



MCX SX CLEARING CORPORATION LIMITED

Registered Office: Exchange Square, CTS No. 255, Suren Road, Chakala, Andheri (East),
Mumbai - 400 093. Website: <http://www.mcx-sx.com/mcxsxcl>
CIN- U67120MH2008PLC188032

NOTICE

Notice is hereby given that the Sixth (6th) Annual General Meeting of **MCX-SX Clearing Corporation Limited** will be held on **Tuesday, September 30, 2014 at 11.30 a.m.** at the 4th Floor, Vibgyor Towers, Opp. Trident Hotel, Bandra-Kurla Complex (BKC), Bandra East, Mumbai - 400 098, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements including Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date including notes to the Financial Statements and the Report of the Directors and the Auditors thereon.
2. To appoint M/s. Kirtane & Pandit, Chartered Accountants, (Firm Registration No. 105215 W) in place of M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No.117364 W), as the Statutory Auditors of the Company and fix their remuneration, and in this regard 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 139 and other applicable provisions, if any, of the Companies Act, 2013, and to the extent applicable, read with the Companies (Audit & Auditors) Rules, 2014, and subject to approval of the Central Government/Comptroller and Auditor General of India (CAG), if required, M/s. Kirtane & Pandit, Chartered Accountants, (Firm Registration No.105215 W), be and are hereby appointed as the Statutory Auditors of the Company, consequent to the existing Auditors, M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.117364W), not seeking re-appointment and the said firm M/s. Kirtane & Pandit, Chartered Accountants, shall hold office as the Statutory Auditors of the Company for a period of five (5) years from the conclusion of this Annual General Meeting until the conclusion of the AGM to be held for the financial year 2018-19 (subject to ratification of the appointment by the Members at every AGM, till the tenure) and that the Board of Directors of the Company be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors.”

For and on behalf of the Board of Directors
Sd/-

Date: September 8, 2014
Place: Mumbai

U. Venkataraman
Managing Director & CEO
DIN: 02546911

Registered Office :
Exchange Square, CTS No. 255, Suren Road
Andheri (East), Mumbai - 400 093

Notes:

1. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote, instead of himself/herself and the proxy need not be a member of the Company.**
2. 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.
3. The relevant Explanatory statement in respect of business under Item No. 2 above is annexed hereto.
4. Proxies in order to be effective must be lodged with Company not less than 48 hours before the commencement of the meeting.
5. 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.
6. 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.
7. Members/Proxy holders are requested to bring their attendance slip duly signed and copy of the Annual Report to attend the meeting.
8. Members are requested to send to the Company their queries, if any, at least 10 days before the Meeting to enable the Company to provide the required information.
9. Copy of all the documents mentioned herein above, would be available for inspection by the shareholders at the Registered Office of the Company between 11 a.m. and 1.00 p.m. on all working days from the date hereof up to the date of the AGM.

Explanatory Statement with respect to the proposed appointment of M/s. Kirtane & Pandit, Chartered Accountants, (Firm Registration No. 105215W) as the Statutory Auditors in place of M/s. Deloitte Haskins & Sells Chartered Accountants (Firm Registration No. 117364W)

Item No.2

The Existing Statutory Auditors of the Company are M/s. Deloitte Haskins & Sells Chartered Accountants (Firm Registration No.117364W) holding the office upto the ensuing Annual General Meeting of the Company. However, M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No 117364W) have intimated about not seeking re-appointment as the Statutory Auditors at the ensuing Annual General Meeting of the Company.

The Board of Directors of the Company at their meeting held on 31st July, 2014, on the basis of the recommendation of the Audit Committee, has recommended the appointment of M/s. Kirtane & Pandit Chartered Accountants (Firm Registration No. 105215W), as the Statutory Auditors in place of M/s. Deloitte Haskins & Sells Chartered Accountants (Firm Registration No. 117364W) at the ensuing Annual General Meeting of the Company. Special Attention and Notice of the members, to the extent of application of the provisions of the Act, are drawn as to the proposal for appointing a person as Auditor, other than a retiring Auditor, despite the fact that the existing auditors are not seeking their re-appointment as the Statutory auditors of the Company.

As per the Companies Act, 2013 M/s Kirtane & Pandit, Chartered Accountants have confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act that they are not disqualified to be appointed as the statutory auditors in terms of the proviso to Section 139(1) and Section 141(3) of the Act. Their appointment has been proposed for a period of five years commencing from the conclusion of this Meeting, subject to ratification by the members at every subsequent Annual General Meeting of the Company.

Incidentally the Ministry of Corporate Affairs (MCA) had vide their General Circular No. 33/2014, dated July 31, 2014 clarified that “any other Company owned or controlled, directly or indirectly...by the Central Government and partly by one or more State Governments” appearing in Section 139(5) and (7) of the Companies Act, 2013 are to be read with the definition of ‘control’ in section 2(27) of the Companies Act, 2013.

It may be noted that the MCX-SX, the holding Company of the MCX-SX CCL, is a ‘deemed Government company’ hence the MCX-SX CCL is also covered into the ambit of ‘deemed Government company’. It has also been further clarified that it will primarily be the responsibility of the concerned Company to intimate to the Comptroller and Auditor General of India (CAG) and Central Government.

The Company shall be sending a letter shortly to Comptroller and Auditor General of India (CAG) about the proposal to appoint M/s. Kirtane & Pandit, Chartered Accountants, Mumbai as the Statutory Auditors of the Company for the financial year 2014-15, subject to approval of shareholders and the Comptroller and Auditor General of India (CAG) and other Statutory authorities, if any.

Copy of all the documents mentioned herein above, would be available for inspection by the shareholders at the Registered Office of the Company between 11 a.m. and 1.00 p.m. on all working days from the date hereof up to the date of the AGM.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

For and on behalf of the Board of Directors

Sd/-

Date: September 8, 2014

Place: Mumbai

U. Venkataraman
Managing Director & CEO
DIN: 02546911

Registered Office :

Exchange Square, CTS No. 255, Suren Road
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CIN: U67120MH2008PLC188032

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ATTENDANCE SLIP

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. Members are requested to bring their copy of the Annual Report to the meeting.

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FORM NO.MGT-11
PROXY FORM

MCX-SX CLEARING CORPORATION LIMITED
CIN: U67120MH2008PLC188032

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

[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 MCX-SX Clearing Corporation 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 06th Annual General Meeting of the Company, to be held on Tuesday, September 30, 2014 at 11.30 a.m. at 4th Floor, Vibgyor Towers, Opp. Trident Hotel, Bandra-Kurla Complex (BKC), Mumbai - 400 098 and at any adjournment thereof in respect of such resolutions as are indicated below:

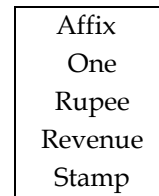
**I wish my above Proxy to vote in the manner as indicated in the box below:

Particulars	For	Against
1. Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors		
2. To appoint and fix the remuneration of the Statutory Auditors M/s, Kirtane & Pandit, Chartered Accountants, (Firm Registration No. 105215 W) in place of M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No.117364 W), as the Statutory Auditors of the Company		

*Applicable for investors holding shares in electronic form.

** This is optional

Signed this _____ day of _____, 2014



Signature of the Proxy holder(s):

Signature of Shareholder

Note: 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.