

## NOTICE

**NOTICE** is hereby given that an Extraordinary General Meeting of the Members of METROPOLITAN CLEARING CORPORATION OF INDIA LIMITED will be held on Thursday, February 23, 2017 at 11.30 A.M. at 4th Floor, Vibgyor Towers, Plot No. C 62, G Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (East), Mumbai – 400 098, to transact the following business:

### **SPECIAL BUSINESS:**

#### **Item no. 1: Appointment of Mr. Vijay Bhaskar Pedomallu as an Independent Director:**

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

**RESOLVED THAT** pursuant to section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 23 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 (hereinafter referred as 'SECC Regulations'), SEBI Circular dated December 13, 2012 on 'Procedural norms on Recognitions, Ownership and Governance for Stock Exchanges and Clearing Corporations' as may be amended from time to time, Mr. Vijay Bhaskar Pedomallu ( DIN: 06629884) who was appointed as Public Interest Director (Additional Director) of the Company by the Board of Directors with effect from October 27, 2016, in terms of section 161 of the Companies Act, 2013, and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Vijay Bhaskar Pedomallu as a candidate for the office of a director of the Company, be and is hereby appointed as Independent Director of the Company for a term that shall be coterminous with his term as a Public Interest Director and that he shall not be liable to retire by rotation as stipulated under Section 149 (13) of the Companies Act, 2013.

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

#### **Item no. 2: Appointment of Mr. Alok Mittal as an Independent Director**

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

**RESOLVED THAT** pursuant to section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 23 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 (hereinafter referred as 'SECC Regulations'), SEBI Circular dated December 13, 2012 on 'Procedural norms on Recognitions, Ownership and Governance for Stock Exchanges and Clearing Corporations' as may be amended from time to time, Mr. Alok Mittal ( DIN: 00008577) who was appointed as Public Interest Director (Additional Director) of the Company by the Board of Directors with effect from October 27, 2016, in terms of section 161 of the Companies Act, 2013, and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Alok Mittal as a candidate for the office of a director of the Company, be and is hereby appointed as Independent Director of the Company for a term that shall be coterminous with his term as a Public Interest Director and that he shall not be liable to retire by rotation as stipulated under Section 149 (13) of the Companies Act, 2013.

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

**Item no. 3: Ratification and approval of transactions with Metropolitan Stock Exchange of India Limited (formerly known as MCX Stock Exchange Limited) (MSEIL) 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 (Formerly known as MCX Stock Exchange 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	<p>MCCIL would be clearing and settling the trades done on MSEI.</p> <p>MCCIL shall levy Clearing and settlement charges, which shall be the higher of the following:</p> <ul style="list-style-type: none"> <li>i) Total cost incurred by MCCIL for providing the services plus 15% OR</li> <li>ii) 15% of the transaction fees collected by MSEI</li> </ul>

**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 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 (Formerly known as MCX Stock Exchange 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 MSEI 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 First Amendment Agreement dated January 2, 2013 to the Resource Sharing Agreement executed with MSEI dated November 25, 2016.**

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 (Formerly known as MCX Stock Exchange 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
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		<b>transactions including the value for the year.</b>
First Amendment Agreement dated November 25, 2016 to the Resource Sharing Agreement executed with MSEI dated January 2, 2013 for Installation, Maintenance and support of DOME and CnS Software and networking infrastructure.	The amendment is effective from January 01, 2017 to December 31, 2022.	Pursuant to the amendment an advance payment of Rs.20.19 crore, has been made to MSEI for receiving license, usage and maintenance of DOME and CNS software for a period of 6 years. Pursuant to which, MCCIL shall not be liable to make any further payment with regard to usage of the same.

**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 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 (Formerly known as MCX Stock Exchange 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:

<b>Nature of contracts/arrangements/transactions</b>	<b>Duration of the contracts / arrangements/ transactions</b>	<b>Salient terms of the contracts or arrangements or transactions including the value for the year.</b>
Ratification of Agreement for Sub-License of Office Premises dated April 15, 2015 with MSEI.	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”.

v. **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 (Formerly known as MCX Stock Exchange 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 4 <sup>th</sup> 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”.

vi. **Ratification of Tripartite Agreement between MSEI, 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 (Formerly known as MCX Stock Exchange 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 MSEI, MCCIL and Software Vendor (63 moons technologies limited) ("FTIL") dated 15 April 2010	From April 15, 2010 till it is terminated.	<p>Agreement to call upon MCCIL to pay amounts in case of default by MSEI to software vendor, and to pay upto 50% of the agreed/revised annual fixed fees under the Maintenance &amp; Technical Services agreements with the software vendor.</p> <p>In case MCCIL pays to FTIL as above, then MCCIL shall recover the said amount from MSEI / adjust such amount against any fees, charges or other sums payable by MCCIL to MSEI.</p> <p>Also, in case MCCIL charges any transaction fee from clearing members, MCCIL shall pay to FTIL, 25% of said transaction fee.</p>

