

MCX'SX™

India's New Stock Exchange

MCX Stock Exchange Limited

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

Tel. +91 22 67319000, Fax +91 22 67319004. Website: www.mcx-sx.com

Notice

NOTICE is hereby given that the Fifth Annual General Meeting of MCX Stock Exchange Limited will be held on Saturday, September 28, 2013 at 11.00 a.m. at The Orchid Hotel, Churchill I, Nehru Road, adjacent to Domestic Airport, Vile Parle (East), Mumbai – 400 099, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2013 and the Balance Sheet as at that date along with the reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. B D Sumitra, Director of the Company, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To determine the manner of fixation of remuneration of Statutory Auditors appointed by the Comptroller and Auditor-General of India for the financial year 2013-14.

Special Business

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with approval of SEBI and pursuant to provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 and other regulatory authority(ies) if any, the consent of the shareholders be and is hereby accorded to amend the Articles of Association of the Exchange as under:

- A. In Article 3, after Article (ah), Article (aha) shall be inserted as under:

“(aha) ‘**SEBI Regulations**’ shall mean the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012, including any statutory amendments, modifications thereto or such other regulations as may be in force from time to time, read with any clarification, circulars or guidelines that may be issued by SEBI from time to time.”

- B. In Article 3, after Article (c), Article (ca) shall be inserted as under:

“(ca) ‘**Associate**’ shall have the same meaning assigned to in the SEBI Regulations.”

- C. In Article 3, after clause (n), the following clause shall be inserted, namely:

“(na) ‘**Electronic Mode**’, with reference to any meeting of the Board of Directors or a Committee thereof or that of the shareholders, means employment of video conference facility i.e., any audio-visual electronic communication facility which enables all person participating in that meeting to communicate concurrently with each other without an intermediary and to participate effectively in the meeting.”

- D. In Article 3, after Article (q), Article (qa) shall be inserted as under:

“(qa) ‘**Key Management Personnel**’ means a person serving as head of any department or in such senior executive position that stands higher in hierarchy to the head(s) of department(s) in the Company.

- E. In Article 3, after Article (s), Article (sa) shall be inserted as under:

“(sa) ‘**Shareholder Director**’ means a director who represents the interest of shareholders and elected or nominated by such shareholders who are not trading members or clearing members, as the case may be, or their associates and agents;”

- F. In Article 3, after Article (y), Article (ya) shall be inserted as under:
- “(ya) ‘**Public Interest Director**’ means an independent director, representing the interests of investors in securities market and who is not having any association, directly or indirectly, which in the opinion of the Board, is in conflict with his role;”
- G. In Article 28, under the heading ‘Notice for General Meeting’, the following shall be inserted after the first proviso thereof, namely:
- “Provided further that subject to the provisions of Section 219 of the Companies Act, 1956, a copy of every balance sheet (including profit and loss account, the auditor’s report and every other documents required by law to be annexed or attached, as the case may, to the balance sheet) which is to be laid before the Company in general meeting can be sent through such electronic mode as may be permissible by or under any law for the time being in force.”
- H. In Article 29, the following proviso shall be inserted after the first paragraph titled ‘Quorum’:
- “Provided that in a general meeting where shareholders are allowed to participate through electronic mode, the quorum shall be physically present at the place of the meeting.”
- I. In Article 29, the following proviso shall be inserted after the third paragraph titled ‘Chairman of General Meeting’:
- “Provided that in a general meeting where shareholders are allowed to participate through electronic mode, the Chairman of the meeting shall be physically present at the place of the meeting.”
- J. For Article 31, the following shall be substituted, namely:
31. Board of Directors
- 31.1 The Board composition, appointment, tenure, compensation and other terms of appointment shall be as specified in the Rules of the Exchange and subject to the provisions of SEBI Regulations.
- 31.2 The remaining provisions of this Article shall have effect provided they are in consonance with the SEBI Regulations at any point of time.
- 31.3 Number of Directors
- 31.3.1 The Board of Directors shall consist of not more than 18 (eighteen) members constituted as per the directions of SEBI from time to time.
- K. In Article 43, the following clauses shall be inserted immediately after clause (d).
- “(e) Subject to all other applicable provisions of the Companies Act, 1956 and these Articles of Association, Directors of the Company may participate in a meeting of the Board or any Committee of Directors under the Companies Act, 1956 through electronic mode as may be permissible by or under any law for the time being in force.
- (f) When the Board meeting or Committee meeting is held by video conferencing, the place where the Chairman or Secretary is sitting during the Board meeting shall be taken as place of meeting in terms of Section 288 of the Companies Act, 1956 and all recordings will be made at such place.”
- L. In the existing Article 46, following sentence shall be inserted at the end of the paragraph:
- “In order to constitute quorum, atleast one Public Interest Director shall be present at the meetings of the Governing Board.”
- M. In Article 46, the following proviso shall be inserted after the main paragraph:
- “Provided that a director participating in a meeting through use of video conference shall be counted for the purpose of quorum, subject to the conditions as may be prescribed by or under any law for the time being in force.”
- N. In Article 47, the following shall be substituted namely:

