

METROPOLITAN CLEARING CORPORATION OF INDIA LIMITED

(Formerly known as MCX-SX Clearing Corporation 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

NOTICE

Notice is hereby given that the Ninth (9th) Annual General Meeting of **METROPOLITAN CLEARING CORPORATION OF INDIA LIMITED** (Formerly known as MCX-SX CLEARING CORPORATION LIMITED) will be held on **Tuesday, September 12, 2017 at 11.30 A.M.** at Vibgyor Towers, 4th floor, Plot No C 62, G Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400098, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements including Balance Sheet as on March 31, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year ended March 31, 2017 including notes to the Financial Statements and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Udai Kumar, Shareholder Director (DIN: 06750460) who retires by rotation and being eligible, offers himself for reappointment subject to compliance with applicable regulations.
3. To ratify the appointment of M/s. Kirtane & Pandit, Chartered Accountants, (Firm Registration No. 105215 W) as the Statutory Auditors of the Company and fix their remuneration and in this regard, if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, and to the extent applicable, read with the Companies (Audit & Auditors) Rules, 2014, the appointment of M/s. Kirtane & Pandit, Chartered Accountants, (Firm Registration No.105215 W), approved by the members in the 6th Annual General Meeting to hold office until the conclusion of the Annual General Meeting to be held for the financial year 2018-2019 be and is hereby ratified in this Annual General Meeting till the conclusion of the next Annual General meeting, with a remuneration as may be determined by the Board of Directors of the Company.”

Special Business:

Item no. 4:

Revision in remuneration of Mr. Balu Nair, Managing Director of the Company with effect from July 01, 2017

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

“RESOLVED THAT pursuant to sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 including any modifications or amendments thereof, and subject to the approval of SEBI, consent of the members of the Company be and is hereby accorded for the revision in remuneration of Mr. Balu Ravindranathan Nair (DIN No.07027100), Managing Director, of the Company to Rs. 65 Lacs per annum (all inclusive on a cost to company basis) with effect from July 01, 2017, applicable for a period of one year on the terms and conditions as specified in the Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to this Notice.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Balu R. Nair, the Company has no profits or the profits of the Company are inadequate, the Company will pay remuneration by way of salary, perquisites and allowance as specified above and in accordance with the relevant provisions of the Companies Act 2013.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to alter and vary the terms and conditions of remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force).

RESOLVED FURTHER THAT all other terms and conditions with regard to appointment of Mr. Balu R. Nair as Managing Director and as approved the shareholders in the Annual General Meeting of the Company held on August 18, 2016 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) or the Chief Financial Officer or the Company Secretary of the Company be and are hereby authorized to do all acts, deeds and things as may be necessary to carry the above resolution into effect."

Item no. 5:

Ratification and approval of transactions with Metropolitan Stock Exchange of India Limited (MSE) under Regulation 23(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- i. **Ratification of Agreement for providing Clearing & Settlement Services dated October 1, 2012**

To consider and, if thought fit, to pass, with or without modification(s), if any, the following as a **Special Resolution**:

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, Regulation 35 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 and Regulation 23(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and any other applicable provisions, if any, including any re-enactment/modification/amendment thereof, the Members of the Company do hereby ratify and approve the material related party transactions of the Company with Metropolitan Stock Exchange of India Limited, holding company (being a related party within the meaning of section 2(76) of the Companies Act, 2013) which is still continuing, under the pre-existing arrangements as listed below :

Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value for the year.
Agreement for providing Clearing & Settlement Services dated October 1, 2012.	From October 01, 2012 till it is terminated	MCCIL would be clearing and settling the trades done on MSE. MCCIL shall levy Clearing and settlement charges, which shall be the higher of the following: i) Total cost incurred by MCCIL for providing the services plus 15% OR ii) 15% of the transaction fees collected by MSE

RESOLVED FURTHER THAT all the acts done by the Company in relation to the above transactions be and are hereby ratified and the members also accord further approval to the Board of Directors to sign and execute all the documents deeds and writings and to do all such acts, things as may be deemed necessary thereto to in relation to the said transactions”.

