MULTI COMMODITY EXCHANGE CLEARING CORPORATION LIMITED
Regd. Office: - Exchange Square, CTS 255, Suren Road, Chakala, Andheri (East), Mumbai – 400093
CIN: U74999MH2008PLC185349, email id: ig-mcxccl@mcxccl.com, Tel:+91-22-68646000/50956000

NOTICE is hereby given that the first **EXTRA ORDINARY GENERAL MEETING** of the Shareholders of Multi Commodity Exchange Clearing Corporation Limited ("MCXCCL") for the Financial Year 2025-26 will be held at Shorter Notice on **Monday, February 09, 2026** at **04:00 P.M.** (IST) through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM"), to transact the following business:

SPECIAL BUSINESS:

1. To approve increase in the Authorised Share Capital 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 Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, relevant rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force), applicable provisions of Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 and any other statute(s) as may be applicable, each as amended from time to time together with any rules, regulations, guidelines and circulations issued thereunder, in accordance with the provisions of the Memorandum and Articles of Association of the Company, approval of the Shareholders be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing 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 to Rs. 400,00,00,000 (Rupees Four Hundred Crore only) divided into 40,00,00,000 (Forty Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of an additional 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT Managing Director & CEO, Chief Financial Officer, Head-Legal, Chief Regulatory Officer and Company Secretary of the Company be and are hereby authorised jointly and/ or severally to file necessary application(s) with the regulatory authorities, to file necessary forms with the Registrar of Companies/Ministry of Corporate Affairs, as the case may be, to comply with all the requirements under the applicable laws in this regard, to publish necessary Gazette notifications for and in connection with the alteration of Memorandum of Association of the Company, to carry out the changes, if any, as may be suggested by SEBI/any other Regulator without requiring the Company to secure any further consent or approval of the Shareholders of the Company to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters and things (including taking steps to remove any difficulties that may arise during the implementation thereof) relating to the increase in Authorised Share Capital of the Company."

2. To approve alteration in 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 Sections 4, 13, 61, 64, other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including statutory modifications or reenactments thereof for the time being in force), applicable provisions of Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, 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), subject to approval of Securities and Exchange Board of India (SEBI) and such other statutory approvals / consents from competent authorities as may be deemed necessary, approval of the Shareholders be and is hereby accorded to alter the Memorandum of the Association of the Company by substituting the existing clause V (a) thereof by the following Clause V (a):

"V. (a). The Authorised Share Capital of the Company is Rs. 400,00,00,000 (Rupees Four Hundred Crore only) divided into 40,00,00,000 (Forty Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each."

RESOLVED FURTHER THAT Managing Director & CEO, Chief Financial Officer, Head-Legal, Chief Regulatory Officer and Company Secretary of the Company be and are hereby authorised jointly and/ or severally to file necessary application(s) with the regulatory authorities, to file necessary forms with the Registrar of Companies/Ministry of Corporate Affairs, as the case may be, to comply with all the requirements under the applicable laws in this regard, to publish necessary Gazette notifications in the official Gazette of India and the State of Maharashtra for and in connection with the alteration of Memorandum of Association of the Company, to carry out the changes, if any, as may be suggested by SEBI/any other Regulator without requiring the Company to secure any further consent or approval of the Shareholders of the Company to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters and things (including taking steps to remove any difficulties that may arise during the implementation thereof) relating to the alteration of Memorandum of Association of the Company."

3. To approve alteration in Articles 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 5, 14, other applicable provisions of the Companies Act, 2013, rules made thereunder (including statutory modifications or reenactments thereof for the time being in force), in accordance with the provisions of Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 and such applicable laws, Rules, Regulations and Guidelines, circulars, if any, as may be prescribed (including any amendment thereto or statutory modification (s) or re-enactment(s) thereof for the time being in force), subject to approval of Securities and Exchange Board of India (SEBI) and

such other statutory approvals from competent authorities as may be deemed necessary, approval of the Shareholders be and is hereby accorded to alter the Articles of Association of the Company by modifying Articles 138(a), 140(a), 160, 188(a), 192(e), 230, 231 and inserting new Article 150A to be read as under:

"138. CONSTITUTION OF THE BOARD

a. The number of Directors shall not be less than three or more than eleven, inclusive of Non-Independent Directors, Public Interest Directors, Executive Directors and the Managing Director. The number of Directors may be increased beyond eleven after passing a special resolution.

140. COMPOSITION OF THE GOVERNING BOARD

a. The Governing Board of the Company shall include: i. Non- Independent Directors, ii. Public Interest Directors, iii. Managing Director and iv. Executive Directors.

