



MCX-SX CLEARING CORPORATION LIMITED

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

Tel. +91 22 6731 9080, Fax +91 22 6731 9103

Website: <http://www.mcx-sx.com/mcxsxccl/about-mcx-sx-ccl/default.aspx>

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 Tuesday, March 31, 2015 at 11.30 AM at Vibgyor Tower, 4th Floor, G Block, C62, Bandra Kurla Complex, Bandra (E), Mumbai - 400098 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 **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 and 24 read with Regulation 35 of the SECC Regulations, 2012, Mr. Vepa Kamesam (DIN: 00542329), who was appointed as a Public Interest Director on June 20, 2013 by the Securities and Exchange Board of India for a period of three years from the date of his appointment and in respect of whom the Company has received a notice in writing under Section 160(2) of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for a term that shall be coterminous with his term as a Public Interest Director and that he shall not be liable to retire by rotation as stipulated under Section 149 (13) of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 and 24 read with Regulation 35 of the SECC Regulations, 2012, Dr. Mohamed Yaqub Khan (DIN: 03185713), who was appointed as a Public

Interest Director on June 20, 2013 by the Securities and Exchange Board of India for a period of three years from the date of his appointment and in respect of whom the Company has received a notice in writing under Section 160(2) of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for a term that shall be coterminous with his term as a Public Interest Director and that he shall not be liable to retire by rotation as stipulated under Section 149 (13) of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 and 24 read with Regulation 35 of the SECC Regulations, 2012, Mr. Parveen Kumar Chhokra (DIN: 03107873), who was appointed as a Public Interest Director on June 20, 2013 by the Securities and Exchange Board of India for a period of three years from the date of his appointment and in respect of whom the Company has received a notice in writing under Section 160(2) of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for a term that shall be coterminous with his term as a Public Interest Director and that he shall not be liable to retire by rotation as stipulated under Section 149 (13) of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors
For MCX-SX CLEARING CORPORATION LIMITED**

**Sd/-
Balu Nair
Authorized Signatory**

**Date: March 17, 2015
Place: Mumbai**

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

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. The meeting is being convened at a shorter notice, after obtaining the consent, in writing, of more than 95% of the Members of the Company, pursuant to the provisions of Section 101 of the Companies Act, 2013.
3. 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.
4. The relevant Explanatory statement in respect of business above is annexed hereto.
5. Proxies in order to be effective must be lodged with Company not less than 48 hours before the commencement of the meeting.
6. 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.
7. 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.
8. Members/Proxy holders are requested to bring their attendance slip duly signed.
9. 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.
10. 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 EGM.
11. Members may also note that the Notice of the Extraordinary General Meeting will also be available on the Company's website <http://www.mcx-sx.com/mcx-sxccl/about-mcx-sxccl/announcement.aspx> 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.

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

Item No. 1-3

Your Board presently consists of three Public Interest Directors (PIDs) i.e. Mr. Vepa Kamesam, Dr. Mohamed Yaqub Khan and Mr. Parveen Kumar Chhokra besides the Shareholder Director. The said PIDs were nominated on June 20, 2013 by the SEBI. Pursuant to Regulation 24(3) of the SECC Regulations, PIDs are nominated for a fixed term of three years or such extended period as may be approved by the SEBI. Pursuant to the provisions of Section 149 of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment & Qualification) Rules, 2014, Public Companies having paid up share capital of INR 10 Crore or more shall have at least two independent directors. Further, Regulation 23 of the SECC Regulations, governing board of a recognized clearing corporation shall include shareholder director, public interest director and managing director. The definition of public interest director specifies that a PID means an independent director. The Ministry of Corporate Affairs vide their General Circular No. 14/2014 dated June 9, 2014 clarified that it shall be necessary to appoint existing Independent Directors under the new act as prescribed under Section 149 (10) and (11) read with of the Companies Act, 2013. In view of the above, your Company requested the SEBI to consider present and future Public Interest Directors as Independent Directors under Companies Act. Further, they are proposed to be appointed as Independent Director for their remaining term as specified by the SEBI.

