



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 FIFTEENTH EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF THE CLEARING CORPORATION OF INDIA LIMITED WILL BE HELD ON WEDNESDAY, MARCH 1, 2023 AT 04:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT CCIL BHAVAN, S. K. BOLE ROAD, DADAR (WEST), MUMBAI - 400028 THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) FACILITY IN ACCORDANCE WITH THE APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH CIRCULARS ISSUED BY MINISTRY OF CORPORATE AFFAIRS IN THIS REGARD, TO TRANSACT THE FOLLOWING BUSINESS:

Special Business:

1. Approval for issuance of 8.5%, 5,00,00,000 Redeemable Non-Convertible Cumulative Preference Shares (RNCPS-III) to the Identified Persons and 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 (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s), re-enactment thereof for the time being in force) and any other applicable laws, rules and regulations, and subject to such approvals, consents, permissions and sanctions as may be necessary from the Reserve Bank of India (RBI) or such other appropriate authorities or bodies and in accordance with the

Memorandum and Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to offer, issue and allot 8.5% Redeemable Non-Convertible Cumulative Preference Shares (RNCPS-III) to the extent of Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) Preference Shares of Rs.10/- (Rupees Ten only) each, at par for cash consideration to be received through banking channels, to the Identified Persons as set out in the Explanatory Statement annexed herewith, forming part of the Authorised Share Capital of the Company and be offered, issued and allotted in one or more tranches, on a Private Placement basis through Private Placement Offer Letter cum Application Form, to the Identified Persons, 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 (herein after referred to as “Board”, which term shall be deemed to include any Committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose), in its absolute discretion in the best interest of the Company for the purpose of redeeming the existing 8.5% 5,00,00,000 Redeemable Non-Convertible Cumulative Preference Shares (RNCPS-II) of Rs. 10/- (Rupees Ten only) 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 read with the Companies (Share capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, the RNCPS-III shall be subject to the following terms and conditions in addition to the others as prescribed under the applicable laws:

- i) The RNCPS-III shall be non-participating in surplus fund and in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid;
- ii) The RNCPS-III shall carry a preferential right vis-a-vis equity shares with respect to payment of dividend or repayment of capital;
- iii) The RNCPS-III 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-III.
- v) The RNCPS-III shall be Non-convertible
- vi) The RNCPS-III 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 pursuant to the provisions of the Companies Act, 2013 and other applicable laws, the Board (deemed to include the Committee of Directors duly constituted for the purpose) be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares including the number of shares to be offered to each of the Identified Persons, as it may, in its sole and absolute discretion deem fit within their scope of approval of shareholders, and expedient and to make an offer to the Identified Persons through Private Placement Offer Letter cum Application Form (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the shareholders.”

“RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013, consent of the shareholders of the Company be and is hereby accorded to record the name and details of the Identified Persons to whom private placement offer letter is circulated in Form PAS-5 and issue a Private Placement Offer Letter cum Application Form in Form PAS-4, to those persons inviting them to subscribe to the Preference Shares in accordance with the provisions of the Act.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board (deemed to include the Committee of Directors constituted for the purpose) 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 including execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint consultants, professional advisors and legal advisors to give effect to the aforesaid resolution 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.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

2. Appointment of Mr. V Narayanamurthy (holding DIN: 00555704) as a Nominee Director of the Company, liable to retire by rotation and 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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) for the time being in force as amended from time to time and Directions for Central Counterparties issued by RBI, Mr. V Narayanamurthy (holding DIN : 00555704), Managing Director and CEO of STCI Finance Limited, one of the equity shareholders of the Company, who was appointed as an Additional Director (Nominee) by the Board of Directors w.e.f August 9, 2022, 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 22nd 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 a member, proposing his candidature for the office of Director and whose appointment as a Nominee Director has been recommended to the Shareholders by the Board of Directors, be and is hereby appointed as a Nominee Director of the Company representing STCI Finance Limited on the Board for a period of three years with effect from August 9, 2022 to August 8, 2025 and his period of office shall be liable to be determined for retirement by rotation.”

3. Appointment of Mr. P R Mishra (holding DIN: 09743297) as a Nominee Director of the Company, liable to retire by rotation and 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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) for the time being in force as amended from time to time and Directions for Central Counterparties issued by RBI, Mr. P R Mishra (holding DIN: 09743297), Executive Director- Life Insurance Corporation of India, one of the Core Promoter shareholders of the Company, who was appointed as an Additional Director (Nominee) by the Board of Directors at its meeting held on November 1, 2022, pursuant to Articles 131(2) and 134 of the Articles of Association of the Company and who holds such office until the date of the 22nd 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 a member, proposing his candidature for the office of Director and whose appointment as Nominee Director has been recommended to the Shareholders by the Board of Directors, be and is hereby appointed as a Nominee Director of the Company representing Life Insurance Corporation of India on the Board for a period from November 1, 2022 to May 31, 2024 and his period of office shall be liable to be determined for retirement by rotation.”