ii. Ratification of Agreement for sharing resources dated January 2, 2013

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

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, Regulation 35 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 and Regulation 23(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and any other applicable provisions, if any, including any re-enactment/modification/amendment thereof, the Members of the Company do hereby ratify and approve the material related party transactions of the Company with Metropolitan Stock Exchange of India Limited, holding company (being a related party within the meaning of section 2(76) of the Companies Act, 2013) which is still continuing, under the pre-existing arrangements as listed below:

Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value for the year.
Agreement for sharing resources dated January 2, 2013	From September 10, 2012 till it is terminated (Principal agreement dated Feb 13, 2009 read along with addendum dated Jan 5, 2010 stand replaced with this agreement w.e.f. from September 10, 2012)	Installation, Maintenance and support of DOME and CnS Software and networking infrastructure. MCCIL shall pay a fixed cost per segment towards software license, Further, MCCIL shall pay 50% of Fixed and Variable Charges relating to the software, related services and any other charges paid by MSE to FTIL, and 12.5% Variable Charges for CD segment and 25% Variable Charges for all other segments

RESOLVED FURTHER THAT all the acts done by the Company in relation to the above transactions be and are hereby ratified and the members also accord further approval to the Board of Directors to sign and execute all the documents deeds and writings and to do all such acts, things as may be deemed necessary thereto to in relation to the said transactions”

iii. Ratification of Agreement for Sub-License of Office Premises dated April 15, 2015

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

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, Regulation 35 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 and Regulation 23(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and any other applicable provisions, if any, including any re-enactment/modification/amendment thereof, the Members of the Company do hereby ratify and approve the material related party transactions of the Company with Metropolitan Stock Exchange of

India Limited, holding company (being a related party within the meaning of section 2(76) of the Companies Act, 2013), under the pre-existing arrangements as listed below:

Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value for the year.
Ratification of Agreement for Sub-License of Office Premises dated April 15, 2015 with MSE.	From September 01, 2014 to August 19, 2016	To occupy and use a part of the office premises situated at Bandra Kurla Complex, Mumbai. Rent paid by MCCIL for the premises was Rs. 255/- plus applicable tax per Sq. ft. per month for occupying 953 Sq ft. area.

RESOLVED FURTHER THAT all the acts done by the Company in relation to the above transactions be and are hereby ratified and the members also accord further approval to the Board of Directors to sign and execute all the documents deeds and writings and to do all such acts, things as may be deemed necessary thereto to in relation to the said transactions”.

iv. **Ratification of Memorandum of Understanding for utilizing office premises dated January 30, 2017.**

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

“**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013, Regulation 35 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 and Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and any other applicable provisions, if any, including any re-enactment/modification/amendment thereof, the Members of the Company do hereby ratify and approve the material related party transactions of the Company with Metropolitan Stock Exchange of India Limited, holding company (being a related party within the meaning of section 2(76) of the Companies Act, 2013) which is still continuing, under the arrangements as listed below:

Nature of contracts/arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value for the year.
Memorandum of Understanding for utilizing office premises dated January 30, 2017	Executed on January 30, 2017 effective from August 19, 2016 till August 18, 2021.	To occupy and use a part of the premises situated at 4th Floor, Vibgyor Tower, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (East), Mumbai – 400098. MCCIL shall pay monthly fees of Rs. 5,14,099 (i.e Rs. 200 per sq.ft. for occupying 2570.50 sq.ft. area at the office premises) with a lock-in period of 36 months applicable to MCCIL.

