

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

Procedure for Election of Directors at 26th AGM

In connection with election of Directors and voting/e-voting formalities at the 26th 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 Nand Kishore (State Bank of India), Shri Ashish Parthasarthy (HDFC Bank), Smt. Parul Mittal Sinha (Standard Chartered Bank) and Shri Iswar Padhan (IDBI 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 Nand Kishore, Ashish Parthasarthy, Smt. Parul M. Sinha and Shri Iswar Padhan have already submitted the requisite letters which were placed in the 161st Board Meeting held on 6th August, 2024, and accordingly included them for being elected as Directors in the Notice convening 26th 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/s, 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 26th 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 26th August, 2024).

[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 before 3 p.m. on 2nd September, 2024)

AND/OR



By placing notice/s of such candidature/s on the website of FIMMDA (on 2nd September, 2024 by 3 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']

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 **7th September, 2024** (i.e. 2 days before the commencement of 26th 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 26th AGM.

6. The members are requested to **cast** their vote on the resolutions at the 26th 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 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 27th AGM).



G. Ravindranath
Chief Executive Officer



Please see Annexures A, B, C & D below

Annex-A

Dated : _____, 2024

To,

The Board of Directors,
Fixed Income Money Market &
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 26th 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 26th Annual General Meeting .

Thanking you,

Yours truly,

For

(_____)

(To be printed on letterhead)

Annex-B

Notice for contesting election as a Director

To

Date : _____, 2024

The Board of Directors,
Fixed Income Money Market &
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 & Derivatives Association
(FIMMDA) in the ensuing 26th 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 26th 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.

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 &
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 & 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.

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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 &
Derivatives Association of India,
12A-10, 13th Floor, Parinee Crescendo,
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 & 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 :

[Empty rectangular box]

...contd.

// 2 //

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:

Annexure I

Information of Mr./Ms _____, Authorised Representative of _____ seeking appointment at the 26th 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 26 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 FIMMDA as Nominee of _____ in the 26 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	

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:

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 26th Annual General Meeting to be held on 9th September, 2024 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**
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 : _____, 2024

(to be printed on letter head)

Annexure-D

Date : _____, 2024

To,

The Board of Directors,
Fixed Income Money Market &
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 26th Annual General Meeting
of FIMMDA**

We hereby withdraw the nomination of Mr/Ms. _____ from contesting of
election as Director at 26th Annual General Meeting of **Fixed Income Money Market &
Derivatives Association of India.**

Thanking you,

Yours truly,

For

(_____)

Authorised Signatory