4. Appointment of Dr. Ajit Ranade (holding DIN: 00918651) as an Independent Director of the Company and 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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof) for the time being in force read with Schedule IV to the Companies Act, 2013, as amended from time to time and Directions for Central Counterparties issued by RBI, Dr. Ajit Ranade (holding DIN: 00918651) who was appointed as an Additional Director (Independent) by the Board of Directors with effect from November 1, 2022 pursuant to Section 161 of the Companies Act, 2013 and Article 134 of the Articles of Association of the Company and who holds such office until the date of the 22nd 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 a member, proposing his candidature for the office of Director and whose appointment as an Independent Director has been recommended to the Shareholders by the Board of Directors, be and is hereby appointed as an Independent Director of the Company to hold office for a period of three consecutive years with effect from November 1, 2022 to October 31, 2025 and his period of office shall not be liable to be determined for retirement by rotation.”

5. Appointment of Mr. B. Raghavendra Rao (holding DIN: 08508501) as a Nominee Director of the Company, liable to retire by rotation and 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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) for the time being in force as amended from time to time and Directions for Central Counterparties issued by RBI, Mr. B. Raghavendra Rao (holding DIN: 08508501), Deputy Managing Director (Corporate Accounts Group and Global Markets), State Bank of India, one of the Core Promoter shareholders of the Company, who was appointed as an Additional Director (Nominee) by the Board of Directors at its meeting held on December 14, 2022, pursuant to Articles 131(2) and 134 of the Articles of Association of the Company and who holds such office until the date of the 22nd 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 a member, proposing his candidature for the office of Director, be and is hereby appointed as a Nominee Director of the Company representing State Bank of India on the Board for a period from December 14, 2022 to June 30, 2023 and his period of office shall be liable to be determined for retirement by rotation.”

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

Sd/-

**Pankaj Srivastava
Company Secretary**

Mumbai, February 6, 2023

Registered Office:

CCIL Bhavan,

S. K. Bole Road,

Dadar (West), Mumbai - 400 028

Tel: 022 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. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 11/2022 dated December 28, 2022 read with General Circular No. 3/2022 dated May 5, 2022, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 22/2022 dated June 15, 2020, General Circular No. 20/ 2020 dated May 5, 2020, General Circular No.17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 2020 (collectively referred to as 'MCA Circulars') has permitted the holding of the Extra ordinary General Meeting ('EGM') 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 EGM of the Company is being held through VC/OAVM on March 1, 2023 at 4:00 p.m. The deemed venue for the 15th EGM will be CCIL Bhavan, S.K. Bole Road, Dadar (West), Mumbai - 400 028.**
2. IN LIGHT OF THE MCA CIRCULARS, THE NOTICE OF THE 15TH EGM HAVE BEEN SENT ONLY TO THOSE MEMBERS WHOSE E- MAIL IDS ARE REGISTERED WITH THE COMPANY / DEPOSITORY THROUGH ELECTRONIC MEANS AND NO PHYSICAL COPY OF THE NOTICE HAS BEEN SENT BY THE COMPANY TO ANY MEMBER. THE NOTICE CONVENING THE 15TH EGM HAS ALSO BEEN UPLOADED ON THE WEBSITE OF THE COMPANY AT www.ccilindia.com. THE LINK IS MENTIONED BELOW :

<https://www.ccilindia.com/AboutUs/Promoters/Pages/OtherInformation.aspx>.
3. THE NOTICE OF EXTRA ORDINARY GENERAL MEETING IS BEING SENT AT THE EMAIL IDs OF THE SHAREHOLDERS REGISTERED WITH THE COMPANY / DEPOSITORY PARTICIPANT. THOSE MEMBERS WHO HAVE NOT REGISTERED THEIR EMAIL IDs WITH THE COMPANY OR WANT TO CHANGE THEIR EMAIL IDs REGISTERED WITH THE COMPANY ARE REQUESTED TO REGISTER/RE-REGISTER THEIR EMAIL IDs BY SENDING THE DULY SIGNED DOCUMENT ENCLOSED AS [ANNEXURE II](#) TO THIS NOTICE AT THE

FOLLOWING EMAIL ID OF THE COMPANY: ssd@ccilindia.co.in. OR THE MEMBERS CAN REGISTER THE EMAIL IDs WITH THEIR DEPOSITORY PARTICIPANT. IF THERE IS ANY CHANGE IN THE E-MAIL ID ALREADY REGISTERED WITH THE COMPANY, MEMBERS ARE REQUESTED TO IMMEDIATELY NOTIFY SUCH CHANGE TO THE COMPANY / DEPOSITORY PARTICIPANT.

