

NOTICE

SHORTER NOTICE is hereby given that an Extraordinary General Meeting of the Members of **METROPOLITAN CLEARING CORPORATION OF INDIA LIMITED** will be held on **Tuesday, January 08, 2019, at 11:30 AM** at 4th Vibgyor Tower, G Block, C62, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai - 400098 to transact the following businesses:

SPECIAL BUSINESS:

1. **APPOINTMENT OF MR. KUNAL SANGHAVI (DIN: 08100891) AS SHAREHOLDERS DIRECTOR OF THE COMPANY, SUBJECT TO APPROVAL OF THE SEBI.**

To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Securities Contracts (Regulation) Stock Exchanges and Clearing Corporations) Regulations, 2018 and Article 116 of the Articles of Association of the Company and subject to approval of SEBI, Mr. Kunal Sanghavi (DIN: 08100891) be and is hereby appointed as Director of the Company liable to retire by rotation and will be termed as Shareholder Director representing Metropolitan Stock Exchange of India Limited holding company, in respect of whom the Company has received a notice in writing in terms of Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification) Rules, 2014.

RESOLVED FURTHER THAT any of the Directors or the Chief Financial officer or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

Registered Office:

4th Floor, Vibgyor Towers, Plot C62,
Opp. Trident Hotel,
Bandra Kurla Complex, Bandra (East),
Mumbai -400098

Email : Secretarial@mclear.in

CIN: U67120MH2008PLC188032

Website: www.mclear.in

Telephone: 91 22 61129100

**By order of the Board of Directors
Metropolitan Clearing Corporation of India Limited**

**Sd/-
Avni Patel
Company Secretary**

Date: January 03, 2019

Place: Mumbai

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. The meeting is being convened at a shorter notice, after obtaining the consent, in writing, of not less than 95% of the Members of the Company, pursuant to the provisions of Section 101 of the Companies Act, 2013.
3. The relevant Explanatory statement in respect of business above is annexed hereto.
4. Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (Ten) per cent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
5. Proxies in order to be effective must be lodged with Company not less than 48 hours before the commencement of the meeting.
6. Members/Proxy holders are requested to bring their attendance slip duly signed.
7. As per the provisions of Section 113 of the Companies Act, 2013, Corporate Shareholders are requested to send a duly certified copy of the Board/ Managing Committee Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
8. The Register of Director's and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification) Rules, 2014 will be available for inspection by the members at the Meeting in terms of Section 171 of the Companies Act, 2013.
9. Copy of all the documents mentioned herein above, would be available for inspection by the shareholders at the Registered Office of the Company between 10 a.m. and 4.00 p.m. on all working days from the date hereof up to the date of the EGM.
10. Members may also note that the Notice of the Extraordinary General Meeting will also be available on the Company's website www.mclear.in for download. The physical copies of the aforesaid documents will also be available at the Company's registered office in Mumbai for inspection during normal business hours on working days.
11. A route-map for ease of location of venue of the meeting is also enclosed herewith.

By order of the Board of Directors

Metropolitan Clearing Corporation of India Limited

Sd/-

Avni Patel

Company Secretary

Place: Mumbai

Date: January 03, 2019

ANNEXURE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Metropolitan Stock Exchange of India Limited (MSE), holds 283120991 equity shares of Rs. 10 each representing 95.85% of the paid up Equity Capital of the Metropolitan Clearing Corporation of India Limited (MCCIL).

In terms of Regulation 23 of the SECC Regulations, 2018, the Governing Board of every recognized clearing corporation shall include shareholder director. In view of the above, MSE vide its letter dated December 05, 2018 has recommended the name of Mr. Kunal Sanghavi, Chief Financial Officer of Metropolitan Stock Exchange of India Limited as Shareholder Director of the Metropolitan Clearing Corporation of India Limited (MCCIL).

The Nomination and Remuneration Committee of the MCCIL in its meeting held on December 18, 2018 recommended the nomination of Mr. Kunal Sanghavi as Shareholder Director to the Board of MCCIL. The Governing Board of MCCIL vide circular resolution passed on December 27, 2018 approved appointment of Mr. Kunal Sanghavi as Additional Director termed as Shareholder Director subject to approval of SEBI and Shareholders. A notice under Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification) Rules, 2014 has been received from a Member signifying his intention to propose Mr. Kunal Sanghavi's candidature for office of Director of the Company.

