



MULTI COMMODITY EXCHANGE OF INDIA LIMITED

CIN: L51909MH2002PLC135594

Regd. Office: Exchange Square, Suren Road, Chakala, Andheri (East), Mumbai – 400093

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Website: www.mcxindia.com; Email id: info@mcxindia.com

NOTICE

Notice is hereby given that the 12th Annual General Meeting of Multi Commodity Exchange of India Limited (MCX) will be held on **Tuesday, September 23, 2014 at 11.00 a.m. at Navinbhai Thakkar Auditorium, Near Rajpuria Hall, Shraddanand Road, Vile Parle (East), Mumbai - 400057**, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date along with the notes and the reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of interim dividend on Equity Shares for the financial year 2013-14 and to declare a final dividend on Equity Shares for the financial year ended March 31, 2014.
3. To appoint auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. Shah Gupta & Co., Chartered Accountants (Firm Registration No. 109574W) as the Statutory Auditors of the Company w.e.f. June 26, 2014 in the casual vacancy caused consequent to the resignation of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (Registration no. 117366W), be and is hereby approved and that they shall hold the said office till the conclusion of this Annual General Meeting.

RESOLVED FURTHER THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, M/s. Shah Gupta & Co., Chartered Accountants (Firm Registration No. 109574W) be and are hereby appointed as the Statutory Auditors of the Company and they shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration of ₹16 Lakhs (inclusive of the above period), as recommended by the Audit Committee and approved by the Board of Directors of the Company plus reimbursement of out-of-pocket expenses and applicable service tax."

SPECIAL BUSINESS:

4. To appoint Mr. Satyananda Mishra (DIN: 01807198) as an Independent Director and in this regard 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 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Clause 1.1 of the Revised Norms for Constitution of the Board of Directors, Committees, Nomination and Role of Independent Directors, Appointment of Managing Director/Chief Executives, etc. at the Nationwide Multi Commodity Exchanges (the Guidelines) dated June 11, 2014 issued by the Forward Markets Commission (FMC), as amended from time to time, and the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the appointment of Mr. Satyananda Mishra (DIN: 01807198), who is holding the office as an Independent Director in terms of the approval of FMC, and who has given a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, to hold office for a term up to March 31, 2016, or any extension of term up to March 31, 2019 that may be granted by FMC, and Mr. Satyananda Mishra shall not be liable to retire by rotation during his term of appointment."

5. To appoint Mr. Ganesa Iyer Anantharaman (DIN: 02229822) as an Independent Director and in this regard 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 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), Companies (Appointment and Qualification of Directors) Rules, 2014 and

pursuant to Clause 1.1 of the Revised Norms for Constitution of the Board of Directors, Committees, Nomination and Role of Independent Directors, Appointment of Managing Director/Chief Executives, etc. at the Nationwide Multi Commodity Exchanges (the Guidelines) dated June 11, 2014 issued by the Forward Markets Commission (FMC), as amended from time to time, and the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the appointment of Mr. Ganesa Iyer Anantharaman (DIN: 02229822), who is holding the office as an Independent Director in terms of the approval of FMC and who has given a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, to hold office for a term up to March 31, 2016, or any extension of term up to March 31, 2019 that may be granted by FMC, and Mr. Ganesa Iyer Anantharaman shall not be liable to retire by rotation during his term of appointment.”

6. To appoint Mr. Manjueshwar Ananthakrishna Prabhu (DIN: 03195461) as a Shareholder Director and in this regard 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, 161 and all other applicable provisions of the Companies Act, 2013 (the Act), Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to clause 1.2 of Revised Norms for Constitution of the Board of Directors, Committees, Nomination and Role of Independent Directors, Appointment of Managing Director/Chief Executives, etc. at the Nationwide Multi Commodity Exchanges (the Guidelines) dated June 11, 2014 issued by the Forward Markets Commission (FMC), as amended from time to time, and the provisions of the Articles of Association of the Company, Mr. Manjueshwar Ananthakrishna Prabhu (DIN: 03195461), a nominee of Canara Bank, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from Canara Bank, a member, proposing his candidature for the office of Director, consent of the members of the Company be and is hereby accorded for appointment of Mr. M.A.K. Prabhu as a Shareholder Director of the Company, subject to the approval by FMC, pursuant to clause 1.2 of FMC guidelines, whose period of office shall be liable to retire by rotation, and shall cease to be a Director of the Company on the withdrawal of his nomination by Canara Bank earlier than the date when he shall be liable to retire by rotation.”

