

CORPORATE GOVERNANCE REPORT

A detailed Report on Corporate Governance for the Financial Year (FY) 2019-20, in terms of the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'the SEBI Listing Regulations'), demonstrating the Company's accountability to its stakeholders is set out hereunder.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate Governance is characterized by the ethical values of responsibility, accountability, fairness and transparency. We, at Multi Commodity Exchange of India Limited (hereinafter referred to as 'the Company' or 'the Exchange', or 'Your Company' or 'MCX'), believe that good governance is the key to enhancing long term stakeholders' value and sustainable financial health of the Company. It is therefore an integral part of our business culture.

The Company's management is committed to adoption of ethical practices at workplace, comprehensive disclosures to shareholders, professionalism and structured accountability, aimed at serving and protecting the long-term interests of all its stakeholders, including shareholders, customers, employees, farmers, members of the Exchange and the communities in which it operates. This commitment of the Company has been further strengthened with the adoption of the Code of Conduct for Board of Directors and Senior Management, Code of Ethics for Directors and Key Managerial Personnel, Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

The Company is in compliance with the applicable corporate governance requirements, as stipulated under Regulations 17 to 27, read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations.

2. BOARD OF DIRECTORS:

(A) Composition of the Board:

The Company's Board has an optimum combination of Executive and Non-Executive Directors with 4 (four) Women Directors (two being Independent). The Directors are experienced professionals. They bring to the Board, their expertise in diverse areas such as management, technology, governance, leadership, finance and legal.

During the FY 2019-20, the tenure of Mr. Mrugank Paranjape as the Managing Director & Chief Executive Officer (MD & CEO) of the Company ended on May 08, 2019. Thereafter, Mr. Padala Subbi Reddy (P.S. Reddy) was appointed as MD & CEO of the Company for a period of five years w.e.f. May 10, 2019, with the prior approval of SEBI. His appointment was approved by the shareholders at the 17th Annual General Meeting (AGM) of the Company held on September 20, 2019.

Mr. Gulshan Rai was appointed as a Public Interest Director (PID)/ Independent Director w.e.f. May 31, 2019, with the approval of SEBI, to fill in the vacancy caused due to the resignation tendered by Mr. Arun Kumar Bhargava on March 06, 2019. He was to be formally inducted as a PID on the Board of the Company on receipt of "No Objection" from the Government of India. However, he later expressed his inability to join the Board due to conflict of interest in terms of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (hereinafter referred to as 'the SECC Regulations'), since he had been co-opted as a director on the board of subsidiary of a Stock Exchange. As a result, the composition of Board of Directors was not in conformity with the provisions of the SECC Regulations, which requires that the number of Public Interest Directors shall not be less than the number of Shareholder Directors on the Governing Board of the Exchange, and for computing the same, the Managing Director shall be included in the category of Shareholder Directors.

Further, Mr. Prithvi Haldea tendered his resignation as a PID from the Board of the Company, w.e.f. September 03, 2019, before the completion of his tenure, owing to his other heavy commitments, and confirmed that it had nothing to do with any matter related to MCX.

Ms. Pravin Tripathi and Dr. Bhartendu Kumar Gairola were appointed as PIDs w.e.f. September 17, 2019, to fill the aforesaid vacancies. Hence, the composition of Board of Directors was in accordance with the provisions of the SECC Regulations.

Mr. Saurabh Chandra, whose first term as a PID on the Board completed on July 02, 2019, was re-appointed as a PID w.e.f. July 03, 2019, as well as, Chairman of the Board w.e.f. July 25, 2019, pursuant to SEBI's approval.

Mr. Chengalath Jayaram and Ms. Padma Raghunathan, Shareholder Directors, who were liable to retire by rotation at the 17th AGM of the Company held on September 20, 2019, were re-appointed with the approval of the shareholders and SEBI w.e.f. September 20, 2019.

As on March 31, 2020, the Board comprised 12 (twelve) members, of which 6 (six) were Public Interest Directors (i.e. Independent Directors), 5 (five) Shareholder Directors and the MD & CEO. Mr. P.S. Reddy, MD & CEO, is an Executive Director. Others including the Chairman are Non-Executive Directors.

The Board's composition and in respect of each Director, the category of directorship, the number of board meetings attended during the year, attendance at the last Annual General Meeting (AGM), number of directorship(s) in other companies, names of listed entities where he/she is a director, chairmanship(s) and membership(s) of Committees held by him/her in other public limited companies are given below:

Sr. No.	Name and DIN of the Director	Category of Directorship	Board Meetings		Attendance at the last AGM held on September 20, 2019	Number of Directorship(s) in other Companies (*) as on March 31, 2020	Names of other listed entities where serving as a Director as on March 31, 2020	Chairmanship(s) and Membership(s) of Board Committees in other Companies (**) as on March 31, 2020	
			Held ¹	Attended				Chairman	Member
1.	Mr. Saurabh Chandra (DIN: 02726077)	Chairman, Non-Executive, Independent	8	8	Yes	3	1. J.K. Cement Limited - Non-Executive, Independent	0	2
2.	Mr. Amit Goela (DIN: 01754804)	Non-Executive, Non-Independent	8	6	No	4	1. Suryaamba Spinning Mills Limited - Non-Executive, Independent	2	0
3.	Mr. Basant Seth (DIN: 02798529)	Non-Executive, Independent	8	8	Yes	5	1. Roto Pumps Limited - Non-Executive, Independent 2. State Bank of India - Non-Executive, Independent	3	1
4.	Dr. Bhartendu Kumar Gairola ¹ (DIN: 02442205)	Non-Executive, Independent	4	4	No	2	-	0	1
5.	Mr. Chengalath Jayaram ² (DIN: 00012214)	Non-Executive, Non-Independent	8	7	Yes	3	1. Kotak Mahindra Bank Limited - Non-Executive, Non-Independent	0	2
6.	Dr. Deepali Pant Joshi (DIN: 07139051)	Non-Executive, Independent	8	7	Yes	0	-	0	0
7.	Mr. Hemang Raja (DIN: 00040769)	Non-Executive, Non-Independent	8	8	No	1	1. IDFC First Bank Limited- Non-Executive, Independent	0	0
8.	Ms. Madhu Vadera Jayakumar (DIN: 00016921)	Non-Executive, Non-Independent	8	8	No	3	1. Aptech Limited- Non-Executive, Independent	0	1
9.	Ms. Padma Raghunathan ³ (DIN: 07248423)	Non-Executive, Non-Independent	8	8	No	1	-	0	0
10.	Ms. Pravin Tripathi ¹ (DIN:06913463)	Non-Executive, Independent	4	4	No	7	1. Jay Bharat Maruti Limited- Non-Executive, Independent 2. PTC India Financial Services Limited - Non-Executive, Independent 3. Minda Industries Limited - Non-Executive, Independent 4. JBM Auto Limited - Non-Executive, Independent	2	4

