



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 Twelfth Extra-Ordinary General Meeting of the members of The Clearing Corporation of India Limited will be held on Tuesday, March 13, 2018 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 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Share Capital and Debentures) Rules, 2014, The Companies (Prospectus and Allotment of Securities) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and subject to all applicable laws, approvals, consents, permissions and sanctions as may be necessary from the Reserve Bank of India (RBI) appropriate authorities or bodies and in accordance with the Memorandum and Articles of Association of the Company, consent of the shareholders be and is hereby accorded to offer, issue and allot Redeemable Non-Convertible Cumulative Preference Shares(RNCPS- II) to the extent of Rs.50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crore only) Preference shares of Rs.10/- each (Rupees Ten only), forming part of the authorised capital of the company and be offered and issued in one or more tranches, on a Private placement basis through Private placement Offer and Application, to entities other than existing Equity Shareholders as identified by the Board of Directors, on such terms and conditions and manner as may be decided by the Board of Directors and/or Committee of the Board duly constituted and authorized (hereinafter referred to as “Board”), in its absolute discretion in the best interest of the Company for the purpose of redeeming the existing 5,00,00,000 (Five Crore only) 8.5% Redeemable Non-convertible Cumulative Preference Shares (RNCPS-I) of Rs. 10 each, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening the meeting.”

“RESOLVED FURTHER THAT in accordance with the provisions of Section 43 of the Companies Act, 2013 and Companies (Share capital and Debentures) Rules, 2014:

- i) The RNCPS-II shall be non-participating in surplus funds and in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid;
- ii) The RNCPS-II shall carry a preferential right vis-a-vis equity shares with respect to payment of dividend or repayment of capital;
- iii) The RNCPS-II shall have a voting right as per the provisions of Section 47(2) of the Companies Act, 2013.
- iv) The payment of dividend shall be on cumulative basis for the RNCPS-II.
- v) The RNCPS-II shall be Non-convertible
- vi) The RNCPS-II shall be redeemable on completion of 5 years from the date of allotment at par on the Face Value of the preference shares.

“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/-

**Pankaj Srivastava
Company Secretary**

Mumbai, February 17, 2018

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 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 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 on the date of the meeting as 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 by Section 102(1) of the Companies Act 2013, the following statement sets out all material facts relating to the business mentioned under Item of the accompanying notice dated February 17, 2018.

Item No.1:

The Company had issued 5,00,00,000 (Five Crores Only) 8.5% Redeemable Non-Convertible Cumulative Preference Shares (RNCPS-I) of Rs.10/- amounting to Rs.50 crores in the year 2013 for a period of 5 years. The said preference shares are due for redemption on 23rd March 2018.

In terms of Section 55 of the Companies Act, 2013 and Article 80 A of the Articles of Association of the Company, no preference shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of the redemption.

The redemption of existing Preference Shares by way of fresh issue of Preference Shares would enable the Company to augment financial resources and simultaneously maintain its capital base at reasonable levels in terms of requirements of Principles for Financial Market Infrastructures (PFMI) guidelines and also without any change in the existing equity capital structure.

As per Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company, by a Special Resolution, for each of the Offers or Invitations. Further, Rule 9(1) (a) of Companies (Share Capital and Debentures) Rules, 2014 requires issuance of preference shares to be authorized by passing a special resolution in the general meeting of the company.

The Board at its meeting held on February 16, 2018 approved the issue of fresh 5,00,00,000 (Five Crores only) preference shares of Rs. 10/- each amounting to Rs. 50,00,00,000 on Private Placement basis for the purpose of redeeming the existing redeemable Preference Shares, subject to approval of the Shareholders.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of the issue are as under :-

a)	the size of the issue and number of preference shares to be issued and nominal value of each share;	5,00,00,000 (Five crore) Non-convertible, Redeemable Cumulative Preference shares of Rs.10/- each aggregating to Rs. 50,00,00,000 (Rupees Fifty crore)
b)	the nature of such shares <i>i.e.</i> cumulative or non-cumulative, participating or non-participating, convertible or non-convertible;	Cumulative, Non-participating, Non-convertible and Redeemable Preference shares
c)	the objectives of the issue;	The redemption of existing Preference Shares by fresh issue of Preference Shares. This would enable the company to augment financial resources and simultaneously maintain its capital base at reasonable levels in terms of requirements of Principles for Financial Market Infrastructures (PFMI) guidelines and also without any change in the existing equity capital structure.
d)	the manner of issue of shares;	The said Preference shares are proposed to be issued on a private placement basis through circulation of private placement offer letter.
e)	the price at which such shares are proposed to be issued;	The preference shares are proposed to be issued at the face value of Rs.10/- per share.
f)	the basis on which the price has been arrived at;	Considering the Non-convertible nature of the preference shares, the preference shares are being issued at par i.e Rs.10/- face value.
g)	the terms of issue, including terms and rate of dividend on each share, etc.;	The proposed Preference shares shall be issued to entities other than equity shareholders of the Company on a private placement basis. The rate of dividend shall be 8.5 % p.a from the date of

		allotment. The preference shares shall be Cumulative and Non-participating. The preference shares shall have voting rights as per Section 47(2) of the Companies Act, 2013.
h)	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion;	The proposed preference shares are redeemable after a period of five years from the date of allotment at par value in accordance with Section 55 of the Companies Act, 2013 read with rules framed thereunder.
i)	the manner and modes of redemption;	The proposed preference shares shall be redeemed in accordance with the provisions of Companies Act, 2013 read with relevant rules as amended from time to time
j)	the expected dilution in equity share capital upon conversion of preference shares.	Not applicable since the proposed preference shares to be issued are non-convertible.

