

To,  
Members,  
Fixed Income Money Market & Derivatives Association of India  
(FIMMDA)

**Re : Procedure for Election of Directors at 24<sup>th</sup> AGM**

In connection with election of Directors and voting formalities at the 24<sup>th</sup> AGM of FIMMDA, the following procedure is required to be followed:

1. In terms of Article 51(B)(b) of Articles of Association, the following Directors are liable to retirement: Shri Prasanna Balachander (ICICI Bank), Shri Badrinivas NC (Citibank), Shri Sudarshana Bhat (Union Bank of India) and Shri Sushanta Kumar Mohanty (Bank of Baroda). In terms of Article 51(B)(d), the retiring Directors shall be eligible for reappointment if the respective members propose to reappoint them. Therefore, the retiring Directors were requested to submit the letters from the members proposing their candidature for being elected as directors at the forthcoming AGM.

In terms of the above provisions, S/Shri B. Prasanna, Badrinivas NC, Sudarshana Bhat and Sushanta Kumar Mohanty have already submitted the requisite letters which are placed in the Board Meeting held on 11<sup>th</sup> August, 2022, and accordingly included them for being elected as Directors in the Notice convening 24<sup>th</sup> AGM.

[ A specimen form of Letter proposing the election of a retiring Director is placed at Annexure 'A' ]

2. In the event any member-institution proposes its candidate other than the sitting nominee, for being elected as a Director on the FIMMDA Board, such member-institution should serve a Notice proposing the candidature of its nominee for contesting election as a Director of FIMMDA in the forthcoming 24<sup>th</sup> Annual General Meeting. Such notice/s shall be received at FIMMDA's registered office or by email not less than 14 (fourteen) days before the AGM (i.e. notice shall be received on or before 3.00 p.m. on 29<sup>th</sup> August, 2022).

A specimen form of Notice proposing the election of a Director is placed at Annexure 'B'

3. FIMMDA shall in turn **intimate** its members of the intention of member-institution to propose such person as a candidate for the office of Director, by serving individual notices on the members (through electronic mode to such members who have provided their e-mail addresses to the Company) NOT LESS THAN 7 (Seven) DAYS before the AGM (i.e. Notice by emails shall be sent by FIMMDA on 6<sup>th</sup> September, 2022)

AND

By placing notice/s of such candidature/s on the website of FIMMDA (on 6<sup>th</sup> September, 2022).  
*A specimen form of Circular circulating the Notice/s received from member-institution(s) for contesting election as Director/s - to be served on members by FIMMDA is placed at Annexure 'C'*

4. The nominations of Directors may be allowed to be withdrawn by the proposing Member-Institution in writing, at any time on or before 3.00 p.m. on 9<sup>th</sup> September, 2022 (i.e. 4 days before the commencement of 24<sup>th</sup> AGM). Thereafter, withdrawal of nominations will not be entertained.

*A specimen form of Letter for withdrawal of nomination of Director by Member-Institution is placed at Annexure 'D'*

5. In terms of Article 16 of Articles of Association of FIMMDA, the institutional-members are required to appoint their Authorised Representatives to attend, participate and vote at the 24<sup>th</sup> AGM.

6. The members are requested to **cast** their vote on the resolutions at the 24<sup>th</sup> AGM as may be announced by the Chairman of the Meeting.

7. The members are **not allowed** to vote for more than 4 (four) candidates standing for election as Directors.

8. Mr. V. Laxman, Practising Company Secretary has been appointed as the Scrutinizer of the Meeting to scrutinize the voting process in a fair and transparent manner.

9. If, for any reason, members do not elect directors which they are entitle to elect as their representatives on the Board, the Board of Directors shall have the power to appoint at any time, any person as such a director from among the individual representatives from the Institutional-members and such director shall be in office till the next Annual General Meeting (i.e. up to the 25th AGM).