**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 in relation to the said transactions".

**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**

**Registered Office:**  
 Exchange Square, CTS No. 255, Suren Road  
 Andheri (East), Mumbai – 400 093  
**Email:** [avni.patel@mcclar.in](mailto:avni.patel@mcclar.in)  
 CIN: U67120MH2008PLC188032  
 Website: [www.mcclar.in](http://www.mcclar.in)  
 Telephone: 91 22 61129130

**Date:** February 01, 2017  
**Place:** Mumbai

**Notes:**

1. **A member entitled to attend and vote at the Extra Ordinary 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. 1, 2 and 3 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 Extra Ordinary General Meetings forms part of this notice.
4. Proxy(ies) in order to be effective must be lodged with Company not less than 48 hours before the commencement of the meeting.
5. 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.
6. 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.
7. Members/Proxy holders are requested to bring their attendance slip duly signed to attend the meeting.
8. 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.
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 10:30 a.m. and 4.30 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. 1**

SEBI vide its letter dated MRD/DRMNP/MCCIL/OW/29448/1/2016 dated October 24, 2016 nominated Mr. Vijay Bhaskar Pedomallu as Public Interest Director of the Company.

Pursuant to Regulation 24(3) of the SECC Regulations, PIDs are nominated for a fixed term of three years or such extended period as may be approved by the SEBI. Pursuant to the provisions of Section 149 of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment & Qualification) Rules, 2014, Public Companies having paid up share capital of INR 10 Crore or more shall have at least two independent directors. The definition of public interest director specifies that a PID means an independent director. In view of the above, Mr. Vijay Bhaskar Pedomallu was appointed as Public Interest Director (Additional Independent Director) of the Company with effect from October 27, 2016, pursuant to section 161 and other applicable provisions of the Companies Act, 2013, by the Board of Directors of the Company. Further, pursuant to section 160 of the Companies Act, 2013, the Company has received notice together with requisite deposit of Rs. One Lakh from a member proposing candidature of Mr. Vijay Bhaskar Pedomallu for the office Independent Director under the provisions of section 149 of the Companies Act, 2013.

The Company has received (i) consent in writing from Mr. Vijay Bhaskar Pedomallu to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) Intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 from Mr. Vijay Bhaskar Pedomallu to the effect that he is not disqualified under sub section (2) of section 164 of the Companies Act, 2013, and (iii) declaration to the effect that he meets the criteria of independence as provided in sub section (6) of section 149 of the Companies Act, 2013. A brief profile of Mr. Vijay Bhaskar Pedomallu, is also being circulated along with this notice.

In the opinion of the Board, Mr. Vijay Bhaskar Pedomallu fulfills the conditions specified in the said Act for appointment as Public Interest Director and considers that the appointment of Mr. Vijay Bhaskar Pedomallu as a Public Interest Director of the Company shall benefit the Company immensely. Accordingly, the Board recommends the Resolution as set out at item no. 1 of the Notice for approval of the Members.

The resolution seeks the approval of members for the appointment of Mr. Vijay Bhaskar Pedomallu as an Independent Director of the Company pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder for a period of three years from the date of his nomination as Public Interest Director by SEBI. Mr. Vijay Bhaskar Pedomallu will not be liable to retire by rotation.

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 10.30 A.M. to 4.30 P.M up to the date of the meeting.

Other than Mr. Vijay Bhaskar Pedomallu, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution set out in item no. 1 of the resolution.

**Item No. 2**

SEBI vide its letter dated MRD/DRMNP/MCCIL/OW/29448/1/2016 dated October 24, 2016 nominated Mr. Alok Kumar Mittal as Public Interest Director of the Company.



Pursuant to Regulation 24(3) of the SECC Regulations, PIDs are nominated for a fixed term of three years or such extended period as may be approved by the SEBI. Pursuant to the provisions of Section 149 of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment & Qualification) Rules, 2014, Public Companies having paid up share capital of INR 10 Crore or more shall have at least two independent directors. The definition of public interest director specifies that a PID means an independent director. In view of the above, Mr. Alok Kumar Mittal was appointed as Public Interest Director (Additional Independent Director) of the Company with effect from October 27, 2016, pursuant to section 161 and other applicable provisions of the Companies Act, 2013, by the Board of Directors of the Company. Further, pursuant to section 160 of the Companies Act, 2013, the Company has received notice together with requisite deposit of Rs. One Lakh from a member proposing candidature of Mr. Alok Kumar Mittal for the office Independent Director under the provisions of section 149 of the Companies Act, 2013.

