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 Wednesday, May 9, 2018 at 10.30 am 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. **Alteration to Objects 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 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012, 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 in accordance with the directions of SEBI vide its letter no. SEBI/HO/CDMRD/DEA/OW/P/2018/013232/1 dated May 03, 2018 and their email dated May 04, 2018, 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 the proposed alterations in such clauses of the objects clause of Memorandum of Association of the Company, details of which are more particularly provided in the Explanatory Statement annexed to this notice to the Members for convening this Extra-Ordinary General meeting, and adoption of the altered Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or such other persons as may be authorised by the Board be and are hereby authorised to publish necessary Gazette notifications, if so required under the applicable laws, for and in connection with the aforesaid Alterations to the Memorandum of Association of the Company, to file necessary forms with the Registrar of Companies, to comply with all other requirements under the applicable laws in this regard and do all such acts, deeds, matters and thing relating to the aforesaid alterations to the Memorandum of Association of the Company."

2. **Alteration to the 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 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation)

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(Stock Exchanges and Clearing Corporations) Regulations, 2012, 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 in accordance with the directions of SEBI vide its letter no. SEBI/HO/CDMRD/DEA/OW/P/2018/013232/1 dated May 03, 2018 and their email dated May 04, 2018, 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 the proposed alterations in such clauses of the Articles of Association of the Company, details of which are more particularly provided in the Explanatory Statement annexed to this notice to the Members for calling this Extra-Ordinary General meeting, and adoption of the altered Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or such other persons as may be authorised by the Board be and are hereby authorised to publish necessary Gazette notifications, if so required under the applicable laws, for and in connection with the aforesaid Alterations to the Articles of Association of the Company, to file necessary forms with the Registrar of Companies, to comply with all other requirements under the applicable laws in this regard and do all such acts, deeds, matters and thing relating to the aforesaid alterations to the Articles of Association of the Company."

Date: May 04, **2018**

Mumbai

By Order of Board of Directors

Multi Commodity Exchange Clearing Corporation Limited

N. Kumar

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 not less than 95% of the members entitled 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. and 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.mcxindia.com/about-us/about-mcxccl
8. The route map showing directions to reach the venue of the AGM 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 MAY 04, 2018.

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

ITEM NO. 1 & 2

ALTERATION TO THE OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AND ARTICLES OF ASSOCIATION OF THE COMPANY

Your Company received its in-principle approval from Securities and Exchange Board of India (SEBI), the sectoral regulator, to act as a Clearing Corporation in July, 2017. As a condition precedent to the final recognition, SEBI vide its letter no. SEBI/HO/CDMRD/DEA/OW/P/2018/013232/1 dated May 03, 2018 and their email dated May 04, 2018, has approved the Memorandum of Association and Articles of Association of the Company, under Section 4 of Securities Contracts (Regulation) Act, 1956 subject to certain changes as mentioned in the aforesaid letter and email. In view of the direction of SEBI, your Company proposes to alter its Memorandum of Association and Articles of Association.

The proposed alterations to the objects clause of the Memorandum of Association along with the present clause is given as follows:

Relevant extract of the present clause in Memorandum of Association	**Proposed alteration in the Memorandum of Association**
1. To facilitate, set up and carry on the business of clearing and settlement of trades in shares, stock, debentures, bonds, units, deposit certificates, notes, warrants and securities of all kinds including securities defined under Securities Contracts (Regulation) Act, 1956, commodity and commodity derivatives, currencies, forex instruments and instruments underlying any other asset classes and all other instruments of any kind traded, in electronic and/or in physical form, and to ensure completion and guarantee of settlement and to facilitate, promote, assist, regulate and manage dealings	1. To facilitate, set up and carry on the business of clearing and settlement of trades in securities defined under Securities Contracts (Regulation) Act, 1956 in electronic and/or in physical form, and to ensure completion and guarantee of settlement and to facilitate, promote, assist, regulate and manage dealings in securities.

