

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of **METROPOLITAN CLEARING CORPORATION OF INDIA LIMITED** (formerly known as MCX-SX Clearing Corporation Limited) will be held on August 04, 2017 at 11.30 AM at 4th Vibgyor Tower, G Block, C62, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai - 400098 to transact the following businesses:

SPECIAL BUSINESS:

ITEM NO. 1: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs.100,00,00,000 (Rupees Hundred Crore) divided into 10,00,00,000 (Ten Crore) Equity shares of Rs.10 (Rupees Ten) each to Rs.150,00,00,000 (Rupees One Hundred and Fifty Crore) divided into 15,00,00,000 (Fifteen Crore) Equity shares of Rs. 10 (Rupees Ten) each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, Section 61 and Section 64 and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or reenactment thereof) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded for substituting the existing Clause V (a) thereof by the following Clause V (a):

V (a) The Authorized Share Capital of the Company is Rs.150,00,00,000 (Rupees One Hundred and Fifty Crore Only) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each.

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

ITEM NO. 2: TO RAISE FUNDS BY ISSUING EQUITY SHARES THROUGH OFFER OF FURTHER SHARES:

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

“**RESOLVED THAT** in accordance with the provisions of Section 42, 62 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time (the “Act”), Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 (“SECC Regulations”), enabling provisions in the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India (“SEBI”) and all other appropriate and/or concerned authorities, or bodies and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (“Board”), consent of the members of the company be and is hereby accorded to offer, issue and allot in one or more tranches, through Preferential Allotment on private placement basis, to Metropolitan Stock Exchange of India Limited, through an issue of 5,00,00,000 fully paid-up Equity Shares of the face value of Rs.10 each for cash at par aggregating upto Rs. 50 Crores.

RESOLVED FURTHER THAT the Equity Shares so issued shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Equity Shares to be offered and allotted shall be in dematerialized form.

RESOLVED FURTHER THAT the Company do open one or more bank accounts in the name of the Company in Indian currency with such bank or banks in India as may be required in connection with the aforesaid issue.

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

for and on behalf of the Board of Directors of
METROPOLITAN CLEARING CORPORATION OF INDIA LIMITED

Sd/-
Avni Patel
Company Secretary

Date: July 25, 2017
Place: Mumbai

Registered Office:-
4th Floor, Vibgyor Tower,
Plot C-62, G Block, Opp. Trident Hotel
Bandra Kurla Complex, Bandra (East),
Mumbai - 400098

Notes:

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

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

ITEM NO. 1:

TO INCREASE THE AUTHORISED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Authorised share capital of the Company is Rs. 100,00,00,000/- (Rupees One Hundred Crore) divided into 10,00,00,000 (Ten Crore) Equity shares of Rs. 10/- each. Since the Company is governed by the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 ("SECC Regulations"), it has to meet the networth requirements as specified in regulation 14 of the SECC regulations. Regulation 14(2) requires that "Every applicant seeking recognition as Clearing Corporation shall have a minimum networth of Rs. 100 Crore Further, in terms of regulation 14(3), "Every recognized Clearing corporation shall achieve a minimum networth of three hundred crore within a period of three years from the date of recognition. Hence, the Company needs to achieve a minimum networth of Rs. 300 crore by October 02, 2017.

Metropolitan Stock Exchange of India Limited, being an existing shareholder of the Company has given an intention to infuse further funds in the Company. In order to enable this, the Authorised share capital of the Company needs to be increased from Rs. 100,00,00,000 (Rupees One Hundred Crore) consisting of 10,00,00,000 (Ten Crore) Equity shares of Rs. 10/- each to Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crore) consisting of 15,00,00,000 (Fifteen Crore) Equity shares of Rs. 10/- each as mentioned in item no.1 of the Notice, with consequential alterations in the Capital Clause of the Memorandum of Association as stated in item no.1 of the notice.

Provisions of the Companies Act, 2013 require the Company to seek the approval of the Members by way of Special Resolution for increase in the Authorized Share Capital and for the alteration of Capital Clause of the Memorandum of Association of the Company and accordingly the Board have recommended the relevant resolution for the approval of the Members.

None of the Directors of the Company or Key managerial personnel or their relatives is, in any way, concerned or interested in the resolution.

ITEM NO. 2:

TO RAISE FUNDS BY ISSUING EQUITY SHARES THROUGH OFFER OF FURTHER SHARES:

Metropolitan Stock Exchange of India Limited (MSE) is an existing shareholder of the Company, currently holding 81554612 Equity shares of Rs. 10 each aggregating to 86.94 % of shareholding of the Company. The Company has received an intention from MSE to to infuse further funds in the Company.

The investment by MSE in Equity shares will enable the Company to meet the networth requirement of Rs. 100 crore as prescribed in the SECC regulations.