G. Ravindranath  
Chief Executive Officer

Please see Annexures A, B, C & D below

**Annex-A**

Dated : \_\_\_\_\_, 2022

To,

The Board of Directors,  
Fixed Income Money Market &  
Derivatives Association of India,  
2<sup>nd</sup> Floor, United India Bldg.,  
Sir P. M. Road, Fort,  
Mumbai – 400 001

Dear Sir/Madam,

**Re : Reappointment of Mr./Ms. \_\_\_\_\_ as Director at 24<sup>th</sup> Annual General Meeting of Fixed Income Money Market & Derivatives Association of India (FIMMDA)**

In terms of Article 51(B)(d) of Articles of Association of the Company, we do hereby nominate Mr./Ms. \_\_\_\_\_ as authorized representative of \_\_\_\_\_ and seek his/her reappointment as Director on the Board of FIMMDA at the forthcoming 24<sup>th</sup> Annual General Meeting .

Thanking you,

Yours truly,

For

(\_\_\_\_\_)



**Annex-B**

**Notice for contesting election as a Director**

To

Date : \_\_\_\_\_, 2022

Fixed Income Money Market &  
Derivatives Association of India,  
2<sup>nd</sup> Floor, United India Bldg.,  
Sir P.M. Road, Fort  
Mumbai - 400 001.

Dear Sirs

Re: Notice for contesting election as a Director of Fixed  
Income Money Market & Derivatives Association  
(FIMMDA) in the ensuing 24<sup>th</sup> Annual General Meeting.

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We, \_\_\_\_\_, a member of FIMMDA hereby give  
notice of our intention to propose the name of our Authorised  
Representative Mr./Ms. \_\_\_\_\_ having DIN No.  
\_\_\_\_\_, as a Director of the Company at the ensuing 24<sup>th</sup> Annual  
General Meeting, and to move the following resolution as an ordinary  
resolution :

**"RESOLVED THAT Mr./Ms.  
\_\_\_\_\_, [DIN No.  
\_\_\_\_\_] , Authorised Representative of  
\_\_\_\_\_  
\_\_\_\_\_, be and is hereby appointed as a Director of the  
Company whose tenure of office shall be liable to  
determination by the retirement of Directors by  
rotation."**

In this connection, we hereby attach the following documents as required :

- a) Form DIR-2 - Notice of Consent to act as Director, if elected.
- b) Form DIR-8 - Notice of confirmation to the effect that Mr./Ms.  
\_\_\_\_\_ has not incurred any disqualification pursuant to  
Section 164(2) of the Companies Act, 2013.

- c) Form MBP-1 – Notice of Interest pursuant to Section 184(1) of Companies Act, 2013.
- d) Annexure I- Information containing particulars of Director seeking appointment requiring disclosure in terms of Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (SS-2).

Yours faithfully,

For \_\_\_\_\_ Ltd.

Chairman / Managing Director / Company Secretary.

Encls : a/a

Form No. DIR-2

Consent to act as a director of a company

[Pursuant to section 152 (5) of the Companies Act, 2013 and rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014]

To  
**FIXED INCOME MONEY MARKET &  
DERIVATIVES ASSOCIATION OF INDIA**  
2<sup>nd</sup> Floor, United India Insurance Bldg.,  
P.M. Road, Fort,  
Mumbai – 400 001

Subject : Consent to act as a director

I, \_\_\_\_\_, hereby give my consent to act as director of Fixed Income Money Market & Derivatives Association of India, pursuant to sub-section (5) of section 152 of the Companies Act, 2013 and certify that I am not disqualified to become a director under the Companies Act, 2013

1.	Director Identification Number (DIN)	:	
2.	Name (in full)	:	
3.	Father's Name (in full)	:	
4.	Address	:	
5.	E-mail id	:	
6.	Mobile no.	:	
7.	Income-tax Pan	:	
8.	Occupation	:	
9.	Date of birth	:	
10.	Nationality	:	

...contd.

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11.	No. of companies in which I am already a Director and out such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager.
12.	Particulars of membership No. and Certificate of practice No. if the applicant is a member of any professional Institute state NIL if none

### Declaration

I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years. I further declare that if appointed my total Directorship in all the companies shall not exceed the prescribed number of companies in which a person can be appointed as a Director.

