



## MCX STOCK EXCHANGE 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.  
Website: [www.mcx-sx.com](http://www.mcx-sx.com)

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### NOTICE

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NOTICE is hereby given that an Extraordinary General Meeting of the Members of **MCX Stock Exchange Limited** will be held on **Wednesday, October 09, 2013 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 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 (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 Stock Exchange Limited**

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

**Sd/-  
S. Sarat Chandran  
Company Secretary**

#### **Notes:**

1. The Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 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**

### **Item No. 1**

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

1. A committee comprising of two Public Interest Directors and three nominees from institutional investors in MCX-SX shall 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 expendituresand advise the Board on all the major policy matters. The Board will consider the advice and maintain a record of the proceedings.
2. In-order to further secure the management of the Exchange, shareholders of the Exchange 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 at its meeting held on September 14, 2013 has constituted the aforesaid Committee.

As mentioned above SEBI vide the said letter had directed the shareholders of the Exchange 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 Stock Exchange Limited**

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

**Sd/-  
S. Sarat Chandran  
Company Secretary**

**MCX STOCK EXCHANGE LIMITED**

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

**PROXY FORM**

**Extraordinary General Meeting on October 09, 2013**

Reg. Folio No. \_\_\_\_\_

No. of Shares: \_\_\_\_\_

DP ID: \_\_\_\_\_

Client ID: \_\_\_\_\_

I/We \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ being Member(s) of MCX Stock Exchange 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 Exchange Square, CTS No. 255, Suren Road, Andheri (East), Mumbai - 400 093 on October 09, 2013 at 4.00 pm and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013

Affix  
Re.1/-  
Revenue  
Stamp

**Note:**

1. This proxy 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.

**MCX STOCK EXCHANGE LIMITED**

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

**ATTENDANCE SLIP**

**Extraordinary General Meeting on October 09, 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 Exchange Square, CTS No. 255, Suren Road, Andheri (East), Mumbai - 400093 on October 09, 2013 at 4.00 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.