The Company has received (i) consent in writing from Mr. Alok Kumar Mittal to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) Intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 from Mr. Alok Kumar Mittal to the effect that he is not disqualified under sub section (2) of section 164 of the Companies Act, 2013, and (iii) declaration to the effect that he meets the criteria of independence as provided in sub section (6) of section 149 of the Companies Act, 2013. A brief profile of Mr. Alok Kumar Mittal is also being circulated along with this notice.

In the opinion of the Board, Mr. Alok Kumar Mittal fulfills the conditions specified in the said Act for appointment as Public Interest Director and considers that the appointment of Mr. Alok Kumar Mittal as a Public Interest Director of the Company shall benefit the Company immensely. Accordingly, the Board recommends the Resolution as set out at item no. 2 of the Notice for approval of the Members.

The resolution seeks the approval of members for the appointment of Mr. Alok Kumar Mittal as an Independent Director of the Company pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder for a period of three years from the date of his nomination as Public Interest Director by SEBI. Mr. Alok Kumar Mittal will not be liable to retire by rotation.

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 10.30 A.M. to 4.30 P.M up to the date of the meeting.

Other than Mr. Alok Kumar Mittal, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution set out in item no. 1 of the resolution.

### **Item No. 3 (i to vi).**

The Regulation 23(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, dated 2<sup>nd</sup> 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. Therefore, the Board of Directors once again place before the Shareholder each transaction separately for approval at item no.3.

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 the transactions listed in the resolutions at item no. 3(i to vi) are in the ordinary course of business and the transactions are on an arm's length basis. These transactions have been approved by the Audit Committee and the Board of Directors of the company.

Metropolitan Stock Exchange of India Limited (Formerly known as MCX Stock Exchange Limited) (MSEIL) is a holding company and is covered under the definition of the related party. The details of the 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 (Formerly known as MCX Stock Exchange Limited) (MSEIL) (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 MSEI.  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 MSEI
	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 MSEI to FTIL, and 12.5% Variable Charges for CD segment and 25% Variable Charges for all other segments
	iii. First Amendment Agreement dated November 25, 2016 to the Resource Sharing Agreement executed with MSEI dated January 2, 2013 for Installation, Maintenance and support of DOME, CnS Software and networking infrastructure.	The amendment is effective from January 01, 2017 to December 31, 2022.	Pursuant to the partial amendment to the Resource sharing agreement an advance payment of Rs.20.19 crore, has been made to MSEI for receiving license, usage and maintenance of DOME, CNS software and networking infrastructure for a

			<p>period of 6 years. MCCIL shall not be liable to make any further payment with regard to usage of the same to MSEI. In view of the said amendment MSEI shall be liable to accommodate the interests and requirements of sharing support under the said Agreement with MCCIL and shall make every effort to avoid discontinuance of the same.</p>
	<p>iv. Ratification of Agreement for Sub-License of Office Premises at Bandra Kurla Complex dated April 15, 2015</p>	<p>From September 01, 2014 to August 19, 2016</p>	<p>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.</p>
	<p>v. Memorandum of Understanding dated January 30, 2017 for occupying part of the office premises situated at Bandra Kurla Complex, Mumbai.</p>	<p>Tenure of Agreement is for 60 months beginning from August 19, 2016.</p>	<p>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.</p>
	<p>vi. Tripartite Agreement between MSEI, MCCIL and Software Vendor 63 moons technologies limited) (FTIL) dated 15 April, 2010</p>	<p>From April 15, 2010 till it is terminated.</p>	<p>Agreement to call upon MCCIL to pay amounts, in case of default by MSEI to software vendor, and to pay up to 50% of the agreed/revised annual fixed fees under the Maintenance &amp; Technical Services agreements with the software vendor.</p> <p>In case MCCIL pays to FTIL as above, then MCCIL shall recover the said amount from MSEI / adjust such amount against any fees, charges or other sums payable by MCCIL to MSEI</p> <p>Also, in case MCCIL charges any transaction fee from clearing members, MCCIL shall pay to FTIL, 25% of said transaction fee.</p>

The Board of Directors recommends the resolution set forth in item No. 3(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 10.30 A.M. to 4.30 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 MSEIL.

