

NOTICE OF EXTRA ORDINARY GENERAL MEETING OF THE COMPANY

NOTICE is hereby given that 15th Extra Ordinary General Meeting ('EGM') of the Members of **Indian Clearing Corporation Limited** will be held on Thursday, January 23, 2025 at 3:30 p.m. at the registered office of the Company at Board Room, 25th Floor, P. J. Towers, Dalal Street, Mumbai - 400001, to consider and transact the following special business:

SPECIAL BUSINESS:

1. To consider increase in borrowing limits of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution;

"RESOLVED THAT in supersession to the resolution passed in this regard and in accordance with Section 180(1)(c) read with section 179(3) (including any amendment thereto or re-enactment thereof) and other applicable provisions, if any, of the Companies Act, 2013 and other relevant rules, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter called "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to borrow any sum or sums of money from time to time on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business), may exceed the aggregate of paid up share capital of the Company, its free reserves and securities premium account, provided that the total amount, outstanding at any time (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), shall not exceed the aggregate of paid up share capital of the Company, its free reserves and securities premium account by more than Rs. 19,000 Crores (Rupees Nineteen Thousand Crore Only);

RESOLVED FURTHER THAT any Director of the Company or Managing Director & CEO (individually) or jointly by any two of the officials designated as (a) Chief Regulatory and Compliance Officer, (b) Chief Financial Officer, (c) Chief Risk Officer, (d) Chief Operating Officer, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, appropriate, and desirable to give effect to this Resolution."

**By order of the Board of Directors of
Indian Clearing Corporation Limited**

Date: January 23, 2025
Place: Mumbai

Sd/-
Saumya Bajpai
Company Secretary
Membership no. A57261

NOTES:

- 1. PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING ('THE MEETING' or '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. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING EITHER IN PERSON OR THROUGH POST/COURIER.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business as set out above is annexed hereto and forms part of this Notice.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, if any, will be available for inspection by the members during the EGM.
4. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. Corporate Member intending to send their authorized representatives to attend the meeting in terms of section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
9. Route-map to the venue of the Meeting is annexed to the Notice.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

It may be noted that Shareholders at their meeting held on October 27, 2023 had pursuant to Section 180(1)(c) of the Companies Act, 2013, provided its consent to borrow any sum or sums of monies, from any bank, financial institution, body corporate or other person, in India or outside India, from time to time, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid-up share capital, free reserves and securities premium, provided that the total amount which may be so borrowed by the Board at any time shall not exceed Rs. 12,000 crore or equivalent thereof in foreign currency.

It may be noted that the company proposes further enhancement of borrowing power from Rs. 12,000 crores to Rs. 19,000 crores to meet the Companies increasing clearing & settlement requirement on account of trades executed and settled under Interoperability framework i.e., Inter CCP Collateral.

The consent of the members by passing special resolution under section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 is, therefore, sought to enable Board of Directors to borrow moneys as and when required, up to a limit of Rs. 19,000 crores (Rupees Nineteen Thousand Crore only) over and above the aggregate of the paid up share capital, free reserves and securities premium account of the Company. (apart from temporary loans obtained from Company's bankers in the ordinary course of business).

Hence the proposed resolution is recommended for consideration of and approval by the shareholders of the Company and recommends the resolution as set out in Item No. 1 of the accompanying notice to be passed by the members by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 1 of the Notice.

