

**NOTICE**

**NOTICE** is hereby given that the **EXTRA-ORDINARY GENERAL MEETING** of the Shareholders of **AMC REPO CLEARING LIMITED ('THE COMPANY')** is scheduled to be held on Tuesday, March 22, 2022 at 04:00 P.M. through Video Conferencing from the registered office of the Company at 204, 205 & 206, The Empire Business Centre, Empire Complex, 414, Senapati Bapat Marg, Lower Parel (W), Mumbai, Maharashtra 400013 to transact the following business:

**SPECIAL BUSINESS:**

**1. Appointment of Mr. Anand Sinha (DIN: 00682433) as Public Interest Director (Independent Director)**

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) or re-enactment thereof, for the time being in force), Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ("SECC Regulations") as may be amended from time to time, Mr. Anand Sinha (DIN: 00682433), who was appointed as an Additional Director (Non-Executive & Independent) on the Board of the Company with effect from December 09, 2021 be and is hereby appointed as Independent Director of the Company under 'Public Interest Director' category as per SECC Regulations for a period of 3 (three) year effective from the date of grant of recognition of the Company as Limited Purpose Clearing Corporation by Securities and Exchange Board of India i.e. with effect from January 17, 2022.

**RESOLVED FURTHER THAT** any Director of the Company or Company Secretary of the Company, be and is hereby severally 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."

**2. Appointment of Mr. Srinivasan Varadarajan (DIN: 00033882) as Public Interest Director (Independent Director)**

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) or re-enactment thereof, for the time being in force), Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ("SECC Regulations") as may be amended from time to time, Mr. Srinivasan Varadarajan (DIN: 00033882), who was appointed as an Additional Director (Non-





Executive & Independent) on the Board of the Company with effect from December 09, 2021 be and is hereby appointed as Independent Director of the Company under 'Public Interest Director' category as per SECC Regulations for a period of 3 (three) year effective from the date of grant of recognition of the Company as Limited Purpose Clearing Corporation by Securities and Exchange Board of India i.e. with effect from January 17, 2022.

**RESOLVED FURTHER THAT any** Director of the Company or Company Secretary of the Company, be and is hereby severally 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."

**3. Appointment of Mr. Krishnamurthy Vaidyanathan (DIN: 00693204) as Public Interest Director (Independent Director)**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **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) or re-enactment thereof, for the time being in force), Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ("SECC Regulations") as may be amended from time to time, Mr. Krishnamurthy Vaidyanathan (DIN: 00693204), who was appointed as an Additional Director (Non-Executive & Independent) on the Board of the Company with effect from December 09, 2021 be and is hereby appointed as Independent Director of the Company under 'Public Interest Director' category as per SECC Regulations for a period of 3 (three) year effective from the date of grant of recognition of the Company as Limited Purpose Clearing Corporation by Securities and Exchange Board of India i.e. with effect from January 17, 2022.

**RESOLVED FURTHER THAT any** Director of the Company or Company Secretary of the Company, be and is hereby severally 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



Ritesh Kadam  
Company Secretary & Compliance Officer

ACS 56899

Date: February 25, 2022  
Place: Mumbai



**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 Meeting will be conducted through Video Conferencing amid COVID-19 pandemic without the physical presence of Members at a common venue in terms of Ministry of Corporate Affairs' Circular no. Circular no. 14/2020 dated April 8 2020, Circular no. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular no. 33/2020 dated September 28, 2020 Circular no. 39/2020 dated December 31, 2020, Circular no. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021 . The deemed venue for the EGM shall be the Registered Office of the Company. Accordingly, there is no requirement of providing an attendance slip and route map of venue of the meeting as part of the Notice and the Notice and Explanatory Statement have been prepared in accordance with the applicable provisions of the Companies Act, 2013 read with the aforesaid Circulars.
3. Corporate members 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
4. The shareholders, Directors and other invitees to join the Meeting through video conferencing facility provided by Zoom by clicking on the link which would be sent to their registered email IDs before the meeting.
5. The facility for joining 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. Ritesh Kadam (+ 91 8433658064) before or during the Meeting.
6. Shareholders intending to inspect documents referred to in the accompanying Notice shall write to the Company at [riteshk@arclindia.com](mailto:riteshk@arclindia.com) and the same shall be made available for inspection up to the continuance of this Meeting.
7. Voting at the Meeting shall be conducted through show of hands.
8. A profile of the Directors seeking appointment / re-appointment, as required by Secretarial Standard 2 on General Meetings is given in this Notice.