Sr. No.	Name and DIN of the Director	Category of Directorship	Board Meetings		Attendance at the last AGM held on September 20, 2019	Number of Directorship(s) in other Companies (*) as on March 31, 2020	Names of other listed entities where serving as a Director as on March 31, 2020	Chairmanship(s) and Membership(s) of Board Committees in other Companies (**) as on March 31, 2020	
			Held [#]	Attended				Chairman	Member
11.	Mr. Shankar Aggarwal (DIN: 02116442)	Non-Executive, Independent	8	8	Yes	5	1. Dish TV India Limited- Non-Executive, Independent	1	3
12.	Mr. P.S. Reddy ⁴ (DIN:01064530)	Executive	7	7	Yes	1	-	0	1
13.	Mr. Mrugank Paranjape ⁴ (DIN: 02162026)	Executive	1	1	N.A.	N.A.	N.A.	N.A.	N.A.
14.	Mr. Prithvi Haldea ¹ (DIN: 00001220)	Non-Executive, Independent	4	4	N.A.	N.A.	N.A.	N.A.	N.A.

Note: There are no inter-se relationships between the Board Members.

No. of meetings held during the tenure of the Director on the Board.

* Excludes directorship(s) in foreign companies and partnerships in LLPs.

** Only Audit Committee and Stakeholders' Relationship Committee of Indian Public Limited Companies have been considered.

The number of Directorships, Committee Membership(s)/Chairmanship(s) of all Directors is within the respective limits prescribed under the Companies Act, 2013 and the SEBI Listing Regulations.

- In terms of SEBI approval, Dr. Bhartendu Kumar Gairola and Ms. Pravin Tripathi were appointed as Independent Directors w.e.f. September 17, 2019, to fill in the vacancy arising out of the resignation tendered by Mr. Prithvi Haldea and inability of Mr. Gulshan Rai to join the Board.
- Mr. Chengalath Jayaram was liable to retire by rotation at the 17th Annual General Meeting (AGM) of the Company held on September 20, 2019 and being eligible, offered himself for re-appointment. The resolution of his re-appointment was passed by requisite majority. The same was also approved by SEBI.
- Ms. Padma Raghunathan was liable to retire by rotation at the 17th Annual General Meeting (AGM) of the Company held on September 20, 2019 and being eligible, offered herself for re-appointment. The resolution of her re-appointment was passed by requisite majority. The same was also approved by SEBI.
- Mr. P.S. Reddy was appointed as the MD & CEO of the Company w.e.f. May 10, 2019, subsequent to completion of tenure of Mr. Mrugank Paranjape on May 08, 2019.

(B) Number of Board Meetings held, the dates thereof, and the information provided to the Board:

Except in case of emergent meetings, convened to take care of exigencies of business, the Company gives adequate notice of meetings to the Board of Directors. The meetings held at a shorter notice were attended by adequate number of Independent Directors and were in compliance with the provisions of the Companies Act, 2013. During the FY 2019-20, 8 (Eight) meetings of the Board of Directors were held. The gap between any two successive meetings did not exceed one hundred and twenty days. The said Board meetings were held on April 25, 2019, May 13, 2019, July 16, 2019, August 22, 2019, October 15, 2019, January 30, 2020, February 26, 2020 and March 20, 2020. For certain matters, the Board's approval was taken by passing resolution/s through circulation, as permitted by law, which were noted in the subsequent meeting/s of the Board of Directors.

During the year under review, the information mentioned in Part A of Schedule II of the SEBI Listing Regulations, was placed before the Board, from time to time, for their consideration, to the extent applicable and deemed appropriate by the Management. This information was made available as a part of the agenda papers or only in exceptional cases, tabled at the Board Meeting/s.

(C) Independent Directors:

The Independent Directors (also referred as 'Public Interest Directors') are nominated by SEBI on the recommendation of Board of Directors of the Company in accordance with the provisions of the SECC Regulations and the guidelines/

directions/circulars etc. issued by SEBI in this regard. The Independent Directors have considerable experience and varied expertise in their respective field / profession, which they bring to all the deliberations at the Board/Committee meetings. The Company issues a formal letter of appointment to all Independent Directors which, *inter-alia*, sets out the expectation of the Board from the Directors so appointed, their fiduciary duties and the accompanying liabilities. The terms and conditions of their appointment have been disclosed on the website of the Company. The Independent Directors are complying with the provisions relating to limit of directorships as required under Regulation 17A of the SEBI Listing Regulations.

Each Independent Director, at the first meeting of the Board in which he/she participates as a Director, and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations. The Board has received declarations from the Independent Directors and in its opinion, the Independent Directors satisfy the criteria of independence as specified in the SEBI Listing Regulations as well as Companies Act, 2013 and are independent of the management.

The meetings of the Independent Directors' Committee/Public Interest Directors' Committee were held on July 15, 2019 and December 17, 2019. During the meetings, the Independent Directors, *inter-alia*, reviewed the following:

- a) Status of compliance with SEBI letters/ circulars;
- b) The adequacy of resources dedicated to regulatory functions;
- c) The performance of Non-Independent Directors and the Board as a whole;
- d) The performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- e) The quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties;
- f) Working of the other Committees where the Independent Directors are also members;
- g) Issues, if any, involving conflict of interest for MCX or having significant impact on the functioning of MCX or not in the interest of securities market.

(D) Familiarisation Programme for Directors:

The Company has conducted familiarisation programmes for the Directors in order to familiarise them with the nature of the industry, operations of the Company, functioning of various departments etc. Periodic presentations are made at the Board/Committee Meetings on business development plan and performance, risk management, technology, etc. Updates on relevant statutory changes and important letters received from SEBI are placed before the Board/Committee, as the case may be. The Board Members are also provided with the information/documents sought by them, from time-to-time, to enable them to have an understanding of the Company, its operations, procedures and practices. The details of familiarisation programme conducted for Directors during FY 2019-20 have been posted on the website of the Company at <https://www.mcxindia.com/investor-relations/corporate-governance>.

(E) Compliance reports of applicable laws:

The Board periodically reviews the compliance certificate by MD & CEO, pertaining to all laws applicable to the Company, backed up with confirmations furnished by the respective heads of departments, as well as, steps taken by the Company to rectify instances of non-compliances, if any.

(F) Code of Conduct:

The Company has formulated and implemented a comprehensive Code of Conduct for the Board of Directors and Senior Management/ Key Management Personnel (KMPs) of the Company which is available on the website of the Company at <https://www.mcxindia.com/investor-relations/corporate-governance>. The Board Members and the Senior Management Personnel/KMPs affirm compliance with the Code of Conduct at the time of their appointment and thereafter on an annual basis. The Directors and KMPs also affirm compliance with the Code of Ethics prescribed by SEBI. Further, all employees of the Company, at the time of joining, undertake to abide by the Code of Ethics of the Company.