7. To appoint Mr. Parveen Kumar Singhal (DIN: 01237602) as Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Clause 1.2 of the Revised Norms for Constitution of the Board of Directors, Committees, Nomination and Role of Independent Directors, Appointment of Managing Director/Chief Executives, etc. at the Nationwide Multi Commodity Exchanges (the Guidelines) dated June 11, 2014 issued by the Forward Markets Commission (FMC), as amended from time to time, and the provisions of the Articles of Association of the Company, Mr. Parveen Kumar Singhal (DIN: 01237602) in respect of whom a notice in writing under Section 160 of the Companies Act, 2013 is received from him, being a member, proposing his candidature for the office of Director, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Parveen Kumar Singhal as a Director of the Company, subject to the approval by FMC, pursuant to clause 1.2 of FMC guidelines, whose period of office shall be liable to determination by retirement of directors by rotation and the date of his appointment as a Director shall be effective from the date of approval by the shareholders or from the date of approval of FMC, whichever is later.”

8. To appoint Mr. Parveen Kumar Singhal (DIN: 01237602) as Joint Managing Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section(s) 196, 197 and other applicable provisions of the Companies Act, 2013 and the applicable guidelines issued by FMC relating thereto, including any amendment, modifications, variation or re-enactment thereof, and subject to the approval of the Forward Markets Commission (FMC) and such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded to the appointment of Mr. Parveen Kumar Singhal (DIN: 01237602) as the Joint Managing Director (JMD) of the Company, for a period of 3 years commencing from the date of shareholders’ approval or the approval of FMC, whichever is later, and on being appointed as Joint Managing Director, he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the remuneration, Allowance, Reimbursement and other perquisites, etc. payable to Mr. Parveen Kumar Singhal, as Joint Managing Director, as per details given below :

Salary, Allowance, Reimbursement and other perquisites	₹ 1,12,00,000/- per annum with an annual increments/increase, as may be decided by the Board/Nomination and Remuneration Committee in accordance with the Company's policy and within the maximum ceiling as may be provided in the Act or any re-enactment or modifications thereof.
Annual Variable Bonus	In addition to above, Annual Variable Bonus as may be determined by the Board/ Nomination and Remuneration Committee in accordance with Company's policy, subject to condition that it shall not exceed one third of the total remuneration as indicated in 1 above. This variable component shall be paid after approval of audited annual accounts by the Board of the Company.
Earned/privilege leave	As per rules of the Company. The leave accumulated in his account shall be carried forward in accordance with the HR Policy.
Personal Accident, Gratuity, Medical and Directors' & Officers' Liability Insurance	As per rules of the Company.
Encashment of leave	As per rules of the Company.
ESOP	6,000 Options convertible into 1 (one) Equity share of ₹ 10/- each of the Company under the ESOP 2008 Scheme of the Company, as already given to him and such other options as may be granted to him.
Any other benefit, amenity, privilege, not mentioned above but provided by the Company to its employees as per the Rules of the Company or in pursuance to any change in law and that all benefits accrued to him shall continue.	
Any additional salary, Allowance, Reimbursement, other perquisites and other benefit, amenity, privilege, Performance Pay, not mentioned in points 1 to 7 above would be determined/ revised by the Board/Remuneration Committee.	

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of Mr. Parveen Kumar Singhal, the remuneration payable to him by way of salary, allowances, commission and perquisites and other benefits shall not, without the approval of the Central Government (if required), exceed the limits prescribed under Schedule V and other applicable provisions of the Companies Act, 2013, or any other amendment, modification, variation or re-enactment thereof.

RESOLVED FURTHER THAT the Joint Managing Director of the Company shall perform such duties and responsibilities as may be assigned to him from time to time by the Board of Directors including giving effect to the directives, guidelines, orders, circulars issued by the FMC, Government of India in order to implement the applicable provisions of law, rules, regulations as also the Rules, Regulations, Bye laws and Memorandum and Articles of Association of the Exchange.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters, and things and execute all such agreements, due diligence undertaking to FMC, documents, instruments and writings, as may be required to give effect to this resolution including filing of the requisite forms with the Registrar of Companies."