Mr. Kunal Sanghavi is a Chartered Accountant. He has bachelor's degree in Commerce from Mithibali College, Mumbai. Mr. Kunal has completed his Information Systems Auditing CA Post Qualification Course from ICAI. He has done his CISA, Certified Information Systems Auditing from ISACA, USA. He also has membership from PGPMAX - GLOBAL MBA Equivalent from Indian School of Business. Mr. Kunal was associated with Angel Broking Private Ltd and Motilal Oswal Securities Ltd. from September 2016 to February 2018 and from November 2006 to August 2016 respectively. Currently Mr. Kunal Sanghavi is the Chief Financial Officer in the parent exchange i.e. Metropolitan Stock Exchange of India Limited and Director in MCX-SX KYC Registration Agency Limited.

Mr. Kunal Sanghavi holds, as a nominee of MSE, 1 equity shares of Rs. 10 each of MCCIL, for the fulfillment of requirement of Companies Act, 2013 with regard to minimum number of members. No sitting fee shall be payable to Mr. Kunal Sanghavi during their tenure as Shareholder Directors.

Pursuant to Regulation 24 and Part H of Schedule II of the SECC Regulations, 2018 the names of persons to be appointed as shareholder directors shall first be approved by the governing board of the stock exchange/clearing corporation, followed by shareholders' approval before submitting the same to SEBI for approval.

Accordingly your Board recommends the ordinary resolution at Item no. 1 for approval.

Mr. Kunal Sanghavi is not related to any other Director or Key Managerial Personnel of the Company. Except Mr. Kunal Sanghavi, none of the Directors or key managerial personnel or their relatives are concerned or interested in this resolution.

Copies of the letter dated December 05, 2017 and Board resolution dated December 27, 2017 in respect of the above, may be inspected by shareholders at the Registered Office of the Company between 10.30 am and 6.30 pm on all business days upto the date of EGM.

By order of the Board of Directors

Metropolitan Clearing Corporation of India Limited

Sd/-

**Avni Patel
Company Secretary**

Place: Mumbai

Date: January 03, 2019

Details in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR))

In pursuance of Regulation 36(3) of SEBI (LODR) Regulations, the following Information is being provided with regard to the appointment of a new director:

Item No.	1
Name of Director	Mr. Kunal Sanghavi
Category	Shareholder Director
Date of Birth	September 30, 1983
DIN	08100891
Qualifications	Bachelors from Mithibai College, Chartered Accountant from the Institute of Chartered Accountants of India, DISA - Information Systems Auditing CA Post Qualification Course from the Institute of Chartered Accountants of India, CISA, Certified Information Systems Auditing from ISACA, USA, PGPMAX - GLOBAL MBA Equivalent (ISB) from ISB
Experience/Expertise/Brief Resume	Mr. Kunal Sanghavi is a Chartered Accountant. He has bachelor's degree in Commerce from Mithibai College, Mumbai. Mr. Kunal has completed his Information Systems Auditing CA Post Qualification Course from ICAI. He has done his CISA, Certified Information Systems Auditing from ISACA, USA. He also has membership from PGPMAX - GLOBAL MBA Equivalent from Indian School of Business. Mr. Kunal was associated with Angel Broking Private Ltd and Motilal Oswal Securities Ltd. from September 2016 to February 2018 and from November 2006 to August 2016 respectively. Currently Mr. Kunal Sanghavi is the Chief Financial Officer in the parent exchange i.e. Metropolitan Stock Exchange of India Limited.
Terms and Conditions for appointment or reappointment	Appointment is subject to SEBI's approval. He shall be liable to retire by rotation.
Remuneration details	NIL
Shareholding in the Company	1 equity share (as Nominee of MSE)
Relationship with other Directors, Managers and KMP	NIL
Details of Directorship held in other companies	MCX-SX KYC Registration Agency Limited
Details of Chairmanship / Membership held in Committees of other companies#	NIL

METROPOLITAN CLEARING CORPORATION OF INDIA LIMITED

Regd. Office: 4th Floor, Vibgyor Towers, Plot C62, Opp. Trident Hotel, Bandra Kurla Complex,
Bandra (East), Mumbai – 400098

Website: <http://www.mclear.in> **CIN:** U67120MH2008PLC188032

ATTENDANCE SLIP

Full Name of the Member (in BLOCK LETTERS): _____

Regd. Folio No.: _____ DP ID No.: _____

Client ID No: _____ No. of Share(s) held: _____

Full Name of the Proxy (in BLOCK LETTERS): _____

Member's/Proxy's Signature: _____

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

FORM NO.MGT-11 (PROXY FORM)
METROPOLITAN CLEARING CORPORATION OF INDIA LIMITED

Regd. Office: 4th Floor, Vibgyor Towers, Plot C62, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (East),
Mumbai – 400098

Website: <http://www.mclear.in> **CIN:** U67120MH2008PLC188032

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Member(s)	E-mail Id:
	Folio No./ *Client ID
Registered Address:	*DP ID