The Board of Directors in its meeting held on July 25, 2017 approved to create, offer, issue and allot, in one or more trenches, through preferential allotment on private placement basis, equity shares of Rs. 50 crore having a nominal value of Rs. 10 each.

The Information as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 for Preferential Issues, is as under:

- 1. Object of the Issue:** Funds are being raised to achieve networth of Rs.100 crore as stipulated by SEBI and for funding current/future business operations
- 2. Total number of shares or other securities to be issued:** The Company proposes to issue upto 5,00,00,000 number of fully paid-up Equity Shares of the face value of Rs.10 each for cash at par aggregating upto Rs. 50 Crores in one or more trenches. Company has appointed M/s Sarda & Pareek, Chartered Accountants for valuation of shares of the Company who have given their valuation report dated July 24, 2017.
- 3. Price or price band at/within which the allotment is proposed:** The equity shares shall be allotted at a price Rs. 10 which is arrived at based on the aforesaid valuation report of M/s. Sarda & Pareek .
- 4. Basis on which the price has been arrived at along with report of the registered valuer:** The price has been arrived at based on the aforesaid valuation report of M/s. Sarda & Pareek.
- 5. Relevant date with reference to which the price has been arrived at:** The price has been arrived at based on the aforesaid valuation report of M/s. Sarda & Pareek dated July 24, 2017.

Metropolitan Clearing Corporation of India Limited (Formerly known as MCX-SX Clearing Corporation Limited)

Regd. Office: 4th Floor, Vibgyor Towers, Opp. Trident Hotel, Plot No. C62, Bandra Kurla Complex, Bandra (East), Mumbai - 400 098

Tel: +91-22-6112 9000 • Fax: +91-22-2652 5731 • URL: www.mclear.in • Email: info@mclear.in • CIN: U67120MH2008PLC188032

6. **Class or classes of persons to whom the allotment is proposed to be made:** The majority shareholder Metropolitan Stock Exchange of India Limited (“MSE”) has expressed its intentions to subscribe to the issue.
7. **Intention of promoters, directors or key managerial personnel to subscribe to the offer:** MSE being the promoter of the Company intends to subscribe to the Equity shares of the Company. Mr. Udai Kumar being the Managing Director of MSE is interested in the resolution to the extent of his directorship in MSE. None of the other directors or key managerial personnel intends to subscribe to the offer.
8. **Proposed time within which the allotment shall be completed:** The allotment shall be completed within the timelines as prescribed under the Companies Act, 2013.
9. **Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

Name of the proposed allottee	Present Holding	% to Pre-Issue Capital	Post Issue Holding	% to Post-Issue Capital
Metropolitan Stock Exchange of India Limited	8,15,54,612	86.94%	13,15,54,612	91.48%

10. **Change in control, if any, in the company that would occur consequent to the preferential offer:** There shall be no change in control on account of issue of shares through preferential allotment on private placement basis.
11. **Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** No preferential allotment of shares have made during the current financial year.
12. **The pre issue and post issue shareholding pattern of the company in the following format:**

Sr. No	Category	Pre Issue		Post Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters’ holding :				
1	Indian :				

	Individual				
	Bodies Corporate	8,15,54,616	86.94%	13,15,54,616	91.48
	Sub Total	8,15,54,616	86.94%	13,15,54,616	91.48
2	Foreign Promoters				
	Sub Total (A)	8,15,54,616	86.94%	13,15,54,616	91.48
B	Non-Promoters' holding :				
1	Institutional Investors				
2	Non-Institution :				
	Private Corporate Bodies	1,22,50,000	13.06	1,22,50,000	8.52
	Directors and Relatives				
	Indian Public				
	Others (Including NRIs)				
	Sub Total(B)	1,22,50,000	13.06	1,22,50,000	8.52
	GRAND TOTAL	9,38,04,616	100.00	143804616	100.00

Provisions of the Companies Act, 2013 require the Company to seek the approval of the Members by way of Special Resolution for the issue of shares through preferential allotment on private placement basis and accordingly the Board have recommended the relevant resolution for the approval of the Members.

None of the Directors of the Company or Key managerial personnel or their relatives except Mr. Udai Kumar who is the Managing Director of MSE is, in any way, concerned or interested in the resolutions.

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



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

CIN: U67120MH2008PLC188032

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

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

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

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

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

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

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

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Friday, August 04, 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:

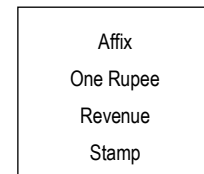
**I wish my above Proxy to vote in the manner as indicated in the box below:

Particulars	For	Against
1. To increase the authorised share capital and alteration of the capital clause of the memorandum of association of the company		
2. To raise funds by issuing equity shares through offer of further shares		

Signed this _____ day of _____, 2017

Signature of the Proxy holder(s)

