



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.

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of **MCX- SX Clearing Corporation Limited** will be held on **Wednesday, October 9, 2013 at 5.00 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 a **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to SEBI’s directions vide letter no. MRD/DSA/OW/23153/2013 dated September 12, 2013, the status on conflict of interest and compliance with Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 (SECC Regulations 2012) by the directors and the key management personnel including managing director as summarised in the Explanatory Statement be and is hereby approved.”

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

**Date: September 14, 2013
Place: Mumbai**

**Sd/-
Ameya Paranjape
Company Secretary**



Notes:

1. The Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 and Section 102 of the Companies Act, 2013 in respect of the ordinary resolution set out above is annexed hereto.
2. A Member entitled to attend and vote at the Meeting is also entitled to appoint 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. 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 173 (2) of the Companies Act, 1956 and Section 102 of the Companies Act, 2013

Item No. 1

SEBI vide letter no. MRD/DSA/OW/23153/2013 dated September 12, 2013 had granted renewal of recognition to the MCX Stock Exchange Limited, Parent Company subject to following conditions:

1. A committee comprising of two Public Interest Directors and three nominees from institutional investors in MCX-SX to be constituted within two days of renewal of recognition to oversee the following functions of the exchange :-
 - a. All financial transactions related to investment, lending, and borrowing of funds and related party transactions as defined in AS 18.
 - b. Appointment of Key management personnel.
 - c. All facility / infrastructure sharing arrangements
 - d. All major capital expenditures

and advise the Board on all the major policy matters. The Board will consider the advice and maintain a record of the proceedings.

A Committee on the same lines may also be constituted by MCX-SX CCL which is subsidiary of MCX-SX. The said Committee shall oversee the clearing and settlement function in addition to the functions listed above.

2. In-order to further secure the management of the Clearing Corporation, shareholders of the Company in AGM/EGM would examine conflict of interest and compliance with SECC Regulations 2012 by the directors and the key management personnel including managing director, and take appropriate action including reconstitution of board, reappointment of any key management personnel and will report to SEBI within 30 days from the date of renewal of recognition.



3. Any non-compliance with the directions of SEBI as given above or which may be given from time to time or any adverse findings by any other regulator may result in withdrawal of recognition of the Exchange.

The Board of your Company had at its meeting held on September 14, 2013 constituted the aforesaid Committee. Since the Company does not have any institutional shareholders, the Board had selected the institutional representatives for the above Committee from the institutional shareholders of the holding company, MCX Stock Exchange Limited.

As seen from SEBI's letter the shareholders of the Clearing Corporation have to examine conflict of interest and compliance with the SECC Regulations by the directors and key management personnel including managing director.

The Members of the said Committee would brief the shareholders on the conflict of interest and compliance with the SECC Regulations by the directors and key management personnel including managing director at the EGM.

Your directors recommend the resolution for your approval.

All Directors and key managerial personnel may be deemed to be interested in the above resolution. Relatives of the above mentioned persons are not interested in the above resolution, except to the extent of interest of such directors and key managerial personnel.

Copy of SEBI letter no. MRD/DSA/OW/23153/2013 dated September 12, 2013 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.

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

**Date: September 14, 2013
Place: Mumbai**

**Sd/-
Ameya Paranjape
Company Secretary**



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PROXY FORM
Extraordinary General Meeting on October 9, 2013

Reg.Folio No. No.of Shares:

DP ID: Client ID:

I/We of in the district of being Member(s) of MCX-SX Clearing Corporation Limited hereby appoint of in the district of or failing him/her of in the district of 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 October 9, 2013 at 5.00 pm and at any adjournment thereof.

Affix Re.1/- Revenue Stamp

Signed this day of 2013

Note:

- 1. This form duly completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before 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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ATTENDANCE SLIP
Extraordinary General Meeting on October 9, 2013

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 October 9, 2013 at 5.00 pm 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.