150A. EXECUTIVE DIRECTOR

a. The Company may appoint three Executive Directors as Key Management/Managerial Personnel who shall head Vertical 1 (Critical Operations), Vertical 2 (Regulatory, Compliance, Risk Management and Investor Grievances) and Vertical 3 (Other Functions) from time to time.

b. Terms, conditions, roles & responsibilities, conditions, process and manner of appointment etc., shall be as per SECC Regulations, 2018 (as amended from time to time) and any clarifications, circulars issued in that regard. The stature of Executive Directors shall be similar to that of the Managing Director.

160. DIRECTORS TO RETIRE ANNUALLY, HOW DETERMINED

At every Annual General Meeting of the Company other than the first Annual General Meeting, one-third of such of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office.

Provided that the Public Interest Director(s) nominated by SEBI, the Managing Director(s), Whole Time Director(s)/ Executive Director(s) shall not be liable to retire by rotation and shall not be counted for the purpose of determining the number of directors liable to retire by rotation.

188. APPOINTMENT AND REMOVAL OF KEY MANAGERIAL PERSONNEL/ KEY MANAGEMENT PERSONNEL

a. Subject to the provisions of the Act, SECC Regulations, directions and guidelines of SEBI, a Managing Director, a joint Managing Director, a deputy Managing Director, a Whole Time Director/ Executive Director, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Department or any other officer as may be identified by the Board of Directors to be the Key Managerial Personnel/ Key Management Personnel for such term, at such remuneration and upon such conditions as it may think fit.

192. COMPENSATION OF KEY MANAGEMENT PERSONNEL/ KEY MANAGERIAL PERSONNEL

e. The compensation payable to the Managing Director and Executive Director(s) shall be as approved by the Board (SEBI) and the terms and conditions of the compensation of the Managing Director and Executive Director(s) shall not be changed without prior approval of the Board (SEBI).

230. INDEMNITY TO DIRECTORS AND OTHERS

The Board of Directors, Managing Director, Executive Director(s), Managers, Secretary and other Officers or other employees for the time being of the Company, Auditor and the trustee, if any, for the time being acting in relation to any of the affairs of the Company, and every one of them and every one of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damage, and expenses which they or any of them, or their executors or administrators shall or may incur or sustain by reason of any act done, occurred in or omitted in or about the execution of their duty, or supposed duty, their respective offices or trusts, except such, if any, as they shall incur or sustain through or by their own willful neglect or default respectively.

231. INDEMNITY AGAINST LIABILITY INCURRED IN DEFENDING ETC. CIVIL OR CRIMINAL ACTIONS

Every Director, Managing Director, Executive Director(s), Manager, Secretary or other Officer or employee of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in their or his favour or in which they or he is acquitted or in connection with any application under Section 463 of the Act in which relief is given to him by the Court.

RESOLVED FURTHER THAT Managing Director & CEO, Head-Legal, Chief Regulatory Officer and Company Secretary of the Company, be and are hereby jointly and/or severally authorised to file necessary application(s) with the regulatory authorities, to file necessary forms with the Registrar of Companies/Ministry of Corporate Affairs, as the case may be, to comply with all the requirements under the applicable laws in this regard, to publish necessary Gazette notifications in the official Gazette of India and the State of Maharashtra for and in connection with the alteration of Articles of Association of the Company, to carry out the changes, if any, as may be suggested by SEBI/any other Regulator without requiring the Company to secure any further consent or approval of the Shareholders of the Company to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters and things (including taking steps to remove any difficulties that may arise during the implementation thereof) relating to the alteration of Articles of Association of the Company."

4. **To consider and approve the appointment of Mr. Rishi Nathany (DIN: 00999139) as the Managing Director & Chief Executive Officer of the Company along with the Remuneration payable to him and in this regard 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 Sections 152, 196, 197, 203 read with Schedule V, other applicable provisions, if any, of the Companies Act, 2013 (including amendments, modifications, variations or re-enactments thereof) including circulars, letters, notifications issued thereunder, relevant provisions of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 including amendments, modifications, variations or re-enactments thereof, circulars, letters, notifications issued thereunder ("SECC Regulations, 2018"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including amendments, modifications, variations or re-enactments thereof) including circulars, letters, notifications issued thereunder, relevant provisions of the Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, the approval of Board of Directors and pursuant to the approval of Securities and Exchange Board of India ("SEBI"), approval of the Shareholders of the Company be and is hereby accorded for appointment of Mr. Rishi Nathany (DIN: 00999139) as the Managing Director & Chief Executive Officer ("MD & CEO") of Multi Commodity Exchange Clearing Corporation Limited ("MCXCCL/ Clearing Corporation") for a period of 5 (five) years effective from April 01, 2026 or the date of his joining MCXCCL, whichever is later;

RESOLVED FURTHER THAT Mr. Rishi Nathany (DIN: 00999139) shall not be liable to retire by rotation as a Director during his tenure as MD & CEO of the Company;