"If there is any vacancy in the office of the Chairman or if at any meeting the Chairman is not present within half an hour after the time appointed for holding the meeting, the Directors may choose one among the Public Interest Directors present at the meeting to be the Chairman of the meeting."

O. For Article 50, the following shall be substituted, namely:

"Subject to the provisions of the Act and these presents and also subject to approval of SEBI, the Board shall have the power from time to time, to frame, vary, amend or repeal or add to Memorandum of Association, Articles, Bye-laws, Rules and Regulations framed in exercise of any powers conferred on the Board by these Articles and all such Memorandum of Association, Articles, Bye-laws, Rules and Regulations shall come into force if the sanction of the Government, if required by the Act and the Rules framed there under, has been obtained immediately on passing the same and otherwise immediately on such sanction being received.

Provided that the amendments to the Memorandum of Association, Articles, Rules, Bye-laws etc. pursuant to Regulations, circular etc issued by SEBI shall not be subject to shareholders approval."

P. In Article 53, the following proviso shall be inserted after main paragraph:

"Provided that where any Board/Committee meeting is held through electronic mode, the statutory registers which are required to be placed in the Board meeting as per the provisions of the Act, shall be placed before the Chairman in compliance with the Act. The statutory registers required to be signed by the other Directors shall be deemed to have been signed by Directors participating through electronic mode if they give their consent to this effect in that meeting."

Q. In Article 87, for clause (a), the following clause shall be substituted, namely:

"(a) A document (which expression for this purpose shall be deemed to include any summons, notices, requisition, process, order, judgment or any other document in relation to the Company or the winding up of the Company, may be served or sent by the Company on or to any shareholder either personally or by sending it by post to him at his registered address or through such electronic mode as may be permissible by or under any law for the time being in force."

RESOLVED FURTHER THAT the Board (including any Committee thereof) be and is hereby authorized to do all such acts, things, deeds which may be necessary or expedient to give effect to the aforesaid resolution, and to settle any question, difficulty or doubt that may arise in regard thereto, without requiring the Board to secure any further consent or approval of the Members of the Company in this regard."

5. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Clause 7.2 of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, and the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 ("SECC Regulations") read with the circular issued thereunder by the Securities & Exchange Board of India on December 13, 2012 (including any statutory amendment(s), modification(s) or re-enactment(s)/ reissuance of the same) and any other applicable laws, consent of the shareholders be and is hereby given to modify the existing "MCX Stock Exchange Employee Stock Option Scheme, 2009" ("ESOS 2009") to insert the definition of Key Management Personnel ("KMP") and vary the terms of employee stock options offered/granted pursuant to earlier resolution of the shareholders by increasing the maximum exercise period to five years from the existing one year in respect of options already granted and remaining unexercised by the KMP.

RESOLVED FURTHER THAT the ESOS 2009 be amended wherever necessary to the effect of securing compliance under the SECC Regulations read with the circular issued by SEBI in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion, deem necessary or expedient for the purpose of giving effect to the above resolution, and to settle any question, difficulty or doubt that may arise in regard thereto, without requiring the Board to secure any further consent or approval of the Members of the Company in this regard."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 81(1A) read with Unlisted Public Companies (Preferential Allotment) Rules, 2003 and other applicable provisions, if any, of the Companies Act, 1956, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 (“SECC Regulations”) read with the circular issued by the Securities & Exchange Board of India on December 13, 2012 (including any statutory amendment(s), modification(s) or reenactment of the Act, Regulations or the Guidelines for the time being in force) and any other applicable laws, and subject to such approvals, consents, permissions and sanctions as may be required from such appropriate authorities or bodies from time to time, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the Board of Directors (including a duly constituted and authorized Committee of Directors, hereinafter collectively referred to as “Board”), be and is hereby authorized to create, offer, issue and grant from time to time stock options to the eligible employees (excluding ‘Key Management Personnel’ or KMP) including Executive Directors (excluding Public Interest Directors) and Non-Executive Directors of the Company, and to Directors, equity shares and/or equity linked instruments including options and/or any other instrument or securities convertible into equity shares (hereinafter collectively referred to as “securities”) of the Company, in one or more tranches, under the existing Employees Stock Option Scheme of the Company or one or more future schemes, such that the total equity shares arising from such creation, grant or issue shall not exceed two per cent of the post-issue paid up equity capital of the Company at any point in time or 1,50,00,000 (One Crore Fifty Lacs) equity shares of ₹1/- (Rupee One only) each, whichever is less.