9. To approve the appointment and remuneration of Dr. Manoj Vaish (DIN: 00157082), Ex-Managing Director & Chief Executive Officer and in this regard 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 Section 198, 269, 309, 310, 311 read with Schedule XIII and other applicable provisions, if any, of the erstwhile Companies Act, 1956, and Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule V of the Act, appointment of Dr. Manoj Vaish (DIN: 00157082) as the Managing Director & Chief Executive Officer (MD & CEO) of the Company in terms of the approval of Forward Markets Commission (FMC) along with the remuneration paid to him towards his services during his tenure as the MD & CEO of the Company from February 1, 2014 up to May 10, 2014 as per the terms and conditions as stated in the Contract of Employment executed between him and the Company, including any variation thereof, be and is hereby approved and ratified."

10. To approve the payment of sitting fees to non-executive directors and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Rule 10B of Companies (Central Government's) General Rules and Forms, 1956 read with relevant provisions of the erstwhile Companies Act, 1956 and Section 197 and other applicable provisions, if any, of the Companies Act, 2013, and the applicable provisions of the Articles of Association of the Company, the members of the Company hereby approve and ratify the revision and payment of the sitting fees to all the Non-Executive and /or the Independent Directors entitled to sitting fees, as detailed below:

- a) revision in the payment of sitting fees to ₹20,000/- (Rupees Twenty Thousand only) for all the Non-Executive Directors/ outside experts in the Board/ Committee for attending each Board/Committee Meeting of the Board/Exchange held on or after November 9, 2013; and
- b) further revision by increase in sitting fees paid to Directors at the rate of ₹40,000 (Rupees Forty Thousand only) per Director for attending each Board Meeting and ₹30,000 (Rupees Thirty Thousand only) per director/member for attending any Committee's meeting held after June 26, 2014.

RESOLVED FURTHER THAT fees paid to Mr. Satyananada Mishra, Chairman and / or Mr. Pravir Vohra (Ex-Non-executive, Independent Director) for attending the meeting for declaration of the results of Postal Ballot held on January 24, 2014 and/or June 18, 2014, be and are hereby also ratified and approved."

11. To approve the modification in the ESOP – 2008 Scheme and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT subject to the minimum vesting period of one year and pursuant to the applicable provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999 (SEBI Guidelines), as amended from time to time and the Employee Stock Option Scheme – 2008 (ESOP - 2008 Scheme) of the Company, as amended from time to time, the Members hereby accord its approval to amend ESOP - 2008 Scheme by permitting the eligible employees to exercise all the Options granted but not vested and/or options vested but not exercised after the expiry of one year of attaining the age of superannuation or expiration of the contract including extension thereof, if any, as the case may be.

RESOLVED FURTHER THAT the Board and / or the Compensation Committee of the Board, be and is hereby authorised to carry out and effect any changes, alterations or modification(s), to the ESOP - 2008 Scheme pursuant to the aforesaid resolution and to do all such acts, deeds, matters and things as be necessary for or required for the purpose of giving effect to such modifications/amendments."

12. To approve contracts/agreements/arrangements entered with related parties and in this regard 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 Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Meetings of Board and its Powers) Rules, 2014, the Listing Agreement entered into with BSE Limited, the amendments to Clause 49-VII of the Listing Agreement effective October 01, 2014 governing the Related Party Transactions and such other rules as may be applicable and amended from time to time, the existing contracts/agreements /arrangements hitherto entered into by the Company, for the purpose of availing of services – technology, support, consultancy, software programs, licences, etc. for the day to day operations of the Company/ Exchange with Financial Technologies (India) Limited (the erstwhile Promoter/Anchor Investor of the Company) or any of its subsidiaries, associate or otherwise (collectively referred to as 'FT parties') and which are still subsisting, as detailed in the Explanatory Statement annexed to and forming part of this resolution, and for which the Board has initiated the process of negotiation, consent of the Company be and is hereby accorded for any such acts, deeds, steps, etc. as may be taken by the Board including any negotiation/re-negotiation/ modification/ amendment to, or termination thereof, of the subsisting agreements and all the payments made and/or to be made to such FT Parties, in terms of such contracts/ agreements/arrangements be and are hereby ratified and approved.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company and/or a Committee thereof, to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the FT parties and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