By Order of the Board  
For AMC Repo Clearing Limited



Ritesh Kadam  
Company Secretary & Compliance Officer  
ACS 56899

Date: February 25, 2022

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**Item No. 2: Approve appointment of Mr. Srinivasan Varadarajan (DIN: 00033882) as Public Interest Director (Independent Director)**

The Board of Directors of the company at their meeting held on December 09, 2021 had approved the appointment of Mr. Srinivasan Varadarajan (DIN: 00033882), as Additional Director (Non-Executive & Independent) of the Company, subject to approval of Shareholders and on receiving recognition from Securities and Exchange Board of India ('SEBI') as Limited Purpose Clearing Corporation, he will be designated as Public Interest Director 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'). The members are informed that SEBI had granted recognition to the Company as Limited Purpose Clearing Corporation on January 18, 2022 for a period of one year commencing from January 17, 2022. Accordingly, it is proposed to appoint Mr. Srinivasan Varadarajan as Independent Director of the Company of the Company under 'Public Interest Director' as per SECC Regulations for a period of 3 (three) year commencing from January 17, 2022 as approved by SEBI. Further, the Company has received all statutory disclosures/ declarations from Mr. Srinivasan Varadarajan.

Considering vast experience of Mr. Srinivasan Varadarajan, it would be in the interest of the Company to seek the shareholders' approval for the appointment of Mr. Srinivasan Varadarajan as Independent Director under "Public Interest Director" category as per SECC Regulations.

Mr. Srinivasan Varadarajan shall not be liable to retire by rotation and the applicable terms and conditions as mentioned under Companies Act, 2013 and SECC Regulations shall be applicable to him.

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

Except, Mr. Srinivasan Varadarajan, 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 sought for appointment of Mr. Srinivasan Varadarajan as Independent Director under "Public Interest Director" category of the Company as set out at Item No.2 of the Notice. Your directors recommend the resolution for your approval as an Ordinary Resolution





**Item No. 3: Appointment of Mr. Krishnamurthy Vaidyanathan (DIN: 00693204) as Public Interest Director (Independent Director)**

The Board of Directors of the Company at their meeting held on December 09, 2021 had approved the appointment of Mr. Krishnamurthy Vaidyanathan (DIN: 00693204), as Additional Director (Non-Executive & Independent) of the Company, subject to approval of Shareholders and on receiving recognition from Securities and Exchange Board of India ('SEBI') as Limited Purpose Clearing Corporation, he will be designated as Public Interest Director 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'). The members are informed that SEBI had granted recognition to the Company as Limited Purpose Clearing Corporation on January 18, 2022 for a period of one year commencing from January 17, 2022. Accordingly, it is proposed to appoint Mr. Krishnamurthy Vaidyanathan as Independent Director of the Company under 'Public Interest Director' as per SECC Regulations for a period of 3 (three) years commencing from January 17, 2022 as approved by SEBI. Further, the Company has received all statutory disclosures/ declarations from Mr. Krishnamurthy Vaidyanathan.

Considering vast experience Mr. Krishnamurthy Vaidyanathan, it would be in the interest of the Company to seek the shareholders' approval for the appointment of Mr. Krishnamurthy Vaidyanathan as Independent Director under "Public Interest Director" category as per SECC Regulations.

Mr. Krishnamurthy Vaidyanathan shall not be liable to retire by rotation and the applicable terms and conditions as mentioned under Companies Act, 2013 and SECC Regulations shall be applicable to him.

