

Transcript of the proceedings of 15th Extra Ordinary General Meeting of The Clearing Corporation of India Limited held on Wednesday, March 1, 2023 at 4:00 P.M. through Video Conferencing.

Directors Present:

Mr. R. Gandhi	Non- Executive Chairman <i>(Attended through VC from his residence in Bengaluru)</i>
Mr. Hare Krishna Jena	Managing Director <i>(Attended in person)</i>
Mr. S. Vishvanathan	Independent Director and Chairman of Nomination and Remuneration Committee <i>(Attended in person)</i>
Mr. P.R. Ramesh	Independent Director and Chairman of Audit Committee <i>(Attended through VC from his residence in Secunderabad)</i>
Dr. D. Manjunath	Independent Director <i>(Attended through VC from his residence in IIT Campus, Mumbai)</i>
Mr. V. Narayanamurthy	Nominee Director <i>(Attended through VC from his office in Mumbai)</i>
Mr. B Raghavendra Rao	Nominee Director <i>(Attended through VC from his office in State Bank Bhavan, Mumbai)</i>

Members Present (Through Video Conferencing):

Mr. Prabhjot Singh	Representative of IFCI Limited
Mr. R Balu	Representative of Life Insurance Corporation of India
Mr. Parth Adhiya	Representative of ICICI Lombard General Insurance Company Ltd



Mr. Narendra Thakran	Representative of Punjab National Bank
Mr. Dilip Kumar Mishra	Representative of SBI DFHI Ltd
Mr. Alok Gupta	Representative of Union Bank of India
Mr. Kainesh Patel	Representative of ICICI Bank Ltd
Mr. Sarosh Panthaki	Representative of Kotak Mahindra Life Insurance Company Limited
Ms. Suparna Sharma	Representative of STCI Finance Ltd
Mr. Kailash Joshi	Representative of Bank of India
Mr. Shivam Kaushik	Representative of State Bank of India
Mr. Amol Kulkarni	Representative of Canara Bank
Mr. Rohan Jathanna	Representative of Indusind Bank Ltd
Mr. Manish Kumar Jain	Representative of J P Morgan Chase Bank, N.A.
Mr. Pranav Shrimali	Representative of Bank of Baroda
Mr. Dronadula Sreedhar	Representative of Karur Vysya Bank Ltd (Equity and Preference Shareholder)
Mr. Sreekanth I.V	Representative of The Federal Bank Ltd. (Equity and Preference Shareholder)
Mr. Arpit Gandhi	Representative of The Kalapur Commercial Cooperative Bank Limited (Preference Shareholder)

The following Auditors were present:

Mr. Rajen Ashar	Representative of M/s. G. M. Kapadia & Co, Statutory Auditors	Present through video conferencing from his office at Nariman Point, Mumbai
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Mr. Mitesh Dhabliwala Representative of M/s. Present through Parikh and Associates video conferencing Practising Company from his office in Secretaries, Secretarial Mumbai Auditors

Also Present (In person):

Mr. Deepak Chande - Chief Financial Officer
Mr. Pankaj Srivastava - Company Secretary and Compliance Officer
Mr. Kausick Saha - Chief Risk Officer
Mr. Praveen Mata - Sr. Vice President – IT
Mr. Kamal Singhanian - Sr. Vice President – Forex
Mr. Arun Kumar Pandey - Sr. Vice President –Derivatives
Mr. K. Biju - Vice President - PDD
Dr. Vardhana Pawaskar -Vice President –Membership, ERS, HRD, Administration and Premises
Mr. N Venkatraman - Vice President – Operations and Fixed Income
Mr. Rajesh Salunkhe -Vice President - Operations and Fixed Income

1. Date, Time and Venue of the Meeting:

The 15th Extra Ordinary General Meeting (EGM) of The Clearing Corporation of India Limited (“CCIL / the Company”) was held on Wednesday, March 1, 2023 by using ‘WebEx Application’. The Meeting commenced at 4:00 P.M. through Video Conferencing (VC) from CCIL Bhavan, S. K. Bole Road, Dadar (West), Mumbai-400028 (Registered Office and deemed venue of EGM) and concluded at 4:45 P.M.