By order of the Board of Directors

August 18, 2014
Mumbai

Ajay Puri
Company Secretary & Chief Compliance Officer

Notes:

1. **The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business of the meeting is annexed.**
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

3. Proxies to be effective must be duly completed and signed, and deposited at the Company's registered office not less than 48 hours before the meeting.
4. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such a proxy shall not act as a proxy for any other person or shareholder.
5. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
6. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
7. In case of joint holders attending the meeting, only such a joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members and Share Transfer Books of the Company will remain closed from September 13, 2014 to September 23, 2014 (both days inclusive).
9. The Final Dividend for the financial year ended March 31, 2014, as recommended by the Board, if approved by the Members, will be paid on and after September 29, 2014 to those Members whose names appear in the Register of Members of the Company as on the book closure date.
10. Dividend will preferably be paid through NECS, where the facility is available. Where dividend payments are made through NECS, intimations regarding such remittances would be sent separately to the shareholders. In cases where the dividend cannot be paid through NECS, the same will be paid by account payee/not negotiable instruments.
11. A profile containing information to be provided under clause 49 of the Listing Agreement pertaining to directors being appointed/re-appointed is attached with the Notice of the Annual General Meeting. Members are requested to kindly refer the same. None of the Directors being appointed/re-appointed are *inter-se* related with any other Director of the Company.
12. All documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company on all working days between 11 a.m. and 1 p.m., up to the date of the Annual General Meeting.
13. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
14. The certificate from the Auditors of the Company certifying that the Employee Stock Option Scheme of the Company is being implemented in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999 (SEBI Guidelines), as amended from time to time, and in accordance with the resolution of the General meeting will be made available for inspection to shareholders at the Annual General Meeting.
15. Any member seeking further information as regards Accounts of the Company at the ensuing Annual General Meeting is requested to send their queries in writing to the Company so as to reach at least one week in advance to enable the Management to keep the information ready at the meeting.
16. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
17. Members are requested to immediately notify any change in their address/bank mandate to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at Karvy Computershare Private Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081 in respect of their physical share folios, if any. Members are also requested to give the MICR Code of their bank to their DPs. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of the deceased joint holder's name and change in the bank account details. The said details will be considered, as will be furnished by NSDL/CDSL to the Company.
18. As a measure of economy, the Company does not distribute the copies of the Annual Report at the meeting. Members/Proxies are also requested to bring their copy of the Annual Report along with attendance slips.
19. Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the form prescribed duly filled-in to RTA. Members holding shares in electronic mode may contact their respective Depository Participants (DP) for availing this facility.
20. For security reasons and for proper conduct of the meeting, no baggage will be allowed at the venue and the entry to the venue of the meeting will be regulated by the Attendance Slip annexed. No eatables will be permitted in the meeting hall.

21. The Company has designated an exclusive email ID viz. ig-mcx@mcxindia.com to enable the investors to post their grievances, if any, and monitor its redressal.
22. Shareholders who have so far not encashed their dividend warrant for the financial year 2007-08 onwards are requested to make their claims either with the Secretarial Department at the registered office of the Company or the office of the Registrar and Share Transfer Agent (RTA), Karvy Computershare Private Limited. Members are requested to note that the dividends not encashed or claimed, will, as per the applicable provisions of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund of Government of India. In view of this, members are advised to send all the unencashed dividend warrants pertaining to financial years 2007-2008 onwards for revalidation and encash them before the relevant due dates.
23. The Securities and Exchange Board of India (SEBI) vide its Circular dated 21st March, 2013 has provided that companies making cash payments to their investors shall use the approved electronic mode of payment such as ECS, NECS, NEFT, etc. To enable usage of electronic payment instruments, companies are required to maintain requisite bank details of their investors:-
- For securities held in electronic form, companies shall seek relevant bank details from DPs.
 - For securities held in physical form, companies shall maintain updated bank details received from investors.
24. To avoid the incidence of fraudulent encashment of dividend warrants, Members are requested to intimate our Registrar and Transfer Agents, Karvy Computershare Private Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500081 under the signature of the Sole/First Joint holder, the following information, so that the bank account number, name and address of the bank can be printed on the dividend warrants:
1. Name of Sole/First Joint holder and Folio number.
 2. Particulars of bank account, viz.
 - i) Name of bank
 - ii) Name of branch
 - iii) Complete address of bank with PINCODE
 - iv) Account type, whether Savings or Current Account
 - v) Bank Account Number
25. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Karvy Computershare Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
26. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach Karvy Computershare Private Limited for issuance of the User ID and Password for exercising their right to vote by electronic means.
27. The Company has appointed Mr. Himanshu S. Kamdar, Practicing Company Secretary, Partner of M/s Rathi & Associates, Company Secretaries, Mumbai, to act as the Scrutiniser, to scrutinise the e-voting process in a fair and transparent manner. The Scrutiniser shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutiniser's Report shall be available on the Company's website within two (2) days of passing of the resolution at the Annual General Meeting of the Company and will accordingly be communicated to the BSE Limited.
28. In terms of Clause 35 B of the Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. Members who donot have e-voting facility may send their assent or dissent in writing on the Postal Ballot Form attached with this AGM Notice in a sealed envelope to the Scrutinizer, Mr. Himanshu S. Kamdar, Practicing Company Secretary, Partner of M/s Rathi & Associates, Company Secretaries, Mumbai, A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013 or to his email id: associates.rathi@gmail.com or associates.rathi8@gmail.com so as to reach by 6.30 P.M. on Thursday, September 18, 2014. Ballot Form received thereafter will strictly be treated as if not received.
29. The e-voting period will commence from **Tuesday, September 16, 2014 (9.00 a.m. IST) and will end on Thursday, September 18, 2014 (6.30 p.m. IST)**. The e-voting module will be disabled thereafter. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting sent separately. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders

shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of September 12, 2014. Members are eligible to cast vote electronically only if they are holding shares as on that date.

30. FMC vide its order dated December 17, 2013 has declared Financial Technologies (India) Limited (FTIL) as not fit and proper to hold shares in excess of 2% or more of the paid-up equity capital of the Company.
31. Further, FMC has issued revised norms regarding Shareholding, Ownership, Net worth, Fit and Proper Criteria, etc. on May 6, 2014 and has, *inter alia*, provided that in the event of any person ceasing to be a 'fit and proper person' or being declared so by the Commission, such person shall forthwith divest his shareholding. Further, pending divestment of shares, the voting rights of such person shall stand extinguished and any corporate benefit in lieu of such holding shall be kept in abeyance/withheld by Exchange. Accordingly, the voting rights of any shareholders including FTIL, who was declared as not 'fit and proper person' by FMC by the aforesaid order, stand extinguished and shall not be reckoned for the purpose of the AGM process and shall not be taken into account by the Company in determining the results at the said Annual General Meeting.

Voting through electronic means

In terms of the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and clause 35B of the listing agreement, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on September 12, 2014 (End of Day) being the Cut-off date (Record date for the purpose of Rule 20 (3) (vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Karvy Computershare Pvt. Ltd. ("Karvy").

- (a) The E-voting period commences from Tuesday, September 16, 2014 (9.00 a.m. IST) and will end on Thursday, September 18, 2014 (6.30 p.m. IST). During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of September 12, 2014 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (b) Details of Website: <https://evoting.karvy.com>
- (c) Details of persons to be contacted for issues relating to e-voting:
Karvy Computershare Private Limited
Unit: Multi Commodity Exchange of India Limited
Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081; Tel. No.: +91 40 44655000; Toll Free No.: 18003454001; Fax No.: +91 40 23420814; E-mail: evoting@karvy.com.
- (d) Mr. Himanshu S. Kamdar, Practicing Company Secretary, Partner of M/s Rathi & Associates, Company Secretaries, Mumbai has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

The instructions for e-voting are as under:

A. In case of Members receiving an email from Karvy [for members whose emails are registered with the Company/ Depository participant] :

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No. /DP ID – Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details such as mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password, in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the 'Event' i.e. Multi Commodity Exchange of India Limited
- vii. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date i.e. August 22, 2014 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in

“AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail ID: associates.rathi@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO.”