4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM 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 EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR 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 EGM. HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP FOR EGM ARE NOT ANNEXED TO THIS NOTICE.
5. MEMBERS INTENDING TO APPOINT THEIR AUTHORISED REPRESENTATIVES PURSUANT TO SECTION 113 OF THE ACT TO ATTEND THE EGM THROUGH VC OR 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.
6. 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 EGM 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: ccilegm@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. In case the e-mail address is not registered with the Company, please follow the instructions as mentioned in Point no 3 above for registration of the same.

7. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Business Items Nos. 1 to 5 set out above is annexed hereto and forms part of this Notice.
8. The attendance of the Members attending the EGM through VC or OAVM facility will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. 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 5.00 P.M. up to the date of Meeting and also during the continuation of the meeting through VC or OAVM facility.
10. 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 Items No 2 to 5 of the Notice, is enclosed to this Notice as [Annexure I](#).
11. 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.

12. INSTRUCTIONS FOR PARTICIPATING IN EGM 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 15th Extra ordinary 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 to join the VC for the EGM will be communicated to the Members separately by e-mail.
- c.** The video/audio experience will be dependent of 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. Shonette Misquitta, Secretarial Dept.	022 6154 6549

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 Item Nos. 1 to 5 of the accompanying Notice dated February 6, 2023.

Item No. 1

In March 2018, the Company had issued 8.5%, 5,00,00,000 (Five Crore) Redeemable Non-Convertible Cumulative Preference Shares (RNCPS-II) of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 50,00,00,000/- (Rupees Fifty Crore Only) for a period of five years. The said shares are due for redemption on March 22, 2023.

In terms of Section 55 of the Companies Act, 2013 and Article 80A 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.

In this regard, the Company is proposing to offer, issue and allot fresh preference shares on a private placement basis in order to redeem the existing 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.

According to 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, Section 55 of the Companies Act, 2013 read with 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 1, 2023 approved the issuance of fresh 5,00,00,000 (Five Crores) Redeemable Non-Convertible Cumulative Preference Shares

(RNCPS-III) of Rs. 10/- (Rupees Ten only) each at par aggregating to Rs. 50,00,00,000/- (Rupees Fifty Crore Only), for cash consideration to be received through banking channels, on Private Placement basis for the purpose of redemption of the existing Preference Shares (RNCPS-II), subject to approval of the Shareholders.

A statement of disclosures as required under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 are as under :-

a)	Particulars of the Offer: The size of the issue and number of preference shares to be issued, type of the preference share and nominal value of each share;	8.5%, 5,00,00,000 (Five Crore) Redeemable Non-Convertible Cumulative Preference Shares (RNCPS-III) of Rs.10/- (Rupees Ten Only) each aggregating to Rs. 50,00,00,000/- (Rupees Fifty Crore Only)
b)	Date of passing of Board resolution	February 1, 2023
c)	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
d)	Amount which the company intends to raise by way of such securities;	Rs. 50,00,00,000/- (Rupees Fifty Crore Only)
e)	The objectives of the issue;	To redeem the 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.
f)	Contribution being made by the	No Director(s) / Promoter(s) intends to

	promoters or directors either as part of the offer or separately in furtherance of objects;	participate in the aforementioned issue.
g)	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 cum Application Form in Form PAS-4, in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder.
h)	Proposed time schedule	The allotment shall be completed within sixty days from the date of receipt of share application money.
i)	Name and address of valuer who performed valuation.	Not Applicable since the Preference Shares issue under consideration are Redeemable and Non-Convertible.
j)	The price at which such shares are proposed to be issued;	The preference shares are proposed to be issued at par value i.e. at the face value of Rs.10/- (Rupees Ten only) per share.
k)	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.
l)	Principle terms of assets charged as securities:	Not Applicable
m)	The terms of issue, including terms and rate of dividend on each share, etc.;	In accordance with the Directions for Central Counterparties (CCP Directions) issued by RBI, the proposed preference shares shall be issued to the Identified Persons who are the user(s) of any of the payment system of the Company. 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.
n)	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.
o)	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.
p)	The expected dilution in equity share capital upon conversion of preference shares.	Not applicable since the proposed preference shares are non-convertible.

q) Current Shareholding Pattern of the Company

**Equity Shareholding Pattern
(As on the date of this Notice)**

Shareholders	No. of Shares of Rs. 10/- each	% Equity Shareholding
Public Sector Banks		
State Bank of India (Promoter)	84,00,000	16.80%
Bank of Baroda (Promoter)	5,00,000	1%
Central Bank of India	3,50,000	0.70%
Canara Bank	17,50,000	3.50%
Union Bank of India	20,00,000	4%
Punjab National Bank	10,00,000	2%
Bank of India	5,00,000	1%
	1,45,00,000	29%

