

Format of Quarterly Compliance Report on Corporate Governance

Name of the Company: MCX Stock Exchange Limited
Quarter ending on: December 31, 2013

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------|--------------------------|--|
| I. Board of Directors | 49(I) | | |
| (A) Composition of Board | 49 (IA) | N.A. | Being complied as per Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 ("SECC Regulations") |
| (B) Non-executive Directors' compensation & disclosures | 49 (IB) | Yes | - |
| (C) Other provisions as to Board and Committees | 49 (IC) | Yes | - |
| (D) Code of Conduct | 49 (ID) | Yes | Code of Conduct as prescribed in SECC Regulations has been implemented. Annual Report for F.Y. 2012-13 contains the declaration signed by MD and CEO to that effect and will ensure compliance for future years. |
| II. Audit Committee | 49 (II) | | - |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | Yes | - |
| (B) Meeting of Audit Committee | 49 (IIB) | Yes | - |
| (C) Powers of Audit Committee | 49 (IIC) | Yes | - |
| (D) Role of Audit Committee | 49 II(D) | Yes | - |
| (E) Review of Information by Audit Committee | 49 (IIE) | Yes | The relevant information was reviewed in the meeting of the Audit Committee held on November 14, 2013. |
| III. Subsidiary Companies | 49 (III) | Yes | There are no material non listed subsidiaries for the co. |
| IV. Disclosures | 49 (IV) | | - |

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|--|------------------------------------|---------------------------------|--|
| (A) Basis of related party transactions | 49 (IV A) | Yes | - |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | N.A. | There is no deviation from Accounting Standards. |
| (C) Board Disclosures | 49 (IV C) | Yes | - |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49 (IV D) | N.A. | - |
| (E) Remuneration of Directors | 49 (IV E) | Yes | Relevant information has been disclosed in the Corporate Governance section of Annual Report 2012-13 and will ensure compliance for future years. |
| (F) Management | 49 (IV F) | Yes | Relevant information has been disclosed in the Corporate Governance section of Annual Report 2012-13 and will ensure compliance for future years. |
| (G) Shareholders | 49 (IV G) | Yes | - |
| V. CEO/CFO Certification | 49 (V) | Yes | The CEO and the Head of Finance has signed the certificate and the same was placed at the meeting of Board of Directors held on May 28, 2013 and also forms part of Annual Report 2012-13. |
| VI. Report on Corporate Governance | 49 (VI) | Yes | The same was included in Annual Report for Financial Year 2012-13 and will ensure compliance for future years. |
| VII. Compliance | 49 (VII) | Yes | The same was obtained and included in the Corporate Governance |

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|--------------------|------------------------------------|-------------------------------------|--|
| | | | section of the Annual Report for Financial Year 2012-13 and will ensure compliance for future years. |

For MCX Stock Exchange Limited

S. Sarat Chandran
Head - Legal & Company Secretary

Date: January 15, 2014