B. In case of Members receiving physical copy of the Notice of AGM and Attendance Slip [for members whose emails are not registered with the Company/Depository participant or requesting physical copy]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Initial Password is provided in the Attendance Slip.
 - iii. Please follow all the steps from (iii) to (xii) as mentioned in (A) above, to cast your vote.
2. In case of any query pertaining to e-voting, please visit Help and FAQs section available at Karvy’s website <https://evoting.karvy.com>.
 3. The Scrutiniser shall within a period not exceeding three (3) working days from the conclusion of the e-voting period make a Scrutiniser’s Report of the votes cast in favour or against, if any, and forthwith submit it to the Chairman of the Company.
 4. The Results on resolutions shall be declared on or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
 5. The Results declared along with the Scrutiniser’s Report will be available on the website of the Company (www.mcxindia.com) and on Karvy’s website (<https://evoting.karvy.com>) within 2 (two) days of passing of the resolutions and shall also be communicated to BSE Limited.

As required by clause 49 (IV)(G)(i), the details of the following independent directors, appointed on the Board during the year by Forward Markets Commission (FMC) is as under:

Name	Ms. Pravin Tripathi
DIN	06913463
Nominee of	Independent Director, FMC Nominated
Date of Birth	December 23, 1949
Qualification	B.A.(Hons.) and Master in English Literature from Punjab University
Status	Individual
Date of appointment	August 12, 2014
FMC approved term upto	March 31, 2017
FMC approval date	August 12, 2014
Self and Family members holding in MCX	NIL
Other Directorship	NIL
Membership/Chairmanship in Committees	N.A.
Brief Profile including experience	<p>(i) Former Member of :</p> <ul style="list-style-type: none"> • Competition Appellate Tribunal • Airport Economic Regulatory Authority Appellate Tribunal <p>(ii) Deputy Comptroller & Auditor General of India and Chairperson Audit Board</p>

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM No. 3

Consequent to the casual vacancy caused by the resignation of M/s. Deloitte Haskins & Sells L.L.P., Chartered Accountants, Mumbai, with effect from June 03, 2014, the Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of M/s. Shah Gupta & Co., Chartered Accountants, Mumbai (Firm Regn. No. 109574W) as the Statutory Auditors of the Company with effect from June 26, 2014, to fill the said casual vacancy so caused.

In terms of Section 139(8) of the Companies Act, 2013, (Act) any appointment of the Statutory Auditors in the casual vacancy arising as a result of resignation of an auditor has to be approved by the members at a general meeting within three months from the date of recommendation of the Board of Directors of the Company and the said office shall be held till the conclusion of the next Annual General Meeting. Considering the coinciding of the general meeting and the Annual General Meeting, the Board of Directors proposes the appointment of M/s. Shah Gupta & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting to be held in the calendar year 2015, subject to the approval of members.

As per the Companies Act, 2013, M/s. Shah Gupta & Co., Chartered Accountants have confirmed that the 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), 141(2) and 141(3) of the Act.

The Directors recommend the passing of the resolution as an Ordinary Resolution as proposed under Item No. 3 of the Notice for the ratification and appointment of M/s. Shah Gupta & Co., Chartered Accountants, as the Statutory Auditors until the conclusion of the next AGM.

None of the other Directors/ key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions at item No. 3 of the Notice.

All the documents referred to in the Notice and Explanatory Statement are available for inspection between 11 a.m. and 1 p.m. till the date of this Annual General Meeting.

ITEM No. 4 and 5

Your Company being a Commodity Exchange is, *inter alia*, regulated by FMC. FMC has issued guidelines on the Constitution of the Board of Directors, Nomination and Role of Independent Directors and appointment of Chief Executives at the Nationwide Multi Commodity Exchanges which have been revised on May 17, 2013, August 12, 2013, September 13, 2013 and June 11, 2014. As mandated in the said guidelines, the appointment of all the directors on the Board of your Company is with the approval of FMC.

Accordingly, pursuant to clause 1.1 of the FMC Guidelines, the following appointments were made:

1. FMC vide its letter dated November 19, 2013 conveyed its approval for appointment of Mr. Satyananda Mishra as an Independent Director on the Board pursuant to clause 1.1 (ii) of FMC guidelines for a period up to March 31, 2016. Further, FMC vide its letter dated November 28, 2013 approved appointment of Mr. Mishra as the Chairman of the Board.
2. FMC vide its letter dated October 17, 2013 conveyed its approval for appointment of Mr. G. Anantharaman as Independent Director on the Board pursuant to clause 1.1 (ii) of FMC guidelines for a period up to June 20, 2014. Further, FMC vide its letter dated June 19, 2014 extended the term of Mr. G. Anantharaman as Independent Director up to March 31, 2016.

