

METROPOLITAN CLEARING CORPORATION OF INDIA LIMITED

Regd. Office: Building A, Unit 205B, 2nd Floor, Agastya Corporate Park,
Sunder Baug Lane, Kamani Junction, L.B.S Road, Kurla West, Mumbai - 400070
Website: www.mclear.in **CIN:** U67120MH2008PLC188032

NOTICE

Notice is hereby given that the Adjourned Thirteenth (13th) Annual General Meeting of the Members of **METROPOLITAN CLEARING CORPORATION OF INDIA LIMITED** ("the Company") will be held at Shorter Notice on Thursday, 22nd December, 2022 at 03:00 P.M. at Building A, Unit 205B, 2nd Floor, Agastya Corporate Park, Sunder Baug Lane, Kamani Junction, LBS Road, Kurla West, Mumbai – 400 070 and as well as through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. *Item No. 1 of Original Notice: To receive, consider and adopt the restated Financial Statements including Balance Sheet for the year ended March 31, 2021, the Statement of Profit and Loss and the Cash Flow Statement for the year ended March 31, 2021 including notes to the Financial Statements and the Report of the Board of Directors and the Auditors Examination Report thereon.

Please refer to the attached Explanatory Statement relating to No. 1 of the Notice.

<p>Registered Office: Building A, Unit 205B, 2nd Floor, Agastya Corporate Park, Sunder Baug Lane, Kamani Junction, L.B.S Road, Kurla West, Mumbai - 400070 Email : <u>Secretarial@mclear.in</u></p> <p>CIN: U67120MH2008PLC188032 Website: www.mclear.in Telephone: 91 22 68316600</p> <p>Date: 12th December, 2022 Place: Mumbai</p>	<p>By order of the Board of Directors Metropolitan Clearing Corporation of India Limited</p> <p>Sd/- Lehar Arora Company Secretary</p>
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Notes:

1. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to secretarial@mcclar.in.
2. In view of the massive outbreak of COVID-19 pandemic and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively, issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by Securities and Exchange Board of India (hereinafter collectively referred to as 'Circulars'), the Members have an option to attend the thirteenth AGM of the Company through VC / OAVM. Members attending the meeting through VC/OAVM shall not have the facility for appointment of proxies for the AGM. Further, in view of order of the Registrar of Companies dated September 23, 2021, wherein approval for extension of time for conducting Annual General Meeting was granted, the AGM is conducted beyond the due date by which companies were required to conduct their AGM for financial year ended on March 31, 2021 in terms of section 96(1) of the Companies Act, 2013.
3. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM.
4. The process and manner for participating in AGM through VC is given below: Member will be provided with a facility to attend the meeting through VC / OAVM. A link will be provided to the members via an email to their registered email addresses to enable them to join the meeting. The members have to click on the link and join the meeting. It is recommended not to share the email containing the link for VC with any other person. Members can participate in the adjourned AGM through smart phone / laptop, however, for better experience and smooth participation it is advisable to join the meeting through laptop connected through broadband. For any query / assistance for participation in the AGM through VC / OAVM, the member is requested to write to the Company Secretary at the email id secretarial@mcclar.in.
5. Institutional /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. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) attending the AGM through VC/OAVM are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote in the meeting. The said Resolution/Authorization shall be sent to the Company Secretary by email through its registered email address to secretarial@mcclar.in.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM
7. Members are requested to send to the Company their queries, if any, before the Meeting to enable the Company to provide the required information. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 22nd December, 2022 through email on secretarial@mcclar.in. The same will be replied by the Company suitably.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 and January 15, 2021, Notice of the Adjourned AGM and the Annual Report 2020-21. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.mcclar.in

9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. In case, a poll is required to be taken during the meeting on any resolution, the Members attending the meeting through VC/OAVM are requested to convey their vote by sending an email through their registered email address to the Company at secretarial@mclear.in.
11. Members holding shares in demat mode are requested to register their email ID's with their respective DP in case the same is still not registered. In respect of holding in electronic form, Members are requested to notify any change of email ID or bank mandates or address to their Depository Participants.
12. The Register of Members and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection at the registered office between 9:30 am to 5:00 pm on all working days as well as in electronic mode. Members can inspect the same by sending an email through their registered email address to the Company Secretary at secretarial@mclear.in.

ANNEXURE

EXPLANATORY STATEMENT

Item No. 1:

The following Explanatory Statement sets out the material facts relating to the Ordinary Business for Item No. 1 of the accompanying Notice dated 23rd September 2021. In the 13th Annual General Meeting held on 25th November, 2021 the Shareholders approved all the items except Item no. 1 (Adoption to Annual Accounts for the Financial Year 2020-21). So the Annual General Meeting was adjourned sine die and the Audited Annual Accounts were not adopted. The main reason for non-adoption of Annual Accounts was due to the Clearing & Settlement invoices raised by the Metropolitan Clearing Corporation Of India Limited (MCCIL) on Metropolitan Stock Exchange (MSE) for the Financial Year 2020-21 on account of losses plus 15% markup. Based on the same reasons, the five (5) Shareholders' present during the meeting unanimously provided their dissent on approval of Annual Accounts for the Financial Year 2020-21. The reason given by shareholders is that in the past the Shareholder Directors (nominated by MSE on MCCIL's Board), had been consistently dissenting to MCCIL's stand on Clearing & Settlement Agreement (C&S Agreement) between MSE and MCCIL. It is the stand of MSE Board, conveyed through their Shareholder Directors in the Audit Committee and Board Meeting of MCCIL that after the introduction of interoperability by SEBI, the C&S Agreement between MSE and MCCIL is no longer valid. MSE has, therefore, decided to unilaterally rescind the C&S Agreement and thereafter, they have been regularly rejecting quarterly financial results of MCCIL and not accounting for C&S bills raised by MCCIL in their books of accounts and, therefore, have finally rejected the Annual Financial Results.

In view of the directions from the Securities and Exchange Board of India (SEBI) for amicable settlement between the parties, the Board of MCCIL at its 105th Board Meeting has reversed the Clearing & Settlement Invoices raised by MCCIL on MSE for the Financial Year 2020-21 on account of losses plus 15% markup. Accordingly, Clearing & Settlement invoices amounting to Rs 6.45 crores were reversed and the Financial Statements of MCCIL were restated for the Financial Year 2020-21 and were presented before the Board Meeting and the Audit Committee Meeting along with examination report from the Statutory Auditors.