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 **EXTRAORDINARY GENERAL MEETING** of the Members of Multi Commodity Exchange Clearing Corporation Limited will be held on Wednesday, February 15, 2023 at 5.30 P.M (IST) through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM"), to transact the following business at a **shorter notice**:

SPECIAL BUSINESS:

1. **To appoint Mr. Mohan Narayan Shenoi (DIN: 01603606) as a Shareholder Director** and in this regard 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 all other applicable provisions of the Companies Act, 2013 and rules made thereunder, the Articles of Association of the Company, the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, such applicable 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 Securities and Exchange Board of India (SEBI) and such other statutory approvals / consents from competent authorities as may be deemed necessary, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Mohan Narayan Shenoi (DIN: 01603606) as a Shareholder Director of the Company, in respect of whom the Company has received a notice in writing under from a Shareholder viz. Multi Commodity Exchange of India Limited proposing his candidature as a Shareholder Director of the Company and that he shall be liable to retire by rotation and that the date of his appointment as a Shareholder Director shall be effective from the date of approval of SEBI."

Date: February 11, 2023
Place: Mumbai

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

Mandar Kulkarni
Company Secretary

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NOTES:

1. Ministry of Corporate Affairs ("MCA") vide its General Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, May 05, 2022 and December 28, 2022 has permitted the Companies to hold the Extraordinary General Meeting ("EGM" / "Meeting") through VC or OAVM, without the physical presence of members at a common venue. In accordance with the aforesaid circulars, provisions of the Companies Act, 2013, applicable SEBI circulars and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015"), the EGM of the Company is being convened through VC/OVAM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 concerning the business under Item No. 1 of the Notice is annexed hereto. The Board of Directors have considered and decided to include Item No. 1 as Special Business as it is in the interest of the Company.
3. Pursuant to the provisions of the Act, a Member is entitled to attend and vote at the EGM is entitled to appoint proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held through VC/OAVM pursuant to the MCA Circulars, the physical attendance has been dispensed with. Accordingly, the facility for appointment of proxies by the Members to attend and cast vote is not available for this EGM and hence, the Proxy Form and Attendance Slip are not annexed to this notice.
4. Corporate Member intending to authorise representative(s) to attend the Meeting through VC/OVAM is requested to email at ig-mcxccl@mcxccl.com, a certified true copy of the Board/Governing Body Resolution authorizing its representative(s) to attend and vote on its behalf at the Meeting.
5. Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed to this Notice.
6. 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.
7. The Company shall send a meeting invite at the registered email addresses of the persons entitled to attend the Meeting through Zoom application. A detailed procedure for joining the meeting is as provided below;

   A. Joining through Desktop/ Laptop/Mac:
      a) Open the Zoom Application
      b) Join the meeting using any one of the below options
         i) To join without signing in – Click 'Join a Meeting' tab if you want
         ii) Sign in to Zoom and then Click on 'Join' tab
      c) Enter the Meeting ID and your Display Name

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i) If you're signed in, change your name if you don't want your Default name to Appear.
ii) If you're not signed in, enter a Display Name.
d) Enable Audio and Video and click on 'Join' tab.

B. Joining through Browser:

❖ Google Chrome
a) Open Google chrome
b) Go to join.zoom.us
c) Enter the Meeting ID
d) Click on 'Join' tab
i) If it's the first time joining from Google Chrome, you will be asked to open the Zoom client to join the Meeting.
ii) You can check Always open these types of links in the associated app to skip this step in Future.
iii) Click Open Zoom Meetings (PC) or Open Zoom.us (Mac)

❖ Safari / Microsoft Edge/Internet Explorer/Mozilla Firefox
a) Open Safari/ Microsoft Edge/Internet Explorer/Mozilla Firefox
b) Go to join.zoom.us.
c) Enter you Meeting ID
d) Click on 'Join' tab
e) When asked if you want to open zoom.us, Click on 'Allow' tab.

C. Joining through Android/IOS:
a) Open the Zoom mobile app. If you have not downloaded the Zoom mobile app yet, you can download it from the Google Play/App Store.
b) Join a meeting using one of these methods:
- Tap 'Join a Meeting' if you want to join without signing in.
- Sign in to Zoom then tap to 'Join' tab

c) Enter the meeting ID and your display name.
- If you are signed in, change your name if you don't want your default name to appear.
- If you are not signed in, enter a display name.

d) Enable Audio and Video and tap 'Join Meeting' tab.

D. Joining through Email:
a) Click on the joining link provided in your email and /or calendar invitation.
b) Depending on your default browser, you may be prompted to open Zoom.
c) When asked if you want to open zoom.us, Click on 'Allow' tab.

8. Members can login and join 15 (fifteen) minutes prior to the scheduled time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.

9. Members who need any assistance or clarification regarding using the VC/OAVM facility can send an email at IT-Servicedesk@mcxindia.com / ig-mcxccl@mcxccl.com or can call at helpline no. +91-22-6864 6000/ +91-22-5095 6000 Extn:- 1111.

10. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

11. For ease of conduct of EGM, Members who wish to ask questions/express their views on the business to be transacted at the meeting are requested to send an email at ig-mcxccl@mcxccl.com. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the EGM.

12. The VC/OAVM facility allows two-way conferencing and Members can pose questions during the Meeting.

13. If a poll is ordered to be taken by the Chairman or demanded in accordance with Section 109 of the Companies Act, 2013, Members can cast their votes during the Meeting by sending an email to ig-mcxccl@mcxccl.com from their email addresses registered with the Company.

14. All documents referred to in the EGM Notice will be available for inspection by the Members, without payment of any fees, from the date of circulation of this Notice upto the date of EGM. Members seeking inspection of the aforementioned documents can send an email to ig-mcxccl@mcxccl.com.

15. The transcript of the meeting will be available on the website of the Company i.e. www.mcxccl.com

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND FORMING PART OF THE NOTICE.

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

ITEM NO. 1

TO APPOINT MR. MOHAN NARAYAN SHENOI (DIN: 01603606) AS A SHAREHOLDER DIRECTOR

Multi Commodity Exchange of India Limited (MCX), Member/ Shareholder of the Company, vide its letter dated January 31, 2023 has proposed the candidature of Mr. Mohan Narayan Shenoi (DIN: 01603606), as a Shareholder Director on the Board of the Company.

Your Company being a Clearing Corporation is, inter alia, regulated by 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.

The Company has conducted due diligence in respect of Mr. Shenoi. On the basis of documents submitted by him and information available in public domain the Company has prima facie found that he is a 'fit and proper' person to be considered as a Shareholder Director under the SECC Regulations. The necessary declarations submitted by Mr. Shenoi will be available for inspection by the Members.

Mr. Mohan Narayan Shenoi, being eligible for appointment as a Shareholder Director of the Company, the Board of Directors have approved inclusion of the candidature of Mr. Shenoi in the resolution set forth in the item No. 1 of the Notice for approval of the Members as an Ordinary Resolution. The Board recommends the resolution set forth in Item No. 1 of this Notice for approval of the Members as an Ordinary Resolution.

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. 1 of the aforesaid Notice. Further, Mr. Mohan Narayan Shenoi, whose candidature is proposed for appointment and his relatives, may be deemed interested in the resolution as set out in item No. 1 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 Key Managerial Personnel 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. 1 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. 1 of the aforesaid Notice.

This Explanatory Statement may also be considered as a disclosure under Listing Regulations, 2015.

Date: February 11, 2023
Place: Mumbai

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

Mandar Kulkarni
Company Secretary

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ADDITIONAL INFORMATION FORMING PART OF THE NOTICE

Information pursuant to Regulation 36 (3) of the Listing Regulations, 2015 and Secretarial Standard-2 on General Meeting regarding appointment of a Director is as under:

Name	Mohan Narayan Shenoi
DIN	01603606
Date of birth/Age	April 28, 1958/ 64 Years
Qualification	BBM, PGDBM, C.A.I.I.B
Date of first appointment	Not Applicable
Number of shares held in MCXCCL either by self or as a beneficial owner	Nil
Number of Meetings of the Board attended during the year	Not Applicable
Other Directorships*	MCX
Membership/ Chairmanship in Committees of other Companies **	Member of Audit Committee of MCX
Brief Profile including experience, nature of expertise in specific functional areas	• He is a veteran banker with more than 42 years of wide-ranging experience. • Retired as Chief Operating Officer at Kotak Mahindra Bank • Held several leadership positions in both the public and private sector. • Was responsible for spearheading the integration of ING Vysya Bank with Kotak Mahindra Bank, one of the largest mergers in Indian banking. Successfully completed merger in terms of people, process, technology and synergy in a record time of 15 months. He was also actively involved in the merger of Bank of Madura with ICICI Bank. • Has set up treasury function and dealing rooms at three banks namely Corporation Bank, ICICI Bank and Kotak Mahindra Bank. • Contributed significantly to the development and deepening of money market instruments like Certificate of Deposits (CD) and Commercial Paper (CP) in the early 1990s when first permitted in India.
Terms and condition of re-appointment	Mr. Mohan Narayan Shenoi shall be liable to retire by rotation and the terms and conditions as mentioned under Companies Act, 2013, SECC Regulations and Listing Regulations, 2015 shall be applicable to him.

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Remuneration proposed to be paid	If appointed, he will be remunerated only by way of sitting fees as admissible under the Companies Act, 2013, for the Board and Committee meetings attended.
Relationship between directors inter-se	Mr. Mohan Narayan Shenoi is not *inter-se* related with any other Director of the Company.
Name of listed entities from which the person has resigned in the past three years (excluding foreign Companies)	Ceased to be Director of Airtel Payments Bank Limited effective from 31/08/2021

* Details as on February 03, 2023
**Only Audit and Stakeholders' Relationship committees are considered.