

## METROPOLITAN CLEARING CORPORATION OF INDIA LIMITED

**Regd. Office:** 4<sup>th</sup> 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 Tenth (10<sup>th</sup>) Annual General Meeting of **METROPOLITAN CLEARING CORPORATION OF INDIA LIMITED** will be held on Tuesday, September 25, 2018 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, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year ended March 31, 2018 including notes to the Financial Statements and the Report of the Board of 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 LLP, 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 section 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 LLP, Chartered Accountants, (Firm Registration No.105215 W), approved by the members in the 6<sup>th</sup> 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:**

##### **Appointment of Ms. Rita Menon (DIN: 00543058) 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, Ms. Rita Menon (DIN: 00543058) who was appointed as Public Interest Director (Additional Director) of the Company by the Board of Directors with effect from August 10, 2018, 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 intention to propose Ms. Rita Menon 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 her term as a Public Interest Director and that she 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 of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.

**Appointment of Mr. Vijay Ranjan (DIN: 02346190) 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 Ranjan (DIN: 02346190) who was appointed as Public Interest Director (Additional Director) of the Company by the Board of Directors with effect from August 24, 2018, 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 intention to propose Mr. Vijay Ranjan 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 of the Company 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. 5:**

**Ratification of Addendum to 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 following 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.
Addendum to Memorandum of Understanding for utilizing office premises dated January 30, 2017	Executed on July 11, 2018 effective from April 01, 2018 till August 18, 2021.	To allocate space of approximately admeasuring 7469.36 Square feet including Terrace Lawns, Interiors, Conference rooms, furniture, fixtures situated on the 4th Floor, Vibgyor Towers, Plot No.C-62, Opposite Trident Hotel, Bandra Kurla Complex, Bandra East, Mumbai 400098 at a fee of Rs. 14,93,870/- (Rupees Fourteen lakhs Ninety Three thousand Eight hundred Seventy only) per month.

**RESOLVED FURTHER THAT** all the acts done by the Company in relation to the above transaction 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 transaction”.

**Registered Office:**

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

**Email :** [Secretarial@mclear.in](mailto:Secretarial@mclear.in)

CIN: U67120MH2008PLC188032

Website: [www.mclear.in](http://www.mclear.in)

**Telephone:**91 22 61129100

**By order of the Board of Directors  
Metropolitan Clearing Corporation of India Limited**

**Sd/-  
Avni Patel  
Company Secretary**

**Date: August 31, 2018**

**Place: Mumbai**

## Notes:

1. **A member entitled to attend and vote at the 10<sup>th</sup> Annual General Meeting is entitled to appoint a proxy to attend and vote, instead of himself/herself and the proxy need not be a member of the Company. Proxy(ies) in order to be effective must be lodged with Company not less than 48 hours before the commencement of the meeting**
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. 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.
4. The Members may note that some of the sections of the Companies (Amendment) Act, 2017 have come in to effect from May 07, 2018. One such section was amendment to Section 139 of the Companies Act, 2013 which omitted the requirement of ratification of the appointment of the statutory auditors of the Company on a yearly basis. Thus the business of ratification of the appointment of Statutory Auditors of the Company on a yearly basis will not form part of the Notice of Annual General Meetings of coming years.
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. The Annual Report 2017-18 and the Notice of the 10<sup>th</sup> 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.
10. Members may also note that the Notice 10<sup>th</sup> Annual General Meeting will be available on Company's website [www.mclear.in](http://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 AGM.

## **ANNEXURE**

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

#### **Item No. 4**

SEBI vide its letter dated SEBI/MRD/DRMNP/2018/22627 dated August 10, 2018 nominated Ms. Rita Menon as Public Interest Director (PID) 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, Ms. Rita Menon was appointed as Public Interest Director (Additional Independent Director) of the Company with effect from August 10, 2018, 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 from a member proposing candidature of Ms. Rita Menon 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 Ms. Rita Menon 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 Ms. Rita Menon to the effect that she is not disqualified under sub section (2) of section 164 of the Companies Act, 2013, and (iii) declaration to the effect that she meets the criteria of independence as provided in sub section (6) of section 149 of the Companies Act, 2013. A brief profile of Ms. Rita Menon is also being circulated along with this notice.

In the opinion of the Board, Ms. Rita Menon fulfills the conditions specified in the said Act for appointment as Public Interest Director and considers that the appointment of Ms. Rita Menon 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. 4 of the Notice for approval of the Members.

The resolution seeks the approval of members for the appointment of Ms. Rita Menon 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 her nomination as Public Interest Director by SEBI. Ms. Rita Menon 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 Ms. Rita Menon, 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. 4 of the resolution.

#### **Item No. 5**

SEBI vide its letter dated SEBI/HO/2018/23455/1 dated August 23, 2018 nominated Mr. Vijay Ranjan as Public Interest Director (PID) 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 Ranjan was appointed as Public Interest Director (Additional Independent Director) of the Company with effect from August 24, 2018, 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 from a member proposing candidature of Mr. Vijay Ranjan 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 Ranjan 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 Ranjan 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 Ranjan is also being circulated along with this notice.