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in securities, commodities, currencies and all other types, nature and kinds of instruments in India and/or in any country/geography(ies) outside India.	
To initiate, facilitate, promote, assist, undertake and manage all activities in relation to stock exchanges, commodity exchanges, commodity derivatives exchanges, money markets, financial markets, commodity markets, securities markets, currencies, warehousing, risk management, custodial and depository services including but not limited to taking measures for ensuring greater liquidity, facilitating intra and inter market dealings, and generally to facilitate clearing and settlement of transactions insecurities, commodities and instruments of all kinds in India and/or in any country / geography(ies) outside India.	2. To initiate, facilitate, promote, assist, undertake and manage all activities in relation to stock exchanges, money markets, financial markets, commodity markets, securities markets, currencies, warehousing, risk management, custodial and depository services including but not limited to taking measures for ensuring greater liquidity, facilitating intra and inter market dealings, and generally to facilitate clearing and settlement of transactions in securities in India.
9. To act as a custodian or depositary of securities and instruments of all kinds including derivatives thereof, by itself or in association with or through any other company or person or department of the Government or authority for purposes of storage, in any form gratuitously or otherwise, letting on hire and otherwise disposing off safes, strong rooms, vaults, tanks, wells, and other receptacles for storage and safe keeping of money, securities, goods and commodities, either in physical form or represented by instruments and documents or title to goods, commodities, securities and other products.	9. To act as a custodian or depositary of securities including derivatives thereof, by itself or in association with or through any other company or person or department of the Government or authority for purposes of storage, in any form gratuitously or otherwise, letting on hire and otherwise disposing off safes, strong rooms, vaults, tanks, wells, and other receptacles for storage and safe keeping of money, securities, goods and commodities, either in physical form or represented by instruments and documents or title to goods, commodities, securities and other products.

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The proposed alterations to the clauses of the Articles of Association along with the present clause is given as follows:

Relevant extract of the present clause in Articles of Association	Proposed alteration in the Articles of Association
INTERPRETATION CLAUSE **Interpretation** 2. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Act, 2013, SECC Regulations (hereinafter defined) or any other regulations of SEBI or any statutory modifications thereof in force.	**INTERPRETATION CLAUSE** **Interpretation** **2.** Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Act, 2013, SCRA, 1956, SEBI Act 1992, Depository Act 1996 and any rules, regulations, circulars, guidelines or directions issued thereunder or any statutory modifications thereof in force.
DEFINITIONS **4.** **(x) 'Bye-laws'** means the Bye-Laws of the Clearing Corporation made under the SCRA (herein after defined) as in force from time to time and shall include Memorandum and Articles of Association of the Company for the time being in force. **(xiii) 'Clearing member'** means an entity or a body corporate that has been admitted to the membership of the Clearing Corporation pursuant to these Bye-Laws, the Rules and the Regulations and includes all categories of Clearing Members and those who have not resigned from such Membership or whose Membership has not been terminated by the Clearing Corporation or those who have not been declared as Defaulters. **(xvi) 'Contract'** means and include all types of Deals in commodities, currencies, price indices, or an index based on underlying goods or activities, services, rights, interests and events, or any other Securities that are specifically approved by the SEBI as Securities for trading on an exchange and include derivatives of all or any of such	**DEFINITIONS** **4.** **(x) 'Bye-laws'** means the Bye-Laws of the Clearing Corporation made under the SCRA (herein after defined) as in force from time to time. **(xiii) 'Clearing member'** means an entity or a body corporate that has been admitted to the membership of the Clearing Corporation pursuant to these Bye-Laws, the Rules and the Regulations and does not denote the membership of the Company. **(xvi) 'Contract'** means the 'contract' as defined in clause (a) of section 2 of the SCRA, 1956.

