

**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 18<sup>th</sup> Annual General Meeting (“AGM”) of Multi Commodity Exchange of India Limited (MCX) will be held on **Monday, August 31, 2020 at 11:30 a.m. (IST)** through Video Conferencing (VC), 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, 2020 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, 2020 and the Report of Auditors thereon.
2. To declare dividend on Equity Shares for the Financial Year ended March 31, 2020.
3. To appoint a Director in place of Mr. Amit Goela, (DIN:01754804), 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. Madhu Vadera Jayakumar, (DIN:00016921), who retires by rotation and being eligible, offers herself for re-appointment, subject to approval of SEBI.
5. 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 139 and 142 of the Companies Act, 2013 (the Act) and Rules 3 and 4 of the Companies (Audit and Auditors) Rules, 2014 (the Rules), (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Shah Gupta & Co., Chartered Accountants (Firm Registration No.109574W), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the second term of 5 (five) consecutive years to hold office from the conclusion of this meeting until the conclusion of the Twenty Third Annual General Meeting of the Company, at a remuneration of ₹ 15 lakh (Rupees Fifteen lakh) for the financial year 2020-21, plus reimbursement of out-of-pocket expenses and applicable taxes, with an escalation of upto 10% once in two years and change in the engagement partner.”

**By Order of the Board of Directors**

**New Delhi**  
**July 25, 2020**

**Ajay Puri**  
**Company Secretary**

## Notes:

1. **An explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to Item No. 5 of the Notice is annexed hereto.**
2. In view of massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020, issued by Ministry of Corporate Affairs (MCA), companies are permitted to hold their AGM through Video Conferencing (VC)/ Other Audio Visual Means (OVAM) for the calendar year 2020. Accordingly, the 18<sup>th</sup> Annual General Meeting of the Company being conducted through VC is hereinafter called as “**e-AGM**”.
3. **e-AGM:** The Company has appointed **M/s KFin Technologies Private Limited**, Registrar and Transfer Agents of the Company (hereinafter referred as KFin/ RTA), to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
4. The term ‘Members’ has been used to denote Shareholders of MCX.
5. Pursuant to the aforesaid circulars of MCA on VC/OVAM(e-AGM):
  - a) Members can attend the meeting through log in credentials provided to them to connect to Video conference;
  - b) Physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be made available for the 18<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice;
  - c) Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC and participate thereat and cast their votes through e-voting.
6. The Members can join the e-AGM, 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
7. Up to 1000 members will be able to join on a First-Come-First-Served (FCFS) basis to the e-AGM.
8. There is no restriction on account of FCFS entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more equity shares), Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
9. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote during the meeting are requested to upload the scanned certified true copy(PDF Format) of the Board resolution / authorization letter on the e-voting website <https://evoting.karvy.com> and send a copy to the scrutinizer at [naithanipcs@gmail.com](mailto:naithanipcs@gmail.com). The scanned image of the above-mentioned documents should be named in the format “**Corporate Name Event No.**”
10. As per the provisions under the MCA Circulars, Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. **Voting:**

- a) **Remote e-Voting:** Pursuant to 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by MCA dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members through e-Voting agency **M/s KFin Technologies Private Limited(KFin)** .
- b) **Voting at the e-AGM:** Members who could not vote through remote e-voting may avail the e-voting system provided during the e-AGM by KFin.

The Company requests all the shareholders to participate and effectively exercise their vote(s) either by remote e-voting or by voting at e-AGM, on the resolutions moved by the Company in the Notice of AGM.

Further, the Company as an initiative to encourage huge participation in the voting, shall strive to send the necessary reminder(s) via email, to all the eligible shareholders before the remote e-voting commences. Please note that the reminder will be sent to only shareholders, whose email address is available in the Company/RTA records. The shareholders intending to register/update their email address on a temporary basis to participate in the e-voting & e-AGM may do so by clicking the link [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/).