The declaration by the MD & CEO, as required under Regulation 34(3) read with Schedule V(D) of the SEBI Listing Regulations, stating that the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct, has been obtained for the FY 2019-20 and forms part of this Annual Report.

(G) Code of Conduct for Prevention of Insider Trading and Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information:

The Company has adopted the 'Code of Conduct for Prevention of Insider Trading' in accordance with requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Companies Act, 2013, with a view to regulating trade in securities by the Designated Persons of the Company.

The Company has also adopted the 'Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information' under the aforesaid SEBI Regulations for preserving the confidentiality of Unpublished Price Sensitive Information (UPSI) and preventing misuse of such information and also ensuring timely, fair and adequate disclosure of events and occurrences that could impact price discovery in the market for the Company's securities.

The above Codes were amended during the year, to provide for amendments to the Insider Trading Regulations. The revised Codes are available on the website of the Company at <https://www.mcxindia.com/investor-relations/corporate-governance>. Further, the Company has also formulated a 'Policy for inquiry in case of leak or suspected leak of UPSI'.

(H) Directors' Remuneration and Shareholding:

i. Remuneration of the Executive Directors and their Shareholding

The aggregate value of salary and perquisites paid/payable for the year ended March 31, 2020 along with the shareholding as at March 31, 2020 is as below:

Particulars	Mr. Mrugank Paranjape * (MD & CEO) (Amount in ₹)	Mr. P. S. Reddy ** (MD & CEO) (Amount in ₹)
Remuneration		
Fixed Component:		
Salary and allowances	23,06,451	1,86,23,411
Monetary value of perquisites	4,014	27,000
Retiral Benefits	-	9,89,574
Reimbursement of expenses	-	-
Variable Component:		
Commission	-	-
Bonus/Incentive/ Variable pay #	-	-
Total	23,10,465	1,96,39,985
Leave Encashment	7,10,769	-
Gross Total	30,21,234	1,96,39,985
Directors Sitting Fees for FY 2019-20	N.A.	N.A.
Shareholding as at March 31, 2020 (in Nos.)	N.A.	N.A.

The above mentioned figures exclude gratuity, if applicable.

*Mr. Mrugank Paranjape was appointed as the MD & CEO of the Company w.e.f. May 09, 2016 for a period of 3 years. He was not entitled to any severance allowance and his employment was subject to termination in accordance with the Company's policy and/or his employment contract, the notice period being 3 months. Upon completion of his term, he ceased to be the MD & CEO of the Company w.e.f. May 09, 2019.

** Mr. P.S. Reddy was appointed as the MD & CEO of the Company w.e.f. May 10, 2019. He is not entitled to any severance allowance and his employment is subject to termination in accordance with the Company's policy and/or his employment contract, the notice period being 3 months.

In terms of the provisions of the SECC Regulations, 50% of the variable pay to Key Management Personnel is to be paid on a deferred basis after 3 years.

Note: In terms of the provisions of the SECC Regulations, ESOPs and other equity linked instruments in the Stock Exchange shall not be offered or provided as part of the compensation for the Key Management Personnel. Accordingly, the KMPs are not granted any ESOPs by the Company.

Further, the Managing Director of a recognised stock exchange or a recognised clearing corporation shall not be a shareholder or an associate of a shareholder of a recognised stock exchange or recognised clearing corporation or shareholder of an associate of a recognised stock exchange or recognised clearing corporation, as the case may be.

ii. Remuneration paid to the Non-Executive Directors for attending the Board and Committee Meetings during the year ended March 31, 2020 and their shareholding as at March 31, 2020 is as below:

Name of the Director	Gross Sitting Fees (Amount in ₹)		Outstanding Stock options (in Nos.)	Shareholding in the Company as at March 31, 2020 (in Nos.)
	Board Meetings	Committee Meetings		
Mr. Saurabh Chandra	8,00,000	11,50,000	N.A.	-
Mr. Amit Goela	6,00,000	2,50,000	N.A.	100
Dr. Bhartendu Kumar Gairola	4,00,000	4,00,000	N.A.	-
Mr. Basant Seth	8,00,000	9,20,000	N.A.	-
Mr. Chengalath Jayaram	7,00,000	6,50,000	N.A.	-
Dr. Deepali Pant Joshi	7,00,000	8,90,000	N.A.	-
Mr. Hemang Raja	8,00,000	2,50,000	N.A.	-
Ms. Madhu Vadera Jayakumar	8,00,000	3,50,000	N.A.	-
Ms. Padma Raghunathan*	8,00,000	2,50,000	N.A.	-
Ms. Pravin Tripathi	4,00,000	9,00,000	N.A.	-
Mr. Shankar Aggarwal	8,00,000	15,70,000	N.A.	-
Mr. Prithvi Haldea	4,00,000	7,00,000	N.A.	-

*Sitting fees of Ms. Padma Raghunathan was credited to the bank account of National Bank for Agriculture and Rural Development, the organization where she is employed, as per instructions received by the Company to this effect.

There were no pecuniary relationships or transactions between the Non-Executive Directors and the Company during FY 2019-20, except for sitting fees paid to the Non-Executive Directors.

The sitting fees paid to the Non-Executive Directors including the Independent Directors is within the limits prescribed under the Companies Act, 2013. The criteria of making payments to Non-Executive Directors is available on the website of the Company at <https://www.mcxindia.com/investor-relations/corporate-governance>.

Pursuant to the provisions of SECC Regulations, Independent External Experts are appointed on certain Statutory Committees of the Board. The Board/respective Committees may also induct Experts on other Committees, where it is considered appropriate for value addition/smooth functioning. The Experts were entitled to the same sitting fees as the Non-Executive Directors for attending the Committee Meetings during FY 2019-20.

(I) The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company:

- i. Systems and Technology – Understanding the growing demands of the market, anticipating future technological trends and monitoring the efficiency, resilience and efficacy of the system.
- ii. Regulatory and Governance – Developing good corporate governance practices, protecting the legitimate interests of the Company, its employees, stakeholders and the communities in which it operates, maintaining board and management accountability and understanding the regulatory framework and ensuring compliance thereof in letter and spirit, risk assessment and its minimisation.
- iii. Leadership and Strategic Planning – Experience of leadership in business development and strategic planning, capability to drive change and long term growth, formulation and execution of strategies in the best interest of the Company.
- iv. Finance and Accounting – Management of the finance function including investments, ensuring integrity of financial information and ensuring that the financial controls are robust and defensible.
- v. Diversity – Diversity of knowledge, experience, gender, outlook and principles, understanding of different geographies/cultures.
- vi. Treasury Management – Financial planning aimed at sustaining and growing long-term wealth with steady returns.

