MULTI COMMODITY EXCHANGE CLEARING CORPORATION LIMITED

Registered office: Exchange Square, Chakala, Suren Road, Andheri (East), Mumbai 400 093, Maharashtra, India. Tel.: +91-22-6731 8888, Fax: +91-22-6649 4151.
CIN: U74999MH2008PLC185349

NOTICE is hereby given that the **EXTRA-ORDINARY GENERAL MEETING** of the members of Multi Commodity Exchange Clearing Corporation Limited will be held on Thursday, June 13, 2019 at 3.00 p.m. at the registered office of the Company at Exchange Square, Suren Road, Chakala, Andheri (east), Mumbai 400093 to transact the following **special business/(es):**

SPECIAL BUSINESS/(ES):

1. To increase the Authorised Share Capital of the Company

To consider and 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 61 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Articles of Association of the Company, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 and such applicable law/(s), Rules, Regulations, Guidelines, Circulars, if any, (including any amendment thereto or statutory modification/(s) or re-enactment/(s) thereof for the time being in force), and subject to such other statutory approvals / consents from competent authorities as may be deemed necessary, consent of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 250,00,00,000/- (Rupees Two Hundred and fifty crore only) divided into 25,00,00,000 (Twenty five crore) Equity Shares of Rs. 10/- (Rupees Ten only) each to 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 by creation of additional 5,00,00,000 (Five crore) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT any of the Directors of the Company or Mr. Narendra Kumar Ahlawat, MD & CEO or Ms. Riddhi Parekh, Company Secretary, be and are hereby severally authorised to file necessary forms with the Registrar of Companies, to comply with all other requirements under the applicable laws in this regard and to do all such act(s), deed(s) and things as may be deemed necessary and incidental to give effect to such increase in the Authorised Share Capital."

2. To alter Capital clause of 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 13, Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Articles of Association of the Company, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 and such applicable law/(s), Rules, Regulations, Guidelines, Circulars, if any, (including any amendment thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other statutory approvals / consents from competent authorities as may be deemed

necessary, consent of the Company be and is hereby accorded to alter the Memorandum of Association of the Company by substituting the existing Clause V (a) thereof by the following Clause V (a) as under:

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 of the Company or Mr. Narendra Kumar Ahlawat, MD & CEO or Ms. Riddhi Parekh, Company Secretary or Mr. Praveen Kotian, Head – Legal or Mr. Pankaj Goel, Compliance Officer, be and are hereby authorised to do all such acts, deeds, matters and things relating to the aforesaid alteration to the Memorandum of Association of the Company including filing the necessary forms with the Registrar of Companies and to comply with all other requirements under the applicable laws in this regard."

3. To appoint Mr. P.S. Reddy (DIN: 01064530) as a Shareholder 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 the provisions of Sections 152, 160 and other applicable provisions of the Companies Act, 2013 (the Act) and rules made thereunder, the Articles of Association of the Company, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 and such applicable law or laws, Rules, Regulations, Guidelines, circulars, if any, (including any amendment thereto or statutory modification (s) or re-enactment(s) thereof for the time being in force), and subject to prior approval of SEBI and such other statutory approvals / consents from competent authorities as may be deemed necessary, consent of the Company be and is hereby accorded for appointment of Mr. P.S. Reddy (DIN: 01064530) as a Shareholder Director of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Shareholder proposing his candidature for the office of Director as a Shareholder Director of the Company, and that his period of office shall be liable to determination by retirement of directors by rotation, and that the date of his appointment as a Shareholder Director shall be effective from the date of approval of SEBI."

Date: June 03, 2019
Mumbai

By Order of Board of Directors
Multi Commodity Exchange Clearing Corporation Limited