2. Transcript of the Meeting:

Mr. Pankaj Srivastava, Company Secretary

In terms of Article 103 of the Articles of Association of the Company, the Chairman of the Board shall be entitled to take the chair at every General Meeting. I request Mr. R. Gandhi, Chairman of the Board to act as the Chairman for the 15th EGM of the Company.



Mr. R. Gandhi, Chairman

On behalf of Board of Directors, I, R. Gandhi, Chairman of the Board of The Clearing Corporation of India Limited, cordially welcome all the Members to the 15th Extra Ordinary General Meeting (EGM) of the Company. I am attending the meeting through VC from my residence in Bengaluru. In pursuance of the circulars issued by the Ministry of Corporate Affairs (MCA), the meeting is being conducted through VC. Participation of members attending meeting in person or through VC is being recorded for the purpose of quorum, as per the circular issued by MCA, and Section 103 of the Companies Act, 2013. Requisite quorum is present in terms of the requirements under the Companies Act, 2013 and MCA circulars.

The quorum being present, I call this meeting to order. Mr. Hare Krishna Jena, Managing Director and Mr. S. Vishvanathan, Independent Director and Chairman of Nomination and Remuneration Committee are attending this EGM in person from the Registered Office of the Company which is the deemed venue of the EGM. Further, Mr. P. R. Ramesh, Independent Director and Chairman of Audit Committee, Dr. D. Manjunath, Independent Director, Mr. V Narayanamurthy, Nominee Director and Mr. B Raghavendra Rao, Nominee Director, are attending this EGM through VC. Dr. Meena Hemchandra, Independent Director, Dr. H.K. Pradhan, Independent Director, Dr. Ajit Ranande, Independent Director, Mr. Ashish Parthasarthy, Nominee Director, Ms. Radhavi Deshpande, Nominee Director and Mr. P R Mishra, Nominee Director have conveyed their inability to join the meeting due to some official exigency.

I request all the Directors joining the meeting through VC to introduce themselves.

Mr. P. R. Ramesh, Independent Director and Chairman of Audit Committee

Good evening all, myself, Mr. P. R. Ramesh, Independent Director and Chairman of Audit Committee of the Company, joining this EGM through VC from my residence in Secunderabad. Thank you.

Dr. D. Manjunath, Independent Director

Good evening all, myself, Dr. D. Manjunath, Independent Director of the Company, joining this EGM through VC from my residence at IIT Campus, Mumbai. Thank you.



Mr. V Narayanamurthy, Nominee Director

Good evening all, myself, V Narayanamurthy, Nominee Director of the Company, joining this EGM through VC from my office in Mumbai. Thank You.

Mr. B Raghavendra Rao, Nominee Director

Good evening all, myself, B Raghavendra Rao, Nominee Director of the Company, joining this EGM through VC from my office in State Bank Bhavan, Mumbai. Thank you.

Mr. R. Gandhi, Chairman

Thank You all the Directors.

We also have Mr. Rajen Ashar, Partner, M/s. G. M. Kapadia & Co., representing Statutory Auditors of the Company, attending the meeting through video conferencing from his office at Nariman Point, Mumbai and Mr. Mitesh Dhabliwala, representative of M/s. Parikh and Associates, Practising Company Secretaries, attending the meeting through video conferencing from his office in Mumbai. Key Managerial Personnel and Senior Management officials of the Company are also attending this EGM in person from the registered office of the Company. I thank all the members for joining the EGM.

The Notice of EGM along with the Explanatory Statement were sent to all the Shareholders and other authorised personnel who are required to get them under the Companies Act, 2013. Since the meeting is being conducted through VC, attendance slip, proxy form and route map were not annexed to the Notice of EGM. Further, all efforts feasible under the circumstances were made by the Company to enable members to participate and vote on the items being considered in the 15th EGM and the mechanism provided in the MCA circulars along with provisions of the Companies Act, 2013 and rules thereunder were complied with by the Company.

I now request Mr. Pankaj Srivastava, Company Secretary to record the presence of the members and provide the general information and instructions to the Shareholders with regard to the convening of the EGM.



