

# METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED

Registered Office: Vibgyor Towers, 4<sup>th</sup> Floor, C-62, 'G' Block, Bandra Kurla Complex, Bandra(East), Mumbai- 400098,  
CIN: U65999MH2008PLC185856, Tel. +91 22 6112 9000/ Fax +91 22 6112 9009, Website: www.msei.in/e-mail: secretarial@msei.in

## **NOTICE OF 11<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Eleventh Annual General Meeting of Metropolitan Stock Exchange of India Limited will be held on Monday, September 23, 2019 at 11:00 a.m. at MIG Cricket Club, 2nd floor, Galaxy Hall, Ramakrishna Paramahans Marg, MIG Colony, Bandra East, Mumbai, Maharashtra 400051, to transact the following business:

### **ORDINARY BUSINESS:**

#### **1) TO RECEIVE, CONSIDER AND ADOPT:**

- a) The audited standalone financial statements of the Company for the financial year ended March 31, 2019, together with the Report of the Board of Directors ("the Board") and Statutory Auditors thereon; and
- b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2019, together with the Report of the Statutory Auditors thereon.

#### **2) RE-APPOINTMENT OF SHAREHOLDER DIRECTOR, WHO RETIRES BY ROTATION**

To appoint a Director in place of Mr. Sudhir Bassi (DIN: 07819617), Shareholder Director, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, subject to approval of Securities and Exchange Board of India (SEBI).

#### **3) APPOINTMENT OF AUDITORS:**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to provisions of Section 139, 142, and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, the appointment of M/s. T R Chadha & Co, LLP, Chartered Accountants (LLP Identification No. AAF-3926 and FRN: 006711N/N500028) be and are hereby appointed as the Statutory Auditor of the Company to hold such office for a period of five years from the conclusion of this Annual General Meeting (AGM) till the conclusion of 16th AGM of the Company at such remuneration plus actual out of pocket expenses and applicable taxes, etc. as may be mutually agreed to between the Board of Directors and the Auditors."

### **SPECIAL BUSINESS:**

#### **4) Appointment of Ms. Trishna Guha (DIN: 08200779) as an Independent Director of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (hereinafter referred as 'SECC Regulations, 2018'), other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time and Articles of Association of the Company, Ms. Trishna Guha (DIN: 08200779), who was appointed by Board of Directors as a Public Interest Director (pursuant to approval of Securities and Exchange Board of India) on October 04, 2018 for a period of three years and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company for her remaining period as Public Interest Director, not be liable to retire by rotation;

**RESOLVED FURTHER THAT** any Director and/or Interim CEO and/or the Company Secretary be and are hereby severally authorized to take necessary steps as may be required to give effect to the resolution and matters related thereto.

#### **5) Appointment of Mr. Sonti Venkata Durga Nageswara Rao (DIN: 02105323) as an Independent Director of the Company**

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 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (hereinafter referred as 'SECC Regulations, 2018'), other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time and Articles of Association of the Company, Mr. Sonti Venkata Durga Nageswara Rao (DIN: 02105323), who was appointed by Board of Directors as a Public Interest Director (pursuant to approval of Securities and Exchange Board of India) on October 04, 2018 for a period of three years and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder proposing him as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company for his remaining period as Public Interest Director, not liable to retire by rotation;

**RESOLVED FURTHER THAT** any Director and/or Interim CEO and/or the Company Secretary be and are hereby severally authorized to take necessary steps as may be required to give effect to the resolution and matters related thereto."

#### **6) Appointment of Mr. Vijay Sardana (DIN: 01977874) as an Independent Director of the Company**

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 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (hereinafter referred as 'SECC Regulations, 2018'), other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time and Articles of Association of the Company, Mr. Vijay Sardana (DIN: 01977874), who was appointed by Board of Directors as a Public Interest Director (pursuant to approval of Securities and Exchange Board of India) on April 27, 2019 for a period of three years and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder proposing him as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company for his remaining period as Public Interest Director, not liable to retire by rotation;

**RESOLVED FURTHER THAT** any Director and/or Interim CEO and/or the Company Secretary be and are hereby severally authorized to take necessary steps as may be required to give effect to the resolution and matters related thereto."