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 read with Schedule V, other applicable provisions of the Companies Act, 2013 and the SECC Regulations, 2018, pursuant to recommendation of Nomination and Remuneration Committee, approval of Board of Directors of the Company and approval of SEBI, the approval of the Shareholders be and is hereby accorded for payment of remuneration as detailed below to Mr. Rishi Nathany (DIN: 00999139):

Sr. No.	Components	Particulars
1.	Salary and Allowance forming part of total Gross Annual Remuneration. (Fixed Pay*)	Gross Remuneration of Rs. 1.90 Crore (Rupees One Crore Ninety Lakh) per annum payable in monthly equated instalments, with annual increment(s) in terms of Company's philosophy, as may be recommended by the Nomination and Remuneration Committee and approved by Board of Directors/ Governing Board based on the performance of Mr. Rishi Nathany and that of the Company, subject to prior approval of SEBI.
2.	Annual Variable Bonus/ Performance based Variable Pay	In addition to above, as may be determined and recommended by the Nomination and Remuneration

Sr. No.	Components	Particulars
		Committee in accordance with Company's policy and approved by the Governing Board: Variable Pay shall be within a range of 25% to 50% of Total Pay in accordance with SECC Regulations, 2018, subject to the proviso that: a) 50% of such Variable Pay shall be paid after approval of the audited annual accounts by the Governing Board and b) the balance 50% of Variable Pay shall be paid on a deferred basis after three years. The range of percentage of Variable Pay can be varied, modified and altered by the Governing Board from time to time in order to give effect to the various statutory/ regulatory norms. In the first year of appointment in the Company/ MCXCCL, Mr. Rishi Nathany to be paid Variable Pay for FY 2025-26, in case his Variable Pay for Financial Year 2025-26 is not paid by his current employer. The entire Variable Pay is subject to the provisions of 'Malus' and 'Clawback', as per the provisions of SECC Regulations, 2018 and/or Nomination and Remuneration policy of the Company.
3.	Total Pay (1+2) = 3	Total Pay is the sum of Fixed Pay and Variable Pay
4.	Company Car facility not included in Fixed Pay	• Company shall provide a car costing upto Rs. 25 Lakh (Rupees Twenty Five Lakh). • Chauffeur shall be provided by the Company. • Fuel reimbursement up to 200 (Two Hundred) litres per month. • Insurance, repairs and maintenance cost of the car shall be borne by the Company. The operating terms and conditions shall be as per Rules/Policy of the Company.
5.	Other benefits:	
a.	Earned/privilege leave	As per Rules/Policy of the Company
b.	Personal Accident, Medical and Directors & Officers Liability Insurance	As per Rules/Policy of the Company. It shall be covered under the policy availed by the Company or its Holding Company

Sr. No.	Components	Particulars
c.	Encashment of leave	As per Rules/Policy of the Company.
d.	Gratuity	As per Rules/Policy of the Company
e.	Grant of options and any other equity linked instruments/benefits under the Employees Stock Option Plan of the Company and/or its holding/subsidiary Company.	MD & CEO shall not be entitled for these benefits
f.	Any other benefit, amenity, privilege not mentioned above but provided by the Company to its employees as per the Nomination and Remuneration Policy, HR Manual for employees and Rules of the Company or in pursuance to any change in law are also applicable to MD & CEO.	
g.	All monetary payments not in the nature of reimbursement of expenses are subject to deduction of tax at source and other statutory deductions like provident fund on basic salary, tax on employment etc.	

*Fixed Pay includes Basic Salary, Special Allowance, House Rent Allowance, Leave Travel Allowance, Provident Fund, Telephone Reimbursement and any other components as may be added and removed from time to time by the Company.

RESOLVED FURTHER THAT any other payments which the Nomination and Remuneration Committee and/ or Governing Board may decide to pay to the employees including Directors in such manner and for such purpose as may be decided by the Nomination and Remuneration Committee and/or Governing Board be paid, provided that such other payments payable to MD & CEO together with salary and other emoluments or its structure shall be as specified under the Companies Act, 2013, applicable SEBI Regulations including any amendment thereto or re-enactment thereof and will be subject to approval of Shareholders.

RESOLVED FURTHER THAT notwithstanding the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013, where in any Financial Year, during the tenure of Mr. Rishi Nathany (DIN: 00999139) as MD & CEO, even if the Company has no profits or its profits are inadequate, the Company shall pay above mentioned remuneration to him.

RESOLVED FURTHER THAT pursuant to provisions of Section 197 of the Companies Act, 2013, the above mentioned remuneration be paid to Mr. Rishi Nathany (DIN: 00999139) during his tenure as MD & CEO, even if it may exceed five per cent of the net profits of the Company**.**

RESOLVED FURTHER THAT Mr. Rishi Nathany (DIN: 00999139) shall perform such duties and responsibilities as may be delegated to him by the Governing Board from time to time and as may be prescribed in the employment contract including giving effect to the directions, guidelines, circulars and other orders issued by SEBI, adhere to and ensure compliance with the applicable Laws, Rules, Regulations and also the Rules, Regulations, Byelaws, Business rules, Memorandum and Articles of Association of the Clearing Corporation.

