

**Format of Quarterly Compliance Report on Corporate Governance**

**Name of the Company: MCX Stock Exchange Limited**  
**Quarter ending on: March 31, 2014**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	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.
<b>II. Audit Committee</b>	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 February 13, 2014.
<b>III. Subsidiary Companies</b>	49 (III)	Yes	There are no material non listed subsidiaries for the co.
<b>IV. Disclosures</b>	49 (IV)		-

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
(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	-
<b>V. CEO/CFO Certification</b>	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.
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	The same was included in Annual Report for Financial Year 2012-13 and will ensure compliance for future years.
<b>VII. Compliance</b>	49 (VII)	Yes	The same was obtained and included in the Corporate Governance

<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
			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: April 15, 2014