



MCX-SX CLEARING CORPORATION LIMITED

Registered Office: Exchange Square, CTS No.255, Suren Road, Andheri (East),
Mumbai – 400 093. Tel. +91 22 6731 9000, Fax +91 22 6731 9004.
CIN- U67120MH2008PLC188032

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of **MCX- SX Clearing Corporation Limited** will be held on Thursday, July 24, 2014 at **4.00 p.m.** at Exchange Square, CTS 255, Suren Road, Andheri (East), Mumbai – 400 093, to transact the following business:

SPECIAL BUSINESS:

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Regulation 24 of the Securities Contracts (Regulation) Stock Exchanges and Clearing Corporations) Regulations, 2012 and Article 116 of the Articles of Association of the Company and subject to prior approval of SEBI, Mr. Saurabh Sarkar be and is hereby appointed as Director of the Company liable to retire by rotation and will be termed as Shareholder Director of MCX Stock Exchange 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 Director and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary/expedient to give effect to this resolution in the best interest of the Company.”

**By Order of the Board of Directors
For MCX-SX Clearing Corporation Limited**

**Date: July 1, 2014
Place: Mumbai**

**Sd/-
Ameya Paranjape
Company Secretary**



Notes:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the special businesses set out above is annexed hereto.
2. **A Member entitled to attend and vote at the Meeting is also entitled to appoint a proxy to attend and vote at the Meeting instead of himself and the proxy need not be a member of the Company.**
3. Proxies in order to be effective must be lodged with the Company not less than 48 hours before the commencement of the Meeting.
4. As per the provisions of Section 113 of the Companies Act, 2013, Corporate Shareholders / Trusts / Societies 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.



Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 1

The Company had received extension of validity of in-principal approval to act as Clearing Corporation for a period of six months from SEBI vide its letter reference no. MRD/DRMNP/9797/2014 dated April 1, 2014 subject to compliances as mentioned therein.

One of the compliance requirements specified by SEBI was that the Company shall appoint Shareholder Director as per the requirement given in SECC Regulations, 2012.

After resignation of Mr. Paras Ajmera, Shareholder Director of the Company, existing Board of the Company comprises of 4 Public Interest Directors and an MD&CEO.

The Company had received a letter dated April 4, 2014 from MCX Stock Exchange Limited (MCX-SX), holding company, recommending the appointment of Mr. Saurabh Sarkar, MD&CEO (MCX-SX) as Shareholder Director on the Board of the Company.

Accordingly, the Board vide its circular resolution dated April 5, 2014 had approved appointment of Mr. Saurabh Sarkar as Shareholder Director subject to approval of shareholders and SEBI. A notice together with requisite deposit under Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification) Rules, 2014 has been received on May 20, 2014 from a Member signifying his intention to propose Mr. Sarkar's candidature for office of Director of the Company.

Pursuant to Regulation 24 of the SECC Regulations, 2012 read with para 6.4.1 of SEBI circular dated December 13, 2012 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. Sarkar is not related to any other Director or Key Managerial Personnel of the Company. Except Mr. Sarkar, none of the Directors or key managerial personnel or their relatives are concerned or interested in this resolution.



Copies of the letter dated April 4, 2014 and circular resolution dated April 5, 2014 in respect of the above, may be inspected by shareholders at the Registered Office of the Company between 10.30 am and 6.30 pm on all business days upto the date of EGM.

It may be noted that SEBI vide its order no. WTM/RKA/MRD-DSA/11/2014 dated March 19, 2014 had declared Financial Technologies (India) Limited (FTIL) as not fit and proper person to acquire or hold any equity share or any instrument that provide for entitlement for equity shares or rights over equity shares at any future date in a recognized stock exchange or clearing corporation either directly or indirectly. Vide the said order, SEBI inter-alia directed that FTIL and entities through whom it indirectly holds equity shares or any instrument entitling voting rights in the Company shall cease to be entitled to exercise voting rights in respect of those shares or instruments with immediate effect.

**By Order of the Board of Directors
For MCX-SX Clearing Corporation Limited**

**Date: July 1, 2014
Place: Mumbai**

**Sd/-
Ameya Paranjape
Company Secretary**



PROXY FORM

Form No. MGT – 11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014

CIN- U67120MH2008PLC188032

Name of the Company: MCX-SX CLEARING CORPORATION LIMITED

Registered Office: Exchange Square, CTS No.255, Suren Road, Andheri(East), Mumbai –
400093.

Name of the member(s):

Registered address:

Reg.Folio No. _____

DP ID: _____

Extraordinary General Meeting on July 24 July, 2014

No.of Shares: _____

Client ID: _____

I/We being Member(s) of _____ shares of the above named Company, hereby appoint

1. Name: _____

Address:

E-mail ID:



Signature _____ or failing him

2. Name: _____

Address:

E-mail ID:

Signature _____ or failing him

3. Name: _____

Address:

E-mail ID:

Signature _____ or failing him

as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at the Exchange Square, CTS No.255, Suren Road, Andheri(East), Mumbai 400093 on July 24, 2014 at 4.00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:.

Resolution No.

1. "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Regulation 24 of the Securities Contracts (Regulation) Stock Exchanges and Clearing Corporations) Regulations, 2012 and the Article 116 of the Articles of Association of the Company and subject to prior approval of SEBI, Mr. Saurabh Sarkar be and is hereby appointed as Director of the Company liable to retire by rotation with effect from the date of SEBI approval and will be termed as Shareholder Director of MCX Stock Exchange 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 Director and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary/expedient to give effect to this resolution in the best interest of the Company.”

<p>Affix Re.1/- Revenue Stamp</p>

Signed this _____ day of _____ 2014

Signature of shareholder

Signature of proxy holder

Note:

1. 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.
 2. The members who hold shares in dematerialized form shall quote their demat account No. and DP ID Number.
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MCX-SX CLEARING CORPORATION LIMITED

Regd. Office: Exchange Square, CTS No.255, Suren Road, Andheri(East), Mumbai – 400093.

ATTENDANCE SLIP

Extraordinary General Meeting on July 24, 2014

Reg.Folio No. _____

No.of Shares: _____

DP ID: _____

Client ID: _____

I/We, certify that I/We, am/are a Member/Proxy for the Member of the Company.

I/We hereby record my presence at the Extraordinary General Meeting of the Company to be held at the Exchange Square, CTS No.255, Suren Road, Andheri(East), Mumbai - 400093 on July 24, 2014 at 4.00 p.m. and at any adjournment thereof.

Member's/Proxy's name in block letters

Signature of Member/Proxy

Note:

1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall.
2. Members are requested to bring their copies of the notice and explanatory statement to the meeting.
3. A shareholder may vote either for or against each resolution.