

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the Financial Year ended on March 31, 2019**  
**[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS:**

1.	CIN	U74992MH2006PLC163550
2.	Registration Date	04/08/2006
3.	Name of the Company	National Commodity Clearing Limited ("NCCL")
4.	Category / Sub-Category of the Company	Category: Public Company Sub Category: Limited by Shares
5.	Address of the Registered Office and contact details	1 <sup>st</sup> Floor, Ackruti Corporate Park, L. B. S. Road, Kanjur Marg (W) Mumbai - 400078. Tel : (+91-22) – 62804900 Fax : (+91-22) – 66406713 Email: <a href="mailto:rahul.poojari@nccl.co.in">rahul.poojari@nccl.co.in</a>
6.	Whether listed company: Yes / No	No
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited, C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083. Contact details: 022 49186000

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Clearing and Settlement	6619	52%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SI. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	National Commodity & Derivatives Exchange Limited ('NCDEX')  Add.: 1 <sup>st</sup> Floor, Ackruti Corporate Park, L.B.S. Road, Kanjur Marg (West). Mumbai- 400078.	U51909MH2003PLC140116	Holding	100%	Section 2 (46) read with Section 2 (87) (ii) of the Companies Act, 2013

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian	-	-	-	-	-	-	-	-	-
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt	-	-	-	-	-	-	-	-	-
d) Bodies Corp	9,57,49,994	6	9,57,50,000	100	10,57,49,994	6	10,57,50,000	100	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1)</b>	<b>9,57,49,994</b>	<b>6</b>	<b>9,57,50,000</b>	<b>100</b>	<b>10,57,49,994</b>	<b>6</b>	<b>10,57,50,000</b>	<b>100</b>	<b>-</b>
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)( 2)</b>	<b>9,57,49,994</b>	<b>6</b>	<b>9,57,50,000</b>	<b>100</b>	<b>10,57,49,994</b>	<b>6</b>	<b>10,57,50,000</b>	<b>100</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									

a) Mutual Funds	-	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-	-
<b>Sub-total (B) (1)</b>	-	-	-	-	-	-	-	-	-	-
<b>2) Non-Institutions</b>										
a) Bodies Corp	-	-	-	-	-	-	-	-	-	-
- Indian	-	-	-	-	-	-	-	-	-	-
- Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-	-
- Individual shareholders holding nominal share capital upto Rs 1 lakh	-	-	-	-	-	-	-	-	-	-
- Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-	-
c) Others (Specify)	-	-	-	-	-	-	-	-	-	-
<b>Sub-total (B) (2)</b>	-	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Public (B) = (B) (1) + (B) (2)</b>	-	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>9,57,49,994</b>	<b>6</b>	<b>9,57,50,000</b>	<b>100</b>	<b>10,57,49,994</b>	<b>6</b>	<b>10,57,50,000</b>	<b>100</b>		

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	National Commodity & Derivatives Exchange Limited (NCDEX)	9,57,50,000 (including 6 equity shares held jointly with 6 individuals)	100%	Nil	10,57,50,000 (including 6 equity shares held jointly with 6 individuals)	100%	Nil	Nil
	<b>Total</b>	<b>9,57,50,000</b>	<b>100%</b>	<b>Nil</b>	<b>10,57,50,000</b>	<b>100%</b>	<b>Nil</b>	<b>Nil</b>

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>National Commodity &amp; Derivatives Exchange Limited ('NCDEX')</b>				
	At the beginning of the year	9,57,49,994	99.999994	9,57,49,994	99.999994
	Increase due to Allotment of 1,00,00,000 Equity Shares vide Rights Issue to NCDEX on March 28, 2019	1,00,00,000		10,57,49,994	99.999994
	At the end of the year	-	-	10,57,49,994	99.999994
2.	<b>NCDEX j/w. Rajendraprasad Benhalkar</b>				
	At the beginning of the year	1	0.000001	1	0.000001
	Decrease due to transfer of share from NCDEX j/w. Rajendraprasad Benhalkar to NCDEX j/w. Kapil Dev on August 27, 2018	(1)	(0.000001)	NIL	NIL
	At the end of the year	-	-	NIL	NIL
3.	<b>NCDEX j/w. Sarat Chandra Mulukutla</b>				
	At the beginning of the year	1	0.000001	1	0.000001
	Decrease due to transfer of share from NCDEX j/w. Sarat Chandra Mulukutla to NCDEX j/w. Poornima Santosh Shetty on August 27, 2018	(1)	(0.000001)	NIL	NIL
	At the end of the year	-	-	NIL	NIL
4.	<b>NCDEX j/w. Atul Roongta</b>				
	At the beginning of the year	1	0.000001	1	0.000001
	Increase/ Decrease during the year	-	-	1	0.000001
	At the end of the year	-	-	1	0.000001