RESOLVED FURTHER THAT all the acts done by the Company in relation to the above transactions be and are hereby ratified and the members also accord further approval to the Board of Directors to sign and execute all the documents deeds and writings and to do all such acts, things as may be deemed necessary thereto to in relation to the said transactions”.

v. Ratification of Tripartite Agreement between MSE, MCCIL and Software Vendor (63 moons technologies limited) ("FTIL") dated 15 April 2010

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

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, Regulation 35 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 and Regulation 23(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and any other applicable provisions, if any, including any re-enactment/modification/amendment thereof, the Members of the Company do hereby ratify and approve the material related party transactions of the Company with Metropolitan Stock Exchange of India Limited, holding company (being a related party within the meaning of section 2(76) of the Companies Act, 2013) which is still continuing, under the pre-existing arrangements as listed below:

Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value for the year.
Tripartite Agreement between MSE, MCCIL and Software Vendor (63 moons technologies limited) ("FTIL") dated 15 April 2010	From April 15, 2010 till it is terminated.	Agreement to call upon MCCIL to pay amounts in case of default by MSE to software vendor, and to pay upto 50% of the agreed/revised annual fixed fees under the Maintenance & Technical Services agreements with the software vendor. In case MCCIL pays to FTIL as above, then MCCIL shall recover the said amount from MSE / adjust such amount against any fees, charges or other sums payable by MCCIL to MSE. Also, in case MCCIL charges any transaction fee from clearing members, MCCIL shall pay to FTIL, 25% of said transaction fee.

RESOLVED FURTHER THAT all the acts done by the Company in relation to the above transactions be and are hereby ratified and the members also accord further approval to the Board of Directors to sign and execute all the documents deeds and writings and to do all such acts, things as may be deemed necessary thereto to in relation to the said transactions".

Registered Office:

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

Email : avni.patel@mclear.in

CIN: U67120MH2008PLC188032

Website: www.mclear.in

Telephone: 91 22 61129130

By order of the Board of Directors
Metropolitan Clearing Corporation of India Limited
(formerly known as MCX-SX Clearing Corporation Limited)

Sd/-
Avni Patel
Company Secretary

Date: August 10, 2017

Place: Mumbai

Notes:

1. **A member entitled to attend and vote at the 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.**
2. 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.
3. The relevant Explanatory statement in respect of business under Item No. 4 and 5 above is annexed hereto.
4. Details required under the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking appointment/ at the Annual General Meetings forms part of this notice.
5. Proxy(ies) in order to be effective must be lodged with Company not less than 48 hours before the commencement of the meeting.
6. 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.
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. Members/Proxy holders are requested to bring their attendance slip duly signed to attend the meeting.
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.
10. The Annual Report 2016-17 and the Notice of the 9th Annual General Meeting along with Attendance slip and Proxy form are being sent by electronic mode to all members whose email address is registered with the Company/ Depository Participant, unless a member has requested a physical copy of the document. For members who have not registered their email address, physical copies of the document are being sent by permitted mode.
11. Members may also note that the Notice 9th Annual General Meeting will be available on Company's website www.mclear.in. Copy of all the documents mentioned herein above, would be available for inspection by the shareholders at the Registered Office of the Company between 09:30 a.m. and 5.00 p.m. on all working days from the date hereof up to the date of the EGM.

ANNEXURE

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

Item No. 4

Based on the recommendations of the Selection Committee, the Board, in its meeting held on March 23, 2016 appointed Mr. Balu Ravindranathan Nair as a Managing Director, for a period of three years with effect from the date of joining, subject to the approval of the SEBI and shareholders.

The Company received approval from SEBI vide its letter dated June 14, 2016 for the appointment of Mr. Balu Nair as a Managing Director of the Company for a period of three years and the compensation of INR 55 lakh per annum payable to him for the first year from the date of joining as proposed by the Board of the Company, subject to conditions mentioned therein. Thereafter the Governing Board approved the appointment of Mr. Balu R. Nair as Managing Director of the Company with effect from June 20, 2016.