**12. Procedure for obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with RTA on physical folios:**

On account of threat posed by COVID-19 and in terms of MCA and SEBI Circulars, the Company has sent the Annual Report, Notice of e-AGM and e-Voting instructions only in electronic form to the registered email address of the shareholders. Therefore, those shareholders who have not yet registered their email address are requested to get the same registered through the procedure given below:

- a) Those shareholders who have registered/not registered their email address and mobile numbers including communication address and bank details, may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with the Company's RTA, KFin in case the shares held in physical form.
- b) Shareholders who have not registered their mail address and consequently the Annual Report, Notice of e-AGM and e-voting notice could not be serviced, may temporarily provide their email address and mobile number to KFin, by clicking the link: [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/) for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- c) Shareholders are also requested to visit the website of the Registrar and Transfer Agent <https://evoting.karvy.com> for downloading the Notice of the e-AGM. Notice and Annual Report are available on the website of the Company [www.mcxindia.com](http://www.mcxindia.com), as well as, the website of BSE Limited;
- d) Alternatively Member may send an e-mail request at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the duly signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio/copy of share certificate in case of physical folio for sending the Annual Report, Notice of e-AGM and the e-voting instructions.

**13. Instructions for the Members for attending the e-AGM through Video Conference:**

- a) Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin. Members may access the platform to attend the AGM through VC at <https://emeetings.kfintech.com> by using their remote e-voting credentials. The link for e-AGM will be available in shareholder/member login where the EVENT and the name of the Company can be selected. Please note that the member who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice;
- b) The facility for joining the e-AGM shall open 15 minutes prior to the scheduled time for commencement of the e-AGM and shall be closed after the expiry of 15 minutes of such scheduled time;
- c) Members are encouraged to join the meeting through laptops with Google Chrome for better experience. Further, Members will be required to grant access to the web-cam to enable two-way video conferencing, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting;
- d) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches;
- e) Members who may want to express their views or ask questions at the e-AGM may log into <https://emeetings.kfintech.com/> and click on the tab **"Post Your Queries Here"** to post their queries in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall remain active during the remote e-voting period and shall be closed 24 hours before the time fixed for the e-AGM. Please note that the Company will answer the queries/questions posted by the members who holds the shares on cut-off date i.e. August 24, 2020;
- f) In addition to the above step, Members may register themselves as speakers for the e-AGM to post their queries:-
  - Members may log into <https://emeeting.kfintech.com> and enter their e-voting login credentials to enter the website.
  - On landing page, you can select "Speaker Registration" tab and upload the video of the question you wish to ask.
  - Members can either pre-record the question and upload or record the question in the module itself.

The above mentioned facility is available during the remote e-voting period. The Company reserves the right to restrict the speakers at the e-AGM to only those Members who have registered themselves, depending on the availability of time for the e-AGM;

- g) Members who may require any technical assistance or support before or during the e-AGM are requested to contact KFin Technologies Private Limited at toll free number 1-800-3454-001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).

#### 14. Instructions for members for e-Voting during the e-AGM session:

- a) Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the e-AGM. E-voting during the AGM is integrated with the VC platform. The e-voting “**Thumb sign**” on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the e-AGM proceedings. Shareholders shall click on the same to take them to the “**instapoll**” page.
- b) Members to click on the “**Instapoll**” icon to reach the resolution page and follow the instructions to vote on the resolutions.
- c) Only those shareholders, who are present in the e-AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the e-AGM.

#### 15. Instructions for Members for remote e-Voting:

In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section at <https://evoting.karvy.com> (KFin website) or contact Ms. Rajitha Cholletti (Assistant General Manager - Corporate Registry) or Mr. Premkumar Nair (Manager - Corporate Registry) (Unit: Multi Commodity Exchange of India Limited) of KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032 or at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and [evoting@kfintech.com](mailto:evoting@kfintech.com) or phone no. (040) 6716 1500/1511 or call KFin's toll free No. 1-800-3454-001 for any further clarifications.