Mr. Pankaj Srivastava, Company Secretary

Thank you, Chairman Sir.

I request all the members attending this EGM through VC to identify themselves alongwith the name of shareholder they represent.

I also request Statutory Auditors and Secretarial Auditors attending this EGM through VC to identify themselves.

Thank you.

The Notice of the EGM alongwith the explanatory statement was sent to the shareholders and all other persons entitled to receive the same in accordance with the provisions of the Companies Act, 2013. With the permission of members, the Notice convening the 15th Extra ordinary General Meeting along with the explanatory statement may be taken as read.

Pursuant to the provisions of section 107 of the Companies Act, 2013, at a general meeting a resolution put to vote shall, unless a poll is demanded or the voting is carried out electronically, be decided on show of hands. Since the requirement of electronic voting is not applicable to the Company, the Company is permitted to conduct voting by show of hands at the meeting. Accordingly, all the resolutions shall be put to vote by show of hands.

In accordance with the provisions of the Companies Act, the latest Beneficiary positions from the Register of Beneficial Owners maintained by the Depository, Register of Directors and Key Managerial Personnel, Register of contracts or arrangements in which directors are interested and other relevant documents are available for inspection by the Members.

I now request Chairman Sir to address the Members.

Mr. R. Gandhi, Chairman

Thank you Pankaj.

***Address by the Chairman***

Good evening everybody. I cordially welcome all the members, directors, auditors and other participants to this 15th Extra Ordinary General Meeting of the Company.

Today, the Extra-Ordinary General Meeting has been convened to consider and approve the issuance of 8.5% 5,00,00,000 Redeemable Non-Convertible Cumulative Preference Shares (RNCPS-III) and appointments of Independent Director and Nominee Directors on the Board of CCIL.

In 2018, the Company had issued 8.5% 5,00,00,000 (Five Crores Only) Redeemable Non-Convertible Cumulative Preference Shares (RNCPS-II) of Rs.10/- each amounting to Rs. 50 crores. 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.

The issue of the said preference shares (RNCPS III) would enable the Company to redeem the existing preference shares (RNCPS II) and maintain the capital base at reasonable levels in line with the Principles for Financial Market Infrastructures (PFMI) guidelines without disturbing the equity structure of the Company.

The Board at its meeting dated February 1, 2023 decided to make fresh issue of preference shares for the purpose of redemption of existing preference shares. The fresh 5,00,00,000 preference shares would be issued at a face value of Rs. 10/- per share, on private placement basis by way of circulation of private placement offer letter cum application form as per the provisions of Companies Act, 2013 to the Identified Persons who are Users of the Payment Systems operated by the Company. The said Preference shares shall carry a dividend at the rate of 8.5% per annum.

In terms of the provisions of the Companies Act, 2013 and Rules thereunder approval of shareholders is required by way of a Special Resolution for issuance of preference shares



on a private placement basis. Accordingly, the consent of the members by way of Special Resolution is being sought to authorise 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 of Rs.10/- each by circulation of private placement offer letter cum application.

The approval of the Members is also being sought for the appointment of Mr. V Narayanamurthy as Nominee Director of the Company representing STCI Finance Limited; Mr. P R Mishra as Nominee Director of the Company representing LIC of India; Dr. Ajit Ranade as Independent Director of the Company and Mr. B. Raghavendra Rao as Nominee Director of the Company representing State Bank of India. The aforementioned directors were appointed by the Board as Additional Directors since last Annual General Meeting (AGM) and their appointments are required to be approved by the Shareholders in terms of the provisions of the Companies Act, 2013.

I thank all the Members, Directors and Auditors for attending this Extra-Ordinary General Meeting and shall now initiate the proceedings of the meeting.

Mr. Pankaj Srivastava, Company Secretary

Thank you, Chairman Sir.

Mr. R. Gandhi, Chairman

Now we proceed with the Special business of the Company, the first agenda item is to consider the approval for issuance of 8.5%, 5,00,00,000 Redeemable Non-Convertible Cumulative Preference Shares (RNCPS-III) to the Identified Persons

With the permission of members, the resolution is taken as read.

