

## NOTICE

NOTICE is hereby given that the **THIRD ANNUAL GENERAL MEETING** of the Shareholders of **AMC REPO CLEARING LIMITED ('THE COMPANY')** is scheduled to be held on **FRIDAY, SEPTEMBER 20, 2024, AT 04.30 P.M.** through Video Conferencing from the registered office of the Company at Unit No. 503, Windsor, Off CST Road, Kalina, Santacruz East, Mumbai, Maharashtra 400098 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2024, together with the report of the Board of Directors and Auditors thereon.

### SPECIAL BUSINESS:

2. To consider and approve appointment of Mr. Vinod Chandrasekharan (DIN: 10697875) as Director under "Nominee Director" category

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (**"the Act"**) and rules made thereunder (including any statutory modification(s) of re-enactment thereof, for the time being in force, Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (**"SECC Regulations"**) and Direction for Central Counterparties (**"CCPs"**), as may be amended from time to time, Mr. Vinod Chandrasekharan (DIN: 10697875) who was appointed as an Additional Director (Nominee Director) on the Board of the Company with effect from August 09, 2024, be and is hereby appointed as Director of the Company under "Nominee Director" category as per SECC Regulations and CCPs Regulations on the Board of the Company, effective from August 09, 2024."

3. To consider and approve appointment of Mr. Sumeet Kumar (DIN: 10753910) as Director under "Nominee Director" category, subject to the Regulatory approvals

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (**"the Act"**) and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (**"SECC Regulations"**), Payment of Settlement Systems Act, 2007 (**"PSS Act"**) and Direction for Central Counterparties (**"CCPs"**), as may be amended from time to time, and subject to approval of Securities and Exchange Board of India and Reserve Bank of India in this regard as may be necessary and subject to such condition(s) and modification(s) as may be prescribed and imposed by such authorities while granting such approval(s), permission(s) and sanction(s), and pursuant to approval of the Board of Directors of the Company, consent of the shareholders of the Company be and is hereby accorded for the appointment of Mr. Sumeet Kumar (DIN: 10753910), as a Director of the Company under "Nominee Director" category effective from the date of Regulatory approval, and that during the tenure, Mr. Sumeet Kumar shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Directors or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/ or otherwise considered by them in the best interest of the Company.”

**By Order of the Board  
For AMC Repo Clearing Limited**

**Sd/-  
Vedant Kamulkar  
Company Secretary  
ACS: 70246**

**Date:** August 29, 2024

**Place:** Mumbai

**Registered Office:** Unit No. 503, Windsor,  
Off CST Road, Kalina, Santacruz East,  
Mumbai 400098

**CIN:** U65929MH2021PLC359108

**NOTES: -**

1. Explanatory Statement as required under Section 102 of the Companies Act, 2013 with respect to Special Business provided in the Notice, is annexed hereto and forms part of the Notice.
2. The Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 14/ 2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, General Circular No. 21/ 2021 dated December 14, 2021, General Circular No. 2/ 2022 dated May 5, 2022, General Circular No. 10/ 2022 dated December 28, 2022 and General Circular No. 09/2023, dated September 25, 2023 (**together referred to as “MCA Circulars”**) has permitted to hold Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue.
3. Pursuant to the framework provided in the above MCA Circulars, the Meeting will be conducted through VC and accordingly the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate shareholders intending to send its authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution/ letter of representation to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
5. The shareholders, Directors and other invitees to join the Meeting through video conferencing facility provided by Microsoft Teams by clicking on the link which would be sent to their registered email IDs before the meeting.
6. The facility for attending the Meeting shall be open from 15 minutes before the time scheduled to start the meeting and until 15 minutes after such scheduled time. In case of any assistance required for attending the Meeting through the aforesaid mode, you may contact Mr. Vedant Kamulkar (+ 91 8879744671) before or during the Meeting.
7. Shareholders intending to inspect
  - a) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013;
  - b) The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder; and
  - c) All documents referred to in the accompanying Notice;shall write to the Company at [vedantk@arclindia.com](mailto:vedantk@arclindia.com) and the same shall be made available for inspection up to the continuance of this Meeting.
8. Voting at the Meeting shall be conducted through a show of hands.
9. A profile of the Director seeking appointment/re-appointment, as required by Secretarial Standard 2 at the General Meeting is given in this notice.