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

Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

**Mr. Prasen Naithani**, Practicing Company Secretary (FCS No.:3830 & COP No.:3389), Proprietor of **M/s P. Naithani & 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 Kfin [for Members whose email IDs are registered with the Company/ Depository Participant (s)]:
- Launch internet browser by typing the URL: <https://evoting.karvy.com>
  - 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 Kfin for e-voting, you can use your existing User ID and password for casting your vote.
  - After entering these details appropriately, click on “LOGIN”.
  - 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.
  - You need to login again with the new credentials.
  - 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 account.
  - 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 upload the scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., on the e-voting website <https://evoting.karvy.com> and send a copy to the scrutinizer at [naithanipcs@gmail.com](mailto:naithanipcs@gmail.com). The scanned image of the above mentioned documents should be named in the format "**Corporate Name\_ Event No.**"
- (B) In case of Members whose email IDs are not registered with the Company /Depository Participant (s) are requested to get their email ID and mobile number temporarily registered by clicking the link: [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/) to enable the Company to send the credentials to participate in the e-AGM and e-voting. The members shall follow the steps from Sl. No. (i) to (xii) above to cast their vote by electronic means.

#### Other Instructions:

- a. The remote e-voting period commences on **Friday, August 28, 2020 (9.00 a.m. IST)** and ends on **Sunday, August 30, 2020 (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 of **August 24, 2020**, 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.
- b. 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. **August 24, 2020**. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- c. 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. **August 24, 2020**, 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 Kfin's toll free number 1-800-34-54-001.

iv. Member may send an e-mail request to: [evoting@karvy.com](mailto:evoting@karvy.com).

16. Members may note that the Board of Directors, in its meeting held on May 30, 2020, has recommended a final dividend of ₹ 30 per share. The record date for the purpose of final dividend will be **August 24, 2020**. The final dividend, once approved by the Members in the ensuing AGM will be paid to the Members on/after **Thursday, September, 10, 2020**, electronically through various online transfer modes to those Members who have updated their bank account details. **For Members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses post normalcy of postal facility.**

Therefore to avoid delay in receiving the dividend, members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective Depository Participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with MCA/SEBI circulars. We urge members to utilize the ECS for receiving dividends. The members having shares in physical form may send their request to the Company's Registrar and Transfer Agent (RTA) at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for updating the above details. Members are also requested to give the MICR Code of their bank to their DPs.

The Company will not entertain any direct request for change of address, transposition of names, deletion of the deceased joint holder's name and change in the bank account details of the members having shares in demat mode. The said details will be considered, as will be furnished by Depositories to the Company.

17. Dividend for the Financial Year ended March 31, 2020, as recommended by the Board of Directors of the Company, if approved at the e-AGM, will be paid to the Members on/after **Thursday, September 10, 2020** as under:
- 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 **Monday, August 24, 2020**;
  - To all Members in respect of shares held in physical form, after giving effect to valid transfers in respect of transmission/transposition requests lodged with the Company on or before the close of business hours on **Monday, August 24, 2020**.
18. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, August 25, 2020 to Monday, August 31, 2020** (both days inclusive) for the purpose of payment of dividend for the Financial Year ended March 31, 2020 and the e-AGM of the Company to be held on August 31, 2020.

**19. Tax on Dividend:**

As you are aware that as per the Income tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source at the time of making the payment of the said Dividend on Thursday, September, 10, 2020.

**For Resident Shareholders**, taxes shall be deducted at source under Section 194 of the Income tax Act, 1961 at 7.5% on the amount of dividend. However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2020-21 does not exceed ₹ 5,000. In cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years), provided that all the required eligibility conditions are met, no tax at source will be deducted. Needless to say that having a Permanent Account Number (PAN) is mandatory.

It may be further noted that in case you are eligible for the Form 15G / Form 15H, then we request you to kindly mention the current financial year i.e., 2020-21 under Sr. No.4 of the said Form 15G / Form 15H. Similarly, please also indicate in the Declaration/Verification the previous year ending on as March 31, 2021, relevant to the assessment year 2021-22.

