

METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED

(Formerly known as MCX Stock Exchange Ltd.)

Metropolitan Stock Exchange of India Limited. (Formerly known as MCX Stock Exchange Limited)
Regd Office: 4th Floor, Vibgyor Tower, C62, Bandra Kurla Complex, Bandra (East), Mumbai- 400098

Website:- <http://www.mcx-sx.com>

CIN - U65999MH2008PLC185856

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : Metropolitan Stock Exchange of India Limited. (Formerly known as MCX Stock Exchange Limited)

Quarter ended on : March 31, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes / No/N.A	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	YES	Being complied as per Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 ("SECC Regulations"). The members at the Extra Ordinary General Meeting held on March 27, 2015 appointed Public Interest Directors as Independent Directors under Companies Act, 2013. The following are being done:
(B) Independent Directors	49 (IIB)	YES	a) Evaluation criteria are being framed; b) Separate meeting of independent directors will be held; c) Training of independent directors will be done;
(C) Non-Executive Directors' compensation & disclosures	49 (IIC)	YES	
(D) Other provisions as to Board and Committees	49 (IID)	YES	Succession plan is not relevant as the appointment of Managing Director, Public Interest Directors and Shareholder Directors are done in accordance with procedures prescribed by SEBI and approved by SEBI / nominated by SEBI under the SECC Regulations.

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(E) Code of Conduct	49 (IIE)	YES	Code of Conduct as prescribed in SECC Regulations has been implemented. Annual Report for F.Y. 2013-14 contains the declaration signed by MD and CEO to that effect and we will ensure compliance for future years.
(F) Whistle Blower Policy	49 (IIF)	YES	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	
(B) Meeting of Audit Committee	49 (IIIB)	YES	
(C) Powers of Audit Committee	49 (IIIC)	YES	
(D) Role of Audit Committee	49 (IIID)	YES	The relevant information was reviewed in the meeting of the Audit Committee held on February 09, 2015.
(E) Review of Information by Audit Committee	49 (IIIE)	YES	
IV. Nomination and Remuneration Committee	49 (IV)	YES	
V. Subsidiary Companies	49 (V)	N.A	There are no material non listed subsidiaries of the co. The Company has framed a Policy for determining material subsidiaries and the same is disclosed on its website.
VI. Risk Management	49 (VI)	YES	
VII. Related Party Transactions	49 (VII)	YES	
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIIIA)	YES	The related party transactions for the quarter ended December 31, 2014 were approved by the Audit Committee at their meeting held on February 09, 2015.

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(B) Disclosure of Accounting Treatment	49 (VIIB)	YES	There is no deviation from Accounting Standard except in respect of the matters qualified by auditors in their limited review report for the quarter ended December 31, 2014.
(C) Remuneration of Directors	49 (VIII C)	YES	
(D) Management	49 (VIII D)	YES	
(E) Shareholders	49 (VIII E)	YES	
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	N.A	No proceeds from public issues, rights issues, preferential issues etc. during the quarter ended 31.03.2015.
IX. CEO/CFO Certification	49 (IX)	YES	
X. Report on Corporate Governance	49 (X)	YES	
XI. Compliance	49 (XI)	YES	

For Metropolitan Stock Exchange of India Limited
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Sd/-

Sanjay Golecha
Compliance Officer

Date: April 15, 2015

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Annexure to Compliance Report on Corporate Governance

Details of material transactions with related parties

The financial results of the quarter ended March 31, 2015 shall be finalised within time allowed in Clause 41 of the Listing Agreement. In view of the same, the details of material transactions with related parties for the Quarter ended March 31, 2015 shall be disclosed alongwith the Compliance Report for Corporate Governance in respect of the next quarter.