

**METROPOLITAN CLEARING CORPORATION OF INDIA LIMITED**

**Regd. Office:** Building A, Unit 205B, 2nd Floor, Agastya Corporate Park,  
Sunder Baug Lane, Kamani Junction, L.B.S Road, Kurla West, Mumbai - 400070  
**Website:** [www.mclear.in](http://www.mclear.in) **CIN:** U67120MH2008PLC188032

**NOTICE**

**SHORTER NOTICE** is hereby given that an Extraordinary General Meeting of the Members of **METROPOLITAN CLEARING CORPORATION OF INDIA LIMITED** will be held on **Monday April 11, 2022 at 03.00PM** at Building A, Unit 205B, 2nd Floor, Agastya Corporate Park, Sunder Baug Lane, Kamani Junction, L.B.S Road, Kurla West, Mumbai - 400070 and through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

**SPECIAL BUSINESS:**

- 1. Appointment of Mr. P.K. Ramesh (DIN: 08363403) as Shareholder Director of the Company, subject to approval of the SEBI.**

To consider and if thought fit to pass with or without modification(s), the following resolution as Ordinary Resolution:

**"RESOLVED THAT** based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company and pursuant to Section 152 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") and Rules made thereunder (including statutory modification(s) thereto or re-enactment thereof, for the time being in force) read with the Securities Contracts (Regulation) Stock Exchanges and Clearing Corporations) Regulations, 2018 and subject to approval of SEBI and other approvals in this regard as may be necessary and subject to such condition(s) and modification(s) as may be prescribed and imposed by such authorities while granting such approval(s), permission(s) and sanction(s), Mr. P.K. Ramesh (DIN: 08363403) 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."

**Registered Office:**

Building A, Unit 205B, 2nd Floor,  
Agastya Corporate Park, Sunder Baug  
Lane, Kamani Junction, L.B.S Road,  
Kurla West, Mumbai - 400070

**Email :** [Secretarial@mclear.in](mailto:Secretarial@mclear.in)

**CIN:** U67120MH2008PLC188032

**Website:** [www.mclear.in](http://www.mclear.in)

**Telephone:** 91 22 68316600/601/602

**By order of the Board of Directors  
Metropolitan Clearing Corporation of India Ltd**

**Sd/-  
Avni Patel  
Company Secretary**

**Date:** April 01, 2022

**Place:** Mumbai

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. The meeting is being convened at a shorter notice, after obtaining the consent, in writing, of not less than 95% of the Members of the Company, pursuant to the provisions of Section 101 of the Companies Act, 2013.
3. The relevant Explanatory statement in respect of business above is annexed hereto.
4. Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (Ten) per cent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
5. Proxies in order to be effective must be lodged with Company not less than 48 hours before the commencement of the meeting.
6. Members/Proxy holders are requested to bring their attendance slip duly signed.
7. In view of the massive outbreak of COVID-19 pandemic and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively, issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by Securities and Exchange Board of India (hereinafter collectively referred to as 'Circulars'), the Members have an option to attend the EGM of the Company through VC / OAVM. Members attending the meeting through VC/OAVM shall not have the facility for appointment of proxies for the EGM.
8. Facility of joining the EGM through VC / OAVM shall open 15 minutes before the time scheduled for the EGM and shall be kept open throughout the proceedings of the EGM.
9. The process and manner for participating in EGM through VC is given below: Member will be provided with a facility to attend the meeting through VC / OAVM. A link will be provided to the members via an email to their registered email addresses to enable them to join the meeting. The members have to click on the link and join the meeting. It is recommended not to share the email containing the link for VC with any other person. Members can participate in the EGM through smart phone / laptop, however, for better experience and smooth participation it is advisable to join the meeting through laptop connected through broadband. For any query / assistance for participation in the EGM through VC / OAVM, the member is requested to write to the Company Secretary at the email id [secretarial@mcclar.in](mailto:secretarial@mcclar.in).
10. Institutional /Corporate Shareholders are requested to send a duly certified copy of the Board/Managing Committee Resolution authorizing their representatives to attend and vote on their behalf at the Meeting. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) attending the EGM through VC/OAVM are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through

VC / OAVM on its behalf and to vote in the meeting. The said Resolution/Authorization shall be sent to the Company Secretary by email through its registered email address to [secretarial@mcclar.in](mailto:secretarial@mcclar.in).

