



METROPOLITAN CLEARING CORPORATION OF INDIA LIMITED

CIN: U67120MH2008PLC188032

Regd. Office: 4th Floor, Vibgyor Towers, Plot C62, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (East), Mumbai – 400098

Website: <http://www.mclear.in> | **Email:** Secretarial@mclear.in | **Tel:** 022 - 61129000

NOTICE OF POSTAL BALLOT (“Notice” or “Postal Ballot Notice”)

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below))

To

The Shareholders,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 (the “Companies Act”, which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014 (the “Rules”, which shall include any statutory modifications, amendments or re-enactments thereto) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), for seeking approval of the shareholders by way of ordinary / special resolutions (as indicated) for matters as considered in the Resolutions appended below through postal ballot (“Postal Ballot”) by way of remote e-voting.

Please note that on account of the current Covid- 19 pandemic situation and in view of nationwide lockdown till 3rd May 2020, the Ministry of Corporate Affairs, Government of India (the “MCA”) vide its General Circular No.14/2020 dated 8th April 2020 and General Circular No.17/2020 dated 13th April 2020 (the “MCA Circulars”) have issued certain clarifications on passing ordinary and special resolutions on account of threat posed by Covid- 19.

Section 110 of the Companies Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Companies Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

In terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by postal ballot upto 30th June 2020 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars thus hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now proposes to obtain the consent of the shareholders by way of Postal Ballot for the matter as considered in the Resolutions appended below. The Explanatory



Statement pursuant to Section 102 of the Companies Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolutions are also annexed.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

1. TO APPOINT MS. LATIKA S. KUNDU (DIN: 08561873) AS SHAREHOLDER DIRECTOR OF THE COMPANY, SUBJECT TO APPROVAL OF THE SEBI.

To consider and if thought fit, to give ASSENT/DISSENT to the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Securities Contracts (Regulation) Stock Exchanges and Clearing Corporations) Regulations, 2018 and Article 116 of the Articles of Association of the Company and subject to approval of SEBI, Ms. Latika S. Kundu (DIN: 08561873) be and is hereby appointed as Director of the Company liable to retire by rotation and will be termed as Shareholder Director representing Metropolitan Stock Exchange of India Limited holding company, in respect of whom the Company has received a notice in writing in terms of Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification) Rules, 2014.

RESOLVED FURTHER THAT any of the Directors or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

2. TO REAPPOINT MR. ALOK KUMAR MITTAL (DIN: 00008577) AS AN INDEPENDENT DIRECTOR

To consider, and if thought fit, to give ASSENT/DISSENT, the following resolution as **Special Resolution:**

RESOLVED THAT pursuant to section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 23 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (hereinafter referred as “SECC Regulations”), as may be amended from time to time, Mr. Alok Kumar Mittal (DIN: 00008577) who was re-appointed pursuant to extension of his term as Public Interest Director of the Company by the Board of Directors and the Securities and Exchange Board of India(SEBI) with effect from October 27, 2019, in terms of section 161 of the Companies Act, 2013, and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying intention to propose Mr. Alok Kumar Mittal as a candidate for the office of a director of the Company, be and is hereby reappointed as Independent Director of the Company for a term that shall be coterminous with his term as a Public Interest Director and that he shall not be liable to retire by rotation as stipulated under Section 149 (13) of the Companies Act, 2013

RESOLVED FURTHER THAT any of the Directors or the Chief Financial officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.

Registered Office:
4th Floor, Vibgyor Towers, Plot C62,
Opp. Trident Hotel,

By order of the Board of Directors
Metropolitan Clearing Corporation of India Limited



Bandra Kurla Complex, Bandra (East),
Mumbai -400098

Email : Secretarial@mclear.in

CIN: U67120MH2008PLC188032

Website: www.mclear.in

Telephone: 91 22 61129100

Date: April 28, 2020

Place: Mumbai

Sd/-
Avni Patel
Company Secretary

Notes:

1. The relevant Explanatory statement in respect of business above is annexed hereto.
2. The notice is being sent by email to all shareholders whose name appear in the Register of Members /List of Beneficial Owners as on April 24, 2020 and who have registered their email id with the Depository/ Registrar & Transfer Agent. A copy of this Notice will also be available on the Company's website www.mclear.in and on the E-voting website of Kfintech at <https://evoting.karvy.com>.
3. The Company has appointed M/s. Jay Mehta & Associates, Practicing Company Secretaries (Certificate of Practice No. 8694), Mumbai, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be posted on the Company's website www.mclear.in and on the E-voting website of Kfintech at <https://evoting.karvy.com> on 1st June, 2020. In the event that the national lockdown on account of COVID-19 situation is eased off and the Company's offices are open for business, the Company will also display the results of the postal ballot at its registered office. The resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. 29th May 2020, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.
4. In compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, read with the Rules made thereunder and the provisions of the MCA Circulars, the Company is providing facility for voting by electronic means ("remote e-voting") to all the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has entered into an arrangement with Kfintech for facilitating remote e-voting to enable the shareholders to cast their votes electronically instead of physical mode. In terms of the General Circular No.14/2020 dated 8th April, 2020 read with General Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), voting can be done only by remote e-voting. As the remote e-voting does not require a person to attend to a meeting physically, the members are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies.

The process and manner for remote e-voting is as under:

(a) In case of shareholders receiving e-mail from Kfintech:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'.
- ii) Enter the login credentials, i.e. user-id & password, mentioned in the email forwarded through the electronic notice:

User ID	For shareholder(s) / beneficial owner(s) holding shares in demat form:- a. For NSDL:- 8 characters DP ID followed by 8 digits Client ID b. For CDSL:- 16 digits Beneficiary ID c. For shareholder(s) holding shares in physical form:- Event number (i.e. 5264)+folio number
Password	Your unique password is sent via email forwarded through the electronic notice.
Captcha	Enter the verification code for security reasons, i.e., please enter the alphabets and numbers in the exact way as they are displayed.

- iii) After entering these details appropriately, click on “LOGIN”.
- iv) Shareholders holding shares in demat / physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @, etc.). Kindly note that this password can be used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that such company opts for e-voting through Kfintech’s e-voting platform. System will prompt you to change your password and update any contact details like mobile, email ID., etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly ensure that you note down your password for future reference. In case you forget it, you will need to go through ‘Forgot Password’ option available on the Kfintech’s e-voting website to reset the same.
- v) You need to login again with the new credentials.
- vi) On successful login, system will prompt to select the ‘Event’, i.e. ‘METROPOLITAN CLEARING CORPORATION OF INDIA LIMITED’.
- vii) If you are holding shares in demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other company, then your existing login id and password are to be used.
- viii) On the voting page, you will see resolution description and against the same the option ‘FOR / AGAINST / ABSTAIN’ for voting. Enter the number of shares under ‘FOR / AGAINST / ABSTAIN’ or alternatively you may partially enter any number in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR / AGAINST’ taken together should not exceed your total shareholding. If you do not want to cast a vote, you may select ‘ABSTAIN’.
- ix) After selecting the resolution if you have decided to cast vote on the same, click on “SUBMIT” and a confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- x) Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
- xi) Corporate / Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to jaymehtaandassociates@gmail.com with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format “Corporate Name”.

(b) In case of shareholders have not registered their email address: On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

- i) In light of the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered with the Company’s Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: <https://karisma.kfintech.com/emailreg> and following the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to einward.ris@kfintech.com.

- ii) It is clarified that for permanent registration of email address, the shareholders are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure.
 - iii) Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.
5. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the shareholders(s) on the cut-off date, i.e. 24th April 2020. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
 6. The portal will remain open for voting from Thursday, 30th April 2020 (9.00 a.m. IST) to Friday, 29th May 2020 (5.00 p.m. IST) both days inclusive. During this period the shareholders of the Company holding shares either in physical form or dematerialised form, as on the cut-off date of 24th April 2020 may cast their vote electronically. The e-voting module will be disabled by Kfintech on 29th May 2020 at 5.00 p.m. Once vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.
 7. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com>. In case of any queries / concern / grievances, you may contact Mr. Premkumar Nair, Manager, Kfintech, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India, at email: einward.ris@kfintech.com; 1800-3454-001 (toll free).
 8. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the Postal Ballot will be posted on the Company's website www.mclear.in and on Kfintech's E-voting website <https://evoting.karvy.com>. The resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. 29th May 2020, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.
 9. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Marathi daily newspaper circulating in Mumbai (in vernacular language, i.e. Marathi).
 10. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement will be posted on the website of the Company www.mclear.in to facilitate online inspection of relevant documents until 1st June, 2020 being the date of announcement of the results of this Postal Ballot.



