MULTI COMMODITY EXCHANGE CLEARING CORPORATION LIMITED
Registered office: Exchange Square, CTS 255, Suren Road, Chakala, Andheri (East), Mumbai 400 093, Maharashtra, India. Tel.: +91-22-6864 6000/5095 6000, Fax: +91-22-6649 4151.
CIN: U74999MH2008PLC185349

Notice of the 17th Annual General Meeting

Notice is hereby given that the Seventeenth Annual General Meeting of Multi Commodity Exchange Clearing Corporation Limited (MCXCCL) will be held on **Monday, September 08, 2025 at 4.00 P.M.** (IST) through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM"), to transact the following items of business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Manoj Kumar Jain (DIN: 09694205), who retires by rotation and being eligible, offers himself for re-appointment, subject to approval of Securities and Exchange Board of India.

SPECIAL BUSINESS:

3. To appoint Secretarial Auditors of the Company for a term of 5 (Five) years from Financial Year 2025-26 to Financial Year 2029-30:

   To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to Section 204, other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), other applicable laws/statutory provisions, if any, as amended from time to time, Mayekar & Associates, Practising Company Secretaries (Firm Registration Number P2005MH007400) be and is hereby appointed as Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 to financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors."

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

Date: July 30, 2025
Place: Mumbai

Mandar Kulkarni
Company Secretary

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NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 9/2024 dated September 19, 2024 has permitted Companies whose Annual General Meeting ("AGM") are due in the year 2025, to conduct their AGMs on or before September 30, 2025, through VC or OAVM in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/ 2020 dated May 05, 2020.

   Accordingly, the Company is convening its 17th AGM through VC/OAVM, without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.

2. The aforesaid MCA General Circular dated September 19, 2024 read with MCA Circulars dated May 05, 2020, April 13, 2020 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 have granted relaxations to the Companies, with respect to printing and dispatching physical copies of the Annual Reports and Notices to its Members. Accordingly, the Company will only be sending soft copy of the Annual Report 2024-25 and Notice convening 17th AGM via e-mail, to the Members whose e-mail ids are registered with the Company. Members may note that the Notice and Annual Report for FY 2024-25 will also be available on the Company's website at https://www.mcxccl.com/.

3. Pursuant to the provisions of the Companies Act, 2013, a Member who is entitled to attend and vote at the AGM 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 AGM 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 AGM and hence, the Proxy Form and Attendance Slip are not annexed to this notice.

4. Corporate Member intending to appoint an 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 Resolution authorizing its representative(s) to attend and vote on its behalf at the Meeting.

5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed to this Notice.

6. 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

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.

7. 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.

8. 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.

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

10. For ease of conduct of AGM, Members who wish to ask questions / express their views on the items of 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 AGM.

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

12. In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Manoj Kumar Jain, Non-Independent Director of the Company retires by rotation at the Meeting. Mr. Manoj Kumar Jain, his relatives and Multi Commodity Exchange of India Limited (MCX)- Shareholder, Promoter and Holding Company of MCXCCL may be deemed to be interested in the item No. 2 of this Notice, financially or otherwise. Save and except the above, none of the Directors and Key Managerial/Management Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the item No. 2 of this Notice. Nomination and Remuneration Committee and the Board of Directors of the Company have recommended his re-appointment.

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 the documents referred to in this Notice and the Statutory Registers, will be made available for inspection by the Company on a request by a Member of the Company through email at ig-mcxccl@mcxccl.com.

15. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in respect of the Director seeking re-appointment at the AGM, forms integral part of this Notice.

16. The transcript of the Meeting will be made available on the website of the Company i.e. www.mcxccl.com.

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ADDITIONAL INFORMATION FORMING PART OF THE NOTICE

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

Name	Manoj Kumar Jain
DIN	09694205
Date of birth/Age	January 30, 1973/ 52 Years
Qualification	Master of Business Administration from Faculty of Management Studies, University of Delhi and Bachelor of Technology from NIT Kurukshetra.
Date of first appointment	January 18, 2024
Number of shares held in MCXCCL either by self or as a beneficial owner	One share jointly with Multi Commodity Exchange of India Limited (MCX)
Number of Meetings of the Board attended during the year	11
Other Directorships as on March 31, 2025	Countrywide Commodity Repository Limited (CCRL)
Names of the listed entities from which the Director has resigned in the past three years	Nil
Membership/ Chairmanship in Committees of other Companies as on March 31, 2025	• Member of Audit Committee of CCRL • Member of Risk Management Committee of CCRL • Member of Regulatory Oversight Committee of CCRL • Member of Business Sub- Committee of CCRL

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Brief Profile including experience, nature of expertise in specific functional areas	• Over 29 years of experience in securities markets covering regulatory affairs and policy making, capital market operations, business development, fund accounting operations and IT project management. • Currently serving as Chief Compliance Officer of MCX where he oversees SEBI Compliances, Investor Services and Grievances. • He has held various leadership positions in Companies like Axis Bank, IL&FS Securities, Perot Systems (now NTT Data), Wipro, MCX, ICRA and SEBI. • He is currently shareholder director in Countrywide Commodity Repository Limited. • His skill sets include Leadership, Legal & Regulatory practice and Corporate Governance, Capital/Commodity Market and Management/ Administration.
Terms and condition of re-appointment	Mr. Manoj Kumar Jain shall be liable to retire by rotation and the terms and conditions as mentioned under Companies Act, 2013, Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 and Listing Regulations shall be applicable to him.
Remuneration proposed to be paid	Mr. Manoj Kumar Jain has waived off his sitting fees/Remuneration for attending the Meetings of the Company.
Remuneration last drawn	Nil. Mr. Manoj Kumar Jain has waived off his sitting fees for attending the Meetings of the Company.
Relationship with other Directors, Manager and Other Key Managerial/Management Personnel of MCXCCL	None

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Explanatory Statement

Item No. 3:

To appoint Secretarial Auditors of the Company

The Board at its Meeting held on May 08, 2025, based on recommendation of the Audit Committee, approved the appointment of Mayekar & Associates, Practising Company Secretaries, a peer reviewed firm (Firm Registration Number P2005MH007400), as Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from FY 2025-26 to FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the Regulation 24A of the Listing Regulations, provisions of Section 204 of the Companies Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Mayekar & Associates is a well-known firm of Practising Company Secretaries founded in 1996 and is based in Mumbai. It has a diverse client base consisting of listed and unlisted Companies across various industries. The firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

Mayekar & Associates has a team of professionals focussed on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency. The firm has been the Secretarial Auditors of the Company from FY 2022-23 and as part of their Secretarial audit, it has demonstrated expertise and proficiency in handling Secretarial audits of the Company.

Mayekar & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the Listing Regulations. The services to be rendered by Mayekar & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed remuneration to be paid to the Secretarial Auditor for a term of five years is Rs. 10,50,000/-. The proposed remuneration to be paid to the Secretarial Auditor for FY 2025-26 is Rs. 1,80,000/-. The said remuneration excludes applicable taxes and out of pocket expenses.

In addition to the Secretarial audit, Mayekar & Associates shall provide such other services in the nature of certifications, Annual Secretarial Compliance Report, Certificate on Corporate Governance, Certificate of Non-Disqualification of Directors and MGT- 8 Certificate. The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the Members. None of the Directors and/or Key Managerial/Management Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 3 of this Notice.