#### **7) Recommend names for appointment of MD & CEO to SEBI for seeking its prior approval**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with Regulation 25 of Securities Contract (Regulations) (Stock Exchanges & Clearing Corporations) Regulation, 2018 and all other applicable provisions including circulars, letters, notifications issued thereof, consent of the shareholders of the Company be and is hereby accorded to recommend to the SEBI two persons namely Mr. Kunal Sanghavi (DIN: 08100891) and Mrs. Latika Kundu for seeking SEBI's approval for appointing any one of them as Managing Director and Chief Executive Officer (MD & CEO), Key Managerial Personnel of the Company on the terms and conditions including remuneration as set out below:

MD & CEO's Remuneration:

1. The remuneration will be Rs.1,00,00,000 per annum on a cost to company (CTC) basis.
2. Out of the above remuneration payable to Mr. Sanghavi 25% of CTC would be variable pay. Further, 50% of the variable pay would be paid on a deferred basis after three years. The Malus and Clawback arrangement would be applicable to the compensation of MD & CEO of the Company. Remuneration payable to Ms. Kundu shall be fixed and shall have no variable component.

Terms and Conditions:

1. The annual Variable Compensation shall be based on the overall performance of the MD & CEO and shall be subject to the conditions as per the SECC regulations and the compensation policy.
  2. ESOPs and other equity linked instruments in the stock exchange/ clearing corporation will not form part of the compensation.
  3. No sitting fees shall be payable to MD & CEO
  4. The remuneration proposed is in compliance with the provisions of Companies Act, 2013, SEBI (LODR), Regulations, 2015 and SECC Regulations, 2018
  5. The notice period of MD & CEO shall be 3 months.
  6. The appointment of service of MD & CEO shall be subject to prior approval of SEBI.
  7. The appointment of MD & CEO shall be for a period of five years with effect from the date of joining, which date shall be determined by the Board after receipt of the approval from SEBI.
  8. The MD & CEO shall not be liable to retire by rotation.
  9. The MD & CEO shall, subject to the supervision, guidance and control of the Board of Directors, manage the business and affairs of the company
- “RESOLVED FURTHER THAT** any of the Directors and/or Interim CEO and/or Head-HR or the Company Secretary, be and is hereby authorized to recommend the aforesaid names to SEBI to approve one of the persons for the appointment of MD & CEO of the Company pursuant to the applicable provisions of the Securities Contract (Regulations) (Stock Exchanges & Clearing Corporations) Regulation, 2018 and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### 8) Approval for Related Party Transactions

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** further to the approval granted by the shareholders at the Annual General Meeting of the Exchange held on September 30, 2015, and pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the Shareholders do hereby ratify and grant approval to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Metropolitan Clearing Corporation of India Ltd. (MCCIL), subsidiary of the company (a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations) for availing clearing and settlement services, sharing of resources, sub-licensing of premises, reimbursement of expenses on behalf of the other, providing /availing security or loan and investment in MCCIL on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.150 crore during a financial year, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution”.

By Order of the Board of Directors  
For **Metropolitan Stock Exchange of India Limited**

Date: August 23, 2019  
Place: Mumbai

**Yashwant Kakade**  
Company Secretary

#### Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item nos. 3 to 8 of the Notice is annexed hereto.
2. Members are requested to bring duly filled-in attendance slip to attend the meeting along with their copy of Annual Report to the Meeting. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM. As an austerity measure, copies of Annual Report will not be distributed at the Annual General Meeting.
3. Members desiring any information relating to the accounts and/or operations of the Company are requested to write to the Company at least 7 (seven) days before the date of the meeting so as to enable the management keep the information ready at the meeting, to the extent practicable.
4. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING SHALL BE ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE AT THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES, PARTNERSHIP FIRMS, HUF, and LLP ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY LETTER, AS APPLICABLE, ISSUED ON BEHALF OF THE NOMINATING ORGANISATION/ENTITY. PROXIES IN ORDER TO BE VALID MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE COMMENCEMENT OF THE AGM. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a Member would be entitled to inspect the proxies lodged, during business hours, provided that a requisition for the same from a Member is received in writing not less than 3 days before the commencement of the Meeting.
5. A person appointed as proxy shall act on behalf of such member or number of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Karvy Fintech Private Limited to provide efficient and better services.
7. Non-Resident Indian Members are requested to inform about the following to the Company or its RTA or the concerned DP as the case may be, immediately:
  - a. The change in the residential status on return to India for permanent settlement and