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RESOLVED FURTHER THAT pursuant to Section 203 of the Companies Act, 2013 and applicable provisions of SECC Regulations, 2018, Mr. Rishi Nathany (DIN: 00999139) be and is hereby appointed as a whole-time Key Managerial Personnel and Key Management Personnel respectively with effect from April 01, 2026 or the date of his joining MCXCCL, whichever is later.

RESOLVED FURTHER THAT any one of the Directors, Head-Human Resources and the Company Secretary of the Company be and are hereby jointly and/ or severally authorised to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution, execute all such agreements including employment contract, documents in this regard and file requisite forms with SEBI, Registrar of Companies and any other regulatory authority."

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

Mandar Kulkarni
Company Secretary
Membership No.: A20130

Date: February 04, 2026
Place: Mumbai

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NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 03/2025 dated September 22, 2025, has permitted Companies to conduct their Annual General Meetings ("AGMs") and Extra Ordinary General Meetings ("EGMs") 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, without the physical presence of members at a common venue. Accordingly, 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 businesses under Item No. 1 to 4 of the Notice is annexed hereto.

3. Pursuant to the provisions of the Companies Act, 2013, 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 authorising 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. 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. <u>Joining through Desktop/ Laptop/Mac</u>:

   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:
   i. Tap 'Join a Meeting' if you want to join without signing in.
   ii. Sign in to Zoom then tap to 'Join' tab
c) Enter the meeting ID and your display name.
   i. If you are signed in, change your name if you don't want your default name to appear.
   ii. 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 EGM 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 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.

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

12. If a poll is ordered to be taken by the Chairperson 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.

13. 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.

14. 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.

Item Nos. 1 & 2:

The present Authorised 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. The present Subscribed and Paid-up Share Capital of the Company is Rs. 239,98,50,000/- (Rupees Two Hundred Thirty Nine Crore Ninety Eight Lakh Fifty Thousand), divided into 23,99,85,000 (Twenty Three Crore Ninety Nine Lakh Eighty Five Thousand) Equity Shares of Rs. 10/- each.

In terms of SEBI requirements, the Company, being SEBI recognised Clearing Corporation, needs to maintain at all times, sufficient Minimum Required Corpus (MRC) and Core Settlement Guarantee Fund (SGF). It is expected that the MRC is expected to increase in near future due to various factors and accordingly, the Company would be required to contribute to the MRC from time to time. At present, the difference between the Paid-up Share Capital and Authorised Share Capital is only around Rs. 60 Crore and for further contribution, the Authorised capital needs to be increased.

The said proposed increase in Authorised Share Capital requires approval of Shareholders in General Meeting. Consequent to increase in Authorised Share Capital, the Memorandum of Association of the Company will require alteration so as to reflect the increased Authorised Share Capital.

The Board of Directors of the Company at its Meeting held on February 4, 2026 has approved the said increase in Authorised Share Capital and alteration of Capital Clause of Memorandum of Association (MOA). After Shareholders approval, the MOA would be published in the Gazette of India and Maharashtra for public comments and thereafter to SEBI for its approval. After the SEBI approval, the MOA (amended part including any changes, if any, suggested by SEBI therein) would be again published in Gazette of India and Maharashtra.

The Shareholders are requested to consider the aforesaid and approve increase in Authorised Share Capital of the Company by Rs. 100 Crore to Rs. 400 Crore and alteration of the Capital Clause of the MOA of the Company. The revised clause be read as under:

“V. (a). The Authorised Share Capital of the Company is Rs. 400,00,00,000 (Rupees Four Hundred Crore only) divided into 40,00,00,000 (Forty Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each.”

Copies of the resolution passed by the Board of Directors at its Meeting held on February 4, 2026, Memorandum of Association are available for inspection at the Registered office of the Company.

The Board of Directors of the Company at their Meeting held on February 4, 2026 have approved increase in the Authorised Share Capital to Rs. 400 Crore. The Board of Directors recommend the Special Resolutions set out in Item Nos. 1 & 2 of the Notice for approval of Shareholders.

None of the Directors, Key Management/ Managerial Personnel (and their relatives) of the Company, are in any way concerned or interested (financially or otherwise) in the passing of the resolutions set out in Item Nos. 1 & 2 of the Notice.

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Item No. 3:

SEBI vide its notification dated November 21, 2025 inserted new Regulation 25A in Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ("SECC Regulations, 2018") which states as follows:

*"*Appointment of executive director (ED)

1. Every recognised stock exchange and recognised clearing corporation shall appoint two executive directors as key management personnel who shall head Vertical 1 and Vertical 2 respectively and the recognised stock exchange or recognised clearing corporation may, at its discretion appoint an executive director to head Vertical 3, as referred to in Part C of Schedule II of these regulations.

