



## Multi Commodity Exchange of India Limited

Our Company was originally incorporated as a private limited company under the Companies Act, 1956, as amended (the "Companies Act") on April 19, 2002 as Multi Commodity Exchange of India Private Limited. Subsequently, we were converted into a public limited company and consequently our name was changed to Multi Commodity Exchange of India Limited on May 16, 2002. We received a fresh certificate of incorporation dated May 28, 2002 from the Registrar of Companies, Maharashtra ("RoC") upon change of name. For details of change in name and registered office, see the sections titled "General Information" and "History and Certain Corporate Matters" on pages 67 and 169 respectively, of the Red Herring Prospectus ("RHP"). **Registered Office:** Exchange Square, Suren Road, Chakala, Andheri (East), Mumbai 400 093 **Tel:** (9122) 67318888; **Fax:** (9122) 66494151; **Contact Person:** P. Ramanathan, Company Secretary and Chief Compliance Officer; **E-mail:** mcxofs@mcxindia.com; **Website:** www.mcxindia.com

**PUBLIC OFFER OF 6,427,378 EQUITY SHARES OF ₹ 10 EACH OF MULTI COMMODITY EXCHANGE OF INDIA LIMITED ("MCX" OR "OUR COMPANY") THROUGH AN OFFER FOR SALE BY FINANCIAL TECHNOLOGIES (INDIA) LIMITED, STATE BANK OF INDIA (EQUITY), GLG FINANCIALS FUND, ALEXANDRA MAURITIUS LIMITED, CORPORATION BANK, ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED AND BANK OF BARODA (THE "SELLING SHAREHOLDERS") FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE AGGREGATING TO ₹ [•] MILLION (THE "OFFER"). THE OFFER COMPRISES A NET OFFER OF 6,177,378 EQUITY SHARES TO THE PUBLIC AND A RESERVATION OF UP TO 250,000 EQUITY SHARES FOR THE ELIGIBLE EMPLOYEES. THE OFFER WOULD CONSTITUTE 12.60% OF THE POST OFFER PAID-UP EQUITY CAPITAL. THE NET OFFER WOULD CONSTITUTE 12.11% OF THE POST OFFER PAID-UP EQUITY CAPITAL**

**PRICE BAND: ₹ 860 TO ₹ 1,032 PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH**  
**THE FLOOR PRICE IS 86 TIMES OF THE FACE VALUE AND THE CAP PRICE IS 103.2 TIMES OF THE FACE VALUE**  
**BID CAN BE MADE FOR A MINIMUM OF 6 EQUITY SHARES AND IN MULTIPLES OF 6 EQUITY SHARES THEREAFTER**

**BID/OFFER**

**CLOSES TODAY**

**ASBA\*** Simple, Safe, Smart way of Application - Make use of it!!!

\* Application supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details check section on ASBA below.

In case of revision in the Price Band, the Bid/Offer Period will be extended for a minimum of three additional Working Days after revision of the Price Band subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to BSE Limited ("BSE"), and the National Stock Exchange of India Limited ("NSE" together with BSE, the "Stock Exchanges"), by issuing a press release, and also by indicating the change on the website of the Book Running Lead Managers ("BRLMs") and at the terminals of the other members of the Syndicate and by intimation to Self Certified Syndicate Banks.

In terms of Rule 19(2)(b)(ii) of the Securities Contracts (Regulations) Rules, 1957, as amended ("SCRR"), this is an Offer for at least 10% of the post-offer capital where the post-offer capital of our Company calculated at the Offer Price will be more than ₹ 40,000 million. The Offer is being made through the 100% Book Building Process wherein at least 50% of the Net Offer shall be Allotted on a proportionate basis to Qualified Institutional Buyers ("QIBs"). 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Our Company and the Selling Shareholders may allocate up to 30% of the QIB Portion to Anchor Investors on a discretionary basis. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Offer Price. All potential investors, other than Anchor Investors, may participate in this Offer through an Application Supported by Blocked Amount ("ASBA") process providing details of their respective bank account which will be blocked by the Self Certified Syndicate Bank ("SCSB"). QIBs (except Anchor Investors) and Non-Institutional Bidders are mandatorily required to utilize ASBA process to participate in this Offer. Non residents other than FIIs are not permitted to participate in this Offer. For details, see section titled 'Offer Procedure' on page 460 of the RHP.