5.	<b>NCDEX j/w. Komal Sunil Shahani</b>					
	At the beginning of the year	1	0.000001	1	0.000001	
	Increase/ Decrease during the year	-	-	1	0.000001	
	At the end of the year	-	-	1	0.000001	
6.	<b>NCDEX j/w. Seema Pramod Nayak</b>					
	At the beginning of the year	1	0.000001	1	0.000001	
	Increase/ Decrease during the year	-	-	1	0.000001	
	At the end of the year	-	-	1	0.000001	
7.	<b>NCDEX j/w. Kapil Dev</b>					
	At the beginning of the year	NIL	NIL	NIL	NIL	
	Increase due to transfer of share from NCDEX j/w. Rajendraprasad Benhalkar to NCDEX j/w. Kapil Dev on August 27, 2018	1	0.000001	1	0.000001	
	At the end of the year	-	-	1	0.000001	
8.	<b>NCDEX j/w. Poornima Santosh Shetty</b>					
	At the beginning of the year	NIL	NIL	NIL	NIL	
	Increase due to transfer of share from NCDEX j/w. Sarat Chandra Mulukutla to NCDEX j/w. Poornima Santosh Shetty on August 27, 2018	1	0.000001	1	0.000001	
	At the end of the year	-	-	1	0.000001	
9.	<b>NCDEX j/w. Suresh R Nair</b>					
	At the beginning of the year	1	0.000001	1	0.000001	
	Increase/ Decrease during the year	-	-	1	0.000001	
	At the end of the year	-	-	1	0.000001	

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

NCCL is the wholly-owned Subsidiary of NCDEX

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	Nil	Nil	Nil	Nil
2.	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc):	Nil	Nil	Nil	Nil
3.	At the End of the year (or on the date of separation, if separated during the year)	Nil	Nil	Nil	Nil

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>*Mr. R Ramaseshan</b>				
	At the beginning of the year	NIL	NIL	NIL	NIL
	At the end of the year	-	-	NIL	NIL
2.	<b>*Mr. R Venkatraman</b>				
	At the beginning of the year	NIL	NIL	NIL	NIL
	At the end of the year	-	-	NIL	NIL
3.	<b>*Mr. Siddhartha Roy</b>				
	At the beginning of the year	NIL	NIL	NIL	NIL
	At the end of the year	-	-	NIL	NIL
4.	<b>*Mrs. Shanthi Srikant</b>				
	At the beginning of the year	NIL	NIL	NIL	NIL
	At the end of the year	-	-	NIL	NIL
5.	<b>@Mr. Rajiv Relhan</b>				
	At the beginning of the year	NIL	NIL	NIL	NIL
	At the end of the year	-	-	NIL	NIL
6.	<b>Mr. Atul Roongta: 1 equity share along with NCDEX</b>				
	At the beginning of the year	1	0.00	1	0.00
	At the end of the year	-	-	1	0.00
7.	<b>^Mr Vijay Kumar V</b>				
	At the beginning of the year	NIL	NIL	NIL	NIL
	At the end of the year	-	-	NIL	NIL
8.	<b>^^Mr Laxmikant Gupta</b>				
	At the beginning of the year	NIL	NIL	NIL	NIL
	At the end of the year	-	-	NIL	NIL
9.	<b>#Ms. Komal Shahani: 1 equity share along with NCDEX</b>				
	At the beginning of the year	1	0.00	1	0.00
	At the end of the year	-	-	1	0.00
10.	<b>\$Mr. Rahul Poojari</b>				
	At the beginning of the year	NIL	NIL	NIL	NIL
	At the end of the year	-	-	NIL	NIL

