

FIXED INCOME MONEY MARKET And DERIVATIVES ASSOCIATION OF INDIA
(FIMMDA)

Procedure for Election of Directors at the Extraordinary General Meeting pursuant to
the provisions of Amended Articles of Association ("AoA")

In connection with election of Directors and voting/e-voting formalities at the Extraordinary General Meeting of FIMMDA, the following procedure is required to be followed:

1. In terms of Article 73(a) of AoA, the entire Board shall retire at the commencement of the Extraordinary General Meeting ("EGM"), and in whose place new Directors (being Authorised Representatives) of the Members may be elected at such meeting. In terms of said Article, the following Directors have already tendered their resignations, namely : S/Shri Ravi Ranjan, Neeraj Gambhir, Ashish Parthasarthy, Vasti Venkatesh, Aditya Bagree, Manish Luharuka, Iswar Padhan, Lakshmanan Venkateswaran, Arun Kumar K.R., Sushanta Kumar Mohanty, Abhijit Basak and Naveen Kumar Singh.
2. In terms of Article 73(b), all those Directors who retire shall, however, continue in office till their successors are elected by the Members.
3. In terms of Article 73(c), the retiring Directors shall be eligible if a member or members propose(s) to reappoint him/them.

Therefore, the retiring Directors were required to submit the letters from the members proposing their candidature for being elected as directors at the forthcoming EGM.

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

4. In the event any member-institution proposes its candidate other than the sitting nominee/s (i.e. retiring directors as specified supra), 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 EGM. Such notice/s shall be received at FIMMDA's registered office or by email not less than 14 (fourteen) days before the EGM (i.e. notice shall be received on or before 4.15 p.m. on November 13, 2025).

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



5. 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 EGM (i.e. Notice by emails shall be sent by FIMMDA before 4.15 p.m. on November 20, 2025)

AND/OR

By placing notice/s of such candidature/s on the website of FIMMDA (on November 20, 2025 by 4.15 pm).

[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']

6. The nominations of Directors may be allowed to be withdrawn by the proposing Member-Institution in writing, at any time on or before 4.15 p.m. on November 23, 2025 (i.e. 4 days before the commencement of EGM). 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']

7. In terms of Article 17 of Articles of Association of FIMMDA, the institutional-members are required to appoint their Authorised Representatives to attend, participate and vote at the EGM.

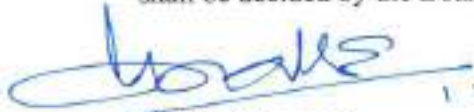
8. The members are requested to cast their vote on the resolution/s at the EGM as may be announced by the Chairman of the Meeting.

9. The members are not allowed to vote for more than 6 (six) candidates standing for election as Directors.

10. 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.



11. 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, in exercise of its powers conferred by Article 85 may appoint at any time, any person as such a director from among the individual representatives from the Institutional-members and tenure of such director shall be decided by the Board.



G. Ravindranath
CEO



Please see Annexures A, B, C & D below

[On the letter head of Member Institution]

ANNEX-A

Dated : _____, 2025

To,

The Board of Directors,
Fixed Income Money Market And
Derivatives Association of India,
12A-10, 13th Floor, Parinee Crescenzo,
Plot No. C-38 & 39, G-Block,
Bandra-Kurla Complex,
Mumbai – 400 051

Dear Sir/Madam,

Re : Reappointment of Mr/Ms. _____ as Director at the Extraordinary General Meeting of Fixed Income Money Market And Derivatives Association of India (FIMMDA)

In terms of Article 73(c) 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 Extraordinary General Meeting .

In this regard, please find here attached the following in respect of our above nominee :

- (a) Form DIR-2
- (b) Form DIR-8
- (c) Form MBP-1
- (d) Annexure-1

Thanking you,

Yours truly,

For

(_____)

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
The Board of Directors,
Fixed Income Money Market And
Derivatives Association of India,
12A-10, 13th Floor, Parinee Crescenzo,
Plot No. C-38 & 39, G-Block,
Bandra-Kurla Complex,
Mumbai – 400 051.

Subject : Consent to act as a director

I, _____, hereby give my consent to act as director of Fixed Income Money Market And 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.

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(1) or 164(2) and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014]

Registration No. of Company : U67190MH2014PTC260049

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: 12A-10, 13th Floor, Parinee Crescenzo, Plot No. C-38
& 39, G-Block, Bandra-Kurla Complex, Mumbai-40051

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

I, _____ son/wife of Shri _____ resident
of _____, Mumbai - 400 _____, 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(1) or 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.

// 2 //

I further confirm that I have incurred disqualification -

(A) Under section 164(1) on the following ground(s) in the previous financial year; or

(B) 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

Dated : _____

Place _____

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 And
Derivatives Association of India,
12A-10, 13th Floor, Parinee Crescenzo,
Plot No. C-38 & 39, G-Block,
Bandra-Kurla Complex,
Mumbai – 400 051

Dear Sir(s)

I, _____, son of Shri _____, resident of _____ and _____ Authorised Representative of _____ on the Board of Fixed Income Money Market And 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:

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

...contd.

// 2 //

7. Chairmanship/Membership of Committees in Companies :

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 :

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 27th Annual General Meeting of FIMMDA in accordance with the Companies Act, 2013 and Secretarial Standards, as on the date of Notice.