The Nomination and remuneration cum Compensation committee recommended revision in remuneration of Mr. Balu Nair from Rs. 55 Lakhs per annum to Rs. 65 Lakhs per annum (all inclusive on a cost to company basis) for a period of one year with effect from July 01, 2017. The Board of Directors based on the recommendation of the Nomination and Remuneration cum Compensation committee in its meeting held on May 10, 2017 approved the revision in remuneration of Mr. Balu Nair from Rs. 55 Lakhs per annum to Rs. 65 Lakhs per annum (all inclusive on a cost to company basis) for a period of one year with effect from July 01, 2017 subject to the approval of SEBI & shareholders. In terms of the SECC Regulations 2012, the Company vide its letter dated May 15, 2017 sought approval of the SEBI for revision in remuneration of Mr. Balu Nair from Rs. 55 Lakhs per annum to Rs. 65 Lakhs per annum (all inclusive on a cost to company basis) for a period of one year with effect from July 01, 2017 and the SEBI approval is awaited.

As required by Rule 7 (2) of the Companies (Appointment and Remuneration), Rules, 2014 read with Schedule V of the Companies Act, 2013, (hereinafter referred to as 'the Act'), members' approval by way of special resolution is required for revision in remuneration payable to Mr. Balu Nair as Managing Director. The relevant disclosures to be made in terms of the said provisions are given below:

I. General Information about the Company

- **Nature of Industry**

The Metropolitan Clearing Corporation of India Limited (Formerly known as MCX-SX Clearing Corporation Limited) was incorporated on November 7, 2008 under the Companies Act, 1956 (the Act) and is recognized by Securities and Exchange Board of India (SEBI) under Regulation 4 of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) (SECC) Regulations, 2012. The Company is currently in the business of clearing and settlement of trades in the Capital Market, Futures & Options, Currency Derivatives and Debt Market Segments on the holding Company, Metropolitan Stock Exchange of India limited (MSEI). The Company offers an electronic, transparent and hi-tech system for clearing and settlement.

- **Date of commencement of business**

The Company received certificate of commencement of business from Registrar of Companies, Mumbai dated November 10, 2008. Commenced its operations in the Currency Derivatives (CD) Segment on February 16, 2009, under the regulatory framework of SEBI. Also, the Company has started the clearing and settlement of trades executed on Capital Market segment and Futures &

Options segment from February 11, 2013, Debt segment from June 10, 2013 and cash-settled Interest Rate Futures (IRF) G-Secs in its Currency Derivative Segment from January 20, 2014.

- **Financial Performance**

As per the audited figures for the financial year ended March 31, 2017, the Company had a total income of INR 90,123,717/- and a net profit after tax of INR 16,121,485/-.

- **Export Performance**

The Company does not directly contribute to export growth, as it is not allowed to export its services. However, the holding Company, MSEI provides a platform to the small and medium enterprises (SMEs) and resident Indians, who hitherto did not have easy access to the securities market and takes the necessary initiative to educate these potential users on the benefits and risks of trading in currency futures through seminars and events. By providing a hedging mechanism, it indirectly encourages exports.

- **Foreign Investments and Foreign Collaborators**

The Company currently has no foreign investors or foreign collaborators.

II. Information about the appointee

- **Background Details**

Date of Birth	07/01/1978
Date of Appointment	June 20, 2016
Qualification	BBA, MBA
Expertise in specific functional areas	Mr. Nair has more than 16 years of experience in capital market with profound knowledge of risk management, collateral management and clearing & settlement functions of central counter parties (CCPs).
Directorship held in other public limited Companies (excluding foreign Companies and Section 25 Companies)	NIL
Membership/chairmanship of Committees of other public limited companies. (includes details of only Audit Committee and Shareholder Grievance Committee)	NIL
No. of shares held in the Company	NIL

- **Past Remuneration:**

Mr. Balu R. Nair had drawn remuneration Rs. 55 lakh (all inclusive on a cost to company basis) as Managing Director of the Company till June 30, 2017. Prior to his appointment as Managing Director, Mr. Balu Nair held the post of Deputy Managing Director and Chief Operating Officer of the Company and was drawing remuneration of INR 47 lakhs per annum (all inclusive on a cost to company basis).