RESOLVED FURTHER THAT the Board be and is hereby authorized to act on, formulate, evolve, decide upon and bring into effect the existing ESOS 2009 and/or one or more further ESOS Scheme(s) on such terms and conditions as contained in the relevant Explanatory Statement to this notice and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the Scheme from time to time, including but not limited to, amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule or to suspend, withdraw or revive the ESOS Scheme(s).

RESOLVED FURTHER THAT the said securities may be allotted in accordance with the ESOS 2009 either directly by the Company or through the existing trust or through one or more new trusts which may be set up in any permissible manner and that the ESOS 2009 may also envisage providing financial assistance to the trust(s) or authorizing the trust(s) to obtain financial assistance from some other source to enable the trust(s) to acquire, purchase or subscribe to the securities of the Company.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company under the aforesaid ESOS Scheme shall rank paripassu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion, deem necessary or expedient for the purpose of giving effect to the above resolution, and to settle any question, difficulty or doubt that may arise in regard thereto, without requiring the Board to secure any further consent or approval of the members of the Company in this regard.”

7. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 81(1A) read with Unlisted Public Companies (Preferential Allotment) Rules, 2003 and other applicable provisions, if any, of the Companies Act, 1956, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 (“SECC Regulations”) read with the circular issued by the Securities & Exchange Board of India on December 13, 2012 (including any statutory amendment(s), modification(s) or re-enactment of the Act, Regulations or the Guidelines for the

time being in force) and any other applicable laws, and subject to such approvals, consents, permissions and sanctions as may be required from such appropriate authorities or bodies from time to time, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the Board of Directors (including a duly constituted and authorized Committee of Directors, hereinafter collectively referred to as "Board"), be and is hereby authorized to create, offer, issue and grant from time to time stock options to the eligible employees (excluding 'Key Management Personnel' or KMP) including Non-Executive Directors (excluding Public Interest Directors) of any subsidiary of the Company, equity shares and/or equity linked instruments including options and/or any other instrument or securities convertible into equity shares (hereinafter collectively referred to as "securities") of the Company, in one or more tranches, under the existing Employees Stock Option Scheme of the Company or one or more future schemes, such that the total equity shares arising from such creation, grant or issue shall not exceed two per cent of the post-issue paid up equity capital of the Company at any point in time or 1,50,00,000 (One Crore Fifty Lacs) equity shares of ₹1/- (Rupee One only) each, whichever is less, within the overall limit fixed under special resolution no. 6 above.

RESOLVED FURTHER THAT the Board be and is hereby authorized to act on, formulate, evolve, decide upon and bring into effect the existing ESOS Scheme and/or one or more further ESOS Scheme(s) on such terms and conditions as contained in the relevant Explanatory Statement to this notice and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the Scheme from time to time, including but not limited to, amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule or to suspend, withdraw or revive the ESOS Scheme(s).

RESOLVED FURTHER THAT the said securities may be allotted in accordance with the ESOS Scheme either directly by the Company or through the existing trust or through one or more new trusts which may be set up in any permissible manner and that the ESOS Scheme may also envisage providing financial assistance to the trust(s) or authorizing the trust(s) to obtain financial assistance from some other source to enable the trust(s) to acquire, purchase or subscribe to the securities of the Company.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company under the aforesaid ESOS Scheme shall rank paripassu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion, deem necessary or expedient for the purpose of giving effect to the above resolution, and to settle any question, difficulty or doubt that may arise in regard thereto, without requiring the Board to secure any further consent or approval of the members of the Company in this regard."