**By Order of the Board  
For AMC Repo Clearing Limited**

**Sd/-  
Vedant Kamulkar  
Company Secretary  
ACS: 70246**

**Date:** August 29, 2024

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

### Item No. 3: To consider and approve appointment of Mr. Vinod Chandrasekharan (DIN: 10697875) as Director under “Nominee Director” category

In terms of Clause 22C of SECC Regulations, 2018, the representative of the issuers of debt securities may be appointed on the governing board of the recognized limited purpose clearing corporation on a rotational basis and such a director shall be deemed to be a nominee director. (*Explanation. — For the purpose of this sub-regulation, representative of issuers of debt securities during a financial year shall be one amongst the top three issuers, which are public sector undertakings, based on their issue size in the preceding financial year.*)

Accordingly, NABARD had nominated Ms. Suparna Tandon (DIN: 08429718) on the Board of ARCL (“the Company”). Subsequently, NABARD vide their Nomination letter dated August 06, 2024, had communicated that Mr. Vinod Chandrasekharan will replace Ms. Suparna Tandon as Nominee Director on the Board of the Company.

Accordingly, the Board of Directors of the Company at their meeting held on August 09, 2024, had approved the appointment of Mr. Vinod Chandrasekharan (DIN: 10697875), as Additional Director (Nominee Director) of the Company, subject to approval of Shareholders, he will be designated as Director under “Nominee Director” category as per Chapter V on Governance of Stock Exchanges and Clearing Corporations of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (“**SECC Regulations**”) and Direction for Central Counterparties (“**CCPs**”). Accordingly, it is proposed to appoint Mr. Vinod Chandrasekharan (DIN: 10697875) as Director under “Nominee Director” category as per SECC Regulations and CCPs Regulations on the Board of the Company.

Mr. Vinod Chandrasekharan shall be liable to retire by rotation and the applicable terms and conditions as mentioned under Companies Act, 2013, Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall be applicable to him.

Mr. Vinod Chandrasekharan does not hold by himself, or for any other person on a beneficial basis, any shares in the Company.

Except Mr. Vinod Chandrasekharan, none of the other Directors of the Company and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Accordingly, approval of the shareholders is being sought for the appointment of Mr. Vinod Chandrasekharan as Director under “Nominee Director” category of the Company as set out in Item No. 2 of the Notice.

Your directors recommend the resolution for your approval as an Ordinary Resolution.

### Item No. 3: To consider and approve appointment of Mr. Sumeet Kumar (DIN: 10753910) as Director under “Nominee Director” category, subject to the approval of Securities and Exchange Board of India (“SEBI”) and Reserve Bank of India (“RBI”)

In terms of Clause 22C of SECC Regulations, 2018, the representative of the issuers of debt securities may be appointed on the governing board of the recognized limited purpose clearing corporation on a rotational basis and such a director shall be deemed to be a nominee director. (*Explanation. — For the purpose of this sub-regulation, representative of issuers of debt securities during a financial year*

*shall be one amongst the top three issuers, which are public sector undertakings, based on their issue size in the preceding financial year.)*

Accordingly, NABARD had nominated its Nominee Director for last three years and its tenure will end on January 16, 2025. Since NABARD cannot be appointed for more than three years and Power Finance Corporation Limited being the second top PSU issuer, the Company had approached Power Finance Corporation Limited.

Accordingly, the Board of Directors at their meeting held on August 09, 2024, had approved the appointment of Mr. Sumeet Kumar (DIN: 10753910), as Director of the Company under “Nominee Director” category, subject to approval of Shareholders and Regulators. The appointment of Mr. Sumeet Kumar will be effective from the date of Regulatory approval. Further, the Company has received all statutory disclosures/ declarations from Mr. Sumeet Kumar. Mr. Sumeet Kumar is Chief General Manager (Finance) in Power Finance Corporation Limited. Keeping in view of his vast experience it would be in the interest of the Company to seek the shareholders’ approval for the appointment of Mr. Sumeet Kumar as Director under “Nominee Director” category.