- **Recognition or awards**

Mr. Nair has more than 16 years of experience in capital market with profound knowledge of risk management, collateral management and clearing & settlement functions of central counter parties (CCPs). He is conversant with the CPSS-IOSCO principles for financial market intermediaries (FMIs) and familiar with the functioning and legal framework of FMIs including payment and settlement systems. He is a member of the SEBI's Risk Management Review Committee or cash & derivatives market. He has designed systems, processes and procedural frameworks for leading Indian stock exchanges and clearing corporations for handling clearing, settlement and risk management functions. He has spearheaded the entire operations of the MCCIL. He has carried out comprehensive assignments on process improvement to conserve resources. He is a certified green belt holder in application of the lean six sigma techniques for process improvements.

He holds in-depth knowledge of regulatory and operational issues in the functioning of stock exchange and clearing corporation and has updated knowledge of changing landscape in this business. He has knowledge of Indian statutory and regulatory environment with particular reference to securities industry, securities laws and regulations.

- **Job Profile and his suitability**

As Managing Director, Mr. Balu R. Nair shall be in charge of all affairs concerning the Company including business development and shall also carry out such duties as may be entrusted to him by the Board of Directors from time to time, including serving on any executive body or Committee of the Company. He may exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in the best interests of the Company. He may also be required to act for any group company or subsidiary, including performing duties as assigned by the Board from time to time by serving on Boards, executive bodies or Committees of such companies. Having regard to his vast experience in the Capital Market sector and previous achievements, Mr. Balu R. Nair is suited for the position.

- **Proposed remuneration**

It is proposed that he shall draw remuneration of INR 65 lakh per annum (all inclusive on a cost to company basis), applicable for a period of one year with effect from July 01, 2017.

The annual increment shall be as decided by the Board after considering recommendations of the Nomination and Remuneration cum Compensation Committee and approved by the shareholders. It will be based on merit and after taking into account the Company's performance for the year. The benefits, perquisites and allowances may be varied by the Nomination and Remuneration cum Compensation Committee.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Balu R. Nair, the Company has no profits or the profits of the Company are inadequate, the Company will pay remuneration by way of salary, perquisites and allowance as specified above and in accordance with the relevant provisions of the Companies Act 2013.

- Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

The remuneration to Managing Director is based on a pricing programme that takes into account both market practice as well as internal business considerations. From a market viewpoint, the Company has positioned the remuneration package taking into consideration those of its principal competitors and other companies in the securities and commodities market infrastructure sector, after duly allowing for the fact that the Company has recently expanded its operations and its comparative size as at present and as is expected to be during the tenure of the Managing Director.

- Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any.

Mr. Balu R. Nair has no pecuniary relationship directly or indirectly with the Company or with any other managerial personnel of the Company.

III. Other Information

Reasons of loss or inadequate profits: As per the audited figures for the financial year ended March 31, 2017, the profit after tax increased to INR 16,121,485 as compared to profit of INR 7,430,811/- for the financial year ended March 31, 2016.

Steps taken or proposed to be taken for improvement: Metropolitan Clearing Corporation of India Limited is providing the clearing and settlement services exclusively to the MSEI in respect of all the four segments namely; Currency Derivatives, Equity Derivatives, Equity Cash Market, and Debt Segment. Therefore the outlook and performance of the company is dependent on the performance of MSEI in these segments.

Expected increase in productivity and profitability in measurable terms: The company believes that the MSEI has taken several steps to improve the sentiments of potential investors of MSEI and restore the faith of the market participants on the turnaround of the exchange, which in turn would benefit the company to meet its regulatory networth requirements and revenue potential. These will also lead to increase in productivity and profits.

In compliance with the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Act if any, read with relevant provisions of Schedule V of the Act and Regulation 25 of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 ("SECC Regulations") the terms of remuneration specified as above are now being placed before the Members for their approval by way of special resolution.

The Directors recommend the resolution for the approval of the Members as Special Resolution.