- b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if not furnished earlier.
8. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participant with whom they are maintaining their demat accounts.
9. **As prescribed in Regulation 2(1)(t) under Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, only the shareholders who are not Trading Members of the Company or their Associates and Agents shall be eligible to vote and recognized for counting of votes, for Item No. 2 (retirement by rotation of Shareholder Director) of the notice. For definition of Trading Member and Associate, please refer Regulation 2(1)(u) and 2(1)(b) of SECC Regulations, 2018.** Pursuant to the provisions of Section 152 of the Act and rules made thereunder and Articles of Association of the Company, Mr. Sudhir Bassi, Shareholder Director retires by rotation and being eligible, offers himself for re-appointment. A brief resume of Mr. Sudhir Bassi along with nature of his expertise is provided as an annexure to the Notice.
10. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Depositories and to Members who have not registered their e-mail address with the Depositories, through Courier/Speed Post/Registered Post or any other permissible means. The notice and annual report are also available on the website of the Company i.e. <http://www.msei.in/about-us/financials>. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.
11. In case of joint holders attending the meeting, only such joint-holder who is higher in the order of names, will be entitled to vote at the Meeting.
12. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting.
13. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the equity shares held by them. Member holding share in electronic mode may contact their respective DPs for availing the nomination facility.
14. To support the 'Green initiative', the Members who have not registered their e-mail addresses, are requested to register the same with their depository participant or RTA of the Company.
15. All the documents referred to in the accompanying Notice are open for inspection at the registered Office of the Company on all working days (except Saturday, Sunday and Public Holiday) between 11.00 A.M to 1.00 P.M. up to the date of AGM.
16. Members are requested to make all other correspondence in connection with the Equity Shares held by them by addressing letters directly to the RTA viz. Karvy Fintech Private Limited, Unit: Metropolitan Stock Exchange of India Limited, Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad – 500 032 or to the Company at its Registered Office as mentioned in this Notice, quoting reference of their Client ID number and DP ID number.
17. Institutional members (i.e. other than Individuals, HUF, NRI etc.) who intend to send their Authorized Representatives to attend and vote at the Meeting are requested to ensure that the Authorized Representative carries a duly certified true copy of the Board Resolution, Power of Attorney or such other valid authorization, authorizing him to attend and vote at the Meeting and any one of the photo identity proofs (viz. Driving License, PAN Card, Election Card, Passport or any other valid proof). In terms of the provisions of the Companies Act, 2013, the representatives of Corporate Members without proper authorization, such as Board Resolution or Power of Attorney or such other valid authorization, may not be permitted to attend and /or vote at the Meeting.  
*Specimen Resolution for this purpose is as under:*  
*(To be printed/typed on the letterhead of Corporate Member)*  
**"RESOLVED THAT** pursuant to the provisions of Section 113 and all other applicable provisions, if any, of the Companies Act, 2013, Mr./Ms. \_\_\_\_\_ or failing him, Mr./Ms. \_\_\_\_\_ be and is hereby authorized to act as the representative of (name of the Corporate Member) to attend the 11<sup>th</sup> Annual General Meeting of Metropolitan Stock Exchange of India Limited to be held on Monday, September 23, 2019 at MIG Cricket Club, 2nd floor, Galaxy Hall, Ramakrishna Paramahansa Marg, MIG Colony, Bandra East, Mumbai, Maharashtra 400051 or at any adjournment thereof, for and on behalf of the Company as its representative.  
**RESOLVED FURTHER THAT** the aforesaid representative of the company, be and is hereby authorised to vote for and on behalf of the company on the resolutions as stated in the Notice of the 11<sup>th</sup> Annual General Meeting of Metropolitan Stock Exchange of India Limited or at any such adjournment thereof."  
The aforesaid resolution shall preferably be signed by Director/Authorised Signatory of the Corporate Member.
18. The term 'Members' has been used to denote Shareholders of MSE Limited.
19. Mr. Ramakant Kini, (Enrol.no. MAH/2538/2006) Partner, Sterling Associates, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. The decision of the Scrutinizer on the e-voting result shall be final.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 3**