PD/NBFC		
SBI DFHI Limited	22,50,000	4.50%
STCI Finance Limited	50,00,000	10%
	72,50,000	14.50%
Financial Institutions		
Life Insurance Corporation of India (Promoter)	50,00,000	10%
IFCI Limited	2,55,000	0.51%
	52,55,000	10.51%
Private Banks/ Insurance Companies		
HDFC Bank Limited (Promoter)	45,00,000	9%
ICICI Bank Limited (Promoter)	49,50,000	9.90%
Axis Bank Limited	20,00,000	4%
IndusInd Bank Limited	10,00,000	2%
Kotak Mahindra Life Insurance Company Limited	25,00,000	5%
The Federal Bank Limited	24,95,000	4.99%
ICICI Lombard General Insurance Company Limited	16,50,000	3.30%
The Karur Vysya Bank Limited	5,00,000	1%
	1,95,95,000	39.19%
Foreign Banks		
Citibank N.A.	5,00,000	1%
The Hongkong and Shanghai Banking Corporation Ltd.	5,00,000	1%
J P Morgan Chase Bank NA, Mumbai	24,00,000	4.80%
	34,00,000	6.80%
Total Equity shares	5,00,00,000	100%

Preference Shareholding Pattern

8.5% Redeemable Non-Convertible Cumulative Preference Shares (RNCPS-II) (As on the date of this notice)

Sr. No	Name of the shareholder	No. of shares held	% to total RNCPS-II
1.	The Kalapur Commercial Cooperative Bank Ltd.	1,40,00,000	28%
2.	Kotak Mahindra Bank Limited	80,00,000	16%
3.	The Karur Vysya Bank Limited	50,00,000	10%
4.	The Federal Bank Limited	50,00,000	10%
5.	DBS Bank India Limited	50,00,000	10%
6.	The South Indian Bank Limited	50,00,000	10%
7.	Yes Bank Limited	50,00,000	10%
8.	Karnataka Bank Limited	20,00,000	4%
9.	City Union Bank Limited	10,00,000	2%
	Total Preference Shares	5,00,00,000	100%

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.

Pursuant to Section 42 and Section 55 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) 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 for the purpose, authorized to offer, issue and allot 5,00,00,000 RNCPS-III on a private placement basis to the Identified Persons as set out below, on such terms and conditions and manner including number of shares to be offered to each such persons as may be decided by the Board, in its absolute discretion in the best interest of the Company for the purpose of redemption of the existing Preference Shares/RNCPS-II. The resolution has accordingly been placed before the shareholders for its approval and the Board recommends resolution to be passed as Special Resolution.

The list of the Identified Persons and the number of Preference Shares (RNCPS-III) of the Company to be offered is set out below:

S. No.	Name of the Identified Persons	Number of Preference Shares (RNCPS-III)
1.	The Kalupur Commercial Cooperative Bank Limited	70,00,000
2.	Kotak Mahindra Bank Limited	50,00,000
3.	DBS Bank India Limited	50,00,000
4.	The Federal Bank Limited	50,00,000
5.	The Karur Vysya Bank Limited	50,00,000
6.	The South Indian Bank Limited	50,00,000
7.	Yes Bank Limited	50,00,000
8.	Bandhan Bank Limited	50,00,000
9.	Dhanlaxmi Bank Limited	50,00,000
10.	The Karnataka Bank Limited	20,00,000

11.	City Union Bank Limited	10,00,000
	TOTAL	5,00,00,000

None of the Directors, Key Managerial Persons of the Company and / or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

Documents, if any, referred above, are made available for inspection in terms of Point 9 of the Notes to the accompanying Notice.

Item No. 2

In terms of Article 131(3) of the Articles of Association of CCIL, non-core promoter shareholders, holding 5% of the equity share capital of the Company can nominate a director on the Board of CCIL subject to maximum of two such directors representing such non-core promoter shareholders.

STCI Finance Limited (STCI), one of the non-core promoter shareholder holding 10% of the equity share capital of the Company requested the Company for nomination of Mr. V Narayanamurthy (DIN : 00555704) in place of their former representative Mr. Pradeep Madhav as Nominee Director on the Board of CCIL.

Considering the request received from STCI, the Board of Directors on the basis of the recommendation of the Nomination and Remuneration Committee, appointed Mr. V Narayanamurthy (DIN: 00555704) as an Additional Director (Nominee) pursuant to Article 131(3) and Article 134 of the Articles of Association of the Company w.e.f August 9, 2022. Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Article 134 of the Articles of Association of Company, Mr. Narayanamurthy holds office as an Additional Director upto the date of the 22nd Annual General Meeting. As per the provisions of the Directions for Central Counter Parties (CCP Directions) issued by RBI, a Nominee Director shall be appointed for a maximum of two terms of three years each or up to 70 years of age, whichever is earlier. Therefore, the Board has recommended the appointment of Mr. V Narayanamurthy as Nominee Director for a period of three years from August 9, 2022 to

August 8, 2025. His period of office shall be liable to be determined for retirement by rotation.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice from STCI, a member, proposing the candidature of Mr. V Narayanamurthy for appointment as a Nominee Director.