The specific skills/ expertise of individual Board members have been highlighted in the table below:

Name of the Director	Area of expertise					
	Systems and Technology	Regulatory and Governance	Leadership and Strategic Planning	Finance and Accounting	Diversity	Treasury Management
Mr. Saurabh Chandra	✓	✓	✓	-	✓	-
Mr. Amit Goela	-	✓	✓	✓	✓	✓
Mr. Basant Seth	-	✓	✓	✓	✓	✓
Dr. Bhartendu Kumar Gairola	✓	✓	✓	-	✓	-
Mr. C. Jayaram	✓	✓	✓	✓	-	✓
Dr. Deepali Pant Joshi	✓	✓	✓	✓	-	✓
Mr. Hemang Raja	-	✓	✓	✓	✓	✓
Ms. Madhu Vadera Jayakumar	-	✓	-	✓	✓	✓
Ms. Padma Raghunathan	-	✓	✓	✓	✓	-
Ms. Pravin Tripathi	✓	✓	-	✓	✓	✓
Mr. Shankar Aggarwal	✓	✓	✓	✓	✓	-
Mr. P.S. Reddy	-	✓	✓	✓	✓	✓

- (J) The Company has formulated the criteria for performance evaluation of individual Directors, Chairperson of the Board, Board Committees and the Board as a whole. The annual evaluation process and the criteria for the same are set out in the Directors' Report.

3. BOARD COMMITTEES:

The Board has constituted 11 Statutory Committees in accordance with the provisions of the Companies Act, 2013, the SEBI Listing Regulations, the SECC Regulations, and the circulars, guidelines etc. issued thereunder. For effective exercise of its powers and to enable detailed review of matters, the Board has constituted/may constitute other non-statutory Committees as well. These Committees are re-constituted from time to time, wherever necessary.

The Chairman of the Board/Chairman of the respective Committees, in consultation with the Company Secretary and the MD & CEO, determine the schedule for the Committee Meetings in accordance with Company's Policy for Frequency of Committee Meetings framed pursuant to the provisions of SECC Regulations. The minutes of all the Committee meetings are placed at its subsequent meeting for confirmation and also before the Board for its noting. The recommendations of the Committees are placed before the Board for approval, wherever required. During the year, all mandatory recommendations made by the Committees, were accepted by the Board.

The details with respect to the composition, terms of reference, meetings and attendance for Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee are given below:

AUDIT COMMITTEE:

The Audit Committee plays a vital role in ensuring high level of governance standards, by overseeing, monitoring and advising the Company's management and auditors in conducting audits and preparation of financial statements.

i. Terms of Reference:

The terms of reference of the Audit Committee are as follows, and shall include such other functions as may be prescribed in the Companies Act, 2013 and the SEBI Listing Regulations, and/or such other applicable laws, rules, regulations, guidelines and circulars, as may be issued or amended from time to time:

- i. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

- ii. Review and monitor the auditor’s independence and performance, and effectiveness of audit process;
- iii. Examination of the financial statement and the auditors’ report thereon;
- iv. Granting approval / omnibus approval, subject to conditions as may be prescribed under any applicable laws, regulations, guidelines, or any subsequent modification of transactions of the Company with related parties;

In case of transaction, other than transactions referred to in Section 188 of the Companies Act, 2013, and where Committee does not approve the transaction, it shall make its recommendations to the Board.

Also, in case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Committee and it is not ratified by the Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Committee.

- v. Scrutiny of inter-corporate loans and investments;
- vi. Valuation of undertakings or assets of the Company, wherever it is necessary;
- vii. Evaluation of internal financial controls and risk management systems;
- viii. Monitoring the end use of funds raised through public offers and related matters;
- ix. Review the financial statements, in particular, the investments made by unlisted subsidiary.

II. Powers of the Committee:

The Audit Committee has powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary. The Committee may also call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company.

III. Role of the Committee:

The role of the Audit Committee and the information to be reviewed by the Audit Committee are as specified in the SEBI Listing Regulations (as may be amended from time to time).

Further, the Committee reviews compliance with the provisions of the Code of Conduct for Prevention of Insider Trading of MCX at least once in a financial year and verifies that the systems for internal control are adequate and are operating effectively.

IV. Composition, meetings and attendance during the year:

During the FY 2019-20, 8 (eight) Audit Committee meetings were held and the gap between any two successive meetings did not exceed one hundred and twenty days. The said meetings were held on April 25, 2019, May 27, 2019, June 01, 2019, July 16, 2019, August 06, 2019, September 19, 2019, October 15, 2019, and January 30, 2020. The constitution and the number of meetings attended by the members are as under:

Members *	Category	Meetings held [#]	Meetings attended
Mr. Shankar Aggarwal (Chairman)	Non-Executive, Independent	8	8
Mr. Basant Seth	Non-Executive, Independent	8	8
Mr. Chengalath Jayaram	Non-Executive, Non-Independent	8	6
Ms. Pravin Tripathi	Non-Executive, Independent	2	2
Mr. Prithvi Haldea	Non-Executive, Independent	5	5

**During the year, the Audit Committee was re-constituted by the Board on September 24, 2019. The Committee comprised Mr. Shankar Aggarwal, Mr. Basant Seth, Mr. Chengalath Jayaram and Ms. Pravin Tripathi as on March 31, 2020.*

[#] No. of meetings held during the tenure of the Director in the Committee.

Invitees to the Audit Committee meetings included the Head of the Finance & Accounts department, MD&CEO, and Partners / Representatives of the Statutory Auditors and the Internal Auditors. Executives from various

departments attend the Audit Committee meetings where matters relating to their respective departments are discussed. The Company Secretary is the Secretary to the Committee.

All members of the Audit Committee are financially literate and have adequate accounting and related financial management expertise.

Mr. Shankar Aggarwal, Chairman of the Audit Committee, attended the last Annual General Meeting of the Company held on September 20, 2019.

NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee works with the Board, in determining the attributes, skills and experience required for the Board as a whole as well as for individual members, in overseeing succession planning at the Company and recommending the appointment and remuneration of Directors/KMPs.

I. Terms of Reference:

- i. Identify persons who are qualified to become Directors and who may be appointed as Key Management Personnel in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- ii. Identify a Key Management Personnel, other than personnel specifically defined under the SECC Regulations;
- iii. Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to, the remuneration of the Directors, Key Management Personnel and other employees, considering the compensation norms prescribed by SEBI;
- iv. Determine the tenure of a Key Management Personnel, other than a Director, to be posted in a regulatory department;
- v. Selecting the Managing Director;
- vi. Recommend to the Board, all remuneration, in whatever form, payable to KMPs in terms of the Compensation/ Nomination and Remuneration Policy of the Company;
- vii. Recommend to the Board, the Performance Evaluation/Review Policy for effective evaluation of performance of the Board, its Committees as well as individual Directors, and to review the Policy atleast once in 3 years;
- viii. Recommend to the Board, the extension or otherwise of the tenure of a Public Interest Director on the Governing Board, on the basis of his/her internal/external performance evaluation;
- ix. Devise a policy on diversity of Board of Directors;
- x. Administration and superintendence of the ESOP Schemes.