Objective and Implication of the resolution is that in terms of Section 55 of the Companies Act, 2013 and 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. Accordingly, the special resolution is placed before the shareholders for its approval.

Mr. Dilip Kumar Mishra, representative of SBI DFHI Ltd, Member

Whether the existing shareholders are eligible for subscribing to the issue of Preference Shares.

Mr. Pankaj Srivastava, Company Secretary

The existing preference Shareholders are eligible for subscription and they were approached for the same. In terms of the Directions for Central Counterparties issued by RBI, only Users of the payment systems of the Company can be its shareholder. Further, as per the directions given by RBI during inspection carried out by them from time to time, CCIL has been advised that the Shareholding of the Company needs to be broad based. Therefore, certain other banks who are users of the Payment Systems of the Company and are currently not shareholder of the Company have been approached to subscribe to the issue of preference shares and a few of them have expressed their willingness to subscribe for the same.

I would request one of the member to propose the said resolution and another member to second the same.

Mr. R Balu, representative of Life Insurance Corporation of India, Member

I propose the said resolution.

Mr. Dilip Kumar Mishra, representative of SBI DFHI Ltd, Member

I second the same.

Mr. R. Gandhi, Chairman

Thank you. The resolution is now put to vote by show of hands.

Those who are in favour, please raise your hands.



Those who are not in favour, please raise your hands.

There being no opposition, I now declare that the resolution is passed unanimously as a Special Resolution.

The second agenda item is to appoint Mr. V Narayanamurthy (holding DIN: 00555704) as a Nominee Director of the Company.

With the permission of members, the resolution is taken as read.

Objective and Implication of the resolution is that in terms of the provisions of the Articles of Association of the Company, non-core promoter equity shareholders holding 5% or above of the equity share capital are entitled to appoint a Nominee Director within the overall limit of two such directors. In view of the same and based on the request received from STCI Finance Ltd an equity shareholder holding 10% of the equity share capital, Mr. V Narayanamurthy, Managing Director and CEO of STCI Finance Ltd was appointed as an Additional Director by the Board w.e.f August 9, 2022 and he holds office upto the date of the 22nd Annual General Meeting. The Company has received a notice in writing from STCI Finance Ltd, proposing the candidature of Mr. V Narayanamurthy, for the office of Directorship in terms of the provisions of Companies Act, 2013. Accordingly, the resolution is placed before the shareholders for its approval.

I would request one of the member to propose the said resolution and another member to second the same.

Ms. Suparna Sharma, representative of STCI Finance Ltd, Member

I propose the said resolution.

Mr. Amol Kulkarni, representative of Canara Bank, Member

I second the same.

Mr. R. Gandhi, Chairman

Thank you. The resolution is now put to vote by show of hands.



Those who are in favour, please raise your hands.

Those who are not in favour, please raise your hands.

There being no opposition, I now declare that the resolution is passed unanimously as an Ordinary Resolution.

The third agenda item is to appoint Mr. P R Mishra (holding DIN: 09743297) as a Nominee Director of the Company

With the permission of members, the resolution is taken as read.

Objective and Implication of the resolution is that in terms of the provisions of the Articles of Association of the Company, Core Promoter shareholders holding 5% or above of the equity share capital are entitled to appoint one director each on the Board. In view of the same and based on the request received from LIC of India, one of the Core Promoter shareholder holding 10% of the equity share capital, Mr. P R Mishra, Executive Director of LIC of India was appointed as an Additional Director by the Board at its meeting held on November 1, 2022 and he holds office upto the date of the 22nd Annual General meeting. The Company has received a notice in writing from LIC of India, proposing the candidature of Mr. Mishra, for the office of Directorship in terms of the provisions of Companies Act, 2013. Accordingly, the resolution is placed before the shareholders for its approval.

I would request one of the member to propose the said resolution and another member to second the same.

Mr. R Balu, representative of Life Insurance Corporation of India, Member

I propose the said resolution.

Mr. Shivam Kaushik, representative of State Bank of India, Member

I second the same.