Mr. V Narayanamurthy is presently the Managing Director and CEO of STCI Finance Ltd, since September 1, 2021. He has nearly 33 years of operational and strategic experience with the IDBI Bank Limited. He joined IDBI Bank in the year 1988. His responsibilities at IDBI Bank Limited included:

- a) Chief Financial Officer of IDBI Principal Asset Management Company.
- b) Deputy General Manager, overseeing IDBI's strategic Investment.
- c) General Manager, Corporate Strategy and Policy, where his key responsibilities included analysis and evaluation of various strategic/policy initiatives; overseeing Economic/Financial/Banking research, Corporate communications and CSR
- d) General Manager and Executive Assistant to Chairman and Managing Director.
- e) Chief General Manager and Zonal Head for Bengaluru Zone.
- f) Executive Director, with responsibility for retail liabilities, cash management services and government business along with Human Resource and training.

Mr. V Narayanamurthy has completed Bachelor of Commerce and Master of Arts from University of Delhi. He also holds Masters in Financial Management from Jamnalal Bajaj Institute for Management Studies, University of Bombay. He is also a Certified Associate of the Indian Institute of Bankers (CAIIB), Indian Institute of Banking & Finance.

In opinion of the Board, Mr. Narayanamurthy has rich experience in the areas of Banking and Financial services and his induction on the Board of the Company would be beneficial to the Company. The Company has received from Mr. Narayanamurthy 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 from being appointed as a Director 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 CCP Directions with respect to appointment of Directors on the Board of a CCP. The Board considers that on account of vast knowledge and experience of Mr. V Narayanamurthy, 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 (SS-2), is enclosed as [Annexure I](#).

The Board recommends for your approval the passing of the Special Item of business as mentioned in Item No. 2 as an Ordinary Resolution.

Documents, if any, referred above, are made available for inspection in terms of Point 9 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. V Narayanamurthy.

Item No. 3

In terms of Article 131(2) of the Articles of Association of CCIL, 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

Mr. A.K. Anand, Nominee Director (representative of Life Insurance Corporation of India) retired as a Nominee Director of the Company with effect from April 30, 2022 post completion of his term on April 30, 2022. Life Insurance Corporation of India requested the Company to consider the nomination of Mr. P R Mishra, Executive Director– LIC of India as a Nominee Director on the Board of CCIL representing LIC of India.

Considering the request received from LIC of India, the Board of Directors at its meeting held on November 1, 2022 on the basis of the recommendation of the Nomination and Remuneration Committee, appointed Mr. P R Mishra, (DIN: 09743297) as an Additional Director (Nominee) pursuant to Article 131(2) and Article 134 of the Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Article 134 of the Articles of Association of Company, Mr. P R Mishra holds office as an Additional Director upto the date of the 22nd Annual General Meeting. As per the provisions of the Directions for Central Counter Parties (CCP Directions) issued by RBI, a Nominee Director shall be appointed for a maximum of two terms of three years each or up to 70 years of age, whichever is earlier. Further, as per the said Directions, the Directors nominated by the nominating organization shall be serving officials with relevant experience and expertise. Hence, considering scheduled date of retirement of Mr. P R Mishra from LIC of India, the Board has recommended the appointment of Mr. Mishra as Nominee Director for a period from November 1, 2022 to May 31, 2024 in terms of provisions of the Companies Act, 2013 and rules framed thereunder. His period of office shall be liable to be determined for retirement by rotation.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice from LIC, a member, proposing the candidature of Mr. Mishra for appointment as a Nominee Director.

Mr. P R Mishra is presently the Executive Director - Investments Front Office of LIC. He has nearly 35 years of experience with LIC. He had joined LIC in February, 1988. He had initially joined LIC as Direct Recruit AAO and has worked in Andhra Pradesh, Orissa, West Bengal, Nepal and Maharashtra. He has worked as Branch-in-charge and Division-in-charge for 22 years. He was posted as SDM of Kolkata Suburban Division and Metro Division I (two of the biggest division in the country in volumes of sales and premium income) and also as CEO of LIC, Nepal for 5 years. Later, he was posted as Secretary, Chief - Investments Front Office and Executive Director - Investments Back Office and currently, acts as Executive Director - Investments Front Office of LIC.

Mr. P R Mishra has completed Master of Arts (Analytical and Applied Economics) from Utkal University, Bhubaneshwar, Orissa.

In opinion of the Board, Mr. Mishra has rich experience in the areas of Investment operations and his induction on the Board of the Company would be beneficial to the Company. The Company has received from Mr. Mishra, 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 from being appointed as a Director 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 CCP Directions with respect to appointment of Directors on the Board of a CCP. The Board considers that on account of vast knowledge and experience of Mr. Mishra 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 (SS-2), is enclosed as [Annexure I](#).