Except Mr. Balu R. Nair, no other Director or key managerial personnel or their relatives are concerned or interested in this resolution. None of the Directors, except Mr. Balu R. Nair be deemed to be concerned or interested in this resolution.

Copy of resolution passed by the Board in its Meetings held on May 10, 2017 may be inspected by shareholders at the Registered Office and at the venue of meeting between 9:30 am and 05:00 pm on all business days up to the date of the meeting.

Item No. 5(i to vi).

The Regulation 23(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, dated 2nd September, 2015 requires shareholders' approval for all existing material related party

contracts or arrangements entered into prior to the date of the notification of the said regulations and which may continue beyond such date. Accordingly, approval of the shareholders was sought at the annual general meeting of the company held on August 18, 2016, for all the material related party transactions. At the AGM one of the shareholders evinced concern with regard to one of the transactions from among the 4 items placed for approval. Subsequently, the approval of shareholders was sought at the Extra Ordinary General Meeting of the Company held on February 23, 2017. However, the only disinterested shareholder did not attend the General Meeting. Therefore, the Board of Directors once again places before the Shareholder each transaction separately for approval at item no.5.

A transaction with a related party shall be considered material under the said Regulation if the transaction/transactions in a contract to be entered into individually or taken together with the previous transactions during a financial year exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statement of the Company.

All transactions listed in resolutions at item 5 (i to vi) are in the ordinary course of business and the transactions are at arm's length basis.

Metropolitan Stock Exchange of India Limited (MSE) is a holding company and is covered under the definition of related party. The details of contract / arrangement with related party which are still in existence are as follows:

Name of the related party	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value for the year.
Metropolitan Stock Exchange of India Limited (MSE) (Holding Company of MCCIL)	i) Agreement for providing Clearing & Settlement Services dated October 1, 2012	From October 01, 2012 till it is terminated	MCCIL would be clearing and settling the trades done on the MSE. MCCIL shall levy Clearing and settlement charges, which shall be the higher of the following: i) Total cost incurred by MCCIL for providing the services plus 15% OR ii) 15% of the transaction fees collected by MSE
	ii) Agreement for sharing resources dated January 2, 2013	From September 10, 2012 till it is terminated (Principal agreement dated Feb 13, 2009 read along with addendum dated Jan 5, 2010 stand replaced with this agreement w.e.f. from September 10, 2012)	Installation, Maintenance and support of DOME and CnS Software and networking infrastructure. MCCIL shall pay a fixed cost per segment towards software license, Further, MCCIL shall pay 50% of Fixed and Variable Charges relating to the software, related services and any other charges paid by MSE to FTIL, and 12.5% Variable Charges for CD segment and 25% Variable Charges for all other segments On November 25, 2016, the MSE and the MCCIL entered into First Amendment Agreement to the Resource Sharing Agreement executed with MSE dated January 2, 2013, to make an advance payment of Rs. 20.19 crore (Rs. 23.22 crores including taxes) to MSE being present value of 50% payment of