11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM
12. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. In case, a poll is required to be taken during the meeting on any resolution, the Members attending the meeting through VC/OAVM are requested to convey their vote by sending an email through their registered email address to the Company at [secretarial@mcclar.in](mailto:secretarial@mcclar.in).
14. Pursuant to Regulation 46 of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, the securities of a Recognized Clearing Corporation are required to be maintained in Demat form. In view of the above, Members are advised to dematerialize the shares held in physical form.
15. Members holding shares in demat mode are requested to register their email ID's with their respective DP in case the same is still not registered. In respect of holding in electronic form, Members are requested to notify any change of email ID or bank mandates or address to their Depository Participants.
16. The Register of Members and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection at the registered office between 9:30 am to 5:00 pm on all working days as well as in electronic mode. Members can inspect the same by sending an email through their registered email address to the Company Secretary at [secretarial@mcclar.in](mailto:secretarial@mcclar.in).
17. Members may also note that the Notice of the Extraordinary General Meeting will also be available on the Company's website [www.mcclar.in](http://www.mcclar.in) for download. The physical copies of the aforesaid documents will also be available at the Company's registered office in Mumbai for inspection during normal business hours on working days.
18. A route-map for ease of location of venue of the meeting is also enclosed herewith.

**By order of the Board of Directors**

**Metropolitan Clearing Corporation of India Limited**

**Sd/-**

**Avni Patel**

**Company Secretary**

**Place: Mumbai**

**Date: April 01, 2022**

## ANNEXURE

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

#### Item No. 1, 2 & 3

Metropolitan Stock Exchange of India Limited (MSE), holds 12,01,71,446 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 email dated March 03, 2022 forwarded resolution dated February 25, 2022 recommending the name of Mr. P.K. Ramesh, Chief Regulatory and Compliance Officer 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, 2022 recommended the nomination of Mr. P.K. Ramesh as Shareholder Director to the Board of MCCIL. The Governing Board of MCCIL vide circular resolution passed on March 25, 2022 approved appointment of Mr. P.K. Ramesh as Additional Director termed as Shareholder Director subject to approval of SEBI and Shareholders.

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 signifying intention to propose Mr. P. K. Ramesh candidature for office of Director of the Company.

Mr. P.K. Ramesh has done his LLB from University of Mumbai. He has done his post-graduation in Securities Law from Government Law College. He has a Master's degree in Business Administration (MBA) in Finance from Indira Gandhi National Open University (IGNOU). Mr. P.K. Ramesh has a Master's Degree in Economics and Politics and a Bachelor's degree in Mathematics.

Currently Mr. P.K. Ramesh is the Chief Regulatory and Compliance Officer in the parent exchange i.e. Metropolitan Stock Exchange of India Limited and Director in MSE Fintech Limited. He used to practice and counsel for SEBI/SAT / Capital Markets related Securities Law matters. He was the Chief Regulatory Officer at the United Stock Exchange. Mr. Ramesh has around 26 years of experience working with Bombay Stock Exchange.

No sitting fee shall be payable to Mr. P.K. Ramesh during his tenure as Shareholder Director.

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.

Mr. P.K. Ramesh is not related to any other Director or Key Managerial Personnel of the Company. Except Mr. P.K. Ramesh, none of the Directors or key managerial personnel or their relatives are concerned or interested in this resolution.

Copies of the email dated March 03, 2022 and Board resolution dated March 25, 2022 in respect of the above, may be inspected by shareholders by sending an email to [Secretarial@mcclar.in](mailto:Secretarial@mcclar.in)

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

Sd/-

**Avni Patel**  
**Company Secretary**

**Place: Mumbai**

**Date: April 01, 2022**

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

**In pursuance of Regulation 36(3) of SEBI (LODR) Regulations and Clause 1.2.5 of Secretarial Standard 2, the following Information is being provided with regard to the appointment of director:**

<b>Item No.</b>	<b>1</b>
Name of Director	Mr. P V Krishna Iyer P K Ramesh
Category	Shareholder Director
Date of Birth / Age	July 14, 1962 59 years
DIN	08363403
Qualifications	LLB from University of Mumbai Post-Graduation in Securities Law from Governments Law College, Mumbai Master's Degree in Business Administration (MBA) with specialization in Finance from Indira Gandhi National Open University (IGNOU) Master's Degree in Economics and Politics, University of Mumbai Bachelor's Degree in Mathematics from University of Kerala
Experience/Expertise/ Brief Resume	Mr. P.K. Ramesh is the Chief Regulatory and Compliance Officer in the parent exchange i.e. Metropolitan Stock Exchange of India Limited and Director in MSE Fintech Limited. He used to practice and counsel for SEBI/SAT / Capital Markets related Securities Law matters. He was the Chief Regulatory Officer at the United Stock Exchange. Mr. P. K. Ramesh has around 26 years of experience working with Bombay Stock Exchange.
Terms and Conditions for appointment or reappointment	Appointment is subject to SEBI's approval. He shall be liable to retire by rotation.
Remuneration details	NIL
Shareholding in the Company	NIL
Relationship with other Directors, Managers and KMP	NIL
Details of Directorship held in other companies	1. MSE Fintech Limited
Details of Chairmanship / Membership held in Committees of other companies	NIL