Sd/-
Narendra Kumar Ahlawat
MD & CEO

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NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her and the proxy need not be a member of the company. Proxy shall not vote except on a poll. A person can act as proxy for and on behalf of a maximum of fifty (50) members not holding, in aggregate, more than ten percent of the total paid-up share capital of the company carrying voting rights. A member holding more than ten percent of the total paid-up share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.** A proxy form for the Extra-Ordinary General Meeting ('EGM') is enclosed herewith.
2. The instrument appointing Proxy must be deposited with the Company at its Registered Office not less than 48 (forty eight) hours before the commencement of the Meeting.
3. A Member, which is a Body Corporate intending to send its authorised representative(s) to attend the meeting is requested to send to the Company a certified copy of the Board resolution authorising its representative(s) to attend and vote on their behalf at the meeting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, as amended, in respect of the special business is appended hereto and forms part of the notice.
5. This meeting is being convened at a shorter notice with the consent of majority in number of members entitled to vote and who represent not less than 95% of such part of the paid-up share capital of the Company as gives a right to vote at the meeting in accordance with Section 101 of the Companies Act, 2013.
6. All documents referred to in the accompanying Notice and Explanatory Statement are open and available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. to 1:00 p.m., up to the date of this Meeting.
7. Members may also note that the Notice of the EGM will be available on the website https://www.mcxccl.com
8. The route map showing directions to reach the venue of the General meeting is annexed.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE NOTICE DATED JUNE 03, 2019

The following Explanatory Statement relating to the accompanying Notice sets out all material facts:

ITEM NO. 1 & 2

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

The Authorized Share Capital of your Company is Rs. 250,00,00,000/- divided into 25,00,00,000 Equity Shares of Rs. 10/- each.

In view of business and regulatory requirements, and to provide for your Company's growth objectives and to strengthen its financial position, it is proposed to increase the Authorised Share capital of the Company from Rs. 250,00,00,000/- (Rupees Two Hundred fifty crore only) divided into 25,00,00,000 (Twenty five crore) Equity Shares of Rs. 10/- (Rupees Ten only) each to 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 by creation of an additional 5,00,00,000 (Five crore) equity shares of Rs. 10/- (Rupees Ten only) each.

Subsequent to such increase in the Authorised Share capital, Clause V (a) of the Memorandum of Association of the Company would have to be altered. Accordingly, the resolution at Item no. 2 is consequential upon the proposed increase in the Authorised Share Capital of the Company.

The Board of Directors recommends the resolutions set forth in the item No. 1 & 2 of the Notice for the approval of the members as Ordinary Resolution and Special resolution respectively.

None of the Directors /Key management personnel of the Company or their respective relatives, are in any way, concerned or interested, financially or otherwise, in the resolution as set out at item nos. 1 & 2 of the aforesaid Notice.

ITEM NO. 3

Your Company has received notice in writing along with the requisite deposit from Multi Commodity Exchange of India Limited (MCX), member of the Company proposing the candidature of Mr. P.S. Reddy for appointment as Shareholder Director.

Your Company being a Clearing Corporation is, *inter alia*, regulated by Securities and Exchange Board of India (SEBI). SEBI has issued Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (hereinafter referred to as SECC Regulations) which, *inter alia,* prescribes that the appointment of all shareholder directors on the governing board shall be with the prior approval of SEBI. Accordingly, the said appointment, if made, shall be subject to prior approval of SEBI.

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The Company has received, *inter alia*, the following documents relating to the aforesaid candidate:

i. Consent to act as a director in Form DIR-2 pursuant to Section 152(5) of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; and
ii. Intimation in Form DIR-8 pursuant to Section 164(2) of the Act read with Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under the said section.

In addition to the aforesaid, it may please be noted that Mr. P.S. Reddy has confirmed that he is a fit and proper person in accordance with Regulation 20 of SECC Regulations and is not associated with any Trading Member or Clearing Member or their associates or agents under Regulation 23 of SECC Regulations, 2018.

The relevant details of the proposed candidate, Mr. P.S. Reddy is as under:

Name	Padala Subbi Reddy
DIN	01064530
Date of birth	February 20, 1963
Qualification	B.A. (Economics) – Andhra University, Visakhapatnam M.A. (Economics) – University of Hyderabad, Hyderabad
Shareholding in MCXCCL	Nil
Other Directorships as on date	Multi Commodity Exchange of India Limited (MCX)
Membership/Chairmanship in Committees as appearing on the website of MCX on June 03, 2019	Member of Member Selection Committee of MCX
Brief Profile including experience, nature of his expertise in functional areas	• Over 30 years of diverse experience in Indian Capital Market, especially in Stock Exchange, Clearing Corporation and its ecosystem businesses • MD & CEO of Multi Commodity Exchange of India Limited (MCX) • Former MD & CEO of Central Depository Services (India) Limited • Worked with BSE Ltd. for over 18 years, heading various departments such as Listing, Surveillance, Inspection, Investor Service and HRD among others.
Relationship between directors inter-se	Mr. P.S. Reddy is not *inter-se* related with any other Director of the Company.

