

MULTI COMMODITY EXCHANGE OF INDIA LIMITED

CIN: L51909MH2002PLC135594

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

Tel.: +91-22-6731 8888, Fax: +91-22-6649 4151.

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

NOTICE

NOTICE is hereby given that the 17th Annual General Meeting ("AGM") of Multi Commodity Exchange of India Limited ("MCX") will be held on **Friday, September 20, 2019 at 11:30 a.m. at Ravindra Natya Mandir, Ground Floor, PL Deshpande Auditorium, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai, Maharashtra - 400025**, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.
 - b. Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Report of Auditors thereon.
2. To declare dividend on Equity Shares for the Financial Year ended March 31, 2019.
3. To appoint a Director in place of Mr. Chengalath Jayaram (DIN:00012214), who retires by rotation and being eligible, offers himself for re-appointment, subject to approval of Securities and Exchange Board of India (SEBI).
4. To appoint a Director in place of Ms. Padma Raghunathan (DIN: 07248423), who retires by rotation and being eligible, offers herself for re-appointment, subject to approval of SEBI.

SPECIAL BUSINESS:

5. To appoint Mr. Padala Subbi Reddy (DIN:01064530) as a 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 Sections 152 and all other applicable provisions of the Companies Act, 2013 (the Act), Companies (Appointment and Qualification of Directors) Rules, 2014 and the regulations/guidelines, etc. as prescribed/notified in this regard by the Securities and Exchange Board of India (SEBI), from time to time, and the provisions of the Articles of Association of the Company, Mr. Padala Subbi Reddy (DIN: 01064530), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. May 10, 2019 and whose term of office expires at the AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company".
6. To approve the appointment of Mr. Padala Subbi Reddy (DIN:01064530) as the Managing Director and Chief Executive Officer (MD & CEO) of the Company 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 recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with the provisions of Section 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, relevant provisions of the Securities Contract (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ('SECC Regulations') including any amendment, modifications, variation or re-enactment thereof, and the Articles of Association of the Company, and in terms of the approval of the Securities and Exchange Board of India vide its letter no. SEBI/HO/CDMRD/DEA/OW/P/2019/8095/1 dated March 28, 2019, and such other approvals as may be necessary, consent of the Members be and is hereby accorded for the appointment of Mr. Padala Subbi Reddy (DIN: 01064530) as Managing Director and Chief Executive Officer (MD & CEO) of the Company, for a period of 5 years effective from May 10, 2019 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the remuneration, allowances, reimbursement and other perquisites, etc. payable to Mr. Padala Subbi Reddy, as MD & CEO of the Company, as per details given below:

1.	Salary & Allowance forming part of total Gross Annual Remuneration. (fixed pay*)	Gross Remuneration of Rs. 2.2 crores per annum payable in monthly equated installments, with an annual increments in terms of Company's philosophy, as may be recommended by the Nomination and Remuneration Committee and approved by Board of Directors based on the performance of Mr. Reddy and that of the Company, subject to prior approval of SEBI.
2.	Annual Variable Bonus (AVB)	<p>In addition to above, as may be determined and recommended by the Nomination and Remuneration Committee in accordance with Company's Policy and approved by the Board:</p> <p>Annual Variable Bonus (AVB) not exceeding one third of fixed pay in accordance with the SECC Regulations, 2018, subject to the proviso that:</p> <ol style="list-style-type: none"> 50% of such AVB shall be paid after approval of the audited annual accounts by the Board, and the balance 50% of the AVB shall be paid on a deferred basis after three years. <p>The entire AVB is subject to the terms of 'Malus' and 'Clawback' provisions, details of which are given in the employment agreement and/or remuneration policy of the Company.</p>
3.	Company Car facility not included in fixed pay	<p>As per Rules/Policy of the Company applicable to MD & CEO</p> <ul style="list-style-type: none"> Company shall provide a car (costing upto Rs. 20 lakh (Rs. Twenty lakh) for official and personal use. Chauffeur to be provided by the Company. Fuel reimbursement up to 200 (two hundred) litre per month. Insurance, repairs and maintenance cost of the car to be borne by the Company.
4.	Other benefits	
a.	Earned/privilege leave	As per Rules/Policy of the Company.
b.	Personal Accident, Medical and Directors & Officers Liability Insurance	As per Rules/Policy of the Company.
c.	Encashment of leave	As per Rules/Policy of the Company.
d.	Grant of options and any other equity linked instruments/benefits under the Employees Stock Option Plan of the Company and/or its subsidiaries	MD&CEO is not entitled for these benefits.
e.	Any other benefit, amenity, privilege, not mentioned above but provided by the Company to its employees as per the Remuneration Policy and Rules of the Company or in pursuance to any change in law are also applicable to MD&CEO.	
f.	All monetary payments not in the nature of reimbursement of expenses is subject to deduction of tax at source and other statutory deductions like provident fund on basic salary, tax on employment, etc.	