The Company's Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other employees is annexed as **Annexure VII** to the Directors' Report and is also available at the website of the Company at <https://www.mcxindia.com/investor-relations/corporate-governance>.

II. Composition, meetings and attendance during the year:

During the FY 2019-20, 8 (eight) meetings of the Nomination and Remuneration Committee were held. The said meetings were held on April 25, 2019, May 06, 2019, July 13, 2019, August 22, 2019, October 15, 2019, December 02, 2019, January 31, 2020 and March 26, 2020. The constitution and the number of meetings attended by the members are as under:

Members *	Category	Meetings held[#]	Meetings attended
Mr. Shankar Aggarwal (Chairman)	Non-Executive, Independent	8	8
Mr. Saurabh Chandra	Non-Executive, Independent	8	8
Ms. Pravin Tripathi	Non-Executive, Independent	4	4
Mr. Prithvi Haldea	Non-Executive, Independent	4	4

**During the year, the Nomination and Remuneration Committee was reconstituted by the Board on September 24, 2019. The committee comprised of Mr. Shankar Aggarwal, Mr. Saurabh Chandra and Ms. Pravin Tripathi as at March 31, 2020.*

[#] No. of meetings held during the tenure of the Director on the Committee.

Mr. Shankar Aggarwal, Chairman of the Committee, attended the last Annual General Meeting of the Company held on September 20, 2019.

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee constituted by the Board oversees matters relating to the interest of the Stakeholders as well as quality of investor services provided by the Company.

I. Terms of reference:

The terms of reference of the Committee, *inter-alia*, includes:

- i. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- ii. Review of measures taken for effective exercise of voting rights by shareholders;
- iii. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar and Transfer Agent (RTA);
- iv. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

II. Composition, meetings and attendance during the year:

During the FY 2019-20, meeting of the Stakeholders' Relationship Committee was held on July 16, 2019. The constitution and the attendance of the members at the said meeting is as under:

Members	Category	Meetings held#	Meetings Attended
Dr. Deepali Pant Joshi (Chairperson)	Non-Executive, Independent	1	1
Ms. Padma Raghunathan	Non-Executive, Non- Independent	1	1
Mr. Amit Goela	Non-Executive, Non- Independent	1	1
Mr. Hemang Raja	Non-Executive, Non- Independent	1	1

No. of meetings held during the tenure of the Director on the Committee.

Dr. Deepali Pant Joshi, Chairperson of the Committee, attended the last Annual General Meeting of the Company held on September 20, 2019.

Mr. Ajay Puri, Company Secretary and Compliance Officer of the Company, is the Secretary to the Committee. He can be reached out at the registered office address of the Company (email: ig-mcx@mcxindia.com, Tel: +91-22-6731 8888, Fax: +91-22-6649 4151).

Details of the number of complaints received from shareholders and attended during the financial year ended March 31, 2020 are given below:

Opening balance	Received	Attended	Closing balance
0	18	18	0

The complaints were attended to the satisfaction of shareholders by the Company and/or its RTA - KFin Technologies Private Limited (earlier Karvy Fintech Private Limited), and no complaints remained pending to be attended as at March 31, 2020.

Details of shares lying in the suspense account as at March 31, 2020 (Pursuant to Regulation 34(3) and Schedule V Part F of the SEBI Listing Regulations):

Sr. No.	Particulars	No. of shareholders	No. of shares
1.	Aggregate number of shareholders and the outstanding shares in the suspense account lying as at April 01, 2019	6	44
2.	Number of shareholders who approached the issuer for transfer of shares from suspense account during the year	0	0
3.	Number of shareholders to whom shares were transferred from suspense account during the year	0	0
4.	Aggregate number of shareholders and the outstanding shares in the suspense account lying as at March 31, 2020	0	0*

* Transferred to Investor Education and Protection Fund in accordance with the provisions of Section 124(6) of the Companies Act, 2013.

The broad terms of reference & constitution as at March 31, 2020, of other Board Committees is as under:

- i. **Standing Committee on Technology:** The said Committee, *inter-alia*, monitors the adequacy of systems capacity and efficiency and looks into the changes being suggested by the Exchange to the existing software/ hardware at the Exchange and performs such other functions as prescribed by the Regulator and the Board. The members of the Committee are given below:
 - Mr. Shankar Aggarwal (C)
 - Dr. Bhartendu Kumar Gairola
 - Ms. Pravin Tripathi
 - Mr. Chengalath Jayaram
 - Mr. P. S. Dhekene (Independent External Expert)
 - Prof. Rajat Moona (Independent External Expert)
- ii. **Risk Management Committee:** The said Committee, *inter-alia*, formulates and monitors implementation of the risk management policy, reviews the risk management framework and risk mitigation measures from time to time. The members of the Committee are given below:
 - Dr. Deepali Pant Joshi (C)
 - Mr. Basant Seth
 - Ms. Pravin Tripathi
 - Dr. Anil Kumar Sharma (Independent External Expert)
- iii. **Corporate Social Responsibility (CSR) Committee:** The Committee, *inter-alia*, formulates the CSR policy of the Company (including changes thereto) and monitors implementation of the same from time to time. It also recommends the expenditure to be incurred on activities undertaken/to be undertaken by the Company as per the said policy. The members of the Committee are given below:
 - Dr. Deepali Pant Joshi (C)
 - Mr. Amit Goela
 - Ms. Padma Raghunathan
 - Ms. Madhu Vadera Jayakumar
 - Ms. Pravin Tripathi
- iv. **Independent Directors'/Public Interest Directors' Committee:** The Committee, *inter-alia*, reviews the performance of the Chairperson, Non-Independent Directors and the Board as a whole, assesses the quality, quantity and timeliness of flow of information between the Management and the Board, reviews status of compliance with SEBI letters and circulars, and performs such other functions as prescribed in the Companies Act, 2013, the SEBI Listing Regulations and the SECC Regulations and the circulars/guidelines etc. issued thereunder. The Committee comprises of all Independent Directors on the Board of MCX. The members of the Committee are given below:
 - Mr. Saurabh Chandra (C)
 - Mr. Basant Seth
 - Dr. Bhartendu Kumar Gairola
 - Dr. Deepali Pant Joshi
 - Ms. Pravin Tripathi
 - Mr. Shankar Aggarwal
- v. **Member and Core Settlement Guarantee Fund Committee (erstwhile Member Selection Committee):** The Committee, *inter-alia*, looks into applications for admission of members and transfer as well as withdrawal of membership, formulates policy for regulatory actions including declaring a member as defaulter, imposes appropriate regulatory measures, makes recommendation to the MCX IPF Trust regarding payment of claims, oversees contribution towards Core Settlement Guarantee Fund (SGF) of the Clearing Corporation and performs such other functions as prescribed in the SECC Regulations and the circulars/guidelines etc. issued thereunder. The members of the Committee are given below:

Ms. Pravin Tripathi (C)
 Mr. Saurabh Chandra
 Mr. Suresh Gupta (Independent External Expert)
 Mr. P.S. Reddy

- vi. Regulatory Oversight Committee:** The Committee, *inter-alia*, oversees matters related to member regulation, trading & surveillance related functions, product design and SEBI inspection observations in respect of each of these, supervises functioning of the investor services cell and the investor service fund, oversees implementation of the Code of Ethics prescribed for Directors and performs such other functions as prescribed in the SECC Regulations and the circulars/guidelines etc. issued thereunder. The members of the Committee are given below:

Mr. Shankar Aggarwal (C)
 Mr. Saurabh Chandra
 Dr. Bhartendu Kumar Gairola
 Mr. C.S. Verma (Independent External Expert)
 Mr. Suresh Gupta (Independent External Expert)

- vii. Advisory Committee:** The Committee advises the Governing Board on non-regulatory and operational matters including product design, technology, charges and levies. It comprises of trading members of the Stock Exchange, and the Chairperson of the Board is the head of the Committee. MD&CEO is a permanent invitee to the meetings.

- viii. MCX Investor Protection Fund (IPF) Trust:** The Trust has been created, *inter-alia*, for the management and administration of the Investor Protection Fund which is utilized primarily for protecting and safeguarding the interest of the investors/ clients of the Exchange, in such manner as may be permitted by the Regulator and decided by the Trustees from time to time. The members of the Trust are given below:

Mr. Shankar Aggarwal (C)
 Mr. Basant Seth
 Dr. Deepali Pant Joshi
 Mr. Ashok K. Dhare (Representative from Investor Association)
 Mr. Sanjay Golecha (Chief Regulatory Officer)

- ix. Investment Committee:** The Investment Committee approves the overall investment policy of the Company as well as any subsequent changes therein, within the overall scope and framework of the policy, and oversees the implementation of the policy. The members of the Committee are given below:

Mr. Chengalath Jayaram (C)
 Mr. Basant Seth
 Dr. Deepali Pant Joshi
 Mr. Hemang Raja
 Ms. Madhu Vadera Jayakumar

4. GENERAL BODY MEETINGS:

(A) Details of the last three Annual General Meetings (AGMs) held:

Financial Year	Date	Time	Venue of the meeting
2018-19 17 th AGM	September 20, 2019	11.30 a.m.	Ravindra Natya Mandir, Ground Floor, PL Deshpande Auditorium, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai, Maharashtra - 400025
2017-18 16 th AGM	August 31, 2018	11.30 a.m.	Yashwantrao Chavan Auditorium, General Jagannath Bhosale Marg, Opposite Mantralaya, Nariman Point, Mumbai - 400021
2016-17 15 th AGM	August 22, 2017	11.30 a.m.	Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai – 400018

(B) Particulars of Special Resolutions passed in the last three AGMs:

Date	Particulars
September 20, 2019	Approval for increase in total limit of Foreign Investment in the Company upto the prescribed sectoral cap of 49%.
August 31, 2018	No Special Resolutions were passed.
August 22, 2017	No Special Resolutions were passed.

(C) Postal Ballot: During the FY 2019-20, no special resolution was passed through postal ballot. Also, no business required to be transacted through postal ballot is being proposed on or before the ensuing Annual General Meeting of the Company.

(D) Extra-ordinary General Meeting: No Extra-ordinary General Meeting was held during the FY 2019-20.

5. DISCLOSURES:**(A) Disclosures on materially significant related party transactions:**

A detailed note on related party transactions is provided in the Directors' Report. Particulars of material contracts or arrangements with related parties are provided in **Annexure V** to the Directors' Report. The transactions with related parties have been disclosed in **Note 39** of Notes to Accounts of the Standalone and **Note 38** of Notes to Accounts of Consolidated Financial Statements of your Company. Further, the Company's Policy on Related Party Transactions is available on the website of the Company at <https://www.mcxindia.com/investor-relations/corporate-governance>.

Further, in terms of the provisions of Regulation 23(9) of the SEBI Listing Regulations, disclosure of related party transactions on a consolidated basis, is made to the Stock Exchange (i.e. BSE Ltd.) where the securities of the Company are listed, on a half-yearly basis. The same is also uploaded on the website of the Company.

(B) Non-compliance by the Company, penalties or strictures imposed by Stock Exchanges, SEBI or any statutory authority, on any matter related to the capital markets during the last three years:

There were no instances of non-compliances, penalties or strictures imposed by Stock Exchanges, SEBI or any statutory authority, on any matter related to the capital markets, during the last three years.

(C) Whistle Blower Policy:

Your Company has established a Vigil Mechanism/ Whistle Blower Policy to enable Directors, Stakeholders, including individual employees and their representative bodies to report, in good faith, unethical, unlawful or improper practices, acts or activities. The said mechanism ensures that the whistle blowers are protected against victimization/any adverse action and/ or discrimination as a result of such a reporting and provides a direct access to the Chairman of the Audit Committee. Your Company hereby affirms that no personnel of the Company have been denied access to the Audit Committee.

During the FY 2019-20, SEBI had forwarded a whistle blower complaint received by it against the Company, and had sought our comments and action taken in this regard. The complaint was deliberated upon by the Audit Committee and comments were furnished to SEBI. It may be noted that the allegations made in the complaint were baseless and devoid of any substance or facts.

The Whistle Blower Policy has been disclosed on the website of the Company at <https://www.mcxindia.com/investor-relations/corporate-governance>.

(D) Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The details have been disclosed in the Business Responsibility Report (BRR) forming part of the Annual Report.

(E) Management's Discussion and Analysis:

The Management's Discussion and Analysis is covered elsewhere in this Annual Report.

(F) CEO/CFO Certification:

The certificate signed by the CEO and VP-F&A in terms of Regulation 17(8) of the SEBI Listing Regulations was placed before the Board of Directors at its meeting held on May 30, 2020. This certificate is covered elsewhere in this Annual Report.

(G) Certificates from Practicing Company Secretary:

A certificate has been received from M/s P. Naithani & Associates, Practicing Company Secretaries, that none of the Directors on the Board of the Company as on March 31, 2020, has been debarred or disqualified from being appointed or continuing as a director of companies, by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

Certificate regarding the compliance of conditions of Corporate Governance is annexed.

(H) Statutory Auditors:

The particulars of fees paid by the Company to the Statutory Auditors, M/s. Shah Gupta & Co., Chartered Accountants (Firm Registration No. 109574W), during FY 2019-20 on a consolidated basis are as under:

Particulars	Amount in lacs (₹)
For audit	24
For taxation matters	3
For other services	1
Reimbursement of out of pocket expenses	1
Total	29

(I) Compliance with Regulation 34(3) read with Schedule V of the SEBI Listing Regulations:**Mandatory Requirements**

The Company has complied with all mandatory requirements of corporate governance report as mentioned in sub para (2) to (10) of Schedule V(C) of the SEBI Listing Regulations.