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**ATTENDANCE SLIP**  
**Extra Ordinary General Meeting**  
**Monday, April 11, 2022 at 03.00 PM**

Full Name of the Member (in BLOCK LETTERS): \_\_\_\_\_

Regd. Folio No.: \_\_\_\_\_ DP ID No.: \_\_\_\_\_

Client ID No: \_\_\_\_\_ No. of Share(s) held: \_\_\_\_\_

Full Name of the Proxy (in BLOCK LETTERS): \_\_\_\_\_

Member's/Proxy's Signature: \_\_\_\_\_

*Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.*

**FORM NO.MGT-11 (PROXY FORM)**  
**Metropolitan Clearing Corporation of India Limited**

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*[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the Member(s)	E-mail Id:
	Folio No./*Client ID
Registered Address	*DP ID

I/We, being the holder/s of \_\_\_\_\_ equity shares of Metropolitan Clearing Corporation of India Limited, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_

and whose signature(s) are appended below 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 Monday, April 11, 2022 at 03.00 PM at Regd. Office: Building A, Unit 205B, 2nd Floor, Agastya Corporate Park, Sunder Baug Lane, Kamani Junction, L.B.S Road, Kurla West, Mumbai - 400070 and at any adjournment thereof in respect of such resolutions as are indicated below:

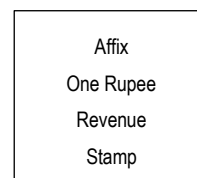
**\*\*I wish my above Proxy to vote in the manner as indicated in the box below:**

Particulars	For	Against
1. Appointment of Mr. P.K. Ramesh (DIN: 08363403) as Shareholder Director of the Company, subject to approval of the SEBI		

Signed this \_\_\_\_ day of \_\_\_\_\_, 2022

\_\_\_\_\_  
Signature of the Proxy holder(s)

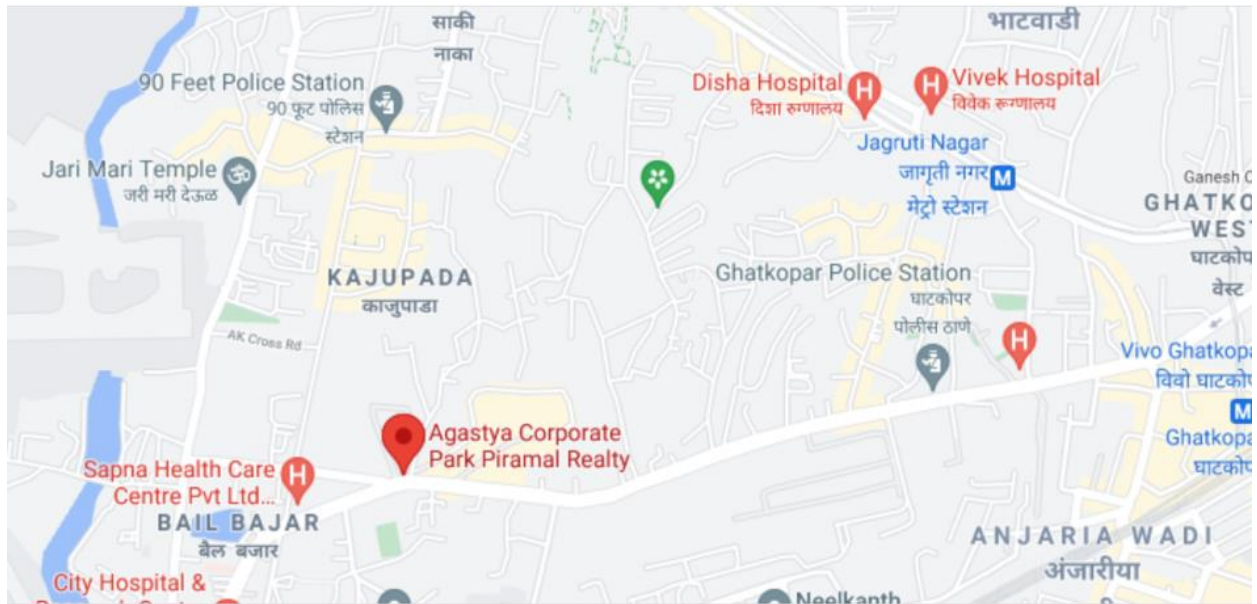
\_\_\_\_\_  
Signature of Shareholder



**Notes:** This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. Please refer map on the next page for venue of the Extra Ordinary General Meeting.



**Metropolitan Clearing Corporation of India Limited Corporation Limited) route map for the Extra Ordinary General Meeting**



**Prominent Landmark:** Phoenix Market City