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Metropolitan Stock Exchange of India Limited (MSE), holds 120171446 equity shares of Rs. 10 each representing 95.85% of the paid up Equity Capital of the Metropolitan Clearing Corporation of India Limited (MCCIL).

In terms of Regulation 23 of the SECC Regulations, 2018, the Governing Board of every recognized clearing corporation shall include shareholder director. In view of the above, MSE vide its letter dated March 18, 2020 has recommended the name of Ms. Latika S. Kundu, Managing Director & CEO of Metropolitan Stock Exchange of India Limited as Shareholder Director of the Metropolitan Clearing Corporation of India Limited (MCCIL).

The Nomination and Remuneration Committee of the MCCIL vide circular resolution passed on March 20, 2020 recommended the nomination of Ms. Latika S. Kundu as Shareholder Director to the Board of MCCIL. The Governing Board of MCCIL vide circular resolution passed on March 27, 2020 approved appointment of Ms. Latika S. Kundu as Additional Director termed as Shareholder Director subject to approval of shareholders and SEBI. A notice under Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification) Rules, 2014 has been received from a Member signifying intention to propose Ms. Latika S. Kundu's candidature for office of Director of the Company.

Ms. Latika S. Kundu is a MBA in Marketing and Finance from Institute for Technology & Management accredited by New Hampshire College (USA). She is an Associate Computer Professional ICCP (USA) from BITS and Bachelor of Commerce from Narsee Monjee College of Commerce and Economics, Bombay University. She is also a Certified Six Sigma from Six Sigma Alchemy (P) Ltd.

Ms. Latika S. Kundu is former Co-Founder & Chief Operating Officer of Singapore Diamond Investment Exchange Pte. Ltd. She has over 20 years of professional experience across leading Global multi-asset Exchanges, Clearing Houses and Depositories - National Stock Exchange of India Ltd. (NSE), MCX-SX (now MSE), Singapore Mercantile Exchange (SMX), Singapore Diamond Investment Exchange (SDiX), SDiX Depository & Global Investment Banks - Lehman Brothers, Macquarie Singapore. Currently, Ms. Latika S. Kundu is the Managing Director & CEO in the parent exchange i.e. Metropolitan Stock Exchange of India Limited

Pursuant to Regulation 24 and Part H of Schedule II of the SECC Regulations, 2018 the names of persons to be appointed as shareholder directors shall first be approved by the governing board of the stock exchange/ clearing corporation, followed by shareholders' approval before submitting the same to SEBI for approval.

Accordingly your Board recommends the ordinary resolution at Item no. 1 for approval.

Ms. Latika S. Kundu is not related to any other Director or Key Managerial Personnel of the Company.

Copies of documents relevant to this Resolution shall be made available on the website of the Company www.mclear.in to facilitate online inspection of relevant documents until 1st June 2020 being the date of announcement of the results of this Postal Ballot.

Item No. 2

Mr. Alok Kumar Mittal was acting as Public Interest Director (Independent Director) of the Company for a period of three years i.e from October 27, 2016 to October 26, 2019. The tenure of Mr. Alok Kumar Mittal (i.e 1st Term) ended on October 26, 2019. As per Section 149(10) of the Companies Act, 2013 an Independent Director shall hold office for a term of five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of five consecutive years. However, pursuant to Regulation 24(3) of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ('SECC Regulations') Public Interest Director shall be nominated for a term of three years, extendable by another term of three years, subject to performance review. As per the provisions of SECC Regulations and SEBI circular dated February 5, 2019 performance review of Mr. Alok Kumar Mittal was carried out. Based on the performance evaluation carried out as per the provisions of the Companies Act, 2013 and SECC Regulations, 2018 and on recommendation of Nomination and Remuneration Committee, the Board of the Clearing Corporation had considered that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Alok Kumar Mittal as a Public Interest Director (Independent Director) and recommended the name of Mr. Alok Kumar Mittal alongwith one other candidate to SEBI for nomination as Public Interest Director (Independent Director) of the Company for another term of three years.

SEBI vide its letter no SEBI/HO/MRD/OW/P/2019/28370 dated October 25, 2019 approved extension of term of Mr. Alok Kumar Mittal as Public Interest Director of the Company. In view of the above it is proposed to re-appoint Mr. Alok Kumar Mittal as Public Interest Director (Independent Director) for a period of 3 years i.e. from October 27, 2019 to October 26, 2022.