**Bidders should note that on the basis of PAN of the Bidders, DP ID and Client ID entered into the electronic bidding system of the Stock Exchanges by the members of the Syndicate or SCSBs, the Registrar will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code, PAN registered with the Depository and occupation (hereinafter referred to as "Demographic Details"). These Demographic Details would be used for processing including identifying Bids to be rejected on technical grounds, giving refunds (including through physical refund warrants, direct credit, NECS, NEFT and RTGS) or unblocking of ASBA Account. Hence, Bidders are advised to immediately update their Demographic Details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in despatch/credit of refunds to Bidders or unblocking of the ASBA Account at the Bidders sole risk and neither the BRLMs or the Registrar to the Offer or the Escrow Collection Banks or the SCSBs nor our Company shall have any responsibility and undertake any liability for the same. Hence, Bidders should carefully fill in their Depository Account details in the Bid cum Application Form.**

**In case the PAN, the DP ID and Client ID mentioned in the Bid cum Application Form and entered into the electronic bidding system of the Stock Exchanges by the Syndicate/the SCSBs do not match with PAN, the DP ID and Client ID available in the records with the Depositories, the application is liable to be rejected.**

### Promoter of our Company: FINANCIAL TECHNOLOGIES (INDIA) LIMITED

**LISTING:** The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the BSE. We have received in-principle approval from the BSE for the listing of our Equity Shares pursuant to letter dated May 19, 2011. For purposes of this Offer, the Designated Stock Exchange shall be the BSE.

**Disclaimer Clause of SEBI:** "SEBI only gives its observations on the offer documents and this does not constitute approval of either the offer or the offer document". The investors are advised to refer to the Red Herring Prospectus for the full text of the Disclaimer clause of the SEBI.

**Disclaimer Clause of BSE** (the Designated Stock Exchange): It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the Red Herring Prospectus has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the Red Herring Prospectus. The investors are advised to refer to the Red Herring Prospectus for the full text of the Disclaimer clause of the BSE.

**IPO GRADING:** This Offer has been graded by CRISIL Limited and has been assigned the "IPO Grade 5/5", indicating strong fundamentals, through its letter dated December 15, 2011, which was revalidated subsequently vide letter dated February 15, 2012 (together with a rating rationale dated January 6, 2012). The IPO Grading is assigned on a five-point scale from 1 to 5, with IPO Grade 5/5 indicating strong fundamentals and IPO Grade 1/5 indicating poor fundamentals. For details see the sections titled "General Information" and "Material Contracts and Documents for Inspection" on pages 67 and 508 of the RHP, respectively.

| Book Running Lead Managers                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Registrar to the Offer                                                                                                                                                                                                                                                                                                                                                              |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Edelweiss Financial Services Limited</b><br>14th floor, Edelweiss House, Off C.S.T. Road, Kalina, Mumbai 400 098<br><b>Tel:</b> (91 22) 4086 3535; <b>Fax:</b> (91 22) 4086 3610<br><b>Email:</b> mcx ipo@edelcap.com<br><b>Website:</b> www.edelweissfin.com<br><b>Contact Person:</b> Dipi Samant<br><b>Investor Grievance ID:</b> customerservice.mh@edelcap.com<br><b>SEBI Registration No:</b> INM0000010650 | <b>Citigroup Global Markets India Private Limited</b><br>12th Floor, Bakhtawar, Nariman Point, Mumbai 400 021<br><b>Tel:</b> (91 22) 6631 9890<br><b>Fax:</b> (91 22) 3919 7814<br><b>Email:</b> mcx ipo@citici.com<br><b>Web:</b> www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm<br><b>Contact Person:</b> Priyanka Kataruka<br><b>Investor Grievance ID:</b> investors.cgmb@citici.com<br><b>SEBI Registration No:</b> INM000007018 | <b>Morgan Stanley India Company Private Limited</b><br>18F/19F, Tower 2, One Indiabulls Centre, 841, Senapati Bapat Marg, Mumbai 400 013<br><b>Tel:</b> (91 22) 6118 1000<br><b>Fax:</b> (91 22) 6118 1011<br><b>Email:</b> mcx_ipo@morganstanley.com<br><b>Website:</b> www.morganstanley.com/indiaofferdocuments<br><b>Contact Person:</b> Nikhil Aggarwal<br><b>Investor Grievance ID:</b> investors_india@morganstanley.com<br><b>SEBI Registration No:</b> INM000011203 | <b>Karvy Computershare Private Limited</b><br>Plot Nos. 17 - 24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081. Toll Free No: 1-800-3454001<br><b>Tel:</b> (91 40) 4465 5000; <b>Fax:</b> (91 40) 2343 1551<br><b>Email:</b> mailman@karvy.com<br><b>Contact Person:</b> M. Murali Krishna<br><b>Website:</b> http://karvima.karvy.com<br><b>SEBI Registration No:</b> INR000000221 |
| <b>Company Secretary and Chief Compliance Officer</b>                                                                                                                                                                                                                                                                                                                                                                | <b>P. Ramanathan</b> , Company Secretary and Chief Compliance Officer, Exchange Square, Suren Road, Chakala, Andheri (East), Mumbai 400 093<br><b>Tel:</b> (91222) 67318888; <b>Fax:</b> (91222) 66494151;<br><b>E-mail:</b> mcxofs@mcxindia.com; <b>Website:</b> www.mcxindia.com                                                                                                                                                               | Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of Allotment Advice, credit of Equity Shares Allotted in the demat account, refund orders, etc.                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                     |

**Availability of the Red Herring Prospectus:** Investors should note that investment in equity shares involves a high degree of risk and are advised to refer to the Red Herring Prospectus and the Risk Factors contained therein before applying in the Offer. Full copy of the Red Herring Prospectus is available at www.mcxindia.com and www.sebi.gov.in and on the websites of the BRLMs at www.edelweissfin.com, www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm and www.morganstanley.com/indiaofferdocuments and on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com.

