

ADDENDUM NOTICE

Addendum to the Notice of 14th Annual General Meeting of the Members of “The Clearing Corporation of India Limited” slated on Wednesday, August 5, 2015 at 4.30 pm at CCIL Bhavan, Collee Lane, Off. S. K. Bole Road, Dadar (West), Mumbai - 400 028, is hereby given to transact following:

Special Business:

On July 17, 2015, the Company has received letter no. GM/PE/ dated July 17, 2015, from State Bank of India a shareholder of the Company, proposing the candidature of Smt Anshula Kant, Deputy Managing Director and Chief Financial Officer, State Bank of India, to the office of the Director of the Company in terms of Section 160 of the Companies Act, 2013 and rules therunder.

As the notice was received from State Bank of India subsequent to the circulation of the Notice of the forthcoming Annual General Meeting slated on August 5, 2015, an addendum to the notice is being circulated to the members in terms of Section 160 of the Companies Act, 2013 and the members are requested to consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT Mrs. Anshula Kant (holding DIN: 06998644), Nominee of State Bank of India, who was appointed as an Additional Director, by the Board of Directors on July 23, 2015 pursuant to Articles 131(3) and 134 of the Articles of Association of the Company and who holds such office until the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing not less than 14 days before the Annual General Meeting, pursuant to Article 151 of the Articles of Association of the Company and in terms of Section 160 of the Companies Act, 2013, from State Bank of India, a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

**Sd/-
Company Secretary**

Mumbai, July 25, 2015

Registered Office:

CCIL Bhavan,
College Lane, Off S. K. Bole Road,
Dadar (West), Mumbai - 400 028
Tel: 61546200 ♦ Fax: 24326042
Website: www.ccilindia.com
CIN-U65990MH2001PLC131804
Email id- ssd@ccilindia.co.in.
Prominent Landmark: Near Our Lady of Salvation Church (Portuguese Church)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
3. Proxies, if any, in order to be effective must be received 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 set out above is annexed hereto.

6. Documents, if any, referred to in the Addendum Notice may be inspected at the Registered Office of the Company on any working day during business hours between 10.30 A.M to 12.30 P.M. up to the date of Meeting.
7. The details as required under the Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (ICSI), of Director seeking appointment at this Annual General Meeting in respect of the business item set out above is annexed hereto.
8. The route map of the address of the meeting is also annexed hereto and is hosted along with the Addendum 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 the material facts relating to the business item mentioned under the accompanying addendum notice dated July 25, 2015.

In terms of Article 131(3) of the Articles of Association of the Company, State Bank of India vide its letter no. GM/PE/ dated July 8, 2015 had nominated Mrs Anshula Kant, Deputy Managing Director and Chief Financial Officer, State Bank of India as its nominee on the Board of the Company.

The Board of Directors of the Company, upon recommendation of the Nomination and Remuneration Committee of Directors, approved the appointment of Mrs Anshula Kant (holding DIN: 06998644) as an Additional Director of the Company with effect from July 23, 2015. The term of office, of Mrs Kant as an Additional Director shall be only up to the date of the forthcoming Annual General Meeting in terms of Section 161 of the Companies Act, 2013. Subsequent to the circulation of the Notice of the forthcoming Annual General Meeting slated on August 5, 2015, the Company, pursuant to Section 160 of the Companies Act, 2013 has received a notice in writing, from State Bank of India, a member proposing her candidature for the office of Director.

Accordingly, an addendum to the notice for appointment of Mrs Anshula Kant as a Director of the Company, liable to retire by rotation, is being circulated to the members not less than 7 days before the meeting in terms of Section 160 of the Companies Act, 2013.

Brief profile covering the details of her qualification, experience etc, as required pursuant to Secretarial Standards on General Meeting, is annexed to this Addendum Notice. The Board considers that on account of vast knowledge and experience of Mrs Anshula Kant, her appointment will be in the interest of the Company.

Documents, if any, referred above, are made available for inspection in terms of Pt.6 of the Notes.

The members are requested to consider the appointment of Mrs. Anshula Kant as Director of the Company and pass the proposed special resolution as set in the addendum Notice dated July 25, 2015.

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 Mrs. Anshula Kant and nominee Directors of State Bank of India.

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

**Sd/-
O. N. Ravi
Company Secretary**

Mumbai, July 25, 2015

Registered Office:

CCIL Bhavan,
College Lane, Off S. K. Bole Road,
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Tel: 61546200 ♦ Fax: 24326042
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Annexure**Details of Director seeking appointment at the 14th Annual General Meeting scheduled to be held on August 5, 2015**

Name of Director	Mrs Anshula Kant
Category	Non-Executive Director, Promoter
Designation	Nominee Director
Date of Birth (Age)	7/09/1960 (54 years & 10 months)
Date of first appointment on the Board	23/7/2015
Qualifications	M.A (Economics) and Certified Associate of the Indian Institute of Bankers
Experience	Presently serving as an Deputy Managing Director and Chief Financial Officer of the State Bank of India and has over three decades of experience in the Banking Sector.
Shareholding in the Company	Nil
Number of meeting of the Board attended during the FY 2014-15 / Number of meetings held during the tenure of Directors	NA
Directorships held in other Companies as on July 15,2015	Oman India Joint Investment Fund Management Company Pvt. Ltd.-Director
Particulars of Committee Chairmanship/ Membership held in other Companies as on July 15,2015	Nil
Relationship with other Directors / KMP of the Company	None
Terms and Conditions of appointment/ re-appointment	-
Remuneration sought to be paid	Sitting fees of Rs. 50,000/- for attending per meeting of Board / Committees or such amount as may be decided by the Board, subject to the ceiling prescribed from time to time, under Companies Act 2013 and Rules thereunder.
Remuneration last drawn during FY-2014-2015	NA