Non-Mandatory Requirements

- **The Board** - The Company maintains a Chairman's office at the Company's premises at its own expense.
- **Shareholder Rights** - The Quarterly financial results as well as all significant information/events disseminated to BSE Ltd. are uploaded on the website of the Company and is available to all the shareholders.
- **Modified opinion(s) in audit report** - The Auditors' Report on statutory financial statements of the Company is unmodified.
- **Separate posts of Chairman and CEO** - The Company has separate posts of Chairman and CEO.
- **Reporting of Internal Auditor** - The Internal Auditor makes quarterly presentations to the Audit Committee on their reports.

(J) Subsidiary:

The Audit Committee/Board periodically reviews significant developments, transactions and arrangements entered into with the Unlisted Subsidiary Company, Multi Commodity Exchange Clearing Corporation Limited (MCXCCL). The Audit Committee/Board also reviews the Financial Statements of the Subsidiary Company, including investments made by the Company. The minutes of Board meetings of the Subsidiary Company are periodically placed before the Board of Directors of the Company.

The Company has formulated a Policy on Material Subsidiaries which has been disclosed on the website of the Company at <https://www.mcxindia.com/investor-relations/corporate-governance>. During the FY 2019-20, MCXCCL was not a material subsidiary of MCX.

6. MEANS OF COMMUNICATION:

The quarterly, half yearly and annual results of the Company are generally published in the newspapers, namely, Business Standard/Financial Express, English daily newspapers with circulation in the whole or substantially the whole of India and Loksatta/Navakal, Marathi daily newspapers. The financial results, shareholding pattern, press releases, stock information, annual reports, investor presentations etc. are uploaded on the website of the Company www.mcxindia.com. The same are also disseminated to the Stock Exchange (i.e. BSE Ltd.) where the securities of the Company are listed, as required/prescribed under the SEBI Listing Regulations.

Significant events, if any, during the financial year, are reported to the Stock Exchange and also posted on the website of the Company from time-to-time. The Company's website gives information on trading, clearing & settlement, circulars issued by the Exchange, market data, Exchange Rules, Bye-Laws, Business Rules, products & their contract specifications, membership related information etc.

Go Green Initiative:

As a part of its green initiative, the Company has taken necessary steps to send documents viz. notice of the general meeting, annual report, etc. at the registered email addresses of shareholders. Those who have not yet registered their email ids are requested to register the same with the RTA in case of physical holdings / Depository Participants in case of electronic holdings with Depositories, to enable the Company to send the documents by the electronic mode.

Physical copies of the said documents are sent to all those members whose email addresses are not registered with the Company/RTA/Depository and to those who have requested the Company that they wish to receive the documents in physical mode. However, in view of the relaxation provided by the Securities and Exchange Board of India due to COVID-19 pandemic, no physical copies of the annual report for FY 2019-20 will be issued by the Company. Members can access the documents at the website of the Company www.mcxindia.com, as well as, the website of BSE Ltd. www.bseindia.com.

7. GENERAL SHAREHOLDER INFORMATION:

1. Day, Date, Time and Mode of Annual General Meeting (FY 2019-20)	Monday, August 31, 2020 at 11.30 a.m. (IST) through video conferencing (VC). For details, please refer to the Notice convening this AGM.
2. Financial year	April 01, 2019 to March 31, 2020
3. Book Closure date	The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, August 25, 2020 to Monday, August 31, 2020 (both days inclusive) for the purpose of payment of dividend for the Financial Year ended March 31, 2020 and the AGM of the Company.
4. Dividend payment date	Dividend for the financial year ended March 31, 2020, as recommended by the Board of Directors of the Company, if approved at the AGM, will be paid to the Members on/after Thursday, September 10, 2020 as under: i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Monday, August 24, 2020; ii) To all Members in respect of shares held in physical form after giving effect to valid transposition/transmission requests lodged with the Company on or before the close of business hours on Monday, August 24, 2020.
5. Mode of payment of dividend	Dividend is remitted through electronic mode where the requisite details are available with the Company, and in all other cases, through account payee/non-negotiable instruments. It may be noted that dividend for FY 2019-20 shall be electronically credited to Members whose bank account details are updated with the Depository Participants/RTA. Members who have not updated their bank account details, are requested to update the same with their respective Depository Participants/RTA in case of physical holdings. In cases where bank account details are incomplete/unavailable, account payee/non-negotiable instruments shall be issued upon normalization of postal services.
6. Listing on Stock Exchanges	The equity shares of the Company are listed on BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001. The applicable annual listing fee has been paid to BSE Limited. Further, in pursuance of Regulation 3.1.1 of the National Stock Exchange (Capital Market) Trading Regulations Part A and other relevant provisions, National Stock Exchange of India Limited (NSE) vide its Circular Ref. No.: 202/2012 dated March 07, 2012 notified that, with effect from March 09, 2012, the Company's equity shares were permitted to be traded and admitted to dealings on NSE (Capital Market segment).

7. Stock Market Code	<table border="1"> <tr> <td>BSE</td> <td>534091</td> </tr> <tr> <td>Reuters</td> <td>MCEI.BO</td> </tr> <tr> <td>Bloomberg</td> <td>MCX:IN</td> </tr> </table>	BSE	534091	Reuters	MCEI.BO	Bloomberg	MCX:IN
BSE	534091						
Reuters	MCEI.BO						
Bloomberg	MCX:IN						
8. Registrar and Transfer Agent	<p>KFin Technologies Private Limited Selenium Tower B, Plot Nos. 31-32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032. Ph: 040-67162222, Fax: 040-23001153 Toll Free no.: 1800-345-4001 Email: inward.ris@kfintech.com</p>						
9. Share Transfer system	<p>99.99% of the equity shares of the Company are in electronic form. Transfer of these shares is done through the Depositories with no involvement of the Company. Regulation 40 of the SEBI Listing Regulations provides that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a Depository. Further, as per Regulation 46 of the SECC Regulations, securities of a Recognised Stock Exchange shall be in dematerialised form. Therefore, shareholders holding shares in physical form are requested to dematerialise the same.</p>						
10. Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity	<p>As at March 31, 2020, the Company did not have any outstanding GDRs/ ADRs/ Warrants or any convertible instruments.</p>						
11. Commodity price risk or foreign exchange risk and hedging activities	<p>The Company does not have any exposure in commodities nor any foreign exchange exposure and therefore no hedging activities are carried out. There is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.</p>						
12. Exchange operations are located at	<p>The registered and corporate office is located at Exchange Square, Chakala, Suren Road, Andheri (East), Mumbai - 400 093, India. The Disaster Recovery Site is situated at Gift City, Gandhinagar, Gujarat.</p>						
13. Address for Correspondence	<p>Exchange Square, Chakala, Suren Road, Andheri (East), Mumbai - 400 093, India. Tel: +91-22-6731 8888 Fax: +91-22-6649 4151 Website: www.mcxindia.com</p>						
14. Depository for Equity shares	<p>National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).</p>						
15. Demat International Securities Identification Number (ISIN) allotted to the equity shares of the Company under the Depository System	<p>INE745G01035</p>						
16. Corporate Identification Number (CIN) of the Company	<p>L51909MH2002PLC135594</p>						

Unclaimed Dividend:

As per the provisions of Sections 124 and 125 the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, dividends which are unpaid/unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, all shares (except when there is a specific order of Court, Tribunal or any Statutory Authority restraining any transfer of shares), in

respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the IEPF Authority.