The Members of the Company at the 7th Annual General Meeting ('AGM') held on 30th September, 2015 approved the appointment of M/s. T R Chadha & Co, LLP, Chartered Accountants ('T R Chadha & Co.'), as the Auditors of the Company for a period of five years from the conclusion of the said AGM. M/s. T R Chadha & Co will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014. The present remuneration of Auditors for conducting the audit for the financial year 2019-20, is Rs.14,75,000 plus goods and services tax as applicable and reimbursement of out-of-pocket expenses incurred.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of T R Chadha & Co. as the Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 16th AGM.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found T R Chadha & Co. to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

T R Chadha & Co., was established in the year 1946. As on 31st March, 2019, the said network of audit firms has 17 partners and employs around 600 people.

T R Chadha & Co. have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

### **Item No. 4**

The Board vide resolution dated August 13, 2018 approved and recommended the name of Ms. Trishna Guha to SEBI for nomination as Public Interest Director ('PID') on the Board of Exchange. SEBI had vide letter dated September 27, 2018 approved the appointment of Ms. Trishna Guha as Public Interest

Director of the Exchange for a period of three years under provisions of SECC Regulations, 2018. As per SECC Regulations 2018, Ms. Trishna Guha is not liable to retire by rotation.

As per SECC Regulation 2(1) (o), Public Interest Director is an Independent Director and as per Section 150(2) of the Companies Act 2013, appointment of Independent Director shall be approved by shareholders in a general meeting.

Ms. Trishna Guha is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received declaration from her that she meets with the criteria of independence as prescribed under subsection 149(6) of the Act. In the opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 for such appointment as Independent Director.

Accordingly, the Board recommends the Resolution at Item No. 4 of the accompanying Notice for appointment of Ms. Trishna Guha as an Independent Director.

None of the Directors except Ms. Trishna Guha, or key managerial personnel, or their relatives are concerned or interested, financially or otherwise, in this resolution

**Item No. 5**

The Board vide resolution dated August 13, 2018 approved and recommended the name of Mr. Sonti Venkata Durga Nageswara Rao to SEBI for nomination as Public Interest Director ('PID') on the Board of Exchange. SEBI had vide letter dated September 27, 2018 approved the appointment of Mr. Sonti Venkata Durga Nageswara Rao as Public Interest Director of the Exchange for a period of three years under provisions of SECC Regulations, 2018. As per SECC Regulations, 2018 Mr. Sonti Venkata Durga Nageswara Rao is not liable to retire by rotation.

As per SECC Regulation 2(1) (o), Public Interest Director is an Independent Director and as per Section 150(2) of the Companies Act 2013, appointment of Independent Director shall be approved by shareholders in a general meeting.

Mr. Sonti Venkata Durga Nageswara Rao is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received declaration from him that he meets with the criteria of independence as prescribed under subsection 149(6) of the Act. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 for such appointment as Independent Director.

Accordingly, the Board recommends the Resolution at Item No. 5 of the accompanying Notice for appointment of Mr. Sonti Venkata Durga Nageswara Rao as an Independent Director.

None of the Directors except Mr. Sonti Venkata Durga Nageswara Rao, or key managerial personnel, or their relatives are concerned or interested, financially or otherwise, in this resolution

**Item No. 6**

The Board vide resolution dated February 05, 2019 approved and recommended the name of Mr. Vijay Sardana to SEBI for nomination as Public Interest Director ('PID') on the Board of Exchange. SEBI had vide letter dated April 18, 2019 approved the appointment of Mr. Vijay Sardana as Public Interest Director of the Exchange for a period of three years under provisions of SECC Regulations, 2018. As per SECC Regulations, 2018 Mr. Vijay Sardana is not liable to retire by rotation.

As per SECC Regulation 2(1)(o), Public Interest Director is an Independent Director and as per Section 150(2) of the Companies Act 2013, appointment of Independent Director shall be approved by shareholders in a general meeting.

Mr. Vijay Sardana is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received declaration from him that he meets with the criteria of independence as prescribed under subsection 149(6) of the Act. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 for such appointment as Independent Director.

Accordingly, the Board recommends the Resolution at Item No. 6 of the accompanying Notice for appointment of Mr. Vijay Sardana as an Independent Director.