Pursuant to section 160 of the Companies Act, 2013, the Company has received notice from a member proposing candidature of Mr. Alok Kumar Mittal for the office Independent Director under the provisions of section 149 of the Companies Act, 2013.

The Company has received (i) consent in writing from Mr. Alok Kumar Mittal to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) Intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 from Mr. Alok Kumar Mittal to the effect that he is not disqualified under sub section (2) of section 164 of the Companies Act, 2013, and (iii) declaration to the effect that he meets the criteria of independence as provided in sub section (6) of section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Alok Kumar Mittal fulfills the conditions specified in the Companies Act, 2013 for appointment as Public Interest Director.

The resolution seeks the approval of members for the reappointment of Mr. Alok Kumar Mittal as an Independent Director of the Company pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder for a period of three years from October 27, 2019 as Public Interest Director . Mr. Alok Kumar Mittal will not be liable to retire by rotation.

Copies of documents relevant to this Resolution shall be made available on the website of the Company www.mclear.in to facilitate online inspection of relevant documents until 1st June 2020 being the date of announcement of the results of this Postal Ballot.



Other than Mr. Alok Kumar Mittal, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution set out in item no. 2 of the resolution.

By order of the Board of Directors

Metropolitan Clearing Corporation of India Limited

Sd/-

Avni Patel
Company Secretary

Place: Mumbai

Date: April 28, 2020

Details in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR))

In pursuance of Regulation 36(3) of SEBI (LODR) Regulations, the following Information is being provided with regard to the appointment of a new director:

Item No.	1	2
Name of Director	Ms. Latika S. Kundu	Mr. Alok Kumar Mittal
Category	Shareholder Director	Public Interest Director
Date of Birth	June 01, 1970	August 06, 1958
DIN	08561873	00008577
Qualifications	Bachelors from Narsee Monjee College of Commerce and Economics, Bombay University, Associate Computer Professional ICCP (USA) from BITS University, MBA-Marketing and Finance from Institute for Technology & Management (USA) accredited by New Hampshire College (USA), Certified Six Sigma - Green Belt from SixSigma Alchemy (P.) Ltd. Certified Blockchain Technologies: Business Innovation and Application from MIT Sloan School of Management ,	B.com and Chartered Accountant
Experience/Expertise/Brief Resume	Mr. Latika S. Kundu is former Co-Founder & Chief Operating Officer of Singapore Diamond Investment Exchange Pte. Ltd. She has over 20 years of professional experience across leading Global multi-asset Exchanges, Clearing Houses and Depositories - National Stock Exchange of India Ltd. (NSE), MCX-SX (now MSE), Singapore Mercantile Exchange (SMX), Singapore Diamond Investment Exchange (SDiX), SDiX Depository & Global Investment Banks - Lehman Brothers, Macquarie Singapore. Currently Ms. Latika S. Kundu is the Managing Director & CEO in the parent exchange i.e. Metropolitan Stock Exchange of India Limited.	Mr. Alok Kumar Mittal is a senior level professional Chartered Accountant with more than 30 plus years of experience of running his own CA firm. His areas of expertise include Tax Management, tax compliance and litigation, statutory audit, Business advisory, Risk advisory, financial advisory, cost controls, restructuring of business developing internal control system.
Terms and Conditions for appointment or reappointment	Appointment is subject to SEBI's approval. She shall be liable to retire by rotation.	
Remuneration details	NIL	Sitting Fees for attending Board Meetings and Committee Meetings of the

		Company
Shareholding in the Company	NIL	NIL
Relationship with other Directors, Managers and KMP	NIL	NIL
Details of Directorship held in other companies	1. Metropolitan Stock Exchange of India Limited	1. Norisys Technology Limited 2. Best International Limited 3. Vingro Developers Private Limited 4. Alok Mittal & Associates
Details of Chairmanship / Membership held in Committees of other companies#	1. Stakeholders Relationship Committee	NIL

Additional Information

In terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circular No.14/2020 dated 8th April 2020 and General Circular No.17/2020 dated 13th April 2020 (the "MCA Circulars"), in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act or any other company which has opted for such facility, while they are transacting any business(es) only by postal ballot up to 30th June 2020 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated by the Company in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars thus hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

Provided however, as the current guidance under the MCA Circulars on postal ballot has been provided to be valid upto 30th June 2020 or till further orders, whichever is earlier, the Company is providing Postal Ballot Form as below in compliance with the extant provisions of the Act and the Rules as applicable to obtaining approval of the members by way of Postal Ballot. It is clarified that the use of such Postal Ballot Form shall be valid only and only if the MCA revises its guidelines issued vide the MCA Circulars on or before 29th May 2020 being the last date specified in this Notice for e-voting and permits use of Postal Ballot Forms.

