

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF METROPOLITAN CLEARING CORPORATION OF INDIA LIMITED WILL BE HELD AT SHORTER NOTICE ON THURSDAY, 15TH DECEMBER 2022 AT 04.00 PM THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

1. To Consider And Approve Change In Name Of The Company From Metropolitan Clearing Corporation Of India Limited To MSE Enterprises Limited

In this connection, 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 Company Incorporation Rules, and other applicable provisions, if any, of the Companies Act, 2013, including statutory amendments and modifications made if any thereof and the rules framed thereunder and subject to the approval of the Registrar of Companies, Mumbai, consent of the Members of the Company be and is hereby accorded, to change the name of the Company from **METROPOLITAN CLEARING CORPORATION OF INDIA LIMITED** to **MSE ENTERPRISES LIMITED** in such places as required.

RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be substituted by the following:

Clause I - The name of the Company is **MSE Enterprises Limited**

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Interim CEO or the Company Secretary of the Company be and is hereby severally authorized, for and on behalf of the Company, to file necessary forms along with required annexures to the Registrar of Companies and to do all such acts, deeds, things and matters as may be necessary, proper or desirable and to sign and execute all such necessary documents, applications and returns, e-forms for the purpose of giving effect to the above Resolution."

2. To Consider And Approve Change In Main Objects Of The Company With Respect To Change In Name Of The Company

In this connection, 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, including any statutory amendments and modifications or re-enactments made, if any, thereof for the time being in force and the rules framed there under, and subject to the approval of Registrar of Companies, Mumbai, Maharashtra and consent of the Members of the Company be and is hereby accorded for affecting the alterations in the existing Object Clause of the Memorandum of Association (MOA) of the Company in the following manner :

Clause III of the Memorandum of Association -

The Objects to be pursued by the Company are: -

To act as the technical and management consultants in relation to all aspects of data processing, data processing systems, computer systems, application and systems software, process control systems, computers and all the branches of computer science in India and abroad and further act as the agents for Indian and International entities providing the equipment and services in terms of the management science and computer science and to buy, sell, import, export, hire, lease install, maintain and use equipment and accessories , know-how and services, software and hardware related to all the aspects of management services and computer science.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Interim CEO or the Company Secretary of the Company be and is hereby severally authorized, for and on behalf of the Company, to file necessary forms along with required annexures to the Registrar of Companies and to do all such acts, deeds, things and matters as may be necessary, proper or desirable and to sign and execute all such necessary documents, applications and returns, e-forms for the purpose of giving effect to the above 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

CIN: U67120MH2008PLC188032

Website: www.mclear.in

Telephone:91 22 68316600/601/602

Date: 12th December, 2022

Place: Mumbai

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

**Sd/-
Lehar Arora
Company Secretary**

Notes:

1. 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 entitled to vote and who represent not less than 95% such part of share capital of the Company, pursuant to the provisions of Section 101 of the Companies Act, 2013.
2. The relevant Explanatory statement in respect of business above is annexed hereto.
3. As per the provisions of Section 113 of the Companies Act, 2013, 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.
4. The Register of Director's and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification) Rules, 2014 will be available for inspection by the members at the Meeting in terms of Section 171 of the Companies Act, 2013.
5. Copy of all the documents mentioned herein above, would be available for inspection by the shareholders at the Registered Office of the Company between 10 a.m. and 4.00 p.m. on all working days from the date hereof up to the date of the EGM.
6. Members may also note that the Notice of the Extraordinary General Meeting will also be available on the Company's website www.mclear.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.
7. Members are requested to share the copy of the signed Shorter Notice consent prior to the date fixed for the notice.
8. The proceedings of the EGM shall deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the Meeting.
9. In view of massive outbreak of Covid-19 pandemic, social distancing is a norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to the General Circular No. to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively, and clarification circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, physical attendance of the Members to the EGM venue is not required and Extra Ordinary General Meeting (EGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
10. 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.
11. 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.

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.

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

**Sd/-
Lehar Arora
Company Secretary**

**Place: Mumbai
Date: 12th December, 2022**

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

ITEM NO.1 - TO CONSIDER AND APPROVE CHANGE IN NAME OF THE COMPANY FROM "METROPOLITAN CLEARING CORPORATION OF INDIA LIMITED" TO "MSE ENTERPRISES LIMITED":

Pursuant to the provisions as contained under Para 4(vii) of the SEBI Letter dated 23rd September, 2022 (letter enclosed) wherein the SEBI specified that "since MCCIL continue to be a Corporate entity under the Companies Act, 2013, even after 2nd October, 2022, it shall not use the expression Clearing Corporation or any variant in its name or in its subsidiaries name so as to avoid any representation or present and past affiliation with the Clearing Corporation." In order to comply with the said Regulatory Directive, the Company has circulated a resolution on Tuesday, 27th September, 2022 for changing the name of the company and all the Directors passed the said Circular resolution by 28th September, 2022. Subsequently, the Company applied for Name Reservation on the MCA portal on 1st November, 2022 vide SRN F38699021 and Central Registration Center of MCA vide their Letter dated 13th November, 2022 (letter enclosed) mentioned that there is no objection in the availability of the changed name and the said name "MSE Enterprises Limited" cannot be made available for a period exceeding 60 days from the date of approval and accordingly Clause I - Metropolitan Clearing Corporation of India Limited in the Memorandum of Association of the Company is to be altered by substituting the same with new Clause I -:

Clause I - The name of the Company is **MSE Enterprises Limited**.

The Board of Directors recommends passing of the special resolution as contained in Item No. 1 of the Notice.

None of the Directors is in any way interested or concerned in the resolution.

ITEM NO.2 - TO CONSIDER AND APPROVE CHANGE IN MAIN OBJECTS OF THE COMPANY WITH RESPECT TO CHANGE IN NAME OF THE COMPANY:

The Board of Directors of the Company vide Circular Resolution dated 27th September, 2022, resolved that, the name of the Company be changed from Metropolitan Clearing Corporation Of India Limited to MSE Enterprises Limited. As the Company is no more a Clearing Corporation in lieu of SEBI's letter dated 23rd September, 2022, the Board is

of the view that the business proposed to be undertaken by the Company as specified in new clause is not in line with the Clearing Corporation objective.

The Board of directors recommends passing of the special resolution as contained in Item No. 2 of the Notice.

None of the Directors is in any way interested or concerned in the resolution.

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

Sd/-
Lehar Arora
Company Secretary

Place: Mumbai

Date: 12th December, 2022