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 9 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. P R Mishra.

Item No. 4

The Board of Directors at its meeting held on November 1, 2022 upon the recommendation of the Nomination and Remuneration Committee, approved the appointment of Dr. Ajit Ranade (holding DIN-00918651) as an Additional Director (Independent) pursuant to Article 134 of the Articles of Association of the Company with effect from November 1, 2022 and also recommended to the shareholders, his appointment as an Independent Director, in terms

of Section 149 read with Schedule IV of the Companies Act, 2013 for a period of three consecutive years with effect from November 1, 2022 to October 31, 2025.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Article 134 of the Articles of Association of Company, Dr. Ajit Ranade holds office as an Additional Director (Independent) upto the date of the 22nd Annual General Meeting. In accordance with section 160 of the Companies Act, 2013, the Company has received a notice from SBI, a member, proposing the candidature of Dr. Ajit Ranade for appointment as an Independent Director. His period of office is not liable to be determined for retirement by rotation.

Dr. Ajit Ranade is a noted Economist. He is presently the Vice Chancellor at Gokhale Institute of Politics and Economics (“GIPE”). Prior to his joining GIPE, he was the Group Executive President and Chief Economist with the Aditya Birla Group. His thirty-two year career has spanned academic, research and corporate assignments. Prior to the Aditya Birla Group, he was Chief Economist and Head of Microfinance Business at ABN Amro Bank. Before that, he has been a faculty member at the Indira Gandhi Institute of Development Research, a deemed University funded by the Reserve Bank of India. He has also taught in the U.S.A. at Brown University, Holy Cross College, Wesleyan University, and at Jawaharlal Nehru University in New Delhi. He has also been Professor at Indian Council for Research on International Economic Relations (ICRIER), New Delhi. He also acts as Independent Director of BSES Rajdhani Power Ltd and BSES Yamuna Power Ltd. He has completed B. Tech (Electrical Engineering) from Indian Institute of Technology, Bombay, MBA from Indian Institute of Management, Ahmedabad and M.A. and Ph.D. (Economics) from Brown University, USA .

In the opinion of the Board, Dr. Ajit Ranade has vast experience in Economics and Research related areas and his appointment on the Board as an Independent Director would be beneficial to the Company. The Board is also of the opinion that he 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 a CCP and is also independent of the management of the Company.

The Company has received from Dr. Ajit Ranade, 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 from being appointed as a Director under sub-section 2 of Section 164 of the Companies Act, 2013. Dr. Ajit Ranade has given a declaration to the Board to the effect that he meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013. He has also given declaration that he has complied with the conditions/criteria stipulated under Companies (Appointment and Qualification of Directors) Rules, 2014 as amended / substituted by the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019.

Brief profile covering the details of his qualification, experience etc, as required in terms of Secretarial Standards on General Meeting (SS-2), is annexed to this Notice as [Annexure I](#).

A copy of the draft letter for appointment of Dr. Ajit Ranade as an Independent Director setting out the terms and conditions of the appointment would be available for inspection without any fee by the members at the Registered Office of the Company on any working day during normal business hours up to the date of Meeting and also during the continuation of the meeting.

The Board recommends for your approval the passing of the Special Item of business as mentioned in Item No. 4 as an Ordinary Resolution.

Documents, if any, referred above, are made available for inspection in terms of Point 9 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 Dr. Ajit Ranade.

Item no. 5

In terms of Article 131(2) of the Articles of Association of CCIL, 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

Mr. S V Sastry, Nominee Director (representative of State Bank of India (SBI)) resigned as a Nominee Director of the Company with effect from September 30, 2022 on account of superannuation from the services of SBI with effect from September 30, 2022.

SBI requested the Company to consider the nomination of Mr. B. Raghavendra Rao, Deputy Managing Director (Corporate Accounts Group and Global Markets)- State Bank of India as a Nominee Director on the Board of CCIL representing SBI.

Considering the request received from SBI, the Board of Directors at its meeting held on December 14, 2022 on the basis of the recommendation of the Nomination and Remuneration Committee, appointed Mr. B. Raghavendra Rao (DIN: 08508501) as an Additional Director (Nominee) pursuant to Article 131(2) and Article 134 of the Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Article 134 of the Articles of Association of Company, Mr. B. Raghavendra Rao holds office as an Additional Director upto the date of the 22nd Annual General Meeting. As per the provisions of the Directions for Central Counter Parties (CCP Directions) issued by RBI, a Nominee Director shall be appointed for a maximum of two terms of three years each or up to 70 years of age, whichever is earlier. Further, as per the said Directions, the Directors nominated by the nominating organization shall be serving officials with relevant experience and expertise. Hence, considering scheduled date of retirement of Mr. B. Raghavendra Rao from SBI, the Board has recommended the appointment of Mr. Rao as Nominee Director for a period from December 14, 2022 to June 30, 2023 in terms of provisions of the Companies

Act, 2013 and rules framed thereunder. His period of office shall be liable to be determined for retirement by rotation.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice from SBI, a member, proposing the candidature of Mr. Rao for appointment as a Nominee Director.

