

MSE ENTERPRISES LIMITED

(Formerly Metropolitan Clearing Corporation of India Limited)

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

Website: www.mclear.in **CIN:** U672100MH2008PLC188032

NOTICE

Notice is hereby given that the 15th Annual General Meeting of the Members of **MSE ENTERPRISES LIMITED** ("the Company") will be held on 7th September 2023 to transact the following business. The venue shall be deemed to be Building A, Unit 205A, II Floor, Agastya Corporate Park, Sunder Baug Lane, Kamani Junction, L.B.S Road, Kurla West, Mumbai – 400070.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. P.K Ramesh, Shareholder Director (DIN: 08363403) who retires by rotation and being eligible, offers himself for reappointment subject to compliance with applicable regulations.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 24 of the Securities Contracts (Regulation) (Stock Exchanges And Clearing Corporations) Regulations, 2018; and Sections 152, 161 and other applicable provisions of the Companies Act, 2013, as amended from time to time and the Articles of Association of the Company, subject to such modifications, variations as may be approved and acceptable, approval of the Members be and is hereby accorded for the appointment of Mr. P.K Ramesh, Shareholder Director (DIN: 08363403), a representative of Metropolitan Stock Exchange of India Limited, as Shareholder Director on the Board of MSE Enterprises Limited."

"RESOLVED FURTHER THAT Interim CEO or the Chief Financial Officer of the Company be and are hereby severally authorised to take such steps and do all such acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolutions."

Registered Office: Building A, Unit 205A, II Floor, Agastya Corporate Park, Sunder Baug Lane, Kamani Junction, L.B.S Road, Kurla West, Mumbai - 400070 Email : Secretarial@mclear.in CIN: U672100MH2008PLC188032 Website: www.mclear.in Telephone: 91 22 68316600 Near Phoenix Market City Mall August 18, 2023 Mumbai	By order of the Board of Directors For MSE Enterprises Limited Sd/- A.Sebastin Interim CEO
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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@mclear.in.
2. A member entitled to attend and vote at the 15th Annual General Meeting is entitled to appoint a proxy to attend and vote, instead of himself/herself and the proxy need not be a member of the Company. Proxy(ies) in order to be effective must be lodged with Company not less than 48 hours before the commencement of the meeting.
3. 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.
4. Members attending the meeting through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) shall not have the facility for appointment of proxies for the AGM.
5. 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.
6. 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 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 email id secretarial@mclear.in.

7. 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 by email through its registered email address to secretarial@mcclear.in.
8. 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 is entitled to vote at the AGM
9. Members are requested to send to the Company their queries, if any, at least 10 days 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 01st September 2023 through email on secretarial@mcclear.in. The same will be replied by the Company suitably.
10. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 and January 15, 2021, Notice of the AGM and the Annual Report 2022-23 along with Attendance slip and Proxy form are being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.mcclear.in
11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. In case, a poll is required to be taken during the meeting on any resolution, the Members attending the meeting though VC/OAVM are requested to convey their vote by sending an email through their registered email address to the Company at secretarial@mcclear.in.
13. 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.
14. 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@mcclear.in.

MSE Enterprises Limited

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ATTENDANCE SLIP

15th Annual General Meeting

at 3:00 PM on Thursday, 7th September 2023

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)

MSE Enterprises Limited

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*[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 15th Annual General Meeting of the Company, to be held on Thursday, 7th September 2023 at the Regd. Office: Building A, Unit 205A, II Floor, Agastya Corporate Park, Sunder Baug Lane, Kamani Junction, L.B.S Road, Kurla West, Mumbai – 400070 and at any adjournment thereof in respect of such resolutions as are indicated below:

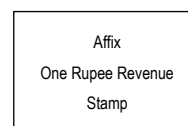
****I wish my above Proxy to vote in the manner as indicated in the box below:**

Particulars	For	Against
1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.		
2. To appoint a director in place of Mr. P.K. Ramesh, Shareholder Director (DIN: 08363403) who retires by rotation and being eligible, offers himself for reappointment subject to compliance with applicable regulations		

Signed this _____ day of _____, 2023

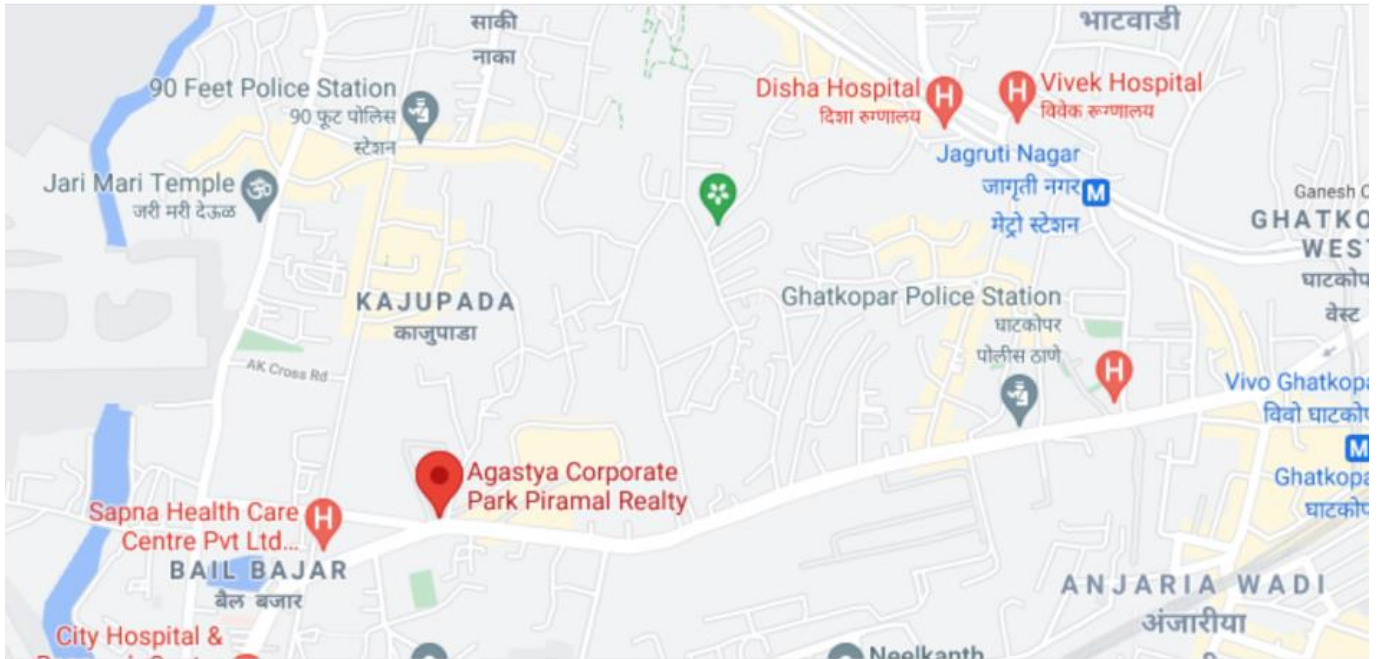
Signature of the Proxy holder(s)

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 Annual General Meeting.

MSE Enterprises Limited route map for the Annual General Meeting



Prominent Landmark: Phoenix Market City