:</u> Each nominating promoter/ shareholder shall be entitled to appoint an Alternate Director under Article 133 hereof in respect of their respective nominee director(s) under this Article.</p>
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	<p>nominate one director on the Board so long as it holds at least 5% of the equity share capital of the Company.</p> <p>(4) Nomination by other core promoters So long as they respectively hold atleast 5% of the equity share capital of the Company, the Bank of Baroda, and Industrial Development Bank of India, ICICI Limited, HDFC Bank Limited and Life Insurance Corporation of India shall each be entitled to nominate one director on the Board.</p> <p>(5) Alternate Directors to Nominated Directors: Each nominating promoter shall be entitled to appoint an Alternate Director under Article 133 hereof in respect of their respective nominee director(s) under this Article.</p>	<p>(5) Other terms and conditions for appointment of directors / Managing Director/ Chairperson shall be as per the directions issued by the Reserve Bank of India from time to time under the Payment and Settlement Systems Act, 2007 as amended or re-enacted from time to time, including but not limited to the age limit, maximum tenure, Fit and Proper criteria, processes to be followed for appointment(s) and prior approval of RBI wherever required.</p>
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As per Section 14 of the Companies Act, 2013, approval of the Shareholders is required by way of Special Resolution for amendment to the Article 130 and Article 131 of the Articles of Association of the Company. The Board recommends for your approval the passing of the Special Item of business as stated in Item No. 2 as a Special Resolution.

A draft copy of the duly amended Articles of Association of the Company alongwith the relevant documents are available for inspection to the shareholders of the Company at the Registered Office of the Company on any working day during business hours between 10.30 am to 5.30 pm upto the date of the meeting.

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.

Item no.3

The Board at its meeting held on November 16, 2018, on the basis of recommendation of Nomination and Remuneration Committee, appointed Mr. Prashant Kumar (DIN:07562475)

as an Additional Director (Nominee) pursuant to Article 131(3) and Article 134 of the Articles of Association of the Company in place of Smt. Anshula Kant, erstwhile Nominee Director of State Bank of India. Mr. Kumar holds his office as an Additional Director upto the date of the Annual General Meeting to be held for the financial year 2018-19.

Mr. Prashant Kumar, Dy. Managing Director & Chief Financial Officer, State Bank of India, joined the Bank as a Probationary Officer in 1983. He has degrees in Science and Law from Delhi University. Mr. Kumar has served the Bank in various capacities and has a rich experience in diverse fields ranging from Credit to Human Resources. During his 34 years of service with the Bank, he has held various key assignments including Dy. Managing Director (HR) & Corporate Development Officer, Dy. Managing Director & Chief Operating Officer, Chief General Manager, Kolkata Circle and General Manager, Local Head Office Mumbai. His other notable assignments include a stint as Chairman of Purvanchal Gramin Bank, Gorakhpur, where he was instrumental in bringing about tectonic changes in business levels and performance of the Bank. Apart from various critical operational positions, he has also served as Dy. General Manager (Industrial Relations), at SBI's Corporate Centre and as a faculty in Bank's Apex Training Institute- State Bank Academy, Gurugram.

Mr. Kumar has requisite skills, expertise and rich experience in the area of Banking and his inclusion on the Board of the Company would be extremely helpful to the Company. The Company has received from Mr. Prashant Kumar, a consent to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013. Further, he also fulfils the conditions specified in the Companies Act, 2013 and the rules framed thereunder as well as conditions stipulated in the Directions for Central Counterparties issued by RBI with respect to appointment of Directors on the Board of CCP. The Board considers that on account of vast knowledge and experience of Mr. Prashant Kumar , his appointment as a Nominee Director will be in the interest of the Company.

Brief profile covering the details of his qualification, experience etc, as required in terms of Secretarial Standards on General Meeting, is given hereunder :

Category	Non-Executive Director, Professional
Designation	Nominee Director
Age	58 years
Date of first appointment on the Board	November 16, 2018
Qualifications	B.Sc, L.L.B
Experience	Presently serving as Dy. Managing Director & Chief Financial Officer of SBI. 34 years of experience in Banking Industry. He has held various key assignments including Dy. Managing Director (HR) & Corporate Development Officer, Dy. Managing Director & Chief Operating Officer, Chief General Manager, Kolkata Circle and General Manager, Local Head Office Mumbai.
Shareholding in the Company	Nil
Number of meeting of the Board attended during the period April 1, 2018 till date of this Notice / Number of meetings held during the tenure of Directors	N.A
Directorships held in other Companies	(As on November 16, 2018) 1. SBI Foundation 2. Indian Institute of Banking and Finance 3. SBI Infra Management Solutions Private Limited
Particulars of Committee Chairmanship/ Membership held in other Companies	(As on November 16, 2018) Nil
Relationship with other Directors / KMP of the Company	None
Terms and Conditions of appointment/ re-appointment	Appointed as Non - Executive 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.
Remuneration last drawn (for the period April 1,2018 till date of this Notice)	Not Applicable

The Board recommends for your approval the passing of the Special Item of business as mentioned in Item no. 3 as an Ordinary Resolution.

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 resolution except Mr. Prashant Kumar.

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

**Sd/-
Pankaj Srivastava
Company Secretary**

Mumbai, January 2, 2019

Registered Office:

CCIL Bhavan,

S. K. Bole Road,

Dadar (West), Mumbai - 400 028

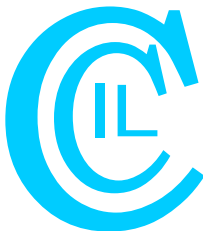
Tel: 61546200 ☐ Fax: 24326042

Website: www.ccilindia.com

CIN-U65990MH2001PLC131804

Email id- ssd@ccilindia.co.in.

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



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: _____

DP ID : _____

Client ID _____

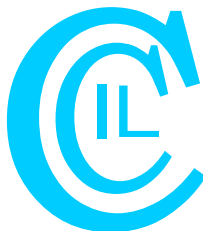
Folio No: _____

No. of Shares: _____

I/ We hereby record my/ our presence at the 13th Extra Ordinary General Meeting of the Company held on Wednesday, 30th January, 2019 at 4.30 p.m. at the Registered Office 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 completed and signed and hand over 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]

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 (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 13th Extra-ordinary General Meeting of the Company, to be held on the Wednesday, 30th January, 2019 at 4.30 p.m.at the Registered Office of the Company at CCIL Bhavan, S. K. Bole Road, Dadar (West), Mumbai - 400028 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No	Resolutions	Ordinary/Special
1.	Alteration of Article 75A and 75B of the Association of the Company	Special
2.	Alteration of Article 130 and 131 of the Association of the Company	Special
3.	Appointment of Mr. Prashant Kumar as Nominee Director of the Company, liable to retire by rotation	Ordinary

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. The Proxy will automatically become ineffective if the member is present at the meeting.

CCIL OFFICE ROUTE MAP