**Availability of Bid-cum-Application Forms:** Bid-cum-application forms can be obtained from our Company: **Multi Commodity Exchange of India Limited, Book Running Lead Managers: Edelweiss Financial Services Limited:** 14th floor, Edelweiss House, Off C.S.T. Road, Kalina, Mumbai 400 098 Tel: (91 22) 4086 3535, Fax: (91 22) 4086 3610 Email: mcx.ipo@edelcap.com **Citigroup Global Markets India Private Limited** 12th Floor, Bakhtawar, Nariman Point, Mumbai 400 021. Tel: (91 22) 6631 9890 Fax: (91 22) 3919 7814 Email: mcx.ipo@citici.com **Morgan Stanley India Company Private Limited** 18F/19F, Tower 2, One Indiabulls Centre, 841, Senapati Bapat Marg, Mumbai 400 013 Tel: (91 22) 6118 1000, Fax: (91 22) 6118 1011, Email: mcx\_ipo@morganstanley.com, **Syndicate Members: Edelweiss Securities Limited** Tel: (91 22) 6747 1342, Fax: (91 22) 67471347, **Sunidhi Securities & Finance Limited**, Tel: (91 22) 66369669, Fax: (91 22) 66355673, **SMC Global Securities Limited**, Tel: (91 11) 6607 0400, Fax: (91 11) 2326 3297 and at the select locations of the sub syndicate members participating in the Offer. Bid cum Application Forms can also be obtained from the Stock Exchanges and the list of SCSBs available on the website of SEBI at www.sebi.gov.in.

**Applications Supported by Blocked Amount (ASBA\*):** Investors may apply through the ASBA process. ASBA can be availed by all the investors except Anchor Investors. QIBs (except Anchor Investors) and Non-Institutional Bidders are mandatorily required to utilise the ASBA process to participate in this Offer. The ASBA investor is required to fill the Bid cum Application Form and submit the same to their Self Certified Syndicate Bank or to the Syndicate at the Specified Cities. The SCSB will block the amount in the account as per the authority contained in the Bid cum Application Form and undertake other tasks as per the specified procedure in the Red Herring Prospectus. On Allotment amount will be unblocked and account will be debited only to the extent required to be paid for Allotment of equity shares. Hence there will be no need of refunds. Bid cum Application Forms can also be downloaded from the websites of Stock Exchanges and SCSBs. Bid cum Application Forms can be obtained from the list of SCSBs that is available on the website of SEBI at www.sebi.gov.in. For more details on the ASBA process, please refer to the Bid cum Application Form, the Abridged Prospectus and also refer to the section "Offer Procedure" beginning on page 460 of the RHP.

**Bankers to the Offer and Escrow Collection Banks:** Axis Bank Limited, HDFC Bank Limited, ICICI Bank Limited, IndusInd Bank Limited, Standard Chartered Bank, State Bank of India (Capital Market Branch).

### Notice to Investors

The Company has received information that:

- Subject to receipt of all necessary approvals including from FMC, Passport Capital LLC A/C Passport India Investment proposes to transfer 1,562,500 equity shares representing 3.06% of the equity share capital of the Company to Bajaj Holdings & Investment Limited and to this extent the top ten shareholders of the Company (appearing on page 90 of the Red Herring Prospectus), may change; and
- HT Media Limited has entered into a share purchase agreement dated February 17, 2012 for transfer of 102,117 equity shares of the Company to Pivotal Business Managers LLP and the relevant disclosures in this regard on page 395 of the Red Herring Prospectus will change and will be updated in the prospectus.

For **MULTI COMMODITY EXCHANGE OF INDIA LIMITED**

On behalf of the Board of Directors

Sd/-

Managing Director

**Date: February 24, 2012**

"Multi Commodity Exchange of India Limited is proposing, subject to market conditions and other considerations, an initial public offer of its equity shares and has filed the Red Herring Prospectus with the Registrar of Companies ("RoC"). The Red Herring Prospectus is available on the website of SEBI at www.sebi.gov.in and the respective websites of the Book Running Lead Managers ("BRLMs") at www.edelweissfin.com, http://www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm and www.morganstanley.com/indiaofferdocuments.

Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see the section titled "Risk Factors" on page 15 of the Red Herring Prospectus. This advertisement may not be published or distributed in the U.S., Canada or Japan and is not an offer or solicitation of an offer for sale of securities in the U.S. These securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the U.S. absent registration or an exemption from registration under such act."