**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 of Directors referred in the resolutions.**

<b>Name</b>	Mr. Vijay Bhaskar Pedamallu		Mr. Alok Mittal												
<b>Age</b>	60 Years		58 Years												
<b>Profile &amp; Experience</b>	<p>Mr. Vijay Bhaskar Pedamallu, is a Certified Associate of Indian Institute of Bankers and Post Graduate Diploma Course in Bank Management. He is an experienced Central Banker with close to 35 years of experience in policy formulation in Reserve Bank of India with close to 10 years of working at the top management level.</p> <p>His areas of expertise include Banking and Non-Banking Regulation and Supervision, understanding of dynamics in Domestic and International markets, Risk Management in financial markets.</p> <p>He was a nominee director of RBI in a major public sector bank</p>	<p>Mr. Alok Mittal is a commerce graduate and a Chartered Accountant.</p> <p>He is a senior level professional Chartered Accountant with more than 30 years of experience of running his own CA firm.</p> <p>His areas of expertise include Tax Management, tax compliance and litigation, statutory audit, Business advisory, Risk advisory, financial advisory, cost controls, restructuring of business developing internal control system.</p>													
<b>Details of Directorship held in other companies</b>	<ol style="list-style-type: none"> <li>1. GMR Aero Technic Limited</li> <li>2. Kakinada Sez Limited</li> <li>3. GMR Aerospace Engineering Limited</li> <li>4. GMR Hotels And Resorts Limited</li> <li>5. GMR Hyderabad International Airport Limited</li> <li>6. Axis Asset Management Company Limited</li> <li>7. Aditya Birla Health Insurance Co. Limited</li> <li>8. Electronica Finance Limited</li> <li>9. IIFL Wealth Finance Limited</li> <li>10. IIFL Investment Adviser and Trustee Services Limited</li> </ol>		<ol style="list-style-type: none"> <li>1. Norisys Technology Limited</li> <li>2. Best International Limited</li> <li>3. Vingro Developers Private Limited</li> <li>4. Alok Mittal &amp; Associates</li> </ol>												
<b>Details of Chairmanship / Membership held in Committees of other companies</b>	<table border="1"> <tr> <td>Aditya Birla Health Insurance Co. Limited</td> <td>Risk Management Committee-Chairman</td> </tr> <tr> <td>GMR Aero Technic Limited</td> <td>i. Audit Committee-Chairman ii. Nomination &amp; Remuneration Committee, Chairman</td> </tr> <tr> <td>GMR Aero Engineering Limited</td> <td>i. Audit Committee-Chairman ii. Nomination &amp; Remuneration Committee, Chairman</td> </tr> <tr> <td>GMR Hotels And Resorts Limited</td> <td>i. Audit Committee-Chairman ii. Nomination &amp; Remuneration Committee, Member</td> </tr> <tr> <td>Electronica Finance Limited</td> <td>Risk Management Committee, Chairman</td> </tr> <tr> <td>IIFL Wealth Finance Limited</td> <td>Audit Committee-Chairman</td> </tr> </table>	Aditya Birla Health Insurance Co. Limited	Risk Management Committee-Chairman	GMR Aero Technic Limited	i. Audit Committee-Chairman ii. Nomination & Remuneration Committee, Chairman	GMR Aero Engineering Limited	i. Audit Committee-Chairman ii. Nomination & Remuneration Committee, Chairman	GMR Hotels And Resorts Limited	i. Audit Committee-Chairman ii. Nomination & Remuneration Committee, Member	Electronica Finance Limited	Risk Management Committee, Chairman	IIFL Wealth Finance Limited	Audit Committee-Chairman		Nil
Aditya Birla Health Insurance Co. Limited	Risk Management Committee-Chairman														
GMR Aero Technic Limited	i. Audit Committee-Chairman ii. Nomination & Remuneration Committee, Chairman														
GMR Aero Engineering Limited	i. Audit Committee-Chairman ii. Nomination & Remuneration Committee, Chairman														
GMR Hotels And Resorts Limited	i. Audit Committee-Chairman ii. Nomination & Remuneration Committee, Member														
Electronica Finance Limited	Risk Management Committee, Chairman														
IIFL Wealth Finance Limited	Audit Committee-Chairman														
<b>Shareholding in the Company as on the date of notice</b>	Nil		Nil												

**Metropolitan Clearing Corporation of India Limited**  
(Formerly known as MCX- SX CLEARING CORPORATION LIMITED)

**CIN: U67120MH2008PLC188032**

Regd. Office: Exchange Square, CTS No.255, Suren Road, Andheri (East), Mumbai – 400093.