Basis the declarations received from Mr. P.S. Reddy through MCX, Shareholder and the information available in public domain, the Company has, as a part of its process conducted due diligence in respect of Mr. P. S Reddy and, find prima facie that, he is fit and proper person

to be considered for appointment as Shareholder Director and that the Company has not observed any adverse findings against him.

In the opinion of the Board, Mr. P.S. Reddy, being eligible for appointment as a Shareholder Director of the Company, the Board of Directors approved inclusion of the candidature of Mr. P.S. Reddy in the resolution set forth in the item No. 3 of the Notice for the approval of the members as Ordinary Resolution.

Accordingly, approval of the shareholders is sought for appointment of the aforesaid Director on the Board of the Company as per the resolution set forth in item No. 3 of the Notice.

MCX, Shareholder, Promoter and Holding company (100%) of MCXCCL shall be concerned or interested, financially or otherwise, in the resolution as set out in item No. 3 of the aforesaid Notice. Further, Mr. P.S. Reddy, MD & CEO of MCX, whose candidature is proposed for appointment, and his relatives, may be deemed interested in the resolution as set out in item No. 3 of the Notice to the extent of their concern or interest, if any, financial or otherwise, to the extent of their shareholding in MCX, if any.

The Directors and KMPs of the Company or their respective relatives may be deemed concerned or interested, financially or otherwise, in the resolution as set out in item no. 3 of the aforesaid notice, to the extent of their shareholding in MCX, if any. Save and except the above, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in item No. 3 of the aforesaid Notice.

This Explanatory Statement may also be considered as a disclosure under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Date: June 03, 2019 **By Order of Board of Directors**

Mumbai **Multi Commodity Exchange Clearing Corporation Limited**

Sd/-
Narendra Kumar Ahlawat
MD & CEO

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ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full name of the Member attending (in block letters):_____

Name of the Proxy: _____
(To be filled in, if the proxy form has been duly deposited with the Company)

I hereby record my presence at the Extra-Ordinary General Meeting of the Company to be held on Thursday, June 13, 2019 at 3.00 p.m. at Registered Office of the Company at Exchange Square, Suren Road, Chakala, Andheri (East), Mumbai 400093.

No. of Shares held : _____

DP ID/Client ID No. : _____

Regd. Folio No. : _____

Member's/Proxy's Signature : _____

- Only Member/Proxy holder can attend the Meeting.
- Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

Signed this _____day of _____

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PROXY FORM

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

Name of the Members(s):_____

Registered address: _____

E-mail Id: _____

Folio No. / Client ID No.:_____ DP ID No. _____

I/ We, being the member(s) holding _____ Equity Shares of the above named Company hereby appoint:

1. Name: _____ Email Id: _____

   Address: _____

   Signature: _____ or failing him/her

2. Name: _____ Email Id: _____

   Address: _____

   Signature: _____ or failing him/her

3. Name: _____ Email Id: _____

   Address: _____

   Signature: _____ or failing him/her

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, June 13, 2019 at 3.00 p.m at Registered office of the Company at Exchange Square, Suren Road, Chakala, Andheri (East), Mumbai 400093 and at any adjournment thereof in respect of such resolution as indicated below:

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Sr. No.	Particular of Resolution
1.	To increase the Authorised Share Capital of the Company
2.	To alter Capital clause of Memorandum of Association of the Company
3.	To appoint Mr. P.S. Reddy (DIN: 01064530) as a Shareholder Director

Signed this ____ day of _____

Signature of shareholder _____

Signature of Proxy holder(s) _____

Note:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Exchange Square, Suren Road, Chakala, Andheri (East), Mumbai 400093, not less than 48 hours before the commencement of the Meeting.
2. A member entitled to attend and vote is entitled to appoint proxy to attend and vote instead of himself.

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ROAD MAP FOR THE VENUE OF THE EGM OF MULTI COMMODITY EXCHANGE CLEARING CORPORATION LIMITED