None of the Directors except Mr. Vijay Sardana, or key managerial personnel, or their relatives are concerned or interested, financially or otherwise, in this resolution.

**Item No. 7**

In terms of the SECC Regulations, 2018, the Managing Director is included in the category of shareholder director, which requires approval of the shareholders for recommending the names of candidates for the position of Managing Director and Chief Executive Officer to Securities and Exchange Board of India (SEBI). The Nomination and Remuneration Committee and the Board in their meeting held on August 13, 2019 recommended the names of the following two candidates for the position of Managing Director (MD) & CEO of the Company for a period of five years from the date of his joining along with remuneration, subject to approval of shareholders of the Company and SEBI.

1. Mr. Kunal Sanghavi
2. Mrs. Latika Kundu

Pursuant to SECC Regulations, 2018 the names of candidates to be recommended to SEBI as Managing Directors and Chief Executive Officer shall first be approved by the governing board of the Exchange, followed by shareholders' approval before submitting the same to SEBI for approval.

After receipt of approval from SEBI for any one of the candidates referred herein, the compliances required under the Companies Act, 2013, SEBI (LODR), Regulations, 2015 and SECC Regulations, 2018 with regard to appointment and remuneration of Managing Directors and Chief Executive Officer shall be followed.

Accordingly your Board recommends the ordinary resolution at Item no. 7 for approval. Mr. Kunal Sanghavi, holds the position of Chief Financial Officer of the Company as on date. Except as stated above, none of the aforesaid candidates are related to any Director or Key Managerial Personnel of the Company. Except as stated above, none of the Directors or key managerial personnel or their relatives are concerned or interested in this resolution.

Copies of the Board resolution dated August 13, 2019 in respect of the above, may be inspected by shareholders at the Registered Office of the Company between 9.30 am and 5.30 pm on all business days up to the date of AGM.

**In pursuance of Regulation 36(3) of SEBI (LODR) Regulations, the following information is being provided with regard to the candidates proposed to be appointed as Managing Director & Chief executive Officer as on August 13, 2019:**

<b>Item No.</b>	7
<b>Name of candidate</b>	<b>Mr. Kunal Sanghavi</b>
<b>Date of Birth</b>	September 30, 1983
<b>DIN</b>	08100891
<b>Educational qualification</b>	PGPMAX – ISB (Indian School of Business) Executive MBA Equivalent (2017) CISA (Certified Information Systems Auditing) - ISACA, USA (2007) CA Post Qualification Course (Information Systems Auditing) - ICAI (2006) Chartered Accountant – ICAI (2005) B.Com - Mythical College, Delhi (2004)
<b>Details of employment/ Occupation, past and present</b>	Metropolitan Stock Exchange of India Ltd., CFO (12 <sup>th</sup> February 2018 till date) Angel Broking Private Ltd - DVP Accounts (26 <sup>th</sup> September 2016 to 9 <sup>th</sup> February 2018) Motilal Oswal Securities Ltd. - Vice President (20 <sup>th</sup> November 2006 to 26 <sup>th</sup> August 2016)
<b>Details of other directorships</b>	Metropolitan Clearing Corporation of India Ltd. as shareholder Director MCX-SX KYC Registration Agency Limited as Director
<b>No. of Equity shares held in the Exchange</b>	Nil



<b>Item No.</b>	7
<b>Name of candidate</b>	<b>Mrs. Latika Kundu</b>
<b>Date of Birth</b>	<b>June 1, 1970</b>
<b>Educational qualification</b>	Certified Six Sigma from Six Sigma Alchemy (P) Ltd. (2007) MBA from Institute for Technology & Management (USA) - Marketing and Finance (1996) Associate Computer Professional ICCP (USA) from BITS (1991) B.Com - Narsee Monjee College of Commerce and Economics, Bombay University (1990)
<b>Details of employment/ Occupation, past and present</b>	Singapore Diamond Investment Exchange Pte. Ltd (SDiX) – Co-Founder & Chief Operating Officer (March 2015 to October 2016) Strategic Consultant, Singapore (May 2014 to March 2015) Singapore Mercantile Exchange Pte. Ltd (SMX) – Senior VP – Operations Group (December 2011 to February 2014) MCX Stock Exchange Ltd. (MCX- SX now MSE) – Senior VP & Head Market Operation (October 2008 to August 2011) Lehman Brothers, India- VP & Head of Equity Compliance (October 2007 to September 2008) National Stock Exchange of India Ltd. – Manager (August 1996 to October 2007)
<b>Details of other directorships</b>	Nil
<b>No. of Equity shares held in the Exchange</b>	Nil