By Order of the Board of Directors
For **MCX Stock Exchange Limited**

Date: August 12, 2013

Place: Mumbai

S Sarat Chandran
Company Secretary

Notes:

1. The relevant Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of the business under Item Nos. 4,5, 6 & 7 set out above is annexed hereto.
2. **A Member entitled to attend and vote at the Meeting is also entitled to appoint proxy to attend and vote at the Meeting instead of himself and the proxy need not be a member of the Company.**
3. Proxies in order to be effective must be lodged with the Company not less than 48 hours before the commencement of the Meeting.
4. The Register of Directors' Shareholding, maintained under Section 307 of the Companies Act, 1956, will be available for inspection by the Members at the Meeting.
5. Corporate Shareholders / Trusts / Societies are requested to send a duly certified copy of the Board / Managing Committee Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956

Item No. 4

The shareholders at the fourth Annual General Meeting had approved amendment in the Articles of Association of the Exchange pursuant to the notification of SECC Regulations and the same was submitted to SEBI for approval. Subsequently, SEBI had issued a circular dated December 13, 2012 clarifying certain aspects arising out of SECC Regulations. In light of the said circular, a revised proposal for amending the Articles was approved by the Board at its meeting held on February 14, 2013 and was submitted to SEBI in terms of Regulation 44 of SECC Regulations for prior approval. SEBI vide its approval letter dated July 02, 2013 has approved the alterations in the Articles subject to insertion of provision in the Articles of MCX-SX stating that the amendments to the Memorandum of Association, Articles of Association, Rules, Bye-laws etc. pursuant to Regulations, circulars etc. issued by SEBI, shall not be subject to the shareholders approval. The Articles were required to be amended further to effect the said clause is inserted in the Articles. The Board at its meeting held on August 12, 2013 have approved the amendments subject to the approval of shareholders.

Your Board recommends the special resolution at Item no. 4 for approval.

None of the Directors are interested in the proposed resolution.

Item No. 5

The Exchange has granted options to the eligible employees under ESOS 2009 of the Company in terms of the earlier authorisations from the shareholders. The SECC Regulations defines a Key Management Personnel (KMPs) and SEBI circular dated December 13, 2012, restricts grant of ESOPs to KMPs as part of their compensation. However, the Exchange prior to issue of the said circular had granted options to KMP's. The Exchange has obtained an undertaking from the respective KMP wherein the KMP's have undertaken not to exercise vested options in contravention of the SECC Regulations and circulars or instruction issued thereunder from time to time, which were granted/vested to them before the issue of the aforesaid SEBI circular or in contravention or during the currency of SEBI restriction. In view of the above, it is now proposed to extend the maximum exercise period of the options already granted to KMPs from the existing one year to five years from the date of vesting, so that they would be in a position to exercise their options, in case SEBI were to lift the prohibition during the extended term. The Compensation Committee at its meeting held on March 12, 2013 had recommended the same to the Board at its meeting held on May 28, 2013 had approved the proposal, subject to approval of shareholders.

In terms of Clause 7.2 of the Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, approval of the shareholders is sought for the proposal.

Your Board recommend the special resolution no. 5 for approval.

Directors to the extent of the options held by them are interested in the proposed special resolution.

Item No. 6 and 7

The Exchange has granted options to the Directors and eligible employees of the Company and its subsidiaries in terms of the earlier authorizations. The ESOP Scheme of the Company is being administered under the superintendence of the Remuneration & Compensation Committee (earlier referred to as Compensation Committee). However, subsequent to the notification of the "SECC Regulations" on June 20, 2012 and subsequent circular dated December 13, 2012 issued by SEBI, any issue or grant of shares or ESOPs under the scheme(s) is required to be in strict compliance with SECC Regulations and any circulars, guidelines, clarifications issued by SEBI in that regard.

Main features of the Scheme are as under:

A. Total number of options to be granted:

Upto such number of stock options in the aggregate (each stock option after it is vested being exercisable for one paid-up equity share on payment to the Company at price(s) to be determined in accordance with the Scheme), as would ensure that the shares arising therefrom (assuming full exercise) do not exceed two percent of the paid up equity capital of the Company at any point in time or 1,50,00,000 (One Crore Fifty Lakh) equity shares of Re. 1/- each whichever is less, will be available for being granted to eligible employees and Directors of the Company and Directors and employees of any subsidiary of the Company. The maximum number of options that shall be granted to each employee/Director shall not exceed 1% of paid up equity capital of the Company or the maximum permitted by applicable law for the time being in force.