*Fixed Pay includes Basic Salary, Additional Allowance, House Rent Allowance (if paid), Leave Travel Allowance, Medical Allowance, contribution to Provident Fund, gratuity (if applicable), but excludes certain perquisites like Company maintained car with drivers, telephone (besides mobile phone) with net connectivity, leave encashment, club membership, medical, personal accident and life insurance cover and Directors & Officers Liability Insurance.

RESOLVED FURTHER THAT during the tenure of Mr. Reddy as MD&CEO, if the Company has no profits or its profits are inadequate in any financial year, the remuneration payable to him by way of Salary, allowances, commission, perquisites and other benefits shall be in accordance with limits laid down in Section II of Part II of Schedule V of the Act, based on the effective capital of the Company from time to time, and that the Board is authorised to decide the quantum of remuneration within the said limits and shall not, without such approvals as may be required, exceed the limits prescribed under Section II of Part II of Schedule V and other applicable provisions of the Act or any other amendment, modification, variation or re-enactment thereof.

RESOLVED FURTHER THAT the MD & CEO shall perform such duties and responsibilities as may be delegated to him by the Board and as prescribed in the Employment Contract including giving effect to the directions, guidelines, circulars and other orders issued by the Securities and Exchange Board of India (SEBI), adhere to and ensure compliance with the applicable provisions of law, rules, regulations and also the Rules, Regulations, Byelaws, Business Rules, Memorandum and Articles of Association of the Exchange.

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary of the Company, be and is hereby severally authorised to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

7. Approval for increase in total limit of Foreign Investment in the company upto the prescribed sectoral cap of 49%:

To consider and, if thought fit, to pass the following as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, extant Consolidated FDI Policy as prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPP) from time to time, and all other applicable Rules, Regulations, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the necessary approvals, permissions and sanctions and subject to such conditions as may be stipulated by any of the concerned authorities while granting such approval, permissions, sanctions, as may be agreed to by the Board of Directors of the Company, consent of the Members be and is hereby accorded to permit total foreign investment in the equity shares of the Company, under the Automatic Route, upto the prescribed sectoral cap of 49%, which shall include all types of foreign investments, direct and indirect, under Schedule 1 (FDI), 2 (FII), 2A (FPI), 3 (NRI), 6 (FVCI), 9 (LLPs) and 10 (DRs) and 11 (Investment Vehicles) of FEMA (Transfer or Issue of Security by Persons Resident Outside India) Regulations, as amended from time to time.

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the Board be and is hereby authorised to do such acts, deeds and things as the Board in its absolute discretion deem necessary or desirable in connection with and to give effect to the aforesaid resolution, including, without limitation, the following:

- (i) Seek any consents and approvals from concerned statutory and regulatory authorities, if required;
- (ii) File requisite documents with the DIPP, FIPB, RBI, SEBI, Stock Exchanges and any other statutory and/or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;
- (iii) Settle any issues, questions, difficulties or doubts that may arise;
- (iv) Further, authorise any committee and/or Director(s) and/or Officer(s) of the Company to seek the aforementioned consents and approvals, and/or to execute and/or file the above documents and/or to carry out any/all of the aforesaid actions."

By Order of the Board of Directors

Mumbai
August 22, 2019

Ajay Puri
Company Secretary

Notes:

1. **An explanatory statement pursuant to section 102 of the Companies Act, 2013 with respect to Item Nos. 5 to 7 of the Notice is annexed hereto.**
2. ***A member entitled to attend and vote at the Annual General Meeting (AGM) shall be entitled to appoint a Proxy/ Proxies to attend and vote instead of himself/herself and such proxy / proxies need not be a member of the Company. The instrument appointing the proxy should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty-eight (48) hours before the commencement of the AGM.***

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member. A proxy form for the AGM is enclosed herewith.