#### Item No. 8

In accordance with the SCRA, 1956, the Exchange has been availing clearing and settlement services from MCCIL since its inception. MCCIL is a subsidiary of the Exchange, wherein the Exchange holds 95.85% equity shares of MCCIL. The services are being availed at an arm's length and are in the ordinary course of business.

As per section 188 of the Act, a Related Party Transaction requires prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company or Rs.50 crores whichever is lower as per last audited financial statements of the Company.

In accordance with section 188 of the Act and the erstwhile clause 49 of the listing agreement, the Members at the AGM held on September 30, 2015 had accorded approval, inter alia, for availing clearing and settlement services, rendering, availing any other services and recovering /incurring of expenses from/ on behalf of MCCIL.

Further to the above approval of the shareholders, it is now proposed to set a limit for the transactions entered into or proposed to be entered with MCCIL. In view of the above and pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the shareholders is sought to ratify and grant approval to the Board of Directors of the Company to enter into the following contract(s)/ arrangement(s)/ transaction(s) with MCCIL, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company:

<b>Name of the Related Party</b>	<b>Name of the Director or KMP who may be deemed to be related</b>	<b>Nature of Relationship</b>	<b>Nature, material terms, monetary value and particulars of the contract or arrangement</b>	<b>Any other information relevant or important for the members to take a decision on the proposed resolution</b>
Metropolitan Clearing Corporation of India Ltd. (MCCIL)	1. Mr. Balu Nair, Interim CEO of the Exchange is the MD & CEO of MCCIL 2. Mr. Kunal Sanghavi, CFO of the Exchange is the Shareholder Director of MCCIL	The Exchange is the holding company of MCCIL having 95.85% shareholding in MCCIL	Contract(s)/ arrangement(s)/ transaction(s) with MCCIL, subsidiary of the company for availing clearing and settlement services, sharing of resources, sub-licensing of premises, reimbursement of expenses on behalf of the other, providing /availing security or loan and investment in MCCIL on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.150 crore during a financial year.	MCCIL has been set up specifically to render clearing and settlement services to the Exchange in accordance with the SEBI Securities Contracts Regulations Act, 1956

The above transactions, which are enabling in nature, have been approved by the Audit Committee and the Board of Directors from time to time. None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 8 of this Notice as an Ordinary Resolution.

#### PROCEDURE AND INSTRUCTIONS FOR E-VOTING

I. **Remote e-voting:** 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 Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

**(A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:**

- Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- Enter the login credentials i.e. User ID and password provided in the e-mail received from Karvy Fintech Private Limited. However, if you are already registered with Karvy 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.

- vi. On successful login, the system will prompt you to select the "E-Voting EVENT" i.e., 'Name of the Company'. Select 'EVENT' of Metropolitan Stock Exchange of India limited-AGM and click on submit.
  - 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). Upon confirmation, the message 'Vote Cast Successfully' will be displayed.
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF/JPG Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s) who are authorized to vote, to the Scrutinizer at email [ramakant.kini@sterlingassociates.in](mailto:ramakant.kini@sterlingassociates.in) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). They may also upload the same in the E-Voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_Event No."
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:**
- i. E-Voting Event Number, User ID and Password is provided in the bottom of the Attendance Slip annexed to the Notice.
  - ii. Please follow all steps from Sl. No. (A) (i) to (xii) above to cast your vote by electronic means.
  - iii. Voting at AGM: The Members, who have not cast their vote through Remote e-voting, can exercise their voting rights at the AGM. The facility for voting through poll paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by Remote e-voting shall be able to exercise their right at the AGM through Poll. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members 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. 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 of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Premkumar Nair, (Unit: Metropolitan Stock Exchange of India Limited) at Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040 – 6716 2222 or call Karvy's toll free No. 1800-3454-001 for any further clarifications.
- b. 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).
- c. The remote e-voting period commences on **September 20, 2019 at 9 A.M. IST and ends on September 22, 2019 at 5 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 **September 17, 2019**, are entitled to 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.
- d. 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 17, 2019**
- e. 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 17, 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. or DP ID 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 1800-3454-001.
  - iv. Member may send an e-mail request to [einward.ris@karvy.com](mailto:einward.ris@karvy.com); [evoting@karvy.com](mailto:evoting@karvy.com). However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- f. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting will be announced by the Chairman or any Director of the Company duly Authorised, on or before Tuesday, September 24, 2019 at the registered office and will also be displayed on the website of the Company ([www.msei.in](http://www.msei.in))