\* Appointed as Public Interest Directors w.e.f. May 10, 2018

^ Resigned w.e.f. May 11, 2018

^^Resigned w.e.f. close of business hours on August 16, 2018

@Appointed as Managing Director & Chief Executive Officer w.e.f. September 27, 2018

#Appointed as Chief Financial Officer w.e.f. June 21, 2018

\$Appointed as Company Secretary w.e.f. July 12, 2018

## V. INDEBTEDNESS

**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Change in Indebtedness during the financial year</b>				
- Addition	NIL	NIL	NIL	NIL
- Reduction	NIL	NIL	NIL	NIL
<b>Net Change</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in Rs.)

Sl. no.	Particulars of Remuneration	*Mr. Rajiv Relhan Managing Director & Chief Executive Officer
1.	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (includes Provident Fund Contribution)	51,48,267
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	20,240
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	
	- as % of profit	-
	- others, specify	-
5.	**Others, please specify	1,98,160
	<b>Total</b>	<b>53,66,667</b>
	Ceiling as per the Companies Act, 2013	The Company has obtained the approval of the shareholders for the payment of above remuneration pursuant to the provisions of Schedule V of the Companies Act, 2013

\*Appointed as Managing Director & Chief Executive Officer w.e.f. September 27, 2018

\*\*Reimbursement of car expenses

Note: Variable pay is excluded from the above figures

**B. Remuneration to other Directors:**

(Amount in Rs.)

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
1.	<b>Independent Directors</b>	*Mr. R Ramaseshan	*Mr. R Venkatraman	*Mr. Siddhartha Roy	*Mrs. Shanthi Srikant	
	Fee for attending board committee meetings	8,00,000	5,90,000	7,40,000	7,70,000	29,00,000
	Commission	--	--	--	--	--
	Others, please specify	--	--	--	--	--
	Total (1)	8,00,000	5,90,000	7,40,000	7,70,000	29,00,000
2.	<b>Other Non-Executive Directors</b>	Mr. Atul Roongta	^Mr. Vijay Kumar V.	^^Mr. Laxmikant Gupta		
	Fee for attending board committee meetings	--	--	--	--	--
	Commission	--	--	--	--	--
	Others, please specify	--	--	--	--	--
	Total (2)	--	--	--	--	--
	Total Managerial Remuneration (1) + (2)	8,00,000	5,90,000	7,40,000	7,70,000	29,00,000
	Overall Ceiling as per the Companies Act, 2013	Rs. 1,00,000 per member per meeting				

\*Appointed as Public Interest Directors w.e.f. May 10, 2018

^ Resigned w.e.f. May 11, 2018

^^Resigned w.e.f. close of business hours on August 16, 2018

**C. Remuneration to Key Managerial Personnel (other than MD/Manager/WTD):**

(Amount in Rs.)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	*Mr. Rahul Poojari Company Secretary	**Ms. Komal Shahani Chief Financial Officer	Total
1.	Gross salary	--			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961. (includes Provident Fund Contribution)	--	10,33,961	35,99,612	46,33,573
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	-	24,300	24,300
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	-	-	-
2.	Stock Option	--	-	-	-
3.	Sweat Equity	--	-	-	-
4.	Commission	--		-	-
	- as % of profit	--	-	-	-
	- others, specify	--	-	-	-
5.	***Others, please specify	--	-	2,64,971	2,64,971
	<b>Total</b>	--	<b>10,33,961</b>	<b>38,88,883</b>	<b>49,22,844</b>

\*Appointed as Company Secretary w.e.f. July 12, 2018

\*\*Appointed as Chief Financial Officer w.e.f. June 21, 2018

\*\*\*Reimbursement of car expenses

Note: Variable pay is excluded from the above figures

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty		None			
Punishment		None			
Compounding		None			
<b>B. DIRECTORS</b>					
Penalty		None			
Punishment		None			
Compounding		None			
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty		None			
Punishment		None			
Compounding		None			

**For and on behalf of the Board of Directors**

sd/-

**R. Ramaseshan**

Chairman

DIN: 00200373

**Place:** Mumbai

**Date:** May 14, 2019