In the opinion of the Board, Mr. Vepa Kamesam, Dr. Mohamed Yaqub Khan and Mr. Parveen Kumar Chhokra qualify to be Independent Directors in accordance with Section 149 (6) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Qualification) Rules, 2014. The Company has received notices in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of each of the above directors for the office of the Independent Directors of the Company.

A copy of the notices as aforesaid and a copy of the draft letters of appointment in terms of Schedule IV of the Companies Act for aforesaid Directors setting out the terms and conditions for their appointment would be available for inspection at the registered office of the Company on all working days during the business hours till the date of the Meeting and the said documents shall also be placed at the meeting.

The Directors are interested in the resolutions set with regards to their respective appointments.

Save and except the Directors mentioned above, none of the other directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in these resolutions. Brief profile of the PIDs is annexed to this notice in terms of Clause 49 (VIII) (E) (1) of the Listing Agreement.

**By Order of the Board of Directors
For MCX-SX CLEARING CORPORATION LIMITED**

**Sd/-
Balu Nair
Authorized Signatory**

**Date: March 17, 2015
Place: Mumbai**

Name	Mr.Vepa Kamesam	Dr. Mohamed Yaqub Khan	Mr.Parveen Kumar Chhokra
Age	73 years	72 years	61 years
Profile and Experience	<p>Mr. Vepa Kamesam holds degree in Bachelor of Science in Mathematics Physics and Chemistry. He is an Associate Member of the Indian Institute of Bankers. He holds a Diploma in Banking from the IRI, Rome.</p> <p>He was the Managing Director of the State Bank of Travancore and the State Bank of India. He also served as the Deputy Governor of the Reserve Bank of India from 2001 to 2003. After his stint with RBI, he served as the Managing Director of Institute of Insurance and Risk Management (IIRM), Hyderabad</p>	<p>Dr. Mohamed Yaqub Khan holds Doctorate in Economics.</p> <p>During his service in the Reserve Bank of India, he was deputed in the Securities and Exchange Board of India as Economic Advisor.</p> <p>He was also chairman of the Inter-Connected Stock Exchange of India Limited and the Madhya Pradesh Stock Exchange Limited.</p>	<p>Mr. Parveen Kumar Chhokra holds Bachelor degree in the field of Science along with Bachelor degree in the field of Law.</p> <p>He has extensive experience in the field of Credit, Treasury, General Banking, Forex, Inspection and Audit. After serving in various departments of Punjab National Bank for more than 35 years, he retired as General Manager – Treasury Department.</p>
Details of Directorships held in other companies	<p>Pridhvi Asset Reconstruction and Securitization Company Limited</p> <p>Institute of Insurance and Risk Management (IIRM)</p>	Nil	<p>Druk PNB Bank Limited, Bhutan</p> <p>Allahabad Bank Limited</p>
Details of Chairmanship/ Membership held in Committees of other companies	<p>Pridhvi Asset Reconstruction and Securitization Company Limited – Member of Audit Committee</p>	Nil	<p>Druk PNB Bank Limited – Chairman, Audit Committee and Member of Risk Management Committee</p>
Shareholding in the Company as on the date of Notice	Nil	Nil	Nil



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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.



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**FORM NO. MGT-11
PROXY FORM**

[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 Extraordinary General Meeting of the Company, to be held on Tuesday, March 31, 2015, at 11.30 AM at 4th Floor, Vibgyor Towers, Opp. Trident Hotel, Bandra-Kurla Complex (BKC), Bandra (East), 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. To appoint Mr. Vepa Kamesam, Public Interest Director as Independent Director of the Company		

Particulars	For	Against
2. To appoint Dr. Mohamed Yaqub Khan, Public Interest Director as Independent Director of the Company		
3. To appoint Mr. Parveen Kumar Chhokra, Public Interest Director as Independent Director of the Company		

*Applicable for investors holding shares in electronic form.

** This is optional

Affix One Rupee Revenue Stamp

Signed this ____ day of _____, 2015

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.