#### **Notes:**

1. Electronic copy of the Annual Report for 2018-19 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the Members whose email ids are registered with the Company/Depository Participant unless any Member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print a copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2018-19 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent in the permitted mode(s) to all Members whose email ids are not registered with the Company and those who have requested for a hard copy.
3. The Notice of Annual General Meeting and The Annual Report 2018-19 is available on the Company's website [www.msei.in](http://www.msei.in)

By Order of the Board of Directors  
For **Metropolitan Stock Exchange of India Limited**

**Yashwant Kakade**  
**Company Secretary**

Date: August 23, 2019  
Place: Mumbai

**Registered and Corporate Office:** Vibgyor Towers, 4<sup>th</sup> Floor, C-62, G Block, Bandra Kurla Complex, Bandra (East) Mumbai 400 098

**Details of Director seeking Appointment/re-appointment at the forthcoming Annual General Meeting (In pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings)**

Name of Director	Mr. Sudhir Bassi	Ms. Trishna Guha	Mr. Sonti Venkata Durga Nageswara Rao	Mr. Vijay Sardana
Designation	Shareholder Director	Public Interest Director	Public Interest Director	Public Interest Director
DIN	07819617	08200779	02105323	01977874
Date of Appointment	November 2, 2017	October 4, 2018	October 4, 2018	April 27, 2019
Item No.	2	4	5	6
Date of Birth	August 6, 1969 Retired by rotation and reappointed at AGM held on September 26, 2018	August 21, 1957	January 12, 1967	February 18, 1967
Brief Resume and Expertise in specific functional area	<p>Mr. Bassi is an MBA in Finance and is currently designated as Executive Director in Capital Markets Practice Group of Khaitan and Company in Mumbai. Prior to joining Khaitan &amp; Company, he was Managing Director at Morgan Stanley India Company Pvt. Ltd. He has vast experience of over 25 years in capital markets wherein he has advised companies on all types of capital raisings (public/private/international both in equity and debt space), open offers, buy-backs, delisting etc. During this period he has been associated with more than 120 equity offerings. He has also worked with JM Morgan Stanley Pvt. Ltd, JM Financial &amp; investment Consultancy Services Pvt. Ltd and PNB Capital Services Ltd.</p> <p>Mr. Bassi has been involved in discussions with SEBI and Stock Exchanges in relation to development of regulatory framework for the 'Offer for Sale Mechanism'. SEBI (Issue of Capital &amp; Disclosure Requirement) Regulations, 2009, SEBI (Issue and Listing of Debt) Regulations, 2008. Mr. Bassi was also the Head of Capital Market-Policy Issues sub group of the Industry Affairs Committee of Association of Investment Bankers of India (AIBI).</p>	<p>Ms. Guha started career with West Bengal Electronics ( Govt. of West Bengal Undertaking) as Programmer in the year 1983 and joined SBI as IT Specialist in the year 1987. Subsequently joined Allahabad Bank in 1989 in Middle Management Grade and elevated to the post of General Manager on 29.3.2011. Implemented CBS and was a key person in registering streamline operations in various sectors like Information Technology, Marketing, Retail Banking, Government Business which led the Bank to a higher growth trajectory. Promoted to Board level as Executive Director in Dena Bank on 05/08/2013. Introduced a series of Digital products like Digital Wallet, PoS, UPI, Loyalty Rewardz, Tab Banking etc. Member of IBA Standing Committee on Retail Banking &amp; also Working Group of IBA on Leveraging Technology &amp; Digital to improve Banking Operations Efficiency. Had been Chairperson of IBEX 2016 &amp; 2017</p>	<p>Mr. Rao is a Professor in Finance and Economics Area at the School of Management, Indian Institute of Technology (IIT), Bombay since August 1997. Fellow (IIM-A) from Indian Institute of Management, Ahmedabad. Fellow (IIM-A) is the doctorate degree awarded by the Indian Institute of Management, Ahmedabad. Pursued B. Tech. (Mechanical Engineering) from National Institute of Technology (NIT), Warangal. His areas of Specialization are Finance, and Economics. His areas of Interest are Corporate Finance, Investment Banking, Capital Markets, Mutual Funds, Corporate Governance, and Financial Engineering.</p> <p>He was Member of the Board of Studies in Economics, NMIMS University, Mumbai and Inter-disciplinary Programmes, NMIMS University, Mumbai. Visiting Faculty at IIM Indore, IIM, Calicut, NITIE, Mumbai, UTI Institute of Capital Markets, Vashi, Navi Mumbai, MANAGE, Hyderabad, T.A. Pai Management Institute, Manipal, S.P. Jain Institute of Management and Research, Mumbai, NIT, Warangal, and some of the management schools in Bombay, and Delhi.</p>	<p>Mr. Sardana is well known and experienced Legal, Commercial &amp; Investment Advisor &amp; Arbitrator, Independent Director on various Boards &amp; Member of Expert Committees. well-recognised in the Corporate World for Expertise in Techno-legal &amp; Techno-Commercial Matters including Contracts Negotiation, Mediation &amp; Arbitration including Intellectual Property Matters, business disputes and investments. He is on the on board of various organizations, well-known speaker, writer, author, blogger, corporate trainer, well known TV panelist on techno-economic and techno-legal matters including public policies, bio-economy and consumer markets, on issues impacting global and national trade and rural economy including food, agriculture and consumer issues.</p>
Qualifications	MBA from Punjabi University and B.Com from MM Modi College Punjabi University, Patiala	M.Sc. (Physics), Post Graduate Diploma in Computer Science	B. Tech. (Mechanical Engineering), Fellow (IIM-A) from Indian Institute of Management, Ahmedabad	PGDM/ MBA (IIM, Ahmedabad) M.Sc. (Food Tech.) (UN/FAO IFTTC / CFTRI), B.Sc. (Dairy Tech.) (Rajasthan Agri. Uni.) PG Dipl. in International Trade Law & ADR (ILI) LL.B (in progress)
Terms and Conditions of appointment/ re appointment	Liable to retire by rotation	Not liable to retire by rotation	Not liable to retire by rotation	Not liable to retire by rotation
Number of Meetings of the Board attended during the year	9	3	3	NIL *  *Mr. Vijay Sardana was appointed w.e.f April 27, 2019