			<p>fixed costs payable to FTIL by MSEI for license, usage and maintenance of DOME and CNS software and other related software as stipulated in the Agreement for Sharing Resources dated January 2, 2013 entered into between MCCIL and MSEI for a period of 6 years (effective from January 01, 2017 to December 31, 2022) at a discounted rate of 9%.</p> <p>Subsequently on August 10, 2017, the MSE and the MCCIL entered into Second Amendment Agreement to the Resource Sharing Agreement executed with MSE dated January 2, 2013, to terminate First Amendment Agreement dated November 25, 2016 and MSE has returned Rs. 18.51 crore (Rs. 21.28 crore including taxes) to MCCIL out of Rs. 20.19 crore (Rs. 23.22 crores including taxes) received earlier under the First amendment agreement after adjusting for the payment of fees for the period from January 1, 2017 to June 30, 2017.</p> <p>Accordingly, all clauses of the original agreement dated January 02, 2013 which were amended/modified/deleted by First Amended agreement dated November 25, 2016 stand revived in its original form as they appeared in the original agreement dated January 02, 2013 with full force and effect from July 1, 2017.</p>
	iii) Ratification of Agreement for Sub-License of Office Premises at Bandra Kurla Complex dated April 15, 2015	From September 01, 2014 to August 19, 2016	To occupy and use a part of the office premises situated at Bandra Kurla Complex, Mumbai. Rent paid by MCCIL for the premises was Rs. 255/- plus applicable tax per Sq. ft. per month for occupying 953 Sq ft. area.
	iv) Memorandum of Understanding dated January 30, 2017 for occupying part of the office premises situated at Bandra Kurla	Tenure of Agreement is for 60 months beginning from August 19, 2016.	MCCIL shall pay monthly fees of Rs. 5,14,099 (i.e Rs. 200 per sq.ft. for occupying 2570.50 sq.ft. area at the office premises situated at Bandra Kurla Complex, Mumbai) with a lock-in period of 36 months applicable to MCCIL.

	Complex, Mumbai.		
	v) Tripartite Agreement between MSE, MCCIL and Software Vendor 63 moons technologies limited) (FTIL) dated 15 April, 2010	From April 15, 2010 till it is terminated.	Agreement to call upon MCCIL to pay amounts, in case of default by MSE to software vendor, and to pay up to 50% of the agreed/revised annual fixed fees under the Maintenance & Technical Services agreements with the software vendor. In case MCCIL pays to FTIL as above, then MCCIL shall recover the said amount from MSE / adjust such amount against any fees, charges or other sums payable by MCCIL to MSE Also, in case MCCIL charges any transaction fee from clearing members, MCCIL shall pay to FTIL, 25% of said transaction fee.

The Board of Directors recommends the resolution set forth in item No. 5(i to vi) for approval of the Members as a Special Resolution. Your approval is sought for the same. The relevant agreements and Memorandum shall be available for inspection of the members at the Registered Office of the Company.

Relevant documents referred in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 9.30 A.M. to 5.00 P.M up to the date of the meeting.

None of the Directors or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in passing of this resolution except Mr. Udai Kumar who is a shareholder director of the Company and the Managing Director & CEO of the MSE.

Registered Office:
4th Floor, Vibgyor Towers, Plot C62,
Opp. Trident Hotel,
Bandra Kurla Complex, Bandra (East),
Mumbai -400098
Email : avni.patel@mclear.in

Date: August 10, 2017
Place: Mumbai

By order of the Board of Directors
Metropolitan Clearing Corporation of India Limited
(formerly known as MCX-SX Clearing Corporation Limited)

Sd/-
Avni Patel
Company Secretary

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

As per Regulation 36(3) of SEBI (LODR) Regulations, the following Information is being provided with regard to the appointment of a new director or re-appointment of a director:

Name of Director	Mr. Udai Kumar
Item number	2
Date of Birth	March 01, 1960
(a) a brief resume of the director;	<p>Mr. Udai Kumar has been appointed as the Managing Director and Chief Executive Officer (MD & CEO) of Metropolitan Stock Exchange of India Limited (MSEI).</p> <p>A veteran in the Capital and Financial Markets, Mr. Kumar has over two decades of rich experience in stock exchange administration, capital markets, fund raising, restructuring and mergers & acquisition functions. He has worked in senior positions at some of the largest and most prestigious organizations such as JM Financial, JM Morgan Stanley, Centrum Capital and Fortune Financial. Prior to the present assignment, Mr. Kumar was the MD of Metropolitan Clearing Corporation of India Limited (MCCIL).</p>
(b) nature of his expertise in specific functional areas;	As above
c) disclosure of relationships between directors inter-se;	NIL
(d) names of listed entities in which the person also holds the directorship and the membership of Committees of the board; and	NIL
(e) shareholding of non-executive directors.	NIL