3. Corporate members intending to send their authorised representatives to attend the AGM 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.
4. 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.
5. Members are informed that in case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the registrar of members of the company will be entitled to vote.
6. With respect to item nos. 3 and 4 of the Notice, save and except Mr. Chengalath Jayaram and Ms. Padma Raghunathan in connection with their respective re-appointments and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMPs) and their relatives, are, in any way concerned or interested, financially or otherwise, in the said Resolutions.
7. The route map showing directions to reach the venue of the AGM is annexed.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 14, 2019 to Friday, September 20, 2019 (both days inclusive) for the purpose of payment of dividend for the Financial Year ended March 31, 2019 and the AGM of the Company to be held on September 20, 2019.
9. Dividend for the Financial Year ended March 31, 2019, as recommended by the Board of Directors of the Company, if approved at the AGM, will be paid to the Members on / after Friday, September 27, 2019 as under:
 - i. To all Beneficial Owners in respect of shares held in dematerialized form, as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Friday, September 13, 2019;
 - ii. To all Members in respect of shares held in physical form, after giving effect to valid transmission/transposition requests lodged with the Company on or before the close of business hours on Friday, September 13, 2019.
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. Pursuant to the provisions of Section 124 of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Company's Unpaid Dividend Account is required to be transferred, along with interest accrued, if any, to the Investor Education and Protection Fund (IEPF), established by the Central Government. Further, all shares in respect of which dividend has not been paid or claimed for seven consecutive years are to be transferred by the Company in the name of IEPF.
12. The Company had transferred the unpaid and unclaimed dividends declared up to Financial Year 2011-12 (interim) to the IEPF. Details of the unpaid/ unclaimed dividends are also uploaded on the Company's website www.mcxindia.com. Shareholders who have so far not encashed their dividend warrant(s) for the Financial Year 2011-12 (final) and 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 Fintech Pvt. Ltd. (KFPL) before the unclaimed dividend is transferred to IEPF.
13. Dr. Deepali Pant Joshi was appointed as Public Interest Director (Independent Director) and Mr. Saurabh Chandra was re-appointed as Public Interest Director with the approval of SEBI in terms of the provisions of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ["SECC Regulations"]. The relevant details as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), in respect of appointment of a new Director or re-appointment of a Director at the AGM are provided in Annexure to this Notice. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.
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 (Share Based Employee Benefits) Regulations, 2014 and the resolutions passed at the General Meetings of the Company will be made available for inspection to shareholders at the AGM.
15. Any member seeking further information as regards Accounts of the Company at the ensuing AGM 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. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements maintained under Section 189 of the Act will be available for inspection at the Meeting.
17. The term 'Members' has been used to denote Shareholders of MCX.
18. 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 RTA of the Company Karvy Fintech Pvt. Ltd., "Karvy Selenium Tower – B", Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad 500032, Telangana, 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.
19. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their Depository Participants. Members holding shares in physical form are requested to submit their PAN to the Company or its RTA.
20. As a measure of economy, the Company does not distribute the copies of the Annual Report at the meeting. Members/Proxies are requested to bring their copy of the Annual Report along with attendance slips.
21. 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.
22. 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 their redressal.
23. The Annual Report for FY 2018-19 and the Notice of the 17th AGM of the Company containing the process and manner of electronic voting along with Attendance Slip, Proxy Form and Route Map are being sent, by electronic mode to all members whose e-mail IDs are registered with the Company/Depository Participants for communication purposes, unless any member has requested for physical copy of the same. **For Members who have not registered their e-mail IDs with the Company/Depository Participants, physical copies of the above referred documents are being sent by the permitted mode. Members who have not registered their e-mail IDs with the Company are requested to submit their request with valid e-mail IDs to Karvy Fintech Private Limited. Members holding shares in demat form are requested to register/update their e-mail IDs with their Depository Participant(s) directly.** Members of the Company, who have registered their email-IDs, are entitled to receive such communication in physical form upon request.
24. The Annual Report of the Company and the Notice of the meeting will be available on the website of the Company (www.mcxindia.com) and on Karvy's website (<https://evoting.karvy.com>). All documents referred to in the Notice and Explanatory Statement will also be available for inspection at the Registered Office of the Company on all working days between **11:00 a.m. and 1:00 p.m.**, up to the date of the AGM.
25. **ONLY FOR MEMBERS HOLDING SHARES IN PHYSICAL MODE:**
 - A. Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form SH-13 duly filled-in to the Company's RTA.
 - B. Pursuant to Regulation 40 of SEBI (LODR) Regulations, 2015, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Further, as per Regulation 46 of the SECC Regulations, 2018, securities of a recognised stock exchange shall be in dematerialised form. Therefore, shareholders are requested to get their physical shares dematerialised.
26. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting mentioned below. 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 i.e. Friday, September 13, 2019. Members are eligible to cast vote electronically only if they are holding shares as on that date.