Signature of Shareholder



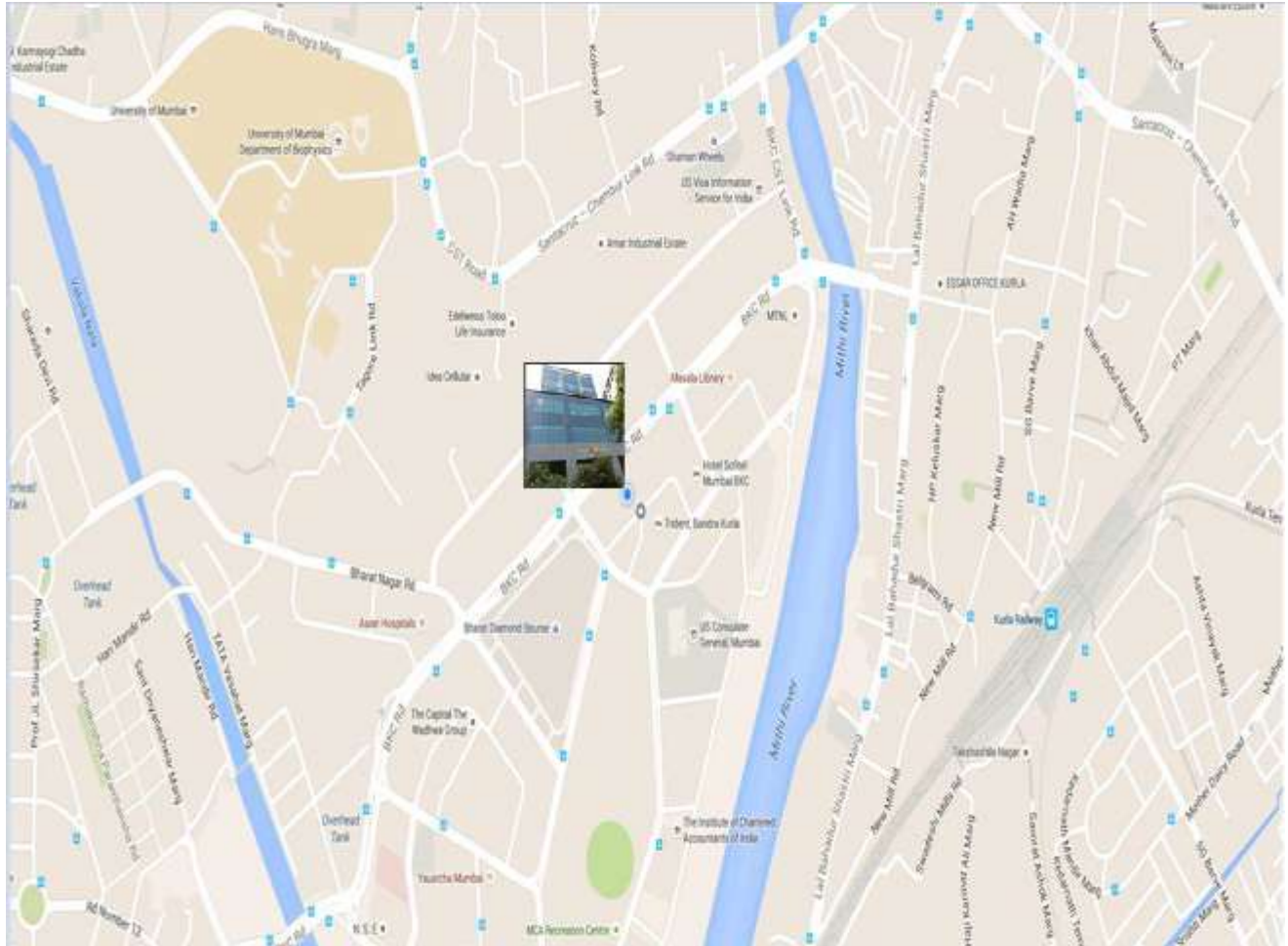
Notes: This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. Please refer map on the next page for venue of the Extra Ordinary General Meeting.

Metropolitan Clearing Corporation of India Limited (Formerly known as MCX-SX Clearing Corporation Limited)

Regd. Office: 4th Floor, Vibgyor Towers, Opp. Trident Hotel, Plot No. C62, Bandra Kurla Complex, Bandra (East), Mumbai - 400 098

Tel: +91-22-6112 9000 • Fax: +91-22-2652 5731 • URL: www.mclear.in • Email: info@mclear.in • CIN: U67120MH2008PLC188032

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

Metropolitan Clearing Corporation of India Limited (Formerly known as MCX-SX Clearing Corporation Limited)
Regd. Office: 4th Floor, Vibgyor Towers, Opp. Trident Hotel, Plot No. C62, Bandra Kurla Complex, Bandra (East), Mumbai - 400 098
Tel: +91-22-6112 9000 • Fax: +91-22-2652 5731 • URL: www.mclear.in • Email: info@mclear.in • CIN: U67120MH2008PLC188032