2. The stature of executive directors shall be similar to that of the managing director.

3. The process of appointment, renewal of appointment and termination of services of the executive directors shall be similar to that of the managing director as referred to in sub regulations (1), (2), clauses (a) and (b) of (4), (5) and (6) of Regulation 25 of these regulations and subject to prior approval of the Board.

4. The tenure and maximum age limit of the executive directors shall be similar to that of the managing director as referred to in sub-regulation (3) of Regulation 25 of these regulations.

5. The executive director of a recognised stock exchange or a recognised clearing corporation shall not serve on the board of any other company:

   Provided that the executive director of a recognised stock exchange or a recognised clearing corporation may, with the prior approval of the governing board of the recognised stock exchange or the recognised clearing corporation, be appointed on the board of a subsidiary of a recognised stock exchange or a recognised clearing corporation.

6. The roles and responsibilities of executive directors of Vertical 1 and Vertical 2 shall include the following:

   a) management of whole of the affairs of their respective verticals;

   b) ensure that the functions under their respective verticals of the recognised stock exchange or the recognised clearing corporation are operating in the interest of the securities market and are guided by public interest, without having any revenue oriented objectives;

   c) the executive director of Vertical 1 shall be responsible to ensure that adequate infrastructure and systems are in place for efficient functioning of the recognised stock exchange or the recognised clearing corporation; and

d) the executive director of Vertical 2 shall be responsible for the overall risk management of the recognised stock exchange or the recognised clearing corporation.”

Accordingly, the Articles of Association have to be altered by including the provisions relating to EDs.

Further, as per the current provisions of the Articles of Association of the Company, the maximum number of Directors that can be on the Board is 8 (eight). Current composition of Governing Board of MCXCCL consists of seven (7) Directors which includes four (4) Public Interest Directors (PIDs), two (2) Non-Independent Directors (NIDs) and one (1) Managing Director (MD).

With induction of Two or Three EDs on the Governing Board/ Board of the Company in near future, the maximum number of Directors that will be on the Board would be more than 8. Additionally, as per SECC Regulations, 2018, since EDs would be of comparable stature that of MD and MD being included in the category of NID, the number of NIDs would be more than the number of PIDs, which is currently four. As per the provisions of SECC Regulations, 2018, the number of PIDs shall not be less than the number of NIDs on the Governing Board of recognised Clearing Corporation. Due to the same, additional PID(s) may have to be inducted on the Governing Board. Accordingly, it is proposed to increase the maximum number of Directors that can be on the Governing Board from 8 to 11.

In view of the above, approval of the Shareholders is requested for alteration of the Article 138(a), 140(a), 160, 188(a), 192(e), 230, 231 and inserting new Article 150A of the Articles of Association of the Company. The revised clauses be read as under:

Existing Article	**Proposed Article**
138. CONSTITUTION OF THE BOARD a. The number of Directors shall not be less than three or more than eight, inclusive of Non-Independent Directors, Public Interest Directors and the Managing Director. The number of Directors may be increased beyond eight after passing a special resolution.	**138. CONSTITUTION OF THE BOARD** a. The number of Directors shall not be less than three or more than eleven, inclusive of Non-Independent Directors, Public Interest Directors, Executive Directors and the Managing Director. The number of Directors may be increased beyond eleven after passing a special resolution.
140. COMPOSITION OF THE GOVERNING BOARD a. The governing board of the Company shall include: i. non- independent directors, ii. public interest directors, and iii. managing director	**140. COMPOSITION OF THE GOVERNING BOARD** a. The Governing Board of the Company shall include: i. Non- Independent Directors, ii. Public Interest Directors, iii. Managing Director and iv. Executive Directors.
N.A.	**150A. EXECUTIVE DIRECTOR** a. The Company may appoint three Executive