Website: <http://www.mclear.in>

**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:** Exchange Square, CTS No.255, Suren Road, Andheri(East), Mumbai – 400093.

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 Thursday, February 23, 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. Appointment of Mr. Vijay Bhaskar Pedamallu as an Independent Director		
2. Appointment of Mr. Alok Kumar Mittal as an Independent Director		
3. Ratification and approval of the following transactions with Metropolitan Stock Exchange of India Limited (MSEI) 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 First Amendment Agreement dated November 25, 2016 to the Resource Sharing Agreement executed with MSEI dated January 2, 2013.		
iv. Ratification of Agreement for Sub-License of Office Premises dated April 15, 2015 with MSEI.		
v. Ratification of Memorandum of Understanding for utilizing office premises dated January 30, 2017.		
vi. Ratification of Tripartite Agreement between MSEI, MCCIL and Software Vendor dated April 15, 2013.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017

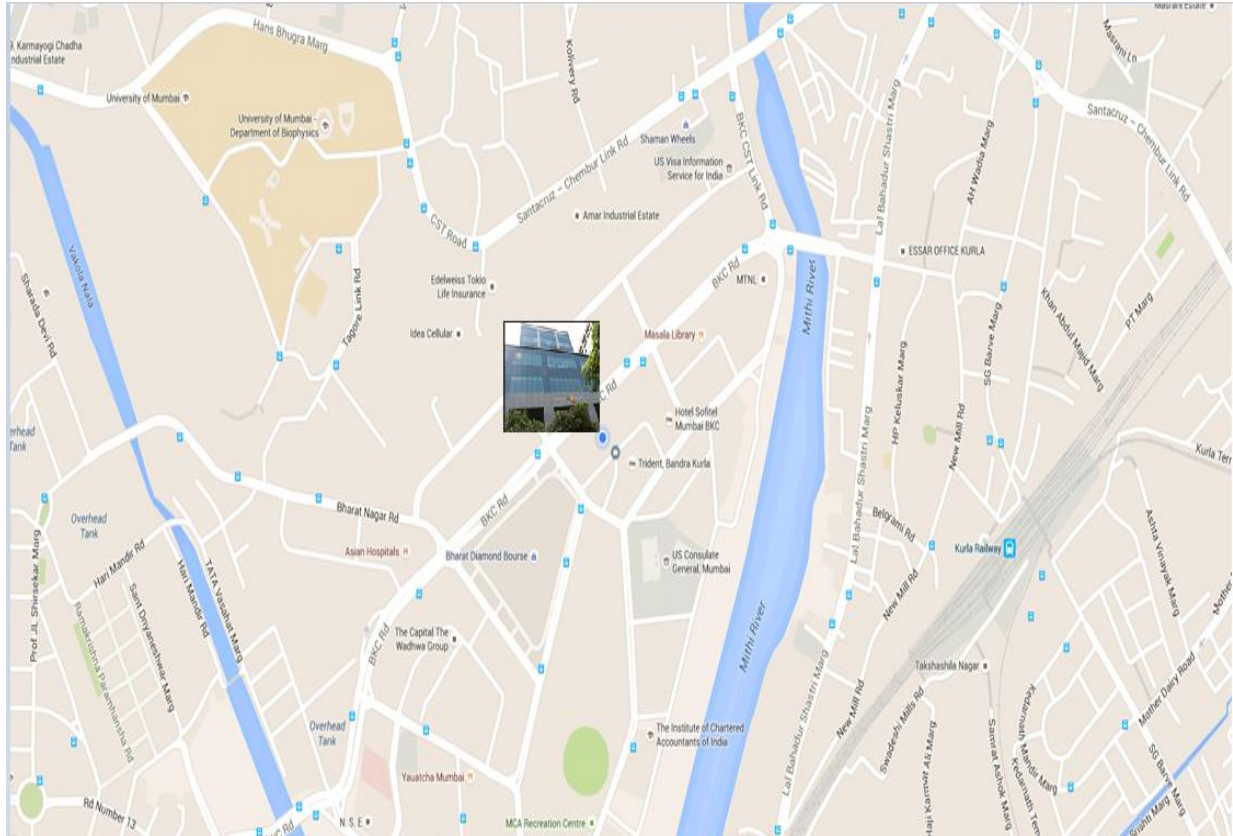
\_\_\_\_\_  
Signature of the Proxy holder(s)

\_\_\_\_\_  
Signature of Shareholder

Affix One Rupee Revenue Stamp
--

**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 Extra Ordinary General Meeting



Prominent Landmark: Trident Hotel