I/We, being the holder/s of _____ equity shares of Metropolitan Clearing Corporation of India Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____

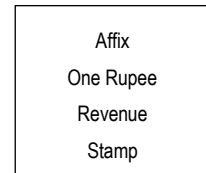
and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Tuesday, January 08, 2019, at 11:30 AM at Vibgyor Towers, 4th floor, Plot No C 62, G Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400098 and at any adjournment thereof in respect of such resolutions as are indicated below:

****I wish my above Proxy to vote in the manner as indicated in the box below:**

Particulars	For	Against
1. Appointment of Mr. Kunal Sanghavi (DIN: 08100891) as Shareholders Director of the Company, subject to approval of the SEBI.		

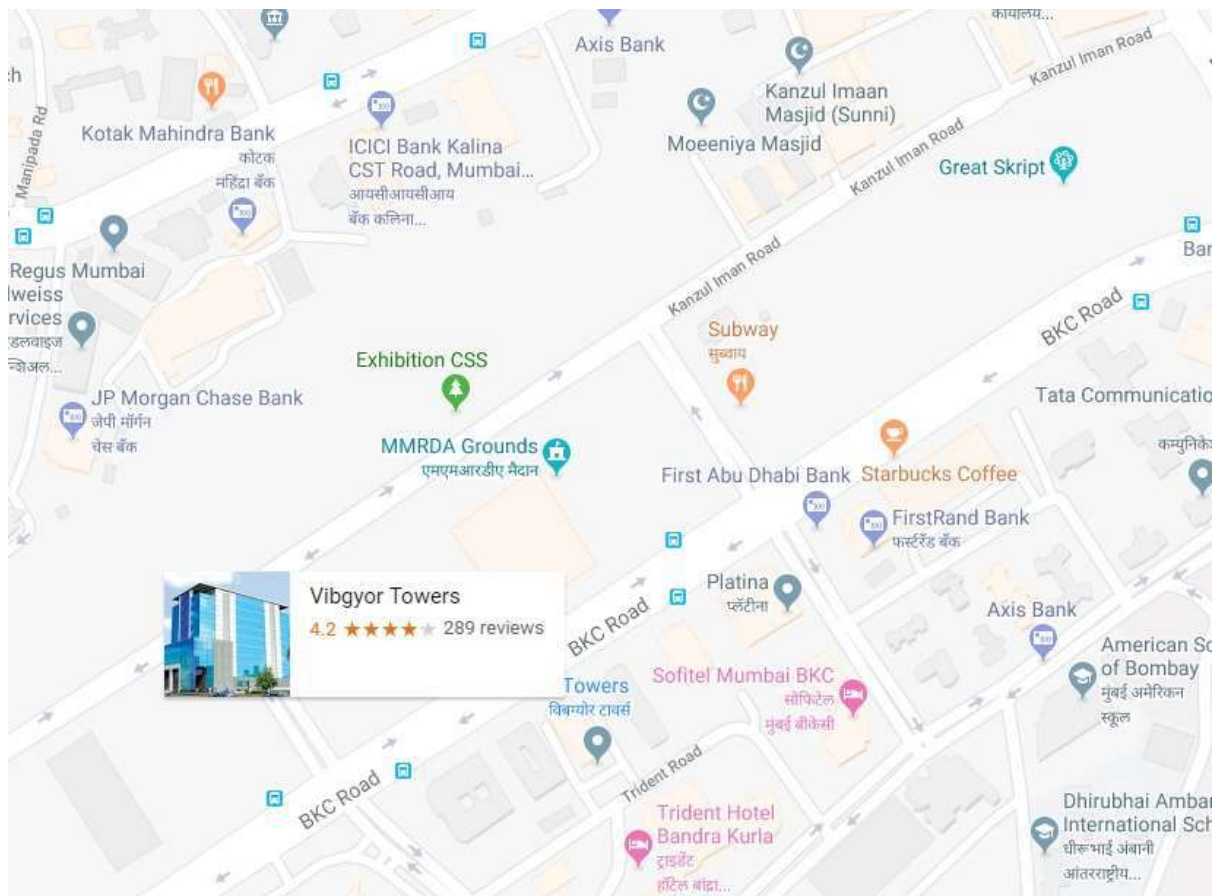
Signed this _____ day of _____, 2019

Signature of the Proxy holder(s) Signature of Shareholder



Notes: This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. Please refer map on the next page for venue of the Extra Ordinary General Meeting.

Metropolitan Clearing Corporation of India Limited Corporation Limited) route map for the Extra Ordinary General Meeting



Prominent Landmark: Trident Hotel