**For Non-resident Shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income tax Act, 1961 at the rates in force. As per the relevant provisions of the Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. However, as per Section 90 of the Income tax Act, 1961 the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail Tax Treaty benefits, the non-resident shareholders will have to provide the following:

- Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities.

- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident. In case TRC is furnished in a language other than English, the said TRC would have to be translated from such other language to English language and thereafter duly notarized and apostilled copy of the TRC would have to be provided.
- Self declaration in Form 10F, if all the details required in this form are not mentioned in the TRC.
- Self declaration by the non-resident shareholder of having no Permanent Establishment in India in accordance with the applicable Tax Treaty.
- Self declaration of Beneficial ownership by the non-resident shareholder.

Accordingly, in order to enable us to determine the appropriate TDS / withholding tax rate applicable, we request you to provide these details and documents as mentioned above on or before **Monday, August 24, 2020**. The said Dividend will be paid after deducting the tax at source as under:

1. Nil for resident shareholders in case Form 15G/Form15H (as applicable) along with self-attested copy of the PAN is submitted.
2. 7.5% for resident shareholders in case PAN is provided/available.
3. 20% plus applicable surcharge and cess, for resident shareholders in case PAN is not provided / not available.
4. Beneficial tax treaty rate (based on tax treaty with India) for non-resident shareholders, as applicable will be applied on the basis of documents submitted by the non-resident shareholders.
5. 20% plus applicable surcharge and cess for non-resident shareholders in case the aforementioned documents are not submitted.

Notwithstanding paragraph 4 above, tax shall be deducted at source at 20% (plus applicable surcharge and cess) on dividend paid to Foreign Institutional Investors ("FII") and Foreign Portfolio Investors ("FPI"). Such TDS rate shall not be reduced on account of the application of the lower DTAA rate or lower tax deduction order, if any.

Kindly note that the aforementioned documents are required to be uploaded at the <https://ris.kfintech.com/form15/> on or before **Monday, August 24, 2020**, in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication on the tax determination/deduction shall be entertained post **Monday, August 24, 2020**. It may be further noted that in case the tax on said Dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, there will still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

We shall arrange to email a soft copy of TDS certificate to you at your registered email ID in due course, post payment of the said Dividend.

Shareholders are further requested to complete necessary formalities to link their bank accounts to their Demat accounts to enable the Company to make timely credit of dividend in respective bank account especially in view of prevailing lock down due to COVID-19.

*Disclaimer: This communication shall not be treated as an advice from the Company or its affiliates or KFin Technologies Private Limited. Shareholders should obtain the tax advice related to their tax matters from a tax professional.*

The Company vide its email dated July 27, 2020, has sent a communication along with the necessary templates of forms/declaration in this regard. The templates of said forms/declaration are also available on the website of the Company at <https://www.mcxindia.com/investor-relations/others>.

20. With respect to item nos. 3 and 4 of the Notice, save and except Mr. Amit Goela and Ms. Madhu Vadera Jayakumar 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.
21. Dr. Bhartendu Kumar Gairola and Ms. Pravin Tripathi were appointed as Public Interest Directors (Independent Director) w.e.f. September 17, 2019. The term of Mr. Shankar Aggarwal as Public Interest Director is extended for 3 years with effective from October 01, 2020, 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 aforesaid Directors in relation to their appointment/re-appointment.

- 22.** Pursuant to the provisions of Section 124 of the Act, 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.
- 23.** The Company had transferred the IPO application amount, unpaid and unclaimed dividends declared up to Financial Year 2012-13 (interim dividend) and the corresponding shares on which dividend was unclaimed for seven consecutive years, to the IEPF. Details of the unpaid/ unclaimed dividends/shares transferred are also uploaded on the Company's website [www.mcxindia.com](http://www.mcxindia.com). Shareholders who have so far not encashed their dividend warrant/s for the Financial Year 2012-13 (final dividend) 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), KFin, before the unclaimed dividend is transferred to IEPF.