On behalf of Board of Directors

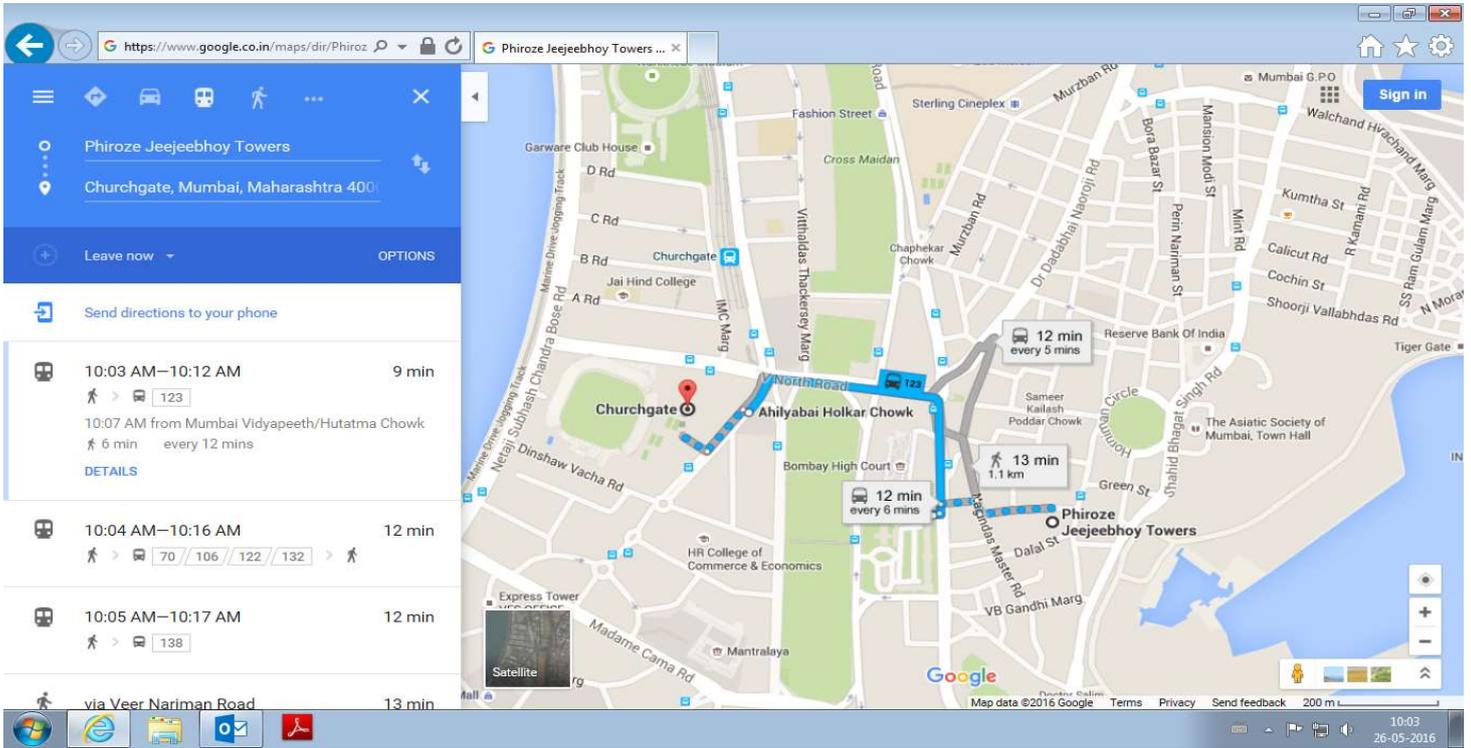
Date: January 23, 2025

Place: Mumbai

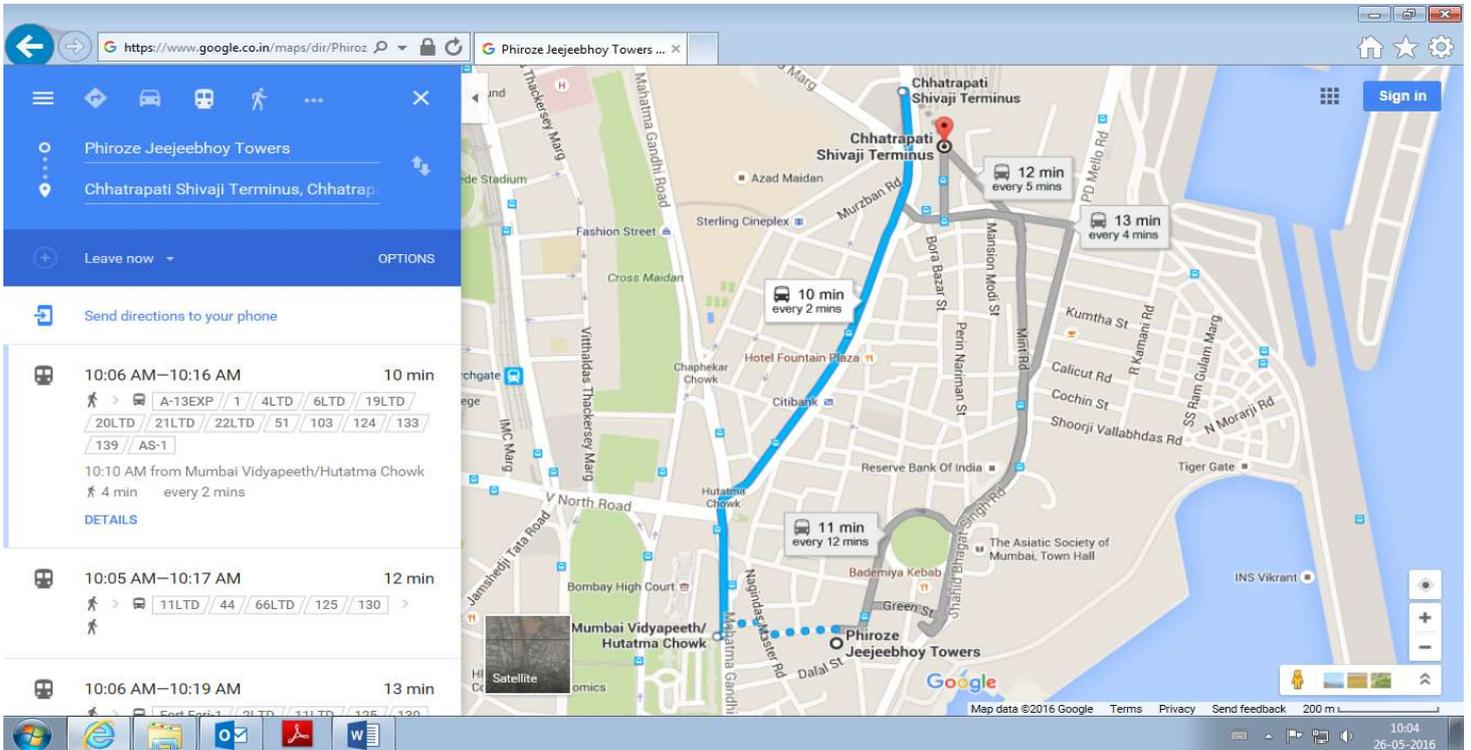
Sd/-
Saumya Bajpai
Company Secretary
Membership no. A57261

Regd. Office: 25th Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001.

Route map to the Venue from Churchgate Station



Route map to the Venue from Chatrapati Shivaji Terminus Station



ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Details of Shareholder:

No. of Share held Folio No

Client ID No

DP ID No

Name(s) of the Shareholder(s) / Proxy (IN BLOCK CAPITALS)

Address:

I/We hereby record my/our presence at the Fifteenth Extra Ordinary General Meeting of Indian Clearing Corporation Limited to be held at Board Room, 25th Floor, P. J. Towers, Dalal Street, Mumbai - 400 001 on Thursday, January 23, 2025 at 3:30 p.m.

Signature of the Shareholder(s) / Proxy

Note: No duplicate Attendance Slip will be issued at the Meeting Hall.

**Form 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]

Name of the member (s): _____
Registered address: _____
E-mail ID: _____
Folio No./Client ID : _____
DP ID: _____

I/We, being the member(s) of Indian Clearing Corporation Limited holding _____ shares, hereby appoint:

1. Name: _____ Address: _____
E-mail ID: _____ Signature: _____, or
failing him/her

2. Name: _____ Address: _____
E-mail ID: _____ Signature: _____, or
failing him/her

3. Name: _____ Address: _____
E-mail ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me /us and my/our behalf at the Fifteenth Extra Ordinary General Meeting of Indian Clearing Corporation Limited to be held at Board Room, 25th Floor, P. J. Towers, Dalal Street, Mumbai - 400 001 on Thursday, January 23, 2025 at 3:30 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		Vote		
		Please mention no. of shares		
		For	Against	Abstain
1.	To consider increase in borrowing limits of the Company			

Signed this _____ day of _____ 2025

Signature of the shareholder _____

Signature of the Proxy holder(s) _____

Affix
Revenue
Stamp Rs. 1

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 commencement of the meeting.