Existing Article	Proposed Article
	Directors as Key Management/Managerial Personnel who shall head Vertical 1 (Critical Operations), Vertical 2 (Regulatory, Compliance, Risk Management and Investor Grievances) and Vertical 3 (Other Functions) from time to time. b. Terms, conditions, roles & responsibilities, conditions, process and manner of appointment etc., shall be as per SECC Regulations, 2018 (as amended from time to time) and any clarifications, circulars issued in that regard. The stature of Executive Directors shall be similar to that of the Managing Director.
160. DIRECTORS TO RETIRE ANNUALLY, HOW DETERMINED At every Annual General Meeting of the Company other than the first Annual General Meeting, one-third of such of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office. Provided that the Public Interest Director(s) nominated by SEBI, the Managing Director(s), and Whole Time Director(s), if any, shall not be liable to retirement by rotation and shall not be counted for the purpose of determining the number of directors liable to retire by rotation.	**160. DIRECTORS TO RETIRE ANNUALLY, HOW DETERMINED** At every Annual General Meeting of the Company other than the first Annual General Meeting, one-third of such of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office. Provided that the Public Interest Director(s) nominated by SEBI, the Managing Director(s), Whole Time Director(s)/ Executive Director(s) shall not be liable to retire by rotation and shall not be counted for the purpose of determining the number of directors liable to retire by rotation.
188 APPOINTMENT AND REMOVAL OF KEY MANAGERIAL PERSONNEL a. Subject to the provisions of the Act, SECC Regulations, directions and guidelines of SEBI, a managing director, a joint managing director, a deputy managing director, a whole time director, chief executive officer, company secretary, chief financial officer, Head of Department or any other officer as	**188. APPOINTMENT AND REMOVAL OF KEY MANAGERIAL PERSONNEL/KEY MANAGEMENT PERSONNEL** a. Subject to the provisions of the Act, SECC Regulations, directions and guidelines of SEBI, a Managing Director, a joint Managing Director, a deputy Managing Director, a Whole Time Director/ Executive Director, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Department or any other officer

Existing Article	Proposed Article
may be identified by the Board of Directors to be the key managerial personnel for such term, at such remuneration and upon such conditions as it may think fit.	as may be identified by the Board of Directors to be the Key Managerial Personnel/ Key Management Personnel for such term, at such remuneration and upon such conditions as it may think fit.
192 COMPENSATION OF KEY MANAGEMENT PERSONNEL e. The compensation payable to the managing director shall be as approved by the Board (SEBI) and the terms and conditions of the compensation of the managing director shall not be changed without prior approval of the Board (SEBI).	**192. COMPENSATION OF KEY MANAGEMENT PERSONNEL/ KEY MANAGERIAL PERSONNEL** e. The compensation payable to the Managing Director and Executive Director(s) shall be as approved by the Board (SEBI) and the terms and conditions of the compensation of the Managing Director and Executive Director(s) shall not be changed without prior approval of the Board (SEBI).
230. INDEMNITY TO DIRECTORS AND OTHERS The Board of Directors, Managing Director, Managers, Secretary and other Officers or other employees for the time being of the Company, Auditor and the trustee, if any, for the time being acting in relation to any of the affairs of the Company, and every one of them and every one of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damage, and expenses which they or any of them, or their executors or administrators shall or may incur or sustain by reason of any act done, occurred in or omitted in or about the execution of their duty, or supposed duty, their respective offices or trusts, except such, if any, as they shall incur or sustain through or by their own willful neglect or default respectively.	**230. INDEMNITY TO DIRECTORS AND OTHERS** The Board of Directors, Managing Director, Executive Director(s), Managers, Secretary and other Officers or other employees for the time being of the Company, Auditor and the trustee, if any, for the time being acting in relation to any of the affairs of the Company, and every one of them and every one of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damage, and expenses which they or any of them, or their executors or administrators shall or may incur or sustain by reason of any act done, occurred in or omitted in or about the execution of their duty, or supposed duty, their respective offices or trusts, except such, if any, as they shall incur or sustain through or by their own willful neglect or default respectively.

Existing Article	Proposed Article
231. INDEMNITY AGAINST LIABILITY INCURRED IN DEFENDING ETC. CIVIL OR CRIMINAL ACTIONS Every Director, Managing Director, Manager, Secretary or other Officer or employee of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in their or his favour or in which they or he is acquitted or in connection with any application under Section 463 of the Act in which relief is given to him by the Court.	**231. INDEMNITY AGAINST LIABILITY INCURRED IN DEFENDING ETC. CIVIL OR CRIMINAL ACTIONS** Every Director, Managing Director, Executive Director(s), Manager, Secretary or other Officer or employee of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in their or his favour or in which they or he is acquitted or in connection with any application under Section 463 of the Act in which relief is given to him by the Court.

The Board of Directors of the Company at their Meeting held on February 4, 2026 have approved alteration of Articles of Association of the Company. The Board recommends the Special Resolution set out in Item No. 3 of the Notice for approval of Shareholders.

Copies of the resolution passed by the Board of Directors at its Meeting held on February 4, 2026, the Articles of Association are available for inspection at the Registered office of the Company.

None of the Directors, Key Management/ Managerial Personnel (and their relatives) of the Company, are in any way concerned or interested (financially or otherwise) in the passing of the resolutions set out in Item Nos. 3 of the Notice.