contracts permitted for trading on the Concerned Exchange(s)	
(xvii) 'Control' shall have the same meaning as assigned to it under clause (e) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 or any mode.	**(xvii) 'Control'** shall have the same meaning as assigned to it under clause (e) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
(xxiv) 'Exchange' means a stock exchange as defined under 2(j) of Securities Contracts (Regulation) Act, 1956 and which has been recognized by the Central Government under the Forward Contracts (Regulation) Act, 1952, and is deemed to be a recognized stock exchange under Securities Contracts (Regulation) Act, 1956 vide insertion of Section 28A to the Forward Contracts (Regulation) Act, 1952, with its principal place of business at Mumbai..	(xxiv) **'Exchange'** means a recognized exchange and the premises and/or the system for executing transactions in commodity derivatives or any other products/securities that are permitted and/or approved by SEBI.
(xxvi) **'Fit and proper'** shall mean the Fit and proper criteria as laid down in the SEBI SECC Regulations or such other regulations as may be issued by SEBI in this regard.	(xxvi) **'Fit and proper'** shall mean the Fit and proper criteria as laid down in the SCRA, 1956, SEBI Act 1992, Depositories Act 1996 and any rules, regulations, circulars, guidelines or directions issued thereunder in this regard.
(xxx) **'Key Managerial Personnel'** shall mean any person defined as key managerial personnel in Section 2(51) of the Companies Act, 2013 or serving as head of any department in the Company or in such senior executive position that stands higher in hierarchy to the head(s) of department(s) in the Company or in any other position as declared the Board of Directors and shall include those as may be stipulated in SECC Regulations, 2012, SEBI and/or other regulators: i. the Chief Executive Officer or the Managing Director or the manager; ii. the Whole-Time Director iii. the Company Secretary;	(xxx) **'Key Managerial Personnel'** shall mean any person defined as key managerial personnel in Section 2(51) of the Companies Act, 2013.

iv. the Chief Financial Officer; and v. such other officer(s) as may be prescribed under the Act or as may be identified as by the Board of Directors of the Company from time to time.	
(xxxii) **'Managing Director'** means Managing Director as defined under Section 2(54) of the Act, or in his absence any executive director, by whatever name called..	(xxxii) **'Managing Director'** means Managing Director as defined under Section 2(54) of the Act.
(xxxiii) **'Members of the Clearing Corporation'** means a person, a sole proprietary firm, a partnership firm, a company, a co -operative society, a public sector organisation, statutory corporation or any other Government or Non -Government entity admitted as such by the Exchange for trading, clearing or settlement of contracts traded on the Exchange,. excepting such member(s) admitted for clearing and settlement, by whatever name called.	To be deleted*
(xlvi) Regulations' or **'The Regulations'** means the Regulations of the Clearing Corporation for the time being in force and include business rules, code of conduct, circulars, notices and such other regulations prescribed by the Board of Directors or relevant authority from time to time for the operations of the Corporation.	(xlv) **Regulations'** or **'The Regulations'** means the Regulations of the Clearing Corporation for the time being in force and include business rules, code of conduct, circulars, notices and such other regulations prescribed by the Board of Directors or relevant authority from time to time for the operations of the Corporation and these shall be subject to the provisions of SCRA 1956, SEBI Act 1992 and the Rules and the Regulations made thereunder.
(xlix) **'SCRA'** shall mean the Securities Contracts (Regulation) Act, 1956 as amended from time to time, and includes any statutory modifications or re-enactments thereof for the time being in force.	(xlviii) **'SCRA'** shall mean the Securities Contracts (Regulation) Act, 1956 as amended from time to time.
(liii) **'SEBI Act'** shall mean the Securities and Exchange Board of India Act, 1992 as modified, amended or re-enacted from time to time and includes any guidelines, procedures,	(lii) **'SEBI Act'** shall mean the Securities and Exchange Board of India Act, 1992 as modified, amended or re-enacted from time to time and

directions, circulars and orders issued by SEBI or Securities Appellate Tribunal.	includes any guidelines, procedures, directions, circulars issued thereunder.
(liv) '**SECC Regulations**' shall mean the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012, as amended from time to time and includes any regulations, clarifications, guidance, procedures prescribed thereunder, as modified from time to time.	(liii) '**SECC Regulations**' shall mean the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012, as amended from time to time.
The words and expressions used and not defined in these Articles but defined in the Rules or Regulations or the Bye-Laws of the Company or in the Companies Act, 2013 or the Securities Contracts (Regulation) Act, 1956 or SECC Regulations or any other law as may be applicable to the Company from time to time, shall have the meanings respectively assigned to them in those Acts or Rules or Regulations and in case of any discrepancy, the interpretation as may be taken by the Board of the Company shall be final and binding on all associated with the Company.	The words and expressions used and not defined in these Articles but defined in the Rules or Regulations or the Bye-Laws of the Company or in the Companies Act, 2013 or the Securities Contracts (Regulation) Act, 1956 or SEBI Act 1992, Depositories Act 1996 and any rules, regulations, circulars, guidelines or directions issued thereunder or any other law as may be applicable to the Company from time to time, shall have the meanings respectively assigned to them in those Acts or Rules or Regulations and in case of any discrepancy, the interpretation as may be taken by the Board of the Company shall be final and binding on all associated with the Company.
16. SHAREHOLDING IN A RECOGNISED CLEARING CORPORATION. b. No person resident in India, except a recognized stock exchange as permitted in sub-regulation (1), shall at any time, directly or indirectly, either individually or together with persons acting in concert, acquire or hold more than five per cent. of the paid up equity share capital in a recognized clearing corporation: Provided that,— (i) a depository; (ii) a banking company;	**16. SHAREHOLDING IN A RECOGNISED CLEARING CORPORATION.** b. No person resident in India, except a recognized stock exchange as permitted in sub-regulation (1) of SECC Regulations, shall at any time, directly or indirectly, either individually or together with persons acting in concert, acquire or hold more than five per cent. of the paid up equity share capital in a recognized clearing corporation: Provided that,— (i) a depository; (ii) a banking company; (iii) an insurance company; and (iv) a public financial institution,

