

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

Procedure for Election of Directors at 25th AGM

In connection with election of Directors and voting formalities at the 25th 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 Neeraj Gambhir (Axis Bank), Shri V. Lakshmanan (Federal Bank), Shri Vasti Venkatesh (Central Bank of India) and Shri P.V. Janardhana Rao (Canara Bank). 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 Neeraj Gambhir, V. Venkatesh, V. Lakshmanan and P.V. Janardhana Rao have already submitted the requisite letters which were placed in the 155th Board Meeting held on 9th August, 2023, and accordingly included them for being elected as Directors in the Notice convening 25th 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 25th 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 1st September, 2023).

[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 **8th September, 2023**)

AND/OR



FIXED INCOME MONEY MARKET AND DERIVATIVES ASSOCIATION OF INDIA

By placing notice/s of such candidature/s on the website of FIMMDA (on 8th September, 2023).

[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 **11th September, 2023** (i.e. 4 days before the commencement of 25th 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 25th AGM.

6. The members are requested to **cast** their vote on the resolutions at the 25th 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. The Chairman of the Company has been authorised to appoint 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 entitled 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 26th AGM).



G. Ravindranath
Chief Executive Officer



Please see Annexures A, B, C & D below

Annex-A

Dated : _____, 2023

To,

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

Dear Sir/Madam,

**Re : Reappointment of Mr/Ms. _____ as Director at 25th 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 25th Annual General Meeting .

Thanking you,

Yours truly,

For

(_____)

Notice for contesting election as a Director

To

Date : _____, 2023

Fixed Income Money Market &
Derivatives Association of India,
2nd 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 25th Annual 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 25th
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

Annexure I

Information of Mr./Ms. _____, Authorised Representative of _____ seeking appointment at the 25th Annual General Meeting 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 25 th 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 25 th 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	

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
2nd 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:

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

// 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:

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: 2nd 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.

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 : _____, 2023

Signature _____

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**
2nd 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.

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;



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 25th Annual General Meeting to be held on 15th September, 2023 at 3 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**
2nd Floor, United India Bldg,
Sir P.M. Road, Fort,
Mumbai - 400 001.

By order of the Board

(G. Ravindranath)
Chief Executive Officer

Date : _____, 2023

Annexure-D

Date : _____, 2023

To,

The Board of Directors,
Fixed Income Money Markets & Derivatives
Association of India,
2nd 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 25th Annual General Meeting
of FIMMDA**

We hereby withdraw the nomination of Mr/Ms. _____ from contesting of
election as Director at 25th Annual General Meeting of **Fixed Income Money Market &
Derivatives Association of India.**

Thanking you,

Yours truly,

For

(_____)

Authorised Signatory

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: 2nd Floor, United India Insurance Bldg., Sir P.M. Road, Fort, Mumbai-400001

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 25th Annual General Meeting of the Company scheduled to be held on Friday, the 15th September, 2023 at 3 p.m. at Y.B. Chavan Hall, Rangaswar, Gen. Jagannath Bhosale Marg, Mumbai-400 021 or/and at any adjournment thereof.

Affix the
revenue
stamp of
Rs. /-

Dated : _____, 2023

Signature of the Member

Note: The Proxy form duly completed and signed should be deposited at the Registered Office of the Company situated at United India Bldg., 2nd Floor, Sir P.M. Road, Mumbai-400 001 not later than 48 hours before the commencement of the Annual General Meeting.