Details of unpaid/unclaimed dividends transferred to IEPF during FY 2019-20, are as under:

Sr. No.	Transaction Type		Amount (₹)	Date of Transfer
1	Dividend for FY 2011-12	Interim	6,98,328	June 10, 2019
2	Dividend for FY 2011-12	Final	1,64,226	November 27, 2019
3	Dividend for FY 2012-13	Interim	3,33,264	December 27, 2019

Shares with respect to dividends lying unpaid/unclaimed for 7 consecutive years, were also transferred to the IEPF Authority. Details of the same are available on our website at <https://www.mcxindia.com/investor-relations/details-of-transfer-of-shares-to-iepf>.

Further, details of the unpaid/unclaimed amounts lying with the Company are also available on the website of the Company at <https://www.mcxindia.com/investor-relations/iepf-unclaimed-unpaid-amount>.

Shareholders whose dividend/shares are transferred to the IEPF Authority, may claim the same by making an application in prescribed form to the IEPF Authority in this regard, details of which are available on www.iepf.gov.in. No claims shall lie against the Company in respect of the dividend/shares so transferred. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

Dematerialisation of Shares and Liquidity:

The shares of the Company are tradable compulsorily in dematerialised (electronic) form, and through KFin Technologies Private Limited, Registrars and Transfer Agent, we have established connectivity with both the depositories viz. NSDL and CDSL. The bifurcation of the category of shares in physical and electronic mode as on March 31, 2020 is given below:

Category	No. of shareholders	% of shareholders	Total Shares	% of Equity
Physical (A)	5	0.0043	133	0.0003
Demat				
- NSDL	74786	63.8117	40121808	78.6727
- CDSL	42407	36.1841	10876428	21.3270
Sub total (B)	117193	99.9957	50998236	99.9997
Total (A) + (B)	117198	100.0000	50998369	100.0000

Month-Wise Stock Market Data:

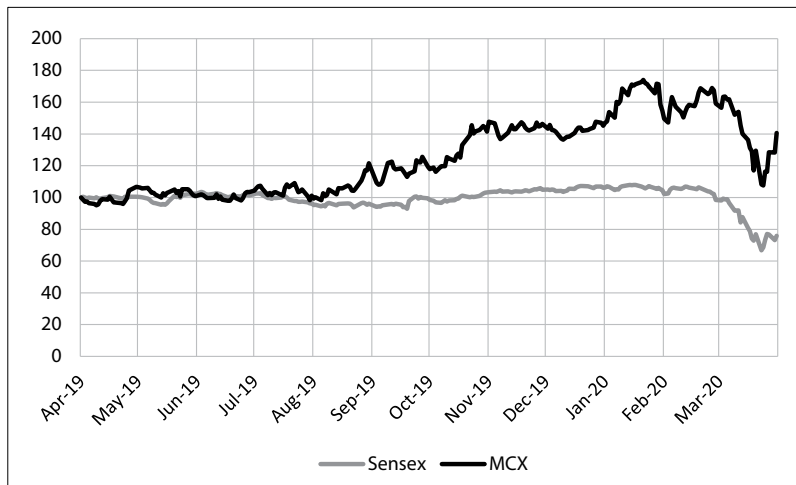
The monthly high and low quotations, as well as, the volume of shares traded at the BSE are given below:

Month	BSE Limited		
	High Price in ₹	Low Price in ₹	No. of shares traded during the month
April-19	866.15	761.70	735354
May-19	876.00	783.60	616569
June-19	840.00	784.65	278810
July-19	895.40	779.05	828694
August-19	980.70	780.30	814087
September-19	1030.50	834.80	2842728
October-19	1213.25	928.00	1476091
November-19	1219.90	1086.65	932639
December-19	1198.65	1090.55	822707
January-20	1442.00	1168.00	1205900
February-20	1398.40	1171.00	702661
March-20	1346.00	805.05	571352



Share Price Performance in Comparison to Broad Based Indices:

Performance of the Company's closing price of share vis-à-vis the sensex at a common base of 100 is given below:



Distribution of Shareholding as on March 31, 2020:

Sr.No.	Category (No. of shares)	Shareholders		Shares held	
		No. of holders	% of Total	No. of shares	% of Total
1	1-5000	116758	99.62	7741128	15.18
2	5001-10000	155	0.13	1117650	2.19
3	10001-20000	80	0.07	1124439	2.20
4	20001-30000	30	0.03	752991	1.48
5	30001-40000	23	0.02	817965	1.60
6	40001-50000	23	0.02	1025744	2.01
7	50001-100000	123	0.11	23210109	45.51
8	100001 & Above	6	0.01	15208343	29.82
	Total	117198	100.00	50998369	100.00

Shareholding pattern as on March 31, 2020:

Sr. No.	Category	No. of shares held	% of shareholding
1.	Foreign Portfolio Investors	16412923	32.18
2.	Mutual Funds	10913691	21.40
3.	Resident Individuals	10852512	21.28
4.	Financial Institutions /Banks	8604973	16.87
5.	Employee Benefit Trust (under SEBI (Share Based Employee Benefit) Regulations, 2014)	95551	0.19
6.	NBFC	3952	0.01
7.	Others	4114767	8.07
	Total	50998369	100.00

Detailed shareholding pattern is provided in **Annexure IV** to the Directors' Report.

Reconciliation of Share Capital Audit:

Pursuant to Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and SEBI Circular No. D&CC/FITTC/CIR-16/2002 dated December 31, 2002, a qualified Practicing Company Secretary, carries out on a quarterly basis, a Share Capital Audit to reconcile the total admitted equity share capital with NSDL and CDSL, the total issued and listed capital and the report thereon is submitted to BSE Limited, where the Company's shares are listed. Based on the audit report, it is certified/confirmed that the total listed and issued /paid-up capital is in agreement with the aggregate of the total number of shares held in physical form and dematerialised form held with NSDL and CDSL.

For and on behalf of the Board of Directors

Saurabh Chandra
Chairman
(DIN: 02726077)

New Delhi
 July 25, 2020