In the opinion of the Board, Mr. Vijay Ranjan fulfills the conditions specified in the said Act for appointment as Public Interest Director and considers that the appointment of Mr. Vijay Ranjan 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. 5 of the Notice for approval of the Members.

The resolution seeks the approval of members for the appointment of Mr. Vijay Ranjan 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 Ranjan 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 Ranjan, 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. 5 of the resolution.

**Item No. 6**

As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a transaction with a related party is considered material, if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company. Pursuant to the said Regulation, all material related party transactions require approval of the members through an ordinary resolution and all related parties shall abstain from voting on such resolutions. However, the said requirement for approval of the shareholders is not applicable for transactions entered into between a holding company and its wholly-owned subsidiary whose accounts are consolidated with the said holding company.

For this purpose, the Company had obtained approval of the members in the 9th Annual General Meeting of the Company held on September 12, 2017 for entering into Memorandum of Understanding with Metropolitan Stock Exchange of India Limited (MSE) for use of part premises situated at 4th Floor, Vibgyor Towers, Plot No.C-62, Opposite Trident Hotel, Bandra Kurla Complex, Bandra East, Mumbai 400098 at a fee of Rs.5,14,099/- [Rupees Five Lakhs Fourteen Thousand and Ninety Nine Only) per month with a lock-in period of 36 months applicable to MCCIL. Since, the staff strength of MCCIL has increased considerably and MCCIL is also required to maintain Chinese walls principles and accordingly ensure that regulatory and non-regulatory departments are adequately bifurcated, MSE and MCCIL have executed an addendum to the MoU dated January 30, 2017 on July 11, 2018.

The details of the said contract / arrangement with related party which are as follows:

<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>
Addendum to Memorandum of Understanding for utilizing office premises dated January 30, 2017	Executed on July 11, 2018 effective from April 01, 2018 till August 18, 2021.	To allocate space of approximately admeasuring 7469.36 Square feet including Terrace Lawns, Interiors, Conference rooms, furniture, fixtures situated on the 4th Floor, Vibgyor Towers, Plot No.C-62, Opposite Trident Hotel, Bandra Kurla Complex, Bandra East, Mumbai 400098 at a fee of Rs. 14,93,870/- (Rupees Fourteen lakhs Ninety Three thousand Eight hundred Seventy only) per month.

The transaction listed in resolution at item 6 is in the ordinary course of business and the transaction is at arm's length basis.

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

**In pursuance of 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	Ms. Rita Menon	Mr. Vijay Ranjan
Item number	2	4	5
Date of Birth	March 01, 1960	December 25,1951	August 17, 1947
(a) a brief resume of the director;	<p>Mr. Udai Kumar has been appointed as the Managing Director and Chief Executive Officer (MD &amp; 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 &amp; 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>	<p>Ms. Rita Menon is a retired IAS officer of 1975 batch and holds M A (Economics) degree from Delhi School of Economics. She retired as a Chairman and Managing Director from India Trade Promotion Organization (ITPO). She has held various positions in Ministry of Textile, Ministry of Finance and Ministry of Defense. With a lifelong commitment to democracy, economic, liberalism, industrial development Ms. Rita Menon has been instrumental in enhancing trade and industry in international and domestic market. Ms. Menon is deeply committed to second generation reforms and policy formulation in the Indian industry best represented by labor reforms, trade liberalization and financial sector reforms.</p>	<p>Mr. Vijay Ranjan, is an Indian Revenue Service (Retired) of 1972 batch. He has Bachelor's Degree with Hons. in English Literature, Master's Degree in English Literature, Bachelor's Degree in Law and Diploma in Fiscal Studies from University of Bath [U.K.]. He has served as an Executive Director of Securities and Exchange Board of India (SEBI) from 1994 to 1999. Mr. Ranjan was handling Investigation, Administration and Primary Market at SEBI. He was also Chief Commissioner of Income-Tax Department of India.</p>
(b) nature of his/her expertise in specific functional areas;	As above	As above	As above
c) disclosure of	NIL	NIL	NIL



relationships between directors inter-se;				
(d) Details of Directorship held in other companies	1. Metropolitan Stock Exchange of India Limited 2. MCX-SX KYC Registration Agency Limited	1. Mangalore Chemicals and Fertilisers Limited 2. Micromax Informatics Limited		1. Ras Resorts And Apart Hotels Ltd 2. Jayatma Informatics Private Limited
(e) Details of Chairmanship / Membership held in Committees of other companies#	Metropolitan Stock Exchange of India Limited i. Audit Committee, Member ii. Stakeholders Relationship Committee, Member	Mangalore Chemicals and Fertilisers Limited Micromax Informatics Limited	i. CSR Committee, Member ii. Audit Committee, Member i. CSR Committee, Member	Ras Resorts And Apart Hotels Ltd i. Audit committee-Member ii. Nomination and Remuneration committee - Chairman
(f) shareholding of non-executive directors	NIL	NIL		NIL

# Pursuant to Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Membership of only Audit and Stakeholders Relationship Committee of public limited companies have been considered.