27. REMOTE E-VOTING FACILITY:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Fintech Pvt. Ltd. ('Karvy'), on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

For queries pertaining to e-voting, members may visit the "Help" & "F.A.Q's" sections of Karvy e-voting website: <https://evoting.karvy.com> or contact Ms. Rajitha Cholletti (Assistant General Manager - Corporate Registry) or Mr. Premkumar Nair (Manager - Corporate Registry), Karvy Fintech Pvt. Ltd., Unit: Multi Commodity Exchange of India Limited, Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally; Hyderabad, 500032, Telangana on phone no. (040) 67161500/67161525, call Karvy's toll free no. 1-800-34-54-001 or email their queries on evoting@karvy.com / einward.ris@karvy.com.

Mr. Manish L. Ghia, Practicing Company Secretary, Partner of M/s Manish Ghia & Associates, Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The procedure and instructions for e-voting are as under:

- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/ Depository Participant (s)]:
- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client 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 of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like 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., 'Name of the Company'
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "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 folio/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 have voted on the resolution (s), 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, NRI 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 Scrutinizer at email info@mgconsulting.in with a copy marked to evoting@karvy.com. 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 Notice [for Members whose email IDs are not registered with the Company/Depository Participant (s)]:

- i) E-Voting Event Number, User ID and Password are provided in the e-voting form.
- ii) Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

Voting at the AGM: Members who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. Members who have already cast their vote(s) by Remote e-voting are eligible to attend the Meeting, however they are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

Other Instructions:

- a. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - b. The remote e-voting period commences on **Tuesday, September 17, 2019 (9.00 a.m. IST)** and ends on **Thursday, September 19, 2019 (5.00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **September 13, 2019**, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
 - c. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. **September 13, 2019**.
 - d. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e. **September 13, 2019**, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No.(for Physical Folios) or DP ID and Client ID to 9212993399

Example for NSDL:
MYEPWD <SPACE> IN12345612345678

Example for CDSL:
MYEPWD <SPACE> 1402345612345678

Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Member may call Karvy's toll free number 1-800-34-54-001.
 - iv. Member may send an e-mail request to: evoting@karvy.com.
28. The Scrutiniser shall immediately after the conclusion of voting at the general meeting, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than Forty Eight hours from the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- The Chairman or such person as authorised by him in this regard shall declare the result of voting forthwith.
29. The results declared along with the report of the scrutiniser shall be available on the website of the Company and on the website of Karvy immediately after the result is declared by the Chairman or a person authorised by him in writing and will simultaneously be communicated to BSE Limited, where the equity shares of the Company are listed.
30. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Annual General Meeting.

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

Item No. 5 & 6

In view of the completion of tenure of Mr. Mrugank Paranjape as Managing Director and Chief Executive Officer (MD & CEO) of the Company on May 08, 2019, the Nomination and Remuneration Committee initiated the process for selection/appointment of the Managing Director afresh in compliance with the relevant provisions of the Securities Contract (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 and Companies Act, 2013. Egon Zehnder, an Executive Search Firm was engaged to assist in the selection process.

The Nomination and Remuneration Committee, after following the due process recommended the names of two candidates to the Board, for its consideration for the position of MD & CEO. The Board at its meeting held on February 26, 2019, considered the recommendations of Nomination and Remuneration Committee and after deliberations, recommended to SEBI for its approval, the name of Mr. P. S. Reddy (DIN: 01064530) for appointment as an Additional Director and MD & CEO of MCX, along with the terms and conditions of his appointment including remuneration. SEBI vide its letter no. SEBI/HO/CDM RD/DEA/OW/P/2019/8095/1 dated March 28, 2019, accorded its approval for appointment of Mr. Reddy as MD & CEO for a period of five years from the date of his joining. Thereafter, the Board appointed Mr. Reddy as Additional Director and Managing Director & Chief Executive Officer of the Company. Mr. Reddy shall hold office for a period of 5 years w.e.f. May 10, 2019, on such remuneration as detailed in the resolution, subject to such other approvals as may be necessary in relation thereto.