k) Current shareholding pattern of the company

i) Equity shareholding pattern as on the date of this Notice

Shareholders	No. of Equity Shares of Rs.10/- each	Percentage of Shareholding
Public Sector Banks		
State Bank of India (Promoter)	1,06,00,000	21.20
IDBI Bank Ltd.(Promoter)	12,50,000	2.50
Bank of Baroda (Promoter)	25,00,000	5.00
Central Bank of India	20,00,000	4.00
Syndicate Bank	10,00,000	2.00
Oriental Bank of Commerce	10,00,000	2.00
Union Bank of India	5,00,000	1.00
Andhra Bank	5,00,000	1.00
Bank of India	5,00,000	1.00
Canara Bank	5,00,000	1.00
Corporation Bank	5,00,000	1.00
PDs/Other Bodies Corporate (Subsidiary of Public sector banks/Financial Institutions)		
Canara Bank Securities Ltd	2,50,000	0.50
SBI DFHI Ltd.	22,50,000	4.50
STCI Finance Ltd	50,00,000	10.00
CorpBank Securities Ltd.	5,00,000	1.00

Financial Institutions		
Life Insurance Corporation of India (Promoter)	50,00,000	10.00
IFCI Ltd.	20,00,000	4.00
	3,58,50,000	71.70
Private Banks/ Insurance Companies		
HDFC Bank Limited (Promoter)	25,00,000	5.00
ICICI Bank Limited (Promoter)	27,50,000	5.50
Axis Bank Limited	20,00,000	4.00
IndusInd Bank Ltd.	10,00,000	2.00
Kotak Mahindra Life Insurance Company Limited	25,00,000	5.00
	1,07,50,000	21.50
Foreign Banks		
Citibank N.A.	5,00,000	1.00
The Hong Kong and Shanghai Banking Corporation Ltd.	5,00,000	1.00
JP Morgan Chase Bank NA, Mumbai	24,00,000	4.80
	34,00,000	6.80
Total	5,00,00,000	100.00

**ii) Preference shareholding pattern as on date of this notice
(8.5% Redeemable Non-convertible Cumulative Preference Shares)**

Sr.No	Name of the shareholder	No. of shares held	Percentage of shareholding
1.	The Kalupur Commercial Co-operative Bank Limited	1,90,00,000	38.00
2.	City Union Bank Ltd.	10,00,000	2.00
3.	The Karur Vysya Bank Ltd.	50,00,000	10.00
4.	Karnataka Bank Ltd	20,00,000	4.00
5.	The Federal Bank Ltd.	50,00,000	10.00
6.	The South Indian Bank Ltd.	50,00,000	10.00
7.	Kotak Mahindra Bank Ltd.	80,00,000	16.00
8.	Yes Bank Ltd.	50,00,000	10.00
	Total	5,00,00,000	100.00

The issue of Preference Shares is in accordance with the provisions of the Articles of Association of the Company. There is no default in redemption or payment of dividend on preference shares.

As per Section 42, 55 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with The Companies (Share Capital and Debentures) Rules, 2014, The Companies (Prospectus and Allotment of Securities) Rules, 2014, the consent of the shareholders is required to be sought to empower/authorize the Board of Directors and/or Committee of the Board duly constituted and authorized to offer, issue and allot 5,00,00,000 preference shares on a private placement basis to identified entities other than existing Equity Shareholders, on such terms and conditions and manner as may be decided by the Board, in its absolute discretion in the best interest of the Company for the purpose of redeeming the existing redeemable Preference Shares. The resolution has accordingly been placed before the members for its approval and the Board recommends resolution to be passed as Special Resolution.

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.

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 at the meeting.

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

Sd/-
Pankaj Srivastava
Company Secretary

Mumbai, February 17, 2018

Registered Office:

CCIL Bhavan,

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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

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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: _____

RegisteredAddress: _____

Folio No: _____

No. of Shares: _____

I/ We hereby record my/ our presence at the 12th Extra Ordinary General Meeting of the Company held on Tuesday, March, 13, 2018 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:
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:

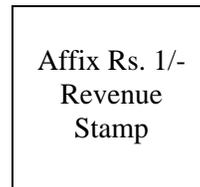
E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th ~~Annual General Meeting~~/ Extraordinary General Meeting of the Company, to be held on the Thirteenth day of March 2018 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	Resolution
1.	Issue of 5,00,00,000 Non-convertible Redeemable Cumulative Preference shares of Rs.10/- each for redemption of existing preference shares.

Signed this..... day of..... ..20.....



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