Further, the guidelines for submitting the Postal Ballot Forms as provided herein are in compliance with the extant provisions of the Act and the Rules as applicable to obtaining approval of the members by way of Postal Ballot (without taking into consideration the MCA Circulars) and thus shall be subject to such modification(s) as the MCA may prescribe while reintroducing the use of the Postal Ballot Forms in amendment to the current provisions of the MCA Circulars.



METROPOLITAN CLEARING CORPORATION OF INDIA LIMITED

CIN: U67120MH2008PLC188032

Regd. Office: 4th Floor, Vibgyor Towers, Plot C62, Opp. Trident Hotel, Bandra Kurla Complex,
Bandra (East), Mumbai – 400098

Website: <http://www.mclear.in> | **Email:** Secretarial@mclear.in | **Tel:** 022 - 61129000

POSTAL BALLOT FORM

(Please read the instructions carefully before completing the form)

Serial No.

- 1) Name(s) and registered address of Shareholder(s), including joint-holders, if any (in block letters)
- 2) Registered Folio No. / DP ID No. / Client ID No.
- 3) No. of Shares held

I / We hereby exercise my / our vote in respect of the following ordinary/special resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated 28th April 2020 of Metropolitan Clearing Corporation of India Limited (the "Company") by conveying / sending my / our assent or dissent to the said ordinary/special resolutions by placing a tick (✓) mark in the appropriate column below:

Agenda Item No.	Description	Ordinary / Special Resolution	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1	To appoint Ms. Latika S. Kundu (DIN: 08561873) as Shareholders Director of the Company, subject to approval of the SEBI.	Ordinary Resolution			
2	To re appoint Mr. Alok Kumar Mittal (DIN: 00008577) as an Independent Director	Special Resolution			

Place:

Date :

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	Password / PIN

NOTE: PLEASE READ THE INSTRUCTIONS CAREFULLY BEFORE EXERCISING YOUR VOTES



INSTRUCTIONS:

- a. A Shareholder(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer at Jay Mehta & Associates, Scrutinizer, Metropolitan Clearing Corporation of India Limited, C/o. KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India. Envelopes containing Postal Ballot Forms, if deposited in person or sent by courier / post at the expense of the Shareholder(s) will also be accepted.
- b. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- c. This Postal Ballot Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialised form respectively). In case of joint holding, this Form must be completed and signed by the first named Shareholder and in his / her absence, by the next named Shareholder.
- d. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
- e. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on 29th May 2020. Postal Ballot Form received after this date will be strictly treated as if the reply from such Shareholder(s) has not been received.
- f. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorised signatories.
- g. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on 29th May 2020.
- h. The exercise of vote through postal ballot is not permitted through a proxy.
- i. Shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium/s like pencil).
- j. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholder(s) on the cut-off date, i.e. 24th April 2020.
- k. The Shareholders are requested not to send any other paper along with the Postal Ballot Form. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
- l. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
- m. The Scrutinizer's decision on the validity of the Postal Ballot will be final. A postal ballot form shall inter alia be considered invalid if: (a) A form other than one issued by the company has been used; (b) It has not been signed by or on behalf of the Member; (c) Signature on the postal ballot form doesn't match the specimen signatures with the company; (d) It is not possible to determine without any doubt the assent or dissent of the Member; (e) Neither assent nor dissent is mentioned; (f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member; (g) The envelope containing the postal ballot form is received after close of working hours (5.00 p.m.) on 29th May 2020; (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; (i) It is received from a Member who is in arrears of payment of calls; (j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; (k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
- n. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot



Form. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice. A member cannot vote both by post and e-voting and if he does so his voting by post shall be treated as invalid.

- o. In case of any queries / concern / grievances, you may contact Mr. Premkumar Nair, Manager, Kfin Technologies Private Limited ("Kfintech") at Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India, at email: einward.ris@kfintech.com ; 1800-3454-001 (toll free).