In accordance with Section 149 and 152 read with Schedule IV of the Companies Act, 2013, effective April 1, 2014 read with general circular dated June 9, 2014, the Company is required to appoint its Independent directors, including the existing Independent Directors in accordance with the provisions of the Companies Act, 2013 before March 31, 2015. Further, pursuant to the above provisions the term of such independent directors is not liable to retire by rotation.

Accordingly, it is proposed to appoint Mr. Satyananda Mishra and Mr. G. Anantharaman, as Independent Directors for a term approved by FMC and in accordance with Section 149 of the Companies Act, 2013 not liable to retire by rotation and to hold office up to March 31, 2016, or any extension of term up to March 31, 2019 that may be granted by FMC.

The Company has received from each of the Directors, Mr. Satyananda Mishra and Mr. G. Anantharaman:

- i) Consent to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- ii) Intimation in form DIR – 8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that they are not disqualified in accordance to Section 164(2) of the Companies Act, 2013; and
- iii) declaration that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

As per the requirement of Section 160 of the Companies Act, 2013, the Company has also received a notice in writing along with the requisite deposit from the respective director, signifying their intention to propose their candidature for the office of Director(s) of the Company.

The brief profile of the Independent directors is as under:

Name	Mr. Satyananda Mishra	Mr. G. Anantharaman
DIN	01807198	02229822
Date of Birth	January 17, 1949	June 21, 1944
Qualification	M.A., M Phil (Public Administration), M.Sc. (Policy Planning for Developing Countries)	M.Sc., IRS (Direct Taxes) (Retd.)
Status	Independent Director, FMC Approved	Independent Director, FMC Approved
Date of appointment	November 19, 2013	October 17, 2013 and June 19, 2014
FMC approved term up to	March 31, 2016	March 31, 2016
FMC approval date	November 19, 2013	October 17, 2013 and June 19, 2014
Self and Family members shareholding in MCX	NIL	NIL
Other Directorship	Small Industries Development Bank of India	1. Shriram General Insurance Company Limited, 2. Indian Clearing Corporation Limited, 3. Tata Value Homes Limited 4. Piem Hotels Limited, 5. Central Insurance Repository Limited
Membership/ Chairmanship in Committees	NIL	Chairmanship in Audit Committee: 1. Shriram General Insurance Company Limited, 2. Tata Value Homes Limited, 3. Piem Hotels Limited Membership in Audit Committee: Indian Clearing Corporation Limited
Brief Profile including experience	<ul style="list-style-type: none"> • Ex-Chief Information Commissioner • Handled various assignments in different capacities viz. Secretary, Department of Personnel & Training, Establishment Officer, Principal Secretary, Public Works Department, etc. 	<ul style="list-style-type: none"> • Presently, Special Advisor to the Chairman, Tata Realty & Infrastructure Limited • Former Chief Commissioner of Income Tax, Mumbai • Former Whole- time Member of SEBI

In the opinion of the Board of Directors of the Company, Mr. Satyananda Mishra and Mr. G. Anantharaman, fulfill the conditions for their respective appointments as independent directors as specified in the provisions of the Companies Act, 2013 and the Listing Agreement and are independent of the Management. Further, pursuant to the requirements of FMC, the Board has determined that Mr. Satyananda Mishra and Mr. G. Anantharaman are 'fit and proper' persons to be appointed as a Director on the Board of the Company/Exchange.

The Board recommends the resolutions set forth in the item No. 4 and 5 of the Notice for the approval of the members.

Mr. Satyananda Mishra and Mr. G. Anantharaman are interested in the resolutions for their respective appointments as set out in item Nos. 4 and 5 of the Notice. The relatives of Mr. Satyananda Mishra and Mr. G. Anantharaman, may be deemed interested in the resolutions set out respectively in item Nos. 4 and 5 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions in item Nos. 4 and 5 of the Notice.

The Explanatory statement may be considered as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

All the documents referred to in the Notice and Explanatory Statement are available for inspection between 11 a.m. and 1 p.m. till the date of this Annual General Meeting.

ITEM No. 6

Your Company being a Commodity Exchange is, *inter alia*, regulated by FMC. FMC has issued guidelines on the Constitution of the Board of Directors, Nomination and Role of Independent Directors and appointment of Chief Executives at the Nationwide