**Metropolitan Clearing Corporation of India Limited**

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

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

**ATTENDANCE SLIP**  
**10<sup>th</sup> Annual General Meeting**  
**Tuesday, September 25, 2018 at 11.30 am**

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**

**Regd. Office:** 4<sup>th</sup> 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 \_\_\_\_\_

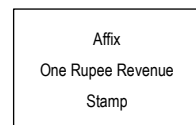
and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, September 25, 2018 at 11.30 AM at Vibgyor Towers, 4th floor, Plot No C 62, G Block, Opp. Trident 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 2017-18		
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. Appointment of Ms. Rita Menon (DIN: 00543058) as an Independent Director		
5. Appointment of Mr. Vijay Ranjan (DIN: 02346190) as an Independent Director		
6. Ratification of Addendum to Memorandum of Understanding for utilizing office premises dated January 30, 2017		

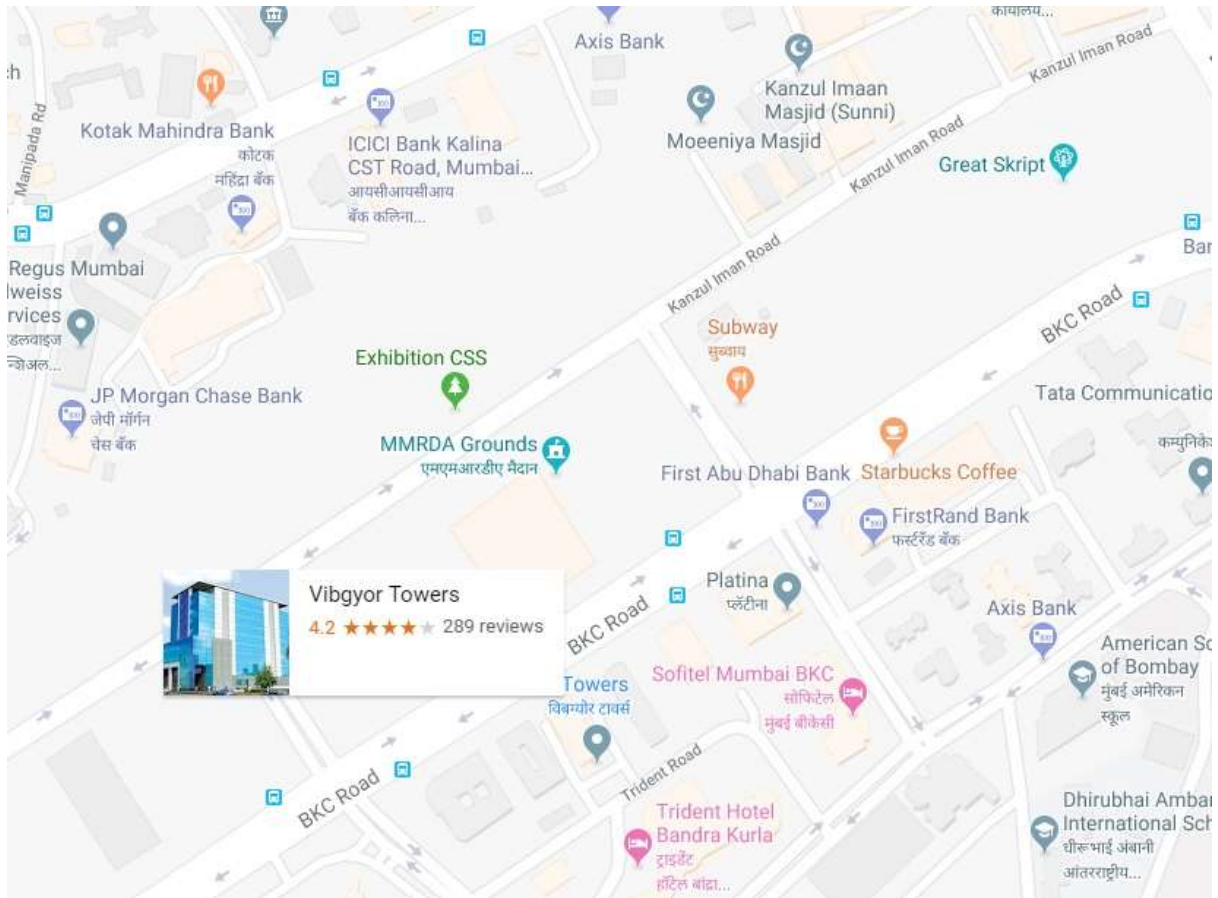
Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018

\_\_\_\_\_  
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 route map for the Annual General Meeting



Prominent Landmark: Trident Hotel