Other Directorships	NIL	NIL	Four S Services Private Ltd.	NABKISAN Finance Limited, Achievers Resources Private Limited, Food Security And Sustainable Agriculture Foundation
Chairman/Member of the Committees of the Board of Directors of other companies in which he is a Director	NIL	NIL	NIL	NIL
Committee position held in MSE*	Audit Committee Stakeholders' Relationship Committee	Audit Committee Nomination and Remuneration Committee Risk Management Committee Public Interest Director Committee	Audit Committee Nomination and Remuneration Committee Stakeholders' Relationship Committee Risk Management Committee Public Interest Director Committee	Audit Committee Risk Management Committee Public Interest Director Committee
No. of Equity shares held in the Exchange	NIL	NIL	NIL	NIL
Relationship between Directors inter se	NIL	NIL	NIL	NIL

\*Chairmanship and membership of Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Risk Management Committee and Public Interest Director Committee have been considered

By Order of the Board of Directors  
For Metropolitan Stock Exchange of India Limited

Date: August 23, 2019

Place: Mumbai

Registered and Corporate Office: Vibgyor Towers, 4<sup>th</sup> Floor, C-62, G Block, Bandra Kurla Complex, Bandra (East) Mumbai 400 098

**Yashwant Kakade**  
**Company Secretary**

### THE ROUTE MAP FOR AGM VENUE

MIG Cricket Club, 2nd floor, Galaxy Hall, Ramakrishna Paramahans Marg, MIG Colony, Bandra East, Mumbai, Maharashtra 400051 Landmark : Near MHADA Office