Mr. R. Gandhi, Chairman

Thank you. The resolution is now put to vote by show of hands.

Those who are in favour, please raise your hands.

Those who are not in favour, please raise your hands.

There being no opposition, I now declare that the resolution is passed unanimously as an Ordinary Resolution.

The fourth agenda item is to appoint Dr. Ajit Ranade (holding DIN: 00918651) as an Independent Director of the Company.

With the permission of members, the resolution is taken as read.

Objective and Implication of the resolution is that in terms of the provisions of the Companies Act, 2013 and Directions for Central Counterparties issued by RBI, Dr. Ajit Ranade, a renowned economist and Vice Chancellor of Gokhale Institute of Politics and Economics was appointed as an Additional Director (Independent) by the Board at its meeting held on November 1, 2022 and he holds office upto the date of the 22nd Annual General Meeting. The Company has received a notice in writing, in terms of the provisions of Companies Act, 2013, from State Bank of India, a member, proposing the candidature of Dr. Ajit Ranade for the office of Directorship. The Board considers that on account of vast knowledge and experience of Dr. Ajit Ranade in Economics and Research related areas, his appointment as an Independent Director will be in the interest of the Company. Further, his appointment as an Independent Director for a term of 3 years with effect from November 1, 2022 to October 31, 2025 is required to be approved by the Shareholders at the general meeting in terms of Section 149 read with Schedule IV of the Companies Act, 2013. Accordingly, the resolution is placed before the shareholders for approval.

I would request one of the member to propose the said resolution and another member to second the same.



Ms. Suparna Sharma, representative of STCI Finance Ltd, Member

I propose the said resolution.

Mr. Alok Gupta, representative of Union Bank of India, Member

I second the same.

Mr. R. Gandhi, Chairman

Thank you. The resolution is now put to vote by show of hands.

Those who are in favour, please raise your hands.

Those who are not in favour, please raise your hands.

There being no opposition, I now declare that the resolution is passed unanimously as an Ordinary Resolution.

The fifth agenda item is to appoint Mr. B. Raghavendra Rao (holding DIN: 08508501) as a Nominee Director of the Company

With the permission of members, the resolution is taken as read.

Objective and Implication of the resolution is that in terms of the provisions of the Articles of Association of the Company, Core Promoter shareholders holding 5% or above of the equity share capital are entitled to appoint one director each on the Board. In view of the same and based on the request received from State Bank of India, one of the Core Promoter shareholder holding 16.80 % of the equity share capital, Mr. B. Raghavendra Rao, Deputy Managing Director (Corporate Accounts Group and Global Markets), SBI, was appointed as an Additional Director by the Board at its meeting held on December 14, 2022 and he holds office upto the date of the 22nd Annual General Meeting. The Company has received a notice in writing from State Bank of India, proposing the candidature of Mr. Rao, for the office of Directorship in terms of the provisions of Companies Act, 2013. Accordingly, the resolution is placed before the shareholders for its approval.



I would request one of the member to propose the said resolution and another member to second the same.

Mr. Dilip Kumar Mishra, representative of SBI DFHI Ltd, Member

I propose the said resolution.

Mr. Sreekanth I.V, representative of The Federal Bank Ltd, Member

I second the same.

Mr. R. Gandhi, Chairman

Thank you. The resolution is now put to vote by show of hands.

Those who are in favour, please raise your hands.

Those who are not in favour, please raise your hands.

There being no opposition, I now declare that the resolution is passed unanimously as an Ordinary Resolution.

Mr. R. Gandhi, Chairman

I now declare the proceedings of this EGM of The Clearing Corporation of India Limited as concluded. I would like to thank the Members, Directors and Auditors for participating in the EGM and for making the event successful.

Vote of Thanks

Ms. Suparna Sharma representative of STCI Finance Limited, Member

On behalf of the members, I authorized representative of STCI Finance Limited would like to extend my vote of thanks to the Chairman, Managing Director, Board of Directors and entire team of CCIL.



Mr. Pankaj Srivastava, Company Secretary

Thank you, Chairman Sir.

Thank you everybody for participating in the EGM.

----(End of Meeting)----