



NATIONAL COMMODITY CLEARING LIMITED

Registered Office: First Floor, Ackruti Corporate Park, L. B. S. Road,
Kanjurmarg West, Mumbai 400 078
Tel. (+91-22) 62804900, Fax (+91-22) 66406713
Email: rahul.poojari@nccl.co.in
Website: www.nccl.co.in
CIN: U74992MH2006PLC163550

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twelfth Annual General Meeting ("AGM") of Members of National Commodity Clearing Limited ("NCCL" / "the Company") will be held on Monday, September 24, 2018 in the NCCL, Board Room, 1st Floor, Ackruti Corporate Park, L. B. S. Road, Kanjurmarg West, Mumbai - 400078 at 11.00 a.m., to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Atul Roongta (DIN: 07878061), who retires by rotation and, being eligible, offers himself for re-appointment, subject to approval of SEBI and to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Atul Roongta (DIN: 07878061), who retires by rotation at this 12th Annual General Meeting and being eligible offers himself for re-appointment, be re-appointed as a Director of the Company under 'Shareholder Director' category liable to retire by rotation, subject to approval of SEBI."

3. **Appointment of Statutory Auditors:**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, M/s. Khandelwal Jain & Co, Chartered Accountants (Firm Registration

No. 105049W), be and are hereby appointed as Statutory Auditors of the Company for a period of 5 years from conclusion of this 12th Annual General Meeting until the conclusion of 17th Annual General Meeting, in place of retiring auditors M/s. Haribhakti & Co. LLP, Chartered Accountants (Firm Registration Number 103523W/W100048), at such remuneration and out of pocket expenses, as may be determined by the Board of Directors (which term to include any Committee of the Board or any of the Directors or officials of the Company who may be so empowered by the Board, for the time being) in consultation with the Statutory Auditors.”

“RESOLVED FURTHER THAT to give effect to above resolution, Board of Directors be and are hereby authorized to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf”.

By Order of the Board of Directors
For National Commodity Clearing Limited

sd/-
Rahul Poojari
Company Secretary
ICSI Membership No. ACS 23117

Date: August 27, 2018
Place: Mumbai

Registered Office:

1st Floor, Ackruti Corporate Park
L. B. S. Road, Kanjurmarg West,
Mumbai 400 078
CIN: U74992MH2006PLC163550

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, TO BE VALID AND EFFECTIVE, SHOULD BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED, STAMPED, SIGNED AND DATED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AGM.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A

SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Explanatory statement with respect to item no. 2 though strictly not required as per section 102 of the Companies Act, 2013, is annexed to this notice.
3. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
4. The Register of Members and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
5. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company a duly certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the AGM.
6. A Proxy shall not have the right to speak at the AGM and shall not be entitled to vote, except on a Poll.
7. All documents referred to in the Notice are open for inspection by the Members at the Registered Office of the Company on any working days (excluding Saturdays) from the date hereof up to the date of the Meeting and also at the AGM.
8. Pursuant to the provisions of the Secretarial Standards on General Meetings, a route map, showing directions to reach the AGM venue is annexed to this Notice.



**EXPLANATORY STATEMENT
(Pursuant to Section 102 (1) of the Companies Act, 2013)**

Item No. 2

Mr. Atul Roongta (DIN: 07878061) retires by rotation at the ensuing 12th Annual General Meeting and is eligible for re-appointment.

Mr. Atul Roongta, aged 47 years, of Indian Nationality, was appointed as an Additional Director by the Board of Directors on January 16, 2018. The Members of the Company at their meeting held on February 12, 2018 appointed Mr Roongta as a Director of the Company. SEBI also approved his appointment as a 'Shareholder Director' vide its letter dated May 10, 2018. His office is liable for retire by rotation.

Mr Roongta is the Chief Financial Officer of National Commodity & Derivatives Exchange Limited ('NCDEX'), the holding Company and is responsible for Finance, HR, Legal, Secretarial and Administration functions. He is a meritorious Chartered Accountant with over 23 years of work experience. Mr Roongta is an accomplished and versatile management professional with extensive Startup, Business expansion and P&L management roles. He is a finance professional with strong qualifications as a key advisor and decision maker, driven by solid analytical skills. He has demonstrated ability to set up new businesses, drive growth strategies and streamline business operations to increase efficiency, reduce costs and improve P&L scenario. He possesses solid leadership, communication and interpersonal skills to establish rapport with all levels of staff, management, shareholders and the Board. In the past, Mr Roongta has worked with BOI AXA Investment Managers as the Chief Operating Officer between 2011 and 2017, Bharti AXA Life Insurance as Senior Vice President Finance between 2005 and 2011, with KPMG Consulting and Deloitte Touche Tohmatsu in their Management Consulting Practice between 1998 and 2005 and with Enam Financial Consultants in Equity Research and Investment Banking between 1994 and 1998.

Mr Roongta attended 6 Board Meetings since his appointment on January 16, 2018 during the financial year 2017-18. He holds one equity share of the Company jointly with National Commodity & Derivatives Exchange Limited. He was paid no remuneration during Financial Year 2017-18. No sitting fees is paid to Mr Atul Roongta. He is not related to any other directors, manager and other Key Managerial Personnel of the Company.

Mr Roongta is a director in the following other companies:

1. Power Exchange India Limited
3. NCDEX Institute of Commodity Markets & Research

Mr Roongta is also a member of the following Committees of the Company:

1. Audit Committee
2. Nomination & Remuneration Committee
3. Sub-committee for monitoring compliance of suggestions given in SEBI Inspection Report

He also holds Chairmanship / Membership positions in the following other Companies:

1. Power Exchange India Limited:
 - a. Audit Committee – Member
 - b. Nomination & Remuneration Committee - Member

Considering Mr. Roongta's knowledge and experience, it will be in the interest of the Company to re-appoint him as a Director of the Company at the ensuing Annual General Meeting, subject to approval of SEBI and completion of procedural formalities relating to his appointment.

Except Mr. Atul Roongta, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the passing of the resolution at item No.2 relating to his appointment.

By Order of the Board of Directors
For National Commodity Clearing Limited

sd/-
Rahul Poojari
Company Secretary
ICSI Membership No. ACS 23117

Date: August 27, 2018
Place: Mumbai

Registered Office:
1st Floor, Ackruti Corporate Park
Near G. E. Garden, L. B. S. Road
Kanjurmarg West, Mumbai 400 078
CIN: U74992MH2006PLC163550



NCCL

NCDEX Group Company

NATIONAL COMMODITY CLEARING LIMITED

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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: U74992MH2006PLC163550

Name of the Company: National Commodity Clearing Limited

Registered office: First Floor, Ackruti Corporate Park, L.B.S. Road, Kanjurmarg (W),
Mumbai 400 078.

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I /We, being the member (s) of shares of National Commodity Clearing Limited, hereby appoint:

1.Name:