**24. Procedure for inspection of documents:**

The following documents/registers/data shall be available for inspection through electronic mode till the AGM, basis the prior request being sent at [ig-mcx@mcxindia.com](mailto:ig-mcx@mcxindia.com).

- All the documents referred to in the accompanying Notice and Explanatory Statement;
- 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;
- The resolutions passed at the General Meetings of the Company;
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act.

Any member seeking additional information as regards Accounts of the Company 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 make the desired information available to the members.

- 25.** 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.
- 26.** The Company has designated an exclusive email ID viz. [ig-mcx@mcxindia.com](mailto:ig-mcx@mcxindia.com) to enable the investors to post their grievances, if any, and monitor their redressal.
- 27.** The Scrutinizer shall immediately after the conclusion of voting at e-AGM, count the votes cast during the meeting through e-voting 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 scrutinizer'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.

- 28.** The results declared along with the report of the Scrutinizer shall be available on the website of the Company and on the website of KFin, immediately after the result are 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.
- 29.** Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Annual General Meeting.
- 30.** The recorded transcript of the meeting will be available on the website of the Company i.e. [www.mcxindia.com](http://www.mcxindia.com), as soon as possible.



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

### **Item No. 5**

Re-appointment of M/s. Shah Gupta & Co., Chartered Accountants (Firm Registration No.109574W) as the Statutory Auditors of the Company:

M/s Shah Gupta & Co., Chartered Accountants (Firm Registration No.109574W) were appointed as Statutory Auditors in casual vacancy at the 12<sup>th</sup> Annual General Meeting(AGM) to hold office till the conclusion of next AGM.

Subsequently, in accordance with the provisions of Section 139, M/s Shah Gupta & Co., were re-appointed as Statutory Auditors of the Company at the 13<sup>th</sup> AGM held on September 29, 2015, for a term of 5(five) years to hold office from the conclusion of 13<sup>th</sup> AGM until the conclusion of the 18<sup>th</sup> AGM of the Company, subject to ratification by the members at every annual general meeting. Ratification was done away with in the 16<sup>th</sup> AGM.

In the opinion of the Board, the performance of M/s Shah Gupta & Co. during the previous term has been satisfactory. M/s Shah Gupta & Co., have confirmed that they satisfy the criteria provided in Section 141 of the Companies Act, 2013 and that they are not disqualified to be the Auditors of the Company as prescribed in Rule 10 of Companies (Audit and Auditors) Rules, 2014. In view of the same, the Board has recommended the re-appointment of M/s Shah Gupta & Co., for another term of 5(five) years.

Further, in view of the current situation on account of COVID-19 pandemic, M/s Shah Gupta & Co. has agreed to reduce the audit fees.

The Members are requested to approve the re-appointment of M/s. Shah Gupta & Co., Chartered Accountants (Firm Registration No.109574W) as Statutory Auditors of the Company for a second term of 5 (five) consecutive years to hold office from conclusion of this AGM until the conclusion of 23<sup>rd</sup> AGM, at a remuneration of ₹ 15 lakh (Rupees Fifteen lakh) for the financial year 2020-21, plus reimbursement of out-of-pocket expenses and applicable taxes, with an escalation of upto 10% once in two years. Further, in terms of Section 139 of the Companies Act, there shall be change in the engagement partner for MCX.

The terms of the aforesaid re-appointment shall be in accordance with the provisions of the Companies Act, 2013(including the Rules made thereunder) and the SEBI (LODR) Regulations, 2015, and the circulars and directions issued thereunder from time to time will be applicable to the Statutory Auditors of the Company.