Mr. B. Raghavendra Rao is presently the Deputy Managing Director (Corporate Accounts Group and Global Markets) at State Bank of India, Corporate Centre, Mumbai. He is also the group head of Corporate Accounts Group. Concurrently, Mr Rao is currently the Head of Treasury at State Bank of India. He had joined State Bank of India as Direct Recruit in 1990 and has worked extensively for the past 32 years in major banking verticals like Credit, Treasury, International Banking and Retail Banking. He has a rich experience in International Banking Operations of the Bank. He has worked as CEO of SBI London during 2015-2019 and also served in Maldives as Country Head and at SBI, Frankfurt, Germany as Asst. Vice President.

Mr. Rao has completed Master of Science (Technology) in Instrumentation Engineering. He is also Certified Associate of Indian Institute of Bankers and Certified by ACAMS in Risk Management.

In opinion of the Board, Mr. Rao has rich experience in the areas of Banking and Finance and his induction on the Board of the Company would be beneficial to the Company. The Company has received from Mr. Rao, 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 from being appointed as a Director 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 CCP Directions with respect to appointment of Directors on the Board of a CCP. The Board considers that on account of vast knowledge and experience of Mr. Rao 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 (SS-2), is enclosed as [Annexure I](#).

The Board recommends for your approval the passing of the Special Item of business as mentioned in Item No. 5 as an Ordinary Resolution.

Documents, if any, referred above, are made available for inspection in terms of Point 9 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. B. Raghavendra Rao.

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

Sd/-

**Pankaj Srivastava
Company Secretary**

Mumbai, February 6, 2023

Registered Office:

CCIL Bhavan,

S. K. Bole Road,

Dadar (West), Mumbai - 400 028

Tel: 022 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)

Annexure I

Details of Director seeking appointment/re-appointment at the 15th Extra Ordinary General Meeting scheduled to be held on March 1, 2023

Name of the Director / candidate for directorship	Mr. V Narayanamurthy	Mr. P R Mishra	Dr. Ajit Ranade	Mr. B. Raghavendra Rao
Designation	Additional Director (Nominee)	Additional Director (Nominee)	Additional Director (Independent)	Additional Director (Nominee)
Age (as on February 1, 2023)	59 years and 6 months	58 years and 8 months	61 years and 9 months	59 years and 7 months
Date of first appointment on the Board	August 9, 2022	November 1, 2022	November 1, 2022	December 14, 2022
Qualifications	Bachelor of Commerce and Master of Arts from University of Delhi, Masters in Financial Management from Jamnalal Bajaj Institute for Management Studies, University of Bombay, Certified Associate of the Indian Institute of Bankers (CAIIB), Indian Institute of Banking & Finance	Master of Arts (Analytical and Applied Economics) from Utkal University, Bhubaneswar, Orissa	B. Tech (Electrical Engineering), Indian Institute of Technology, Bombay, MBA, Indian Institute of Management, Ahmedabad, M.A. and Ph.D. (Economics) Brown University, USA.	M Sc (Tech) in Instrumentation Engineering, Certified Associate of Indian Institute of Bankers, Certified by ACAMS in Risk management
Experience	Over 33 years of operational and strategic experience with the IDBI	Over 35 years of experience with LIC of India. Currently associated	Over 32 years of experience in academic, research and corporate	Over 32 years of experience in major banking verticals like

	Bank Limited. Currently associated with STCI Finance Ltd as the Managing Director and CEO	with LIC of India as the Executive Director - Investments Front Office	assignments. Currently, he is the Vice Chancellor at Gokhale Institute of Politics and Economics (GIPE). Prior to his joining GIPE, he was the Group Executive President and Chief Economist with the Aditya Birla Group.	Credit, Treasury, International Banking and Retail Banking. Currently associated with SBI as the Deputy Managing Director (Corporate Accounts Group and Global Markets)
Shareholding in the Company	Nil	Nil	Nil	Nil
Number of meeting of the Board attended during the financial year 2022-23 / Number of meetings held during the tenure of Directors (upto the date of this Notice)	5/5	3/3	3/3	2/2
Directorships held in other Companies (As on February 1, 2023)	<ol style="list-style-type: none"> 1. STCI Finance Ltd 2. STCI Commodities Ltd (under voluntary liquidation) 3. STCI Primary Dealer Ltd 	Nil	<ol style="list-style-type: none"> 1. Axar Digital Services Private Limited 2. BSES Yamuna Power Limited 3. BSES Rajdhani Power Limited 4. Aditya Birla Sun Life Trustee Private Limited 5. Mahratta Chamber of Commerce Industries and Agriculture, Pune 	<ol style="list-style-type: none"> 1. Central Warehousing Corporation of India 2. Oman India Joint Investment Fund Management Company Private Limited 3. Fixed Income Money Market and Derivatives Association of India