Item No. 4:

The second term of existing MD & CEO viz. Mr. Narendra Kumar Ahlawat ends on March 31, 2026. Accordingly, the process of appointment of new MD & CEO of MCXCCL was initiated as per the provisions of SECC Regulations, 2018 including amendments, circulars, letters and notifications issued thereunder. Accordingly, an open advertisement inviting application for the post of MD & CEO was published on August 26, 2025 in a national daily and the selection process was thereafter followed wherein an Independent External Person/ Professional was inducted in the Nomination and Remuneration Committee and further, Executive Search Agency was also appointed for MD & CEO search mandate. Thereafter, Nomination and Remuneration Committee and Board of Directors in their Meetings held on November 8, 2025, recommended names of two candidates, without any order of preference, to SEBI for its approval of one of them for the post of MD & CEO of MCXCCL for a period of five years effective from April 01, 2026 or from the day either of them assumes office, whichever is later.

Accordingly, an application was submitted to SEBI, seeking its approval for appointment of one candidate between the said two candidates as MD & CEO of MCXCCL along with the remuneration to be paid to the SEBI approved candidate.

SEBI vide its letter dated January 07, 2026 approved the appointment of Mr. Rishi Nathany (DIN: 00999139) as MD & CEO of MCXCCL, for a period of five years effective from April 01, 2026 or the date of his joining MCXCCL, whichever is later, along with the remuneration to be paid to him.

The Board of Directors at their Meeting held on February 4, 2026 have approved the appointment of Mr. Rishi Nathany (DIN: 00999139) as MD & CEO of MCXCCL for the period of 5 years effective from April 01, 2026 or the date of his joining MCXCCL, whichever is later, along with the remuneration to be paid to him.

Pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, SECC Regulations, 2018 and circulars/ letters etc. issued thereunder, the appointment and remuneration of Mr. Nathany as MD & CEO shall be subject to the approval of Shareholders in the General Meeting.

The terms and conditions of his appointment including remuneration form part of the resolution no. 4. The components of the remuneration are detailed below:

Sr. No.	Components	Particulars
1.	Salary and Allowance forming part of total Gross Annual Remuneration. (Fixed Pay*)	Gross Remuneration of Rs. 1.90 Crore (Rupees One Crore Ninety Lakh) per annum payable in monthly equated instalments, with annual increment(s) in terms of Company's philosophy, as may be recommended by the Nomination and Remuneration Committee and approved by Board of Directors/ Governing Board based on the performance of Mr. Rishi Nathany and that of the Company, subject to prior approval of SEBI.
2.	Annual Variable Bonus/ Performance based Variable Pay	In addition to above, as may be determined and recommended by the Nomination and Remuneration Committee in accordance with Company's policy and approved by the Governing Board: Variable Pay shall be within a range of 25% to 50% of Total Pay in accordance with SECC Regulations, 2018, subject to the proviso that: a) 50% of such Variable Pay shall be paid after approval of the audited annual accounts by the Governing Board and b) the balance 50% of Variable Pay shall be paid on a deferred basis after three years.

Sr. No.	Components	Particulars
		The range of percentage of Variable Pay can be varied, modified and altered by the Governing Board from time to time in order to give effect to the various statutory/ regulatory norms. In the first year of appointment in the Company/ MCXCCL, Mr. Rishi Nathany to be paid Variable Pay for FY 2025-26, in case his Variable Pay for Financial Year 2025-26 is not paid by his current employer. The entire Variable Pay is subject to the provisions of 'Malus' and 'Clawback', as per the provisions of SECC Regulations, 2018 and/or Nomination and Remuneration policy of the Company.
3.	Total Pay (1+2) = 3	Total Pay is the sum of Fixed Pay and Variable Pay
4.	Company Car facility not included in Fixed Pay	• Company shall provide a car costing upto Rs. 25 Lakh (Rupees Twenty Five Lakh). • Chauffeur shall be provided by the Company. • Fuel reimbursement up to 200 (Two Hundred) litres per month. • Insurance, repairs and maintenance cost of the car shall be borne by the Company. The operating terms and conditions shall be as per Rules/Policy of the Company.
5.	Other benefits:	
a.	Earned/privilege leave	As per Rules/Policy of the Company
b.	Personal Accident, Medical and Directors & Officers Liability Insurance	As per Rules/Policy of the Company. It shall be covered under the policy availed by the Company or its Holding Company
c.	Encashment of leave	As per Rules/Policy of the Company.
d.	Gratuity	As per Rules/Policy of the Company
e.	Grant of options and any other equity linked instruments/benefits under the Employees Stock Option Plan of the Company and/or its holding/subsidiary Company.	MD & CEO shall not be entitled for these benefits
f.	Any other benefit, amenity, privilege not mentioned above but provided by the Company to its employees as per the Nomination and Remuneration Policy, HR Manual for employees	

Sr. No.	Components	Particulars
	and Rules of the Company or in pursuance to any change in law are also applicable to MD & CEO.	
g.	All monetary payments not in the nature of reimbursement of expenses are subject to deduction of tax at source and other statutory deductions like provident fund on basic salary, tax on employment etc.	