As per the Articles of Association of the Company, Mr. Reddy shall not be liable to retire by rotation during the currency of his tenure as MD & CEO.

The Company has received the requisite notice under Section 160 of the Companies Act, 2013, proposing the appointment of Mr. Reddy as a Director on the Board of the Company.

The Company has obtained confirmation from Mr. Reddy of he being 'fit and proper person' for being appointed as Managing Director & CEO of the Company, along with the required consent, disclosures, declarations, etc.

The Board recommends the resolution set forth in the Item No. 5 & 6 of the Notice for approval of the Members as an Ordinary Resolution.

Except Mr. Reddy and/or his relatives, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 & 6 of the Notice.

Item No. 7

Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 read with Consolidated FDI Policy Circular of 2017, issued by Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, inter alia, provides for the sectoral cap i.e. the maximum amount which can be invested by foreign investors in an entity, unless provided otherwise, which is composite and includes all types of foreign investments, direct and indirect, regardless of whether the said investments have been made under Schedule 1 (FDI), 2 (FII), 2A (FPI), 3 (NRI), 6 (FVCI), 9 (LLPs), 10 (DRs) and 11 (Investment Vehicles) of FEMA (Transfer or Issue of Security by Persons Resident Outside India) Regulations. Accordingly, for Infrastructure Company in the Securities Market which includes Commodity Exchanges the sectoral cap of 49% in equity has been provided for all types of foreign investments falling under automatic route.

The Consolidated FDI Policy Circular of 2017 provides the other conditions as mentioned below:

(i) Foreign investment, including investment by FPIs, will be subject to the Securities Contracts (Regulations) (Stock Exchanges and Clearing Corporations) Regulations, 2018 as amended, and the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, and other Guidelines/Regulations issued by the Central Government, SEBI and the Reserve Bank of India from time to time.

Further, as per FEMA (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, read with Consolidated FDI Policy Circular of 2017 the Foreign Institutional Investor (FII) and Foreign Portfolio Investors (FPI) may in terms of Schedule 2 and 2A of FEMA (Transfer or Issue of Security by Persons Resident Outside India) Regulations, as the case may be, respectively, invest in the capital of an Indian company under the Portfolio Investment Scheme which limits the individual holding of an FII/FPI below 10% of the capital of the company and the aggregate limit for FII/FPI investment to 24% of the capital of the company. This aggregate limit of 24% can be increased to the sectoral cap/statutory ceiling, as applicable, by the Indian company concerned through a resolution by its Board of Directors followed by a special resolution to that effect by its General Body and subject to prior intimation to RBI. The aggregate FII/FPI investment, individually or in conjunction with other kinds of foreign investment, will not exceed sectoral/statutory cap.

Presently, the investment limit for FII/FPI in the equity shares of MCX is 34 %. Given the interest by the foreign investors in the Stock Exchanges and to attract foreign investment and have more headroom available for foreign investors, it is proposed to raise the total foreign investment limit in the equity shares of the Company upto the prescribed sectoral cap of 49%, which shall include all types of foreign investments, direct and indirect, regardless of whether the said investments have been made under Schedule 1 (FDI), 2 (FII), 2A (FPI), 3 (NRI), 6 (FVCI), 9 (LLPs), 10 (DRs) and 11 (Investment Vehicles) of FEMA (Transfer or Issue of Security by Persons Resident Outside India) Regulations, as amended from time to time.

The Board recommends the resolution set forth in the Item No. 7 of the Notice for approval of the Members as a Special Resolution.

