

METROPOLITAN CLEARING CORPORATION OF INDIA 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**

Addendum to the Notice of the 9th Annual General Meeting (AGM) of Metropolitan Clearing Corporation of India Limited

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, consent of the members is sought for increasing the authorized share capital of the company and alteration of the capital clause of the memorandum of association of the company at the ensuing 9th Annual General Meeting ("AGM") of the Company, scheduled to 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. An Addendum to the Notice of 9th AGM is being circulated to the members in terms of the aforesaid provisions of the Companies Act, 2013.

The Resolution for increasing the authorized share capital of the company and alteration of the capital clause of the memorandum of association of the company will be taken up for consideration by the Members in the AGM, as part of the Special Business of the AGM, in the form of an Special Resolution, as set forth below.

ITEM NO. 6: 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.150,00,00,000 (Rupees Hundred and Fifty Crore) divided into 15,00,00,000 (Fifteen Crore) Equity shares of Rs.10 (Rupees Ten) each to Rs.300,00,00,000 (Rupees Three Hundred Crore) divided into 30,00,00,000 (Thirty 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.300,00,00,000 (Rupees Three Hundred Crore Only) divided into 30,00,00,000 (Thirty 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.”

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: September 07, 2017

Place: Mumbai

Notes:

1. The relevant Explanatory statement in respect of business under Item No. 6 above is annexed hereto.
2. Copy of all the documents relevant to this addendum to Notice , 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 AGM.
3. This Addendum to the Notice of 9th AGM is available along with the Notice of 9th AGM on the website of the Company i.e. www.mclear.in . The revised proxy form including the resolution proposed hereinabove as item No. 6 is annexed to this addendum to Notice of AGM.

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

ITEM NO. 6:

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. 150,00,00,000/- (Rupees One Hundred and Fifty Crore) divided into 15,00,00,000 (Fifteen 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. In order to enable this, the Authorised share capital of the Company needs to be increased from 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 to Rs. 300,00,00,000/- (Rupees Three Hundred Crore) consisting of 30,00,00,000 (Thirty Crore) Equity shares of Rs. 10/- each as mentioned in item no.6 of the Notice, with consequential alterations in the Capital Clause of the Memorandum of Association as stated in item no.6 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.

Registered Office:

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Bandra Kurla Complex, Bandra (East),
Mumbai -400098

Email : avni.patel@mclear.in

Date: September 07, 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

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 – 400098Website: <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.		
6. To Increase the Authorised Share Capital of the Company and Alteration of the Capital Clause of the Memorandum of Association of the Company		

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.