Metropolitan Clearing Corporation of India Limited

(Formerly known as MCX-SX Clearing Corporation 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
(Formerly known as MCX-SX Clearing Corporation 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 _____

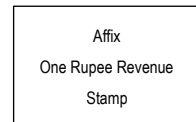
and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the Company, to be held on Tuesday, September 12, 2017 at 11.30 AM at Vibgyor Towers, 4th floor, Plot No C 62, G Block, Opp. Trident Hotel, Bandra 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. Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors for financial year 2016-17		
2. To appoint a Director in place of Mr. Udai Kumar, Shareholder Director (DIN: 06750460) who retires by rotation and being eligible, offers himself for reappointment subject to compliance with applicable regulations.		
3. To ratify the appointment of the Statutory Auditors M/s, Kirtane & Pandit, Chartered Accountants, (Firm Registration No. 105215 W), as the Statutory Auditors of the Company		
4. Revision in remuneration of Mr. Balu Nair, Managing Director of the Company with effect from July 01, 2017		
5. Ratification and approval of the following transactions with Metropolitan Stock Exchange of India Limited (MSE) under Regulation 23(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:		
i. Ratification of Agreement for providing Clearing & Settlement Services dated October 1, 2012.		
ii. Ratification of Agreement for sharing resources dated January 2, 2013.		
iii. Ratification of Agreement for Sub-License of Office Premises dated April 15, 2015 with MSE.		
iv. Ratification of Memorandum of Understanding for utilizing office premises dated January 30, 2017.		
v. Ratification of Tripartite Agreement between MSE, MCCIL and Software Vendor dated April 15, 2013.		

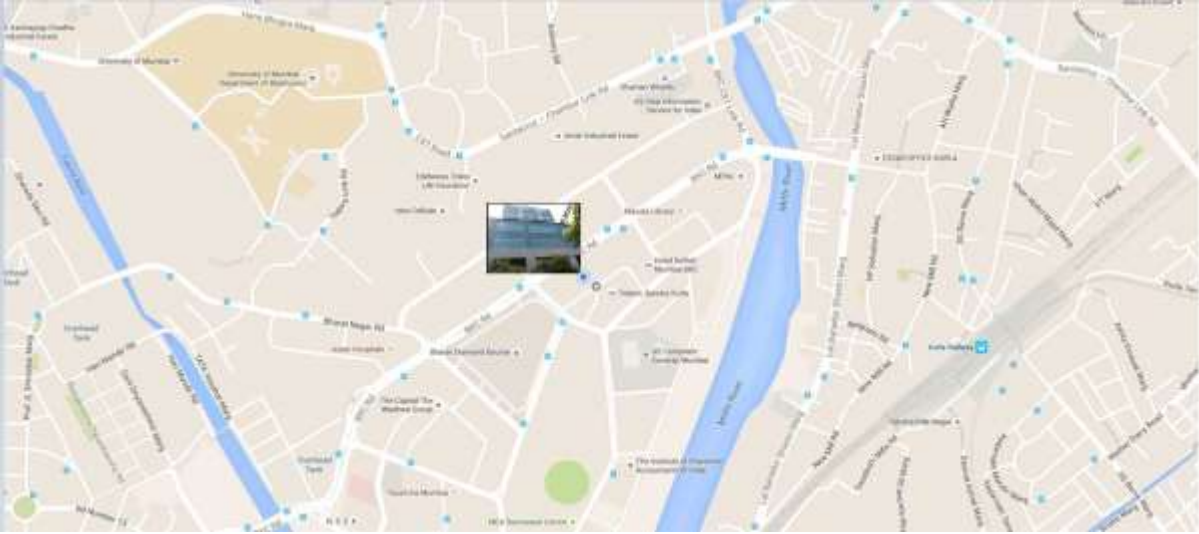
Signed this _____ day of _____, 2017

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.

Metropolitan Clearing Corporation of India Limited (formerly known as MCX-SX Clearing Corporation Limited) route map for the Annual General Meeting



Prominent Landmark: Trident Hotel