In case of bonus issue, rights issues and other corporate actions, the aggregate number of stock options would increase in the proportion of the bonus /rights issues and other corporate actions.

Due to non-exercise or resignation of any employee or for any other reason whatsoever, the lapsed stock options earmarked under this scheme will be eligible for re-issue by the Remuneration & Compensation Committee.

B. Eligible participants:

- i. All employees, including Executive and Non-Executive Directors of the Company, Management, but excluding Key Management Personnel (KMP's) and Directors belonging to the promoter group and those nominated by any institution or fund and Public Interest Directors, and
- ii. All Directors and employees of any subsidiary of the Company (excluding Public Interest Directors and Directors belonging to promoter group and KMPs), as on the date of grant of options, whether working in India or outside India, shall be eligible to receive grants of options under the ESOP Scheme. The eligibility of any given employee or class of employees for the grant of any option shall be as determined by the Remuneration & Compensation Committee based on such parameters as it may deem fit. The options granted to an employee will not be transferable to any person.

C. Object of the issue:

The objective of the ESOP Scheme is to attract, encourage and retain talent in the Company, to ensure sustained commitment and motivation on part of its employees and to enable such employees to participate in the long-term growth of the Company and to seek convergence of interest of shareholders and employees, such that employees consciously work towards value creation for the shareholders and other stakeholders.

D. Vesting and maximum period of vesting:

Vesting shall commence on the expiry of twelve months from the date of grant of stock option(s) and the entitlement to vesting shall be in such manner, either one-time or staggered, as may be decided by the Board or the Remuneration & Compensation Committee of the Board, either generally or for a particular class or group of employees, which shall be within a period of five years from the date of grant.

E. Exercise Price or Pricing Formula:

The Company will use the fair value method or any other appropriate method for determining the exercise price for the purpose of grant of options.

F. Maximum Exercise period and the process of exercise:

The employees shall after vesting of the options, exercise the options within a period of five years, or within such other or further time as may be decided by the Remuneration & Compensation Committee, by making an application and requisite payment in such manner, and on such terms and conditions, and on execution of such documents, as may be decided by the Board/Committee.

G. Appraisal process:

The Remuneration & Compensation Committee will select employees in each grade, who shall be eligible for options under the ESOP Scheme. The selection will be based on the employees' performance, technical knowledge, period of service, designation, exceptional contribution, length of service, present grade and compensation structure, integrity and behavior and or such other functional and managerial parameters as the Remuneration & Compensation Committee may deem fit.

H. Maximum number of options to be granted per employee and in aggregate:

The maximum number of options that shall be granted to each employee/Director shall not exceed one per cent of paid up equity capital of the Company or the maximum permitted by applicable law for the time being in force. The maximum number of options that may be granted in the aggregate is such number as would ensure that the equity shares arising therefrom (assuming full exercise) do not exceed two percent of the paid up equity capital at any point in time or 1,50,00,000 (One Crore Fifty Lakh) equity shares of ₹1/- (Rupee One only) each.

I. Intention of Promoters/ Directors/ Key Management Persons to subscribe to the Scheme:

The Promoters do not intend to subscribe to the options. In terms of the SECC Regulations, the KMPs identified by the Company shall not be eligible for future grants. Except for the Promoter Directors, Public Interest Directors, all other Directors would be eligible for ESOP.

J. Proposed time within which allotment shall be completed:

The allotment of shares shall be completed within the time frame allowed by law.

K. Accounting Policy:

The Company and its subsidiary shall comply with the disclosure and accounting policies as prescribed by SEBI and any other appropriate authority.

L. Shareholding Pattern:

The shareholding pattern of promoters and other classes of shareholders before and after the implementation of options under the ESOP shall be as follows:

Shareholder Category	Prior to Allotment		*Post Allotment	
	Number	%	Number	%
Promoters	5,43,30,000	9.98	5,43,30,000	9.89
Other Investors	48,35,40,000	88.77	48,35,40,000	87.98
Shares issued under ESOP Scheme	7,21,500	0.13	7,21,500	0.13
MCX Stock Exchange ESOP Trust	60,93,900	1.12	1,09,89,704	2.00
Total	54,46,85,400	100.00	54,95,81,204	100.00

* The above figures are based on the assumptions that:-

- i. Options are granted to the maximum extent possible under the Scheme;
- ii. All options so granted are exercised by the grantees and none of them lapse;
- iii. There is no increase in the paid up capital except as a result of grant of options and their exercise;
- iv. Any other change in shareholding pattern, on account of factors other than the grant of options and their exercise is not factored in.