1. Name of Director/particulars	
Director Identification No.	
Date of Birth (Age in years)	
Date of Appointment	In the Extraordinary General Meeting
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 FIMMDA as Nominee of _____ in the EGM 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	
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Signature : _____

Name : _____

Date : _____

Annex-B

Notice for contesting election as a Director

To

Date : _____, 2025

The Board of Directors,
Fixed Income Money Market And
Derivatives Association of India,
12A-10, 13th Floor, Parinee Crescenzo,
Plot No. C-38 & 39, G-Block,
Bandra-Kurla Complex,
Mumbai – 400 051

Dear Sirs

Re: Notice for contesting election as a Director of Fixed
Income Money Market And Derivatives Association
(FIMMDA) in the ensuing Extraordinary General Meeting.

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 Extraordinary 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
The Board of Directors,
Fixed Income Money Market And
Derivatives Association of India,
12A-10, 13th Floor, Parinee Crescenzo,
Plot No. C-38 & 39, G-Block,
Bandra-Kurla Complex,
Mumbai – 400 051

Subject : Consent to act as a director

I, _____, hereby give my consent to act as director of Fixed Income Money Market And 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.

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(1) or 164(2) and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014]

Registration No. of Company : U67190MH2014PTC260049Nominal Capital : Not ApplicablePaid-up Capital : Not ApplicableName of Company : Fixed Income Money Market And Derivatives Association of IndiaAddress of its Registered Office: 12A-10, 13th Floor, Parinee Crescenzo, Plot No. C-38 & 39, G-Block, Bandra-Kurla Complex, Mumbai-40051

To

The Board of Directors of

Fixed Income Money Market And Derivatives Association of India

I, _____ son/wife of Shri _____ resident of _____, Mumbai - 400 _____, 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(1) or 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.

// 2 //

I further confirm that I have incurred disqualification –

(A) Under section 164(1) on the following ground(s) in the previous financial year; or

(B) 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

Dated : _____

Place _____

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 And
Derivatives Association of India,
12A-10, 13th Floor, Parinee Crescenzo,
Plot No. C-38 & 39, G-Block,
Bandra-Kurla Complex,
Mumbai – 400 051

Dear Sir(s)

I, _____, son of Shri _____, resident of _____ and _____ Authorised Representative of _____ on the Board of Fixed Income Money Market And 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:

--

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

--

...contd.

// 2 //

7. Chairmanship/Membership of Committees in Companies :

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 :

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:

Annexure I

Information of Mr./Ms. _____, Authorised Representative of _____ seeking appointment at the 27th Annual General Meeting of FIMMDA in accordance with the Companies Act, 2013 and Secretarial Standards, as on the date of Notice.

1. Name of Director/particulars	
Director Identification No.	
Date of Birth (Age in years)	
Date of Appointment	In the Extraordinary General Meeting
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 FIMMDA as Nominee of _____ in the EGM 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	
---	--

Signature : _____

Name : _____

Date : _____

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 Extraordinary General Meeting to be held on November 27, 2025 at 4.15 pm at Cultural Hall, Y.B. Chavan Centre, Gen. Jagannath Bhosale Marg, Nariman Point, Mumbai-400 021:

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
And DERIVATIVES ASSOCIATION OF INDIA**
12A-10, Parinee Crescenzo,
Plot No. 38 & 39, G-Block,
Bandra-Kurla Complex,
Mumbai - 400 051.

By order of the Board

(G. Ravindranath)
Chief Executive Officer

Date : _____, 2025

Annexure-D

Date : _____, 2025

To,

The Board of Directors,
Fixed Income Money Market And
Derivatives Association of India,
12A-10, 13th Floor, Parinee Crescenzo,
Plot No. C-38 & 39, G-Block,
Bandra-Kurla Complex,
Mumbai - 400 051

Sirs,

**Re : Withdrawal of nomination of Mr/Ms. _____ from
contesting of election as Director at Extraordinary General
Meeting of FIMMDA**

We hereby withdraw the nomination of Mr/Ms. _____ from contesting of
election as Director at Extraordinary General Meeting of **Fixed Income Money Market
And Derivatives Association of India.**

Thanking you,

Yours truly,

For

(_____)

Authorised Signatory

(to be printed on letter-head)

Form No. 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]

CIN: U67120MH1998GAP114753

Name of the Company: **Fixed Income Money Market And Derivatives Association of India (FIMMDA)**

Registered office: 12A-10, 13th Floor, Parinee Crescenzo., Plot No. C-38 & 39, G-Block, Bandra-Kurla Complex, Mumbai-400051

Name of the Member(s):

Registered address:

E-mail Id:

We, being a Member of **Fixed Income Money Market & Derivatives Association of India** ("The Company"), hereby appoint Mr./Ms. _____ of

_____ (*Name & Address of another Member who is*

being appointed as proxy) or failing him / her

Mr./Ms. _____ of _____

(*Name & Address of the alternative Member who is being appointed as proxy*) as our

Proxy to attend and vote (on Poll) for us on and our behalf at the Extraordinary General

Meeting of the Company scheduled to be held on Thursday, November 27, 2025 at 4.15

p.m. at Y.B. Chavan Centre, Gen. Jagannath Bosale Marg, Nariman Point, Mumbai-400

021 or/and at any adjournment thereof.

Affix
the
revenue
stamp
of
Rs.1/-

Dated : _____, 2025

Signature of the Member

Note: The Proxy form duly completed and signed should be deposited at the Registered Office of the Company situated at 12A-10, 13th Floor, Parinee Crescenzo., Plot No. C-38 & 39, G-Block, Bandra-Kurla Complex, Mumbai-400051 not later than 48 hours before the commencement of the Extraordinary General Meeting.