Particulars of Committee Chairmanship/ Membership held in other Companies (As on February 1, 2023)	1. <u>STCI Finance Limited</u> Chairman of Credit and Investment Committee Member of CSR Committee, Risk Management Committee, IT Strategy Committee 2. <u>STCI Primary Dealer Ltd</u> Member of Nomination and Remuneration Committee and IT Strategy Committee	Nil	1. <u>BSES Yamuna Power Limited</u> Chairperson of CSR Committee 2. <u>BSES Rajdhani Power Limited</u> Chairperson of CSR Committee 3. <u>Aditya Birla Sun Life Trustee Private Limited</u> Member of Audit Committee	<u>Central Warehousing Corporation of India –</u> Member of CSR Committee
Relationship with other Directors / KMP of the Company	None	None	None	None
Terms and Conditions of appointment/ re-appointment	Proposed to be appointed as Non – Executive, Nominee Director, liable to retire by rotation and sitting fees as mentioned below shall be paid.	Proposed to be appointed as Non – Executive, Nominee Director, liable to retire by rotation and sitting fees as mentioned below shall be paid.	Proposed to be appointed as Non – Executive, Independent Director not liable to retire by rotation and sitting fees as mentioned below shall be paid.	Proposed to be appointed as Non – Executive, Nominee 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/- or such amount as may be	Sitting fees of Rs. 50,000/- or such amount as may be	Sitting fees of Rs. 50,000/- or such amount as may be	Sitting fees of Rs. 50,000/- 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 for attending each meeting of the Board / Committees of the Company or such other purpose as approved by the Board. For meetings to be held after 1 st February, 2023, Sitting fees of Rs. 75,000/- shall be payable in respect of Board/Audit Committee/Technical Approval Committee/Committee of Directors on Risk Management, whereas for other Committee Meetings, the same shall be Rs. 50,000/-	decided by the Board, subject to the ceiling prescribed from time to time, under Companies Act 2013 and Rules thereunder for attending each meeting of the Board / Committees of the Company or such other purpose as approved by the Board. For meetings to be held after 1 st February, 2023, Sitting fees of Rs. 75,000/- shall be payable in respect of Board/Audit Committee/Technical Approval Committee/Committee of Directors on Risk Management, whereas for other Committee Meetings, the same shall be Rs. 50,000/-	decided by the Board, subject to the ceiling prescribed from time to time, under Companies Act 2013 and Rules thereunder for attending each meeting of the Board / Committees of the Company or such other purpose as approved by the Board. For meetings to be held after 1 st February, 2023, Sitting fees of Rs. 75,000/- shall be payable in respect of Board/Audit Committee/Technical Approval Committee/Committee of Directors on Risk Management, whereas for other Committee Meetings, the same shall be Rs. 50,000/-	decided by the Board, subject to the ceiling prescribed from time to time, under Companies Act 2013 and Rules thereunder for attending each meeting of the Board / Committees of the Company or such other purpose as approved by the Board. For meetings to be held after 1 st February, 2023, Sitting fees of Rs. 75,000/- shall be payable in respect of Board/Audit Committee/Technical Approval Committee/Committee of Directors on Risk Management, whereas for other Committee Meetings, the same shall be Rs. 50,000/-
Remuneration last drawn (sitting fees paid for the financial year 2022-23, upto the date of this Notice)	Rs. 2,50,000/-	Rs. 1,50,000/-	Rs. 1,50,000/-	Rs.1,00,000/-

**FORM FOR REGISTRATION / UPDATION OF E-MAIL ADDRESS FOR
RECEIVING COMMUNICATIONS IN ELECTRONIC FORM**

Company Secretary
The Clearing Corporation of India Ltd.
CCIL Bhavan, S. K. Bole Road,
Dadar (W), Mumbai-400 028.

Subject:-Sending of Notices, Annual Report, Audited Financial Statements and other information/documents through Electronic Mode (E-Mode)

Dear Sir,

I / We hereby request you to register my / our e-mail address provided below for receiving the Notices, Annual Report, Audited Financial Statements and other information/ documents from the Company through electronic mode:-

E-mail Address: _____

Name of the Shareholder: _____

Registered Address: _____

DP ID / Client ID: _____

Contact Nos.: Mobile: _____

Land Line (with STD Code): _____

Signatures of Shareholder

Date: _____

Note: The Shareholder(s) are requested to keep the Company informed / update the email address as and when there is any change in the e-mail address.