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

### **About Shah Gupta & Co.:**

M/s. Shah Gupta & Co., have team of highly competent Chartered Accountants, who have extensive experience in assurance engagements and serving complex enterprises. They are familiar with the issues client face in businesses and understand client's need. The team members pass through careful performance evaluation, with a focus on providing a quality service to clients. Their approach encompasses both technical achievement and client satisfaction.

The team leaders guide the team members to follow a well-defined methodology and strictly enforced procedures to deliver high quality services at all times. Extensive and ongoing training on various subjects and partner's consultation ensures appropriate knowledge base and sound judgments to handle client queries.

Under the leadership of partners, the team provides the strong central control needed to deliver attentive, consistent and focused service, and reporting and communication.

**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:**

<b>Name</b>	<b>Mr. Amit Goela</b>	<b>Ms. Madhu Vadera Jayakumar</b>	<b>Dr. Bhartendu Kumar Gairola</b>
DIN	01754804	00016921	02442205
Date of Birth	February 02, 1965	August 19, 1963	November 26, 1949
Qualification	MBA – University of North Florida, Florida B.Com. – Kolkata University	B.A. Mathematics (Honours) - Delhi University MBA – IIM Ahmedabad	B. Tech. (Chemical Engineering) – IIT, Kanpur M. Tech. (Computer Science) – IIT, Kanpur Ph. D. (Computer Science) – IIT, Kanpur
Date of first appointment	February 04, 2016	February 04, 2016	September 17, 2019
Shareholding in MCX	100 Shares	Nil	Nil
Directorships of other companies as at 31 <sup>st</sup> March, 2020	<ul style="list-style-type: none"> <li>Suryaamba Spinning Mills Limited</li> <li>Roshni Agencies Private Limited</li> <li>Basera Home Finance Private Limited</li> <li>Race Ahead Properties Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>Aptech Limited</li> <li>Judith Investments Private Limited</li> <li>Mel Training &amp; Assessments Limited</li> </ul>	<ul style="list-style-type: none"> <li>Arthavedika Tech Private Limited</li> <li>ESRI India Technologies Limited</li> </ul>
Membership/ Chairmanship in Committees* as at 31 <sup>st</sup> March, 2020	<b>Chairmanship:</b> <u>Audit Committee</u> - Suryaamba Spinning Mills Limited <u>Stakeholders' Relationship Committee</u> - Suryaamba Spinning Mills Limited	<b>Membership:</b> <u>Audit Committee</u> - Aptech Limited	<b>Membership:</b> <u>Audit Committee</u> -ESRI India Technologies Limited
Brief Profile including experience	<ul style="list-style-type: none"> <li>Partner at Rare Investment</li> <li>Worked as               <ul style="list-style-type: none"> <li>AVP (Private Equity) -Reliance Capital</li> <li>CEO at Alchemy Share and Stock Brokers</li> <li>Senior Manager - Strategy and Planning at ITC Classic Finance.</li> </ul> </li> <li>Has over 23 years of experience in Capital Market.</li> </ul>	<ul style="list-style-type: none"> <li>An independent investor in financial markets.</li> <li>Was Founder CEO of E-Commodities Limited</li> <li>Worked with Citibank-Investment Bank as well the Corporate Bank.</li> <li>Counter-trade business group and Human Resources Division of Metal and Minerals Trading Corporation of India (MMTC).</li> <li>Has over 32 years of experience in Financial Services Industry</li> </ul>	<ul style="list-style-type: none"> <li>Founding member of National Informatics Centre (NIC) and served as Director General at NIC.</li> <li>Served as Mission Director, e-governance, Government of India.</li> <li>Played key role in a large number of e-governance projects in Central and State governments.</li> <li>Founder Director / Vice Chancellor, International Institute of Information Technology (IIIT), Naya Raipur, Chattisgarh.</li> <li>Assisting various Central and State governments in their Information Technology (IT) initiatives.</li> <li>Has more than 45 years of experience in the field of IT and Research.</li> </ul>
Relationship with other Directors/KMPs	None	None	None

\*Only Audit and Stakeholders' Relationship committees are considered.