Mr. Sumeet Kumar shall be liable to retire by rotation and the applicable terms and conditions as mentioned under Companies Act, 2013, Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall be applicable to him.

Mr. Sumeet Kumar does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Except Mr. Sumeet Kumar, none of the other Directors of the Company and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Accordingly, approval of the shareholders is being sought for the appointment of Mr. Sumeet Kumar as Director under ‘Nominee Category’ of the Company as set out in Item No. 3 of the Notice.

Your directors recommend the resolution for your approval as an Ordinary Resolution.

**By Order of the Board  
For AMC Repo Clearing Limited**

**Sd/-  
Vedant Kamulkar  
Company Secretary  
ACS: 70246**

**Date:** August 29, 2024

**Place:** Mumbai

**Registered Office:** Unit No. 503, Windsor,  
Off CST Road, Kalina, Santacruz East,  
Mumbai 400098

**CIN:** U65929MH2021PLC359108

## ANNEXURE TO THE NOTICE

Profile of the Directors seeking appointment / re-appointment at the Annual General Meeting.  
[Pursuant to Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name of the Director	Mr. Vinod Chandrasekharan	Mr. Sumeet Kumar
Category	Nominee Director	Nominee Director
DIN	10697875	10753910
First date of appointment as Director	August 09, 2024	NA
Date of Birth	July 16, 1973	March 06, 1972
Age (in yrs)	51 years	52 years
Qualifications	Company Secretary, Cost & Management Accountant, Financial Risk Manager.	Cost & Management Accountant, MBA, B. Com.
Brief resume, Experience and Expertise in Specific Functional Areas	<p>Shri Vinod Chandrasekharan is a Financial Risk Manager certified by the Global Association of Risk Professionals (GARP), Fellow member of the Institute of Cost Accountants of India (FCMA), Associate member of the Institute of Company Secretaries of India. He is also a Certified Associate of the Indian Institute of Banking and Finance. He has 25 years of experience in the Banking and Financial Services space, especially in the areas of decentralized credit planning, financial management and reporting, microfinance and risk management. Shri Vinod is currently working as General Manager of the Finance Department at National Bank for Agriculture and Rural Development's (NABARD) Head Office at Mumbai.</p>	<p>Shri Sumeet Kumar holds a Bachelor's degree in Commerce and is a Cost &amp; Management Accountant and an MBA by qualification. He is currently serving as Chief General Manager (Finance) in Power Finance Corporation Limited (PFC). He has more than 25 years of experience of working in various capacities in PFC, a government company registered with RBI as a NBFC and categorized as an Infrastructure Finance Company (IFC). He has handled a gamut of finance portfolios in PFC, such as Lending Policies, Fund Management and Banking, Asset-Liability Management, Taxation, Lending Rates, Resource Mobilization from domestic markets, etc.</p>
Names of other companies in which the person holds the directorship	NABFINS Limited as Nominee Director	NA
Chairmanship / Membership of Committees of the board of other Companies	<p><b>NABFINS Limited:</b></p> <ol style="list-style-type: none"> <li>Chairman – Risk Management Committee</li> <li>Member – Audit Committee, HR Committee and Loan Committee</li> </ol>	NA
Remuneration last drawn by such person	Nil	Nil

Remuneration sought to be paid	Nil	Nil
Terms and conditions of appointment or re-appointment	Terms and Conditions as per the Board Resolution/ Shareholders Resolution for appointment.	Terms and Conditions as per the Board Resolution/ Shareholders Resolution for appointment.
Disclosure of relationships between directors inter-se and Manager and other Key Managerial Personnel of the company	-	-
No. of shares held in the company as on the date of notice	Nil	Nil
The number of Meetings of the Board attended during the financial year 2023-24	NA	NA

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For AMC Repo Clearing Limited**

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Company Secretary  
ACS: 70246**

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