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

Except, Mr. Krishnamurthy Vaidyanathan, 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 sought for appointment of Mr. Krishnamurthy Vaidyanathan as Independent Director under "Public Interest Director" category of the Company as set out at 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**

  
  
**Ritesh Kadam**  
Company Secretary & Compliance Officer  
ACS 56899

**Date: February 25, 2022**

**Place: Mumbai**

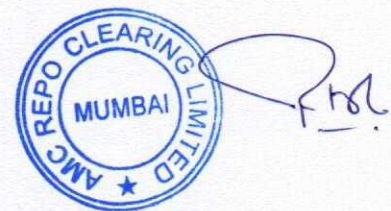


**ANNEXURE TO THE NOTICE**

Name of the Director	Mr. Anand Sinha	Mr. Srinivasan Varadarajan	Mr. Krishnamurthy Vaidyanathan
Category	Public Interest Director (Independent Director)	Public Interest Director (Independent Director)	Public Interest Director (Independent Director)
DIN	00682433	00033882	00693204
First date of appointment as Director	December 09, 2021	December 09, 2021	December 09, 2021
Date of Birth	February 03, 1951	December 09, 1964	July 01, 1973
Age (in yrs)	71	57	48
Qualifications	M.Sc (Physics)	Bachelor of Engineering, Anna University, Post Graduate Diploma in Management, IIM	B.Tech (Electrical Engineering), Indian Institute of Technology (IIT), Kanpur. PGDM, Indian Institute of Management (IIM), Ahmedabad. Chartered Financial Analyst (CFA), CFA Institute, Charlottesville. Phd (Finance), EDHEC RiskInstitute. Post-Doctoral Fellow (Finance), Santa Clara University.
Brief resume, Experience and Expertise in Specific Functional Areas	Mr. Anand Sinha joined RBI in July 1976 and rose to become Deputy Governor in January 2011. As a Deputy Governor, he was incharge of regulation of Commercial banks, Non Banking Financial Companies, Urban Cooperative Banks and Information Technology, amongst other. He was an Adviser in RBI upto April 2014. He is a consultant to IMF and gives lectures on financial sector issues in India and Abroad.	Mr. V. Srinivasan is a banking veteran and market expert with more than three decades of experience in financial services. His career has spanned commercial banking, Investment banking, International banking, Treasury and Global Markets. He last served as the Deputy Managing Director of the Bank before setting up his own Advisory practice about 18 months back. As a financial advisor, he has worked with a leading international consulting firm, a sovereign wealth fund, a large corporate group, a NBFC group and	Vaidya Nathan is a Resident faculty at the Indian School of Business, Mohali. Prior to joining ISB, he was a Resident faculty at the School of Business, University of Connecticut and continues to hold a Visiting Faculty position there. Before becoming an academic, he was an Investment Banker with JP Morgan Chase Bank in Hong Kong, New York, and Singapore and has advised financial institutions and corporates in Asia-Pacific region on hedging and risk management. He specializes in Credit



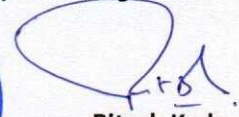
			a private sector bank.	Derivative, Foreign Exchange and Fixed Income products. He has also advised corporates in Telecom, Media and Technology space on mergers and acquisitions, divestiture, acquisition financing, capital structure advisory, alternative investments, and debt restructuring. He is also a Consultant with the World Bank.
<b>Names of other companies in which the person holds the directorship</b>	1) GOODS AND SERVICES NETWORK 2) TECHNOLOGIES LIMITED	AND TAX NAVI	1) Institutional Investor Services India Ltd	Nil
<b>Chairmanship / Membership of Committees of the board</b>	Nil		Nil	Nil
<b>Remuneration last drawn by such person</b>	Nil		Nil	Nil
<b>Remuneration sought to be paid</b>	Sitting fees. As permitted under the Companies Act, 2013.		Sitting fees. As permitted under the Companies Act, 2013.	Sitting fees. As permitted under the Companies Act, 2013.
<b>Terms and conditions of appointment or re-appointment</b>	Terms and Conditions as per the Board Resolution/ Shareholders Resolution for 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
<b>Disclosure of relationships between directors inter-se and Manager and other Key Managerial Personnel of the company</b>	-		-	-





No. of shares held in the company as on the date of notice	Nil	Nil	Nil
The number of Meetings of the Board attended during the financial year 2021-22	1	1	1

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