*Fixed Pay includes Basic Salary, Special Allowance, House Rent Allowance, Leave Travel Allowance, Provident Fund, Telephone Reimbursement and any other components as may be added and removed from time to time by the Company.

No sitting fees shall be payable to Mr. Rishi Nathany during his tenure as MD & CEO.

Information about Mr. Nathany and his expertise:

- Mr. Rishi Nathany has over 25 years of rich & diverse experience and deep functional knowledge in CXO roles across Commodity and Capital Markets with a record of transforming, scaling and profitably running businesses, both as a professional and an entrepreneur, utilising an excellent knowledge of products, operations, technology, risk and compliance.
- Formulating business strategies and driving execution aligned with corporate values, mission and objectives while ensuring full regulatory compliance, adherence to highest levels of integrity, ethics and governance standards.
- Exceeded revenue targets through enhanced product penetration, strategic partnerships while ensuring proper budgetary discipline.
- Resolving complex issues through strategic thinking and efficient execution.
- Partnering with top leadership and cross-functional teams across major technology, business, and regulatory transitions.
- Building high-performance, client-centric teams and fostering employee as well as ensuring customer satisfaction.
- Currently, Mr. Nathany is Chief Business Officer of Multi Commodity Exchange of India Limited (MCX), wherein he is responsible for leading the business development, data sales, financial institutions group, marketing communications, index products and customer support & quality verticals, etc.
- Prior to joining the MCX, he was associated with National Commodity and Derivatives Exchange Limited (NCDEX) as a Chief – Financial Segment and Dalmia Securities Private Limited as CEO.
- Possessing expertise in the field of Management and Administration, Capital/Commodity markets, Finance and Accountancy, Technology, Legal and Regulatory practices, Strategy etc.

The Company has obtained confirmation from Mr. Rishi Nathany of him being 'fit and proper person' for being appointed as MD & CEO of the Company, along with the required consent, disclosures, declarations, etc.

MULTI COMMODITY EXCHANGE CLEARING CORPORATION LIMITED
Regd. Office: - Exchange Square, CTS 255, Suren Road, Chakala, Andheri (East), Mumbai – 400093
CIN: U74999MH2008PLC185349, email id: ig-mcxccl@mcxccl.com, Tel:+91-22-68646000/50956000

Copies of the resolution passed by the Board of Directors at its Meeting held on February 4, 2026, SEBI approval relating to the appointment of Mr. Nathany, the employment contract of Mr. Nathany are available for inspection at the Registered office of the Company.

The Board of Directors recommend the resolution set forth in Item No. 4 for approval of the Shareholders as Special resolution.

Mr. Rishi Nathany and his relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice. None of the Directors and Key Managerial/Management Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

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

Mandar Kulkarni
Company Secretary
Membership No.: A20130

Date: February 04, 2026
Place: Mumbai

MULTI COMMODITY EXCHANGE CLEARING CORPORATION LIMITED
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Disclosure relating to Directors pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India regarding appointment/ re-appointment of Directors:

Name of Director	Mr. Rishi Nathany
Category	MD & CEO
Date of Birth / Age	December 24, 1973 / 52 Years
DIN	00999139
Qualifications	Bachelor's Degree in Commerce and Post Graduate program in Management
Brief Resume /Expertise/ Experience	Mr. Rishi Nathany has over 25 years of rich & diverse experience and deep functional knowledge in CXO roles across Commodity and Capital Markets with a record of transforming, scaling and profitably running businesses, both as a professional and an entrepreneur, utilising an excellent knowledge of products, operations, technology, risk and compliance. Currently, he is Chief Business Officer of MCX, wherein he is responsible for leading the business development, data sales, financial institutions group, marketing communications, index products and customer support & quality verticals, etc. In the past, he was associated with NCDEX as a Chief – Financial Segment and Dalmia Securities Private Limited as CEO.
The Terms and Conditions relating to his appointment and re-appointment	Appointment is for a period of five years effective from April 01, 2026 or the date of his joining MCXCCL, whichever is later. Other details form part of the explanatory Statement of Item No. 4.
Skill sets/Expertise	Management and Administration, Capital/Commodity markets, Finance and Accountancy, Technology, Legal and Regulatory practices, Strategy
Date of his first appointment on the Board	Not Applicable
Remuneration drawn and proposed to be paid, if any	As provided in the resolution set out at Item No. 4 of the notice and explanatory Statement of Item No. 4 annexed to the notice.

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Shareholding in the Company	One Equity Share held jointly with MCX
Relationship with other Directors, Manager and other Key Managerial/Management Personnel of the company	None
Number of Meetings of the Board attended during the year	Not Applicable
List of other directorships held	None
Membership/ Chairmanship of Committees of other Boards	None

Note: Details provided as on November 15, 2025.

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

Mandar Kulkarni
Company Secretary
Membership No.: A20130

Date: February 04, 2026
Place: Mumbai