None of the Director and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding appointment/re-appointment of Directors is as under:

Name	Mr. Chengalath Jayaram	Ms. Padma Raghunathan	Dr. Deepali Pant Joshi	Mr. Saurabh Chandra#
DIN	00012214	07248423	07139051	02726077
Date of Birth	18-04-1956	16-03-1961	12-12-1957	11-04-1955
Qualification	B.A. (Economics), PGDM – IIM Kolkata	Chartered Accountant, Associate Member of Institute of Bankers	Ph.D.in Politics, Master in political Science, B.A from University of Allahabad, L.L.B. from University of Lucknow, Diploma in Management from I.G.N.O.U., Delhi	IAS (Retd.) Diploma in Management B.E. - Graduate in Electrical Engineering, IIT Kanpur
Date of first appointment	November 25, 2016	February 4, 2016	August 8, 2018	July 03, 2016
Shareholding in MCX	Nil	Nil	Nil	Nil
Directorships of other companies as at 31 st March, 2019	<ul style="list-style-type: none"> Kotak Mahindra Bank Limited Kotak Mahindra Asset Management Company Limited Allsec Technologies Limited Multi Commodity Exchange Clearing Corporation Limited Financial Planning Standard Board India 	Nil	<ul style="list-style-type: none"> Wadhawan Global Capital Limited 	<ul style="list-style-type: none"> Usha Breco Limited Vacmet India Limited SBI Pension Funds Private Limited J. K. Cement
Membership/ Chairmanship in Committees* as at 31 st March, 2019	<ul style="list-style-type: none"> <u>Membership:</u> Audit Committee 1. Allsec Technologies Limited 2. Kotak Mahindra Asset Mangement Company Limited 	Nil	<ul style="list-style-type: none"> <u>Membership:</u> Audit Committee 1. Wadhawan Global capital Limited 	<ul style="list-style-type: none"> <u>Membership:</u> Audit Committee – 1. Vacmet India Limited

Name	Mr. Chengalath Jayaram	Ms. Padma Raghunathan	Dr. Deepali Pant Joshi	Mr. Saurabh Chandra#
Brief Profile including experience	<ul style="list-style-type: none"> Currently on the Board of Kotak Mahindra Bank Ltd., as an Non-Executive and Non-Independent Director Was the Joint Managing Director of Kotak Mahindra Bank Limited Has over 40 years of diverse experience in Financial Sector & related businesses 	<ul style="list-style-type: none"> Presently working as Chief General Manager in Finance Department at NABARD. Has closely worked with the community-centred institutions engaged in upliftment of livelihood prospects of rural poor. 	<ul style="list-style-type: none"> Held various positions in Central Office of Reserve Bank of India and at several Regional Office. Headed as Executive Director Position in RBI. Has over 39 years of experience in macroeconomic policies with regard to Banking Services. 	<ul style="list-style-type: none"> Indian Administrative Services (U.P. Cadre) Former Secretary to the Ministry of Petroleum and Gas, GoI; Former Secretary in the Department of Industrial Policy and Promotion (DIPP); Has over 38 years of experience in various assignments, Spent over 17 years in the Secretariat, both with State & Central Govt.; Worked in different capacities in the Ministry of Finance, Ministry of Commerce and Industry, Ministry of Chemicals & Fertilizers, in the Government of India;
Relationship with other Directors/KMPs	None	None	None	None

*Only Audit and Stakeholders' Relationship committees are considered.

Details provided as on the date of his re-appointment (i.e. July 03, 2019)

Name	Mr. P. S. Reddy
DIN	01064530
Date of Birth	20-02-1963
Qualification	<ul style="list-style-type: none"> Bachelor of Arts, Economics, Andhra University, Visakhapatnam, India; Master of Arts, Economics, University of Hyderabad.
Date of first appointment	May 10, 2019
Shareholding in MCX	Nil
Directorships of other companies as at 31 st March, 2019 [#]	Nil
Membership/Chairmanship in Committees* as at 31 st March, 2019 [#]	Nil
Brief Profile including experience	<ul style="list-style-type: none"> Has held position of Managing Director & CEO of Central Depository Services (India) Limited for twelve years. Worked with BSE Limited for eighteen years. Was in charge of various departments and represented in various Committees of the Exchange. Over 30 years of diverse experience in Indian Capital Market, especially in Stock Exchange, Clearing Corporation and its ecosystem businesses.
Relationship with other Directors/KMPs	None

*Only Audit and Stakeholders' Relationship committees are considered.

Details provided as on the date of his appointment (i.e. May 10, 2019).

By Order of the Board of Directors

Mumbai
August 22, 2019

Ajay Puri
Company Secretary