Signature :

Designation :

Date : \_\_\_\_\_

Place : \_\_\_\_\_

Attachments :

1. Proof of identity;
2. Proof of residence;

**FORM 'DIR-8'**

Intimation by Director

[Pursuant to Section 164(2) and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014]

Registration No. of Company : U67120MH1998GAP114753

Nominal Capital : Not Applicable

Paid-up Capital : Not Applicable

Name of Company : Fixed Income Money Market And Derivatives Association of India

Address of its Registered Office: 2<sup>nd</sup> Floor, United India Insurance Bldg., ,  
P. M. Road, Fort, Mumbai – 400 001.

To  
The Board of Directors of  
Fixed Income Money Market And Derivatives Association of India

I, \_\_\_\_\_, son of Shri \_\_\_\_\_  
resident of \_\_\_\_\_,  
Director in the company hereby give notice that I am/was a director in the following  
companies during the last three years:-

S. No.	Name of the Company	Date of Appointment	Date of Cessation
1.			
2.			
3.			
4.			
5.			
6.			
7.			
8.			

I further confirm that I have not incurred disqualification under section 164(2) of the Companies Act, 2013 in any of the above companies, in the previous financial year, and that I, at present, stand free from any disqualification from being a director.

OR



...contd.

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I further confirm that I have incurred disqualifications under section 164(2) of the Companies Act, 2013 in the following company(s) in the previous financial year, and that I, at present stand disqualified from being a director.

S. No.	Name of the Company	Date of Appointment	Date of Cessation

Place : \_\_\_\_\_  
Dated : \_\_\_\_\_, 2022

Signature \_\_\_\_\_

FORM MBP – 1

Notice of interest by director

[Pursuant to section 184 (1) and rule 9(1)]

To  
The Board of Directors,  
FIXED INCOME MONEY MARKET &  
DERIVATIVES ASSOCIATION OF INDIA  
2<sup>nd</sup> Floor, United India Insurance Bldg.,  
P.M. Road, Fort,  
Mumbai – 400 001

Dear Sir(s)

I, \_\_\_\_\_, son of Shri \_\_\_\_\_, resident of \_\_\_\_\_ and Authorised Representative of \_\_\_\_\_ on the Board of Fixed Income Money Market & Derivatives Association of India, being a director in the company hereby give notice of my interest or concern in the following company or companies, bodies corporate, firms or other association of individuals:-

Sr. No.	Names of the Companies / bodies corporate / firms / association of individuals	Nature of interest or concern / Change in interest or concern	Shareholding	Date on which Interest or concern arose / Changed
1.				

Signature \_\_\_\_\_  
Name:

Place:  
Date:

**Annexure to Form MBP-1**

\* *Nature of interest or concern / Change in interest or concern includes Director/ Shareholder/Member/ Partner/ Owner in Companies /Bodies Corporate/ Firms/ Association of Individuals.*

\*\* *Shareholding is to be mentioned with respect to No. of shares and Percentage of holding in Companies /Bodies Corporate/Firms/Association of Individuals.*

1. Names of the Body Corporate (other than Companies under Companies Act) in which I am a Director and holding along with other Directors more than 2% of the paid up capital :

2. Names of the Body Corporate in which I am promoter, manager or chief executive officer:

3. Name of the Public Companies in which I am a Director and holds along with my relatives more than 2% of the paid up capital :

4. Names of the Private Companies in which my relative is a member or director :

5. Names of the Firms in which my relative is a partner of the firm:

[Empty rectangular box]

6. Names of Societies or other Association of Persons in which I am holding office of member of Governing Body :

[Empty rectangular box]

...contd.