(iii) an insurance company; and (iv) a public financial institution, may acquire or hold, either directly or indirectly, either individually or together with persons acting in concert, up to fifteen per cent. of the paid up equity share capital of a recognized clearing corporation.	may acquire or hold, either directly or indirectly, either individually or together with persons acting in concert, up to fifteen per cent. of the paid up equity share capital of a recognized clearing corporation.
e. Any person holding equity shares in a recognized clearing corporation in excess of the limits specified in this regulation on the date of commencement of these regulations shall comply with the conditions specified in this regulation within a period of three years from the date of such commencement	e. Any person holding equity shares in a recognized clearing corporation in excess of the limits specified in SECC Regulations on the date of commencement of SECC Regulations shall comply with the conditions specified in this regulation within a period of three years from the date of such commencement
i. No person resident outside India shall, directly or indirectly, either individually or together with persons acting in concert, acquire or hold more than five per cent. of the paid up equity share capital of the Company.	To be deleted
j. Subject to the limits as otherwise prescribed by the Central Government from time to time, the combined holding of all persons resident outside India in the paid up equity share capital of the Company shall not exceed, at any time, forty-nine per cent. of its total paid up equity share capital.	To be deleted
k. Provided that no foreign portfolio investor shall acquire shares of the Company otherwise than through the secondary market.	To be deleted
24. TRUSTS NOT RECOGNISED Except as ordered by a Court of Competent Jurisdiction or as provided by the Act, no notice of any trust, expressed or implied or constructive, shall be entered on the Register of Members or of Debenture-holders of the Company.	**24. TRUSTS NOT RECOGNISED** Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or

	any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
124. MINUTES OF GENERAL MEETINGS a. The Company shall cause minutes of all proceedings of General Meetings to be entered in books kept for that purpose within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered. The Minutes of each Meeting shall contain a fair and correct summary of the proceedings thereat. All the appointments of officers made at any of the meetings shall be included in the minutes of the meeting. Any such minutes, if purported to be signed by the Chairman of the meeting at which the proceedings took place or in the event of the death or inability of that Chairman by a Director duly authorised by the Board for the purpose, shall be evidence of the proceedings. b. The Minutes may be maintained in the books in the form of the binder containing loose leaves in the manner prescribed by the Central Government.	To be deleted#

* The subsequent sub-clauses of the definitions are proposed to be re-numbered accordingly.
# The subsequent clauses after Article 123 in the Articles are proposed to be re-numbered accordingly.

The Board of Directors recommends the resolution set forth in the item No. 1 & 2 of the Notice for the approval of the members as a Special Resolutions.

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Given the statutory direction, none of the Directors of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution proposed to be passed at item no 1 & 2 of the aforesaid Notice.

Date: May 04, **2018**

Mumbai

By Order of Board of Directors

Multi Commodity Exchange Clearing Corporation Limited

N. Kumar

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 Wednesday, May 9, 2018 at 10.30 am 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 _____, 2018

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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 Wednesday, May 9, 2018 at 10.30 am 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.	Alteration to Objects clause of Memorandum of Association of the Company
2.	Alteration to the Articles of Association of the Company

Signed this ____ day of _____2018
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