M. Whether a change in control is intended or expected:

There shall be no change in control pursuant to the exercise of options pursuant to proposed ESOP.

Approval of the members is sought in terms of Section 81(1A) and other applicable provisions of the Companies

Act, 1956 as may be amended from time to time read with Unlisted Public Companies (Preferential Allotment) Rules, 2003 and Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, for the grant of options and issue of equity shares of the Company under the Scheme.

The Directors of the Company may be deemed to be interested or concerned in the Resolutions to the extent of the shares held by them or stock options granted to them.

By Order of the Board of Directors
For **MCX Stock Exchange Limited**

Date: August 12, 2013
Place: Mumbai

S Sarat Chandran
Company Secretary

Details of Directors seeking re-appointment at the Annual General Meeting

Particulars	Mr. B.D. Sumitra
Date of Birth	February 14, 1945
Date of Appointment	October 06, 2008
Qualifications	Masters in Arts and CAIIB
Expertise in specific functional areas	Wide experience in banking and finance sector
Directorships held in other public companies (excluding foreign companies and Section 25 companies)	Nil
Membership / Chairmanship of Committees of Public Companies (includes only Audit Committee and Shareholders Grievance Committee)	Nil
Number of shares held in the Company	125,000 (0.02%)

Details of Directors nominated by SEBI on the Governing Board of the Company in terms of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012

Particulars	Mr. M. V. Nair	Mr. D. R. Dogra
Date of Birth	March 03, 1952	September 21, 1954
Date of Appointment	July 08, 2013	July 08, 2013
Qualifications	Bachelor's degree	Post-graduate degree in Management from FMS, University of Delhi Agriculture, Certified Associate of the Indian Institute of Bankers.
Expertise in specific functional areas	Wide experience in banking sector	Wide experience in credit rating, commercial banking and corporate sector
Directorships held in other public companies (excluding foreign companies and Section 25 companies)	<ul style="list-style-type: none"> • Credit Information Bureau (India) Limited • L&T Investment Management Limited • Gujarat International Finance TEC-CITY Company Limited • Rolta India Limited 	<ul style="list-style-type: none"> • Credit Analysis and Research Limited
Membership / Chairmanship of Committees of Public Companies (includes only Audit Committee and Shareholders Grievance Committee)	Audit Committee - Member L&T Investment Management Ltd	
Number of shares held in the Company	Nil	Nil

Note: In terms of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012, SEBI vide its letter dated July 8, 2013 had nominated Mr. M V Nair and Mr. D. R. Dogra as Public Interest Directors (PIDs) on the Board of the Company and they are not liable to retire by rotation.

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

Proxy Form

Fifth Annual General Meeting on September 28, 2013

Reg. Folio No.: _____ No. of Shares: _____

DP ID: _____ Client ID: _____

I/We _____ of _____ in the district of _____ being Member(s) of MCX Stock Exchange Limited hereby appoint _____ of _____ in the district of _____ or failing him/her _____ of _____ in the district of _____ as my/our proxy to vote for me/us on my/our behalf at the Fifth Annual General Meeting of the Company to be held at The Orchid Hotel, Churchill I, Nehru Road, adjacent to Domestic Airport, Vile Parle (East), Mumbai – 400 099 on September 28, 2013 at 11.00 am and at any adjournment thereof.

Signed this _____ day of _____ 2013

Affix Re.1/-
Revenue
Stamp

Note:

1. This proxy form duly completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.
2. The members who hold shares in dematerialised form shall quote their demat account No. and DP ID Number.

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Attendance Slip

Fifth Annual General Meeting on September 28, 2013

Reg. Folio No.: _____ No. of Shares: _____

DP ID: _____ Client ID: _____

I/We, certify that I/We, am/are a Member/Proxy for the Member of the Company.

I/We hereby record my presence at the Fifth Annual General Meeting of the Company to be held at The Orchid Hotel, Churchill I, Nehru Road, adjacent to Domestic Airport, Vile Parle (East), Mumbai – 400 099 on September 28, 2013 at 11.00 am and at any adjournment thereof.

Member's/Proxy's name in block letters

Signature of Member/Proxy

Note:

1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall.
2. Members are requested to bring their copies of the Notice and explanatory statement to the meeting.
3. A shareholder may vote either for or against each resolution.