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7. Chairmanship/Membership of Committees in Companies :

[Empty rectangular box]

8. Names of the Body Corporate of whose Board of Directors, Managing Director or Manager is accustomed to act in accordance with the advice, directions or instructions of a Director :

[Empty rectangular box]

Signature \_\_\_\_\_  
Name:

Place:

Date:



List of Relatives

(In terms of clause (77) of Section 2 of the Companies Act, 2013)

1.	Spouse	
2.	Father	
3.	Mother(including step-mother)	
4.	Son (including step-son)	
5.	Son's wife	
6.	Daughter(including step-daughter)	
7.	Daughter's husband	
8.	Brother (including step-brother)	
9.	Sister(including step-sister)	
10.	Any Co-member/ Karta of HUF in which I am a member	

Signature \_\_\_\_\_

**Name:**

**Place:**

**Date:**

**General Information:**

1.	Permanent Residential Address	:	
2.	Present Residential Address	:	
3.	Permanent Account No. (PAN)	:	
4.	Aadhaar Card No.	:	
5.	Date of Birth	:	
6.	Director Identification No. (DIN)	:	
7.	Education Qualification	:	
8.	Official Address	:	
9.	Email Address	:	
10.	Mobile Number	:	
11.	Telephone Number	:	

Signature \_\_\_\_\_  
Name:

Place:  
Date:

Annexure I

Information of Mr./Ms. \_\_\_\_\_, Authorised Representative of \_\_\_\_\_ seeking appointment at the 24th Annual General Meeting FIMMDA in accordance with the Companies Act, 2013 and Secretarial Standards, as on the date of Notice.

<b>1. Name of Director/particulars</b>	
Director Identification No.	
Date of Birth (Age in years)	
Date of Appointment	In the 24 <sup>th</sup> AGM
Expertise in specific functional areas	
Qualifications	
Experience	
Terms & conditions of Appointment/reappointment	To be elected as a Director on the Board of Directors of the Company as Nominee of _____ in the 24 <sup>th</sup> AGM of the Company, subject to retirement by rotation.
Remuneration sought to be Paid/last drawn	No remuneration paid or payable for attending the meetings of the Board or its Committees or otherwise.
No. of meetings of the Board Attended during the year	Not Applicable
Shareholding held in the Company	Not Applicable
Relationship with directors, managers and Key Managerial Personnel	Unrelated

Directorships held in other companies in India	
Membership/Chairmanship of committees in other companies in India	



Annex-C



**Circulation of Notice for contesting election as Director**

NOTICE is hereby given that in terms of Section 160(2) of the Companies Act, 2013 read with the Rule 13 of Companies (Appointment and Qualification of Directors) Rules, 2014, the Company has received the notices (copies enclosed) proposing the following authorized person(s) of the respective institutional-member(s) to be appointed as director(s) of the Company at the 24<sup>th</sup> Annual General Meeting to be held on \_\_\_\_\_, 2022 at \_\_ p.m.:

1. Mr. \_\_\_\_\_, Authorized Representative of \_\_\_\_\_ Ltd;
2. Mr. \_\_\_\_\_, Authorized Representative of \_\_\_\_\_ Ltd;
3. Mr. \_\_\_\_\_, Authorized Representative of \_\_\_\_\_;
4. Mr. \_\_\_\_\_, Authorised Representative of \_\_\_\_\_; and
5. Mr. \_\_\_\_\_, Authorised Representative of \_\_\_\_\_

The Brief profiles of the above candidates are attached hereto.

**Registered Office**

**FIXED INCOME MONEY MARKET  
& DERIVATIVES ASSOCIATION OF INDIA**

2<sup>nd</sup> Floor, United India Bldg,  
Sir P.M. Road, Fort,  
Mumbai – 400 001.

By order of the Board

**(G. Ravindranath)**  
Chief Executive Officer

**Date : \_\_\_\_\_, 2022**

**Annexure-D**

Date : \_\_\_\_\_, 2022

To,

The Board of Directors,  
Fixed Income Money Markets & Derivatives  
Association of India,  
2<sup>nd</sup> Floor, United India Bldg.,  
Sir P.M. Road, Fort,  
Mumbai-400 020.

Sirs,

**Re : Withdrawal of nomination of Mr/Ms. \_\_\_\_\_ from  
contesting of election as Director at 24<sup>th</sup> Annual General Meeting of  
FIMMDA**  
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We hereby withdraw the nomination of Mr/Ms. \_\_\_\_\_ from contesting of  
election as Director at 24<sup>th</sup> Annual General Meeting of **Fixed Income Money Market &  
Derivatives Association of India.**

Thanking you,

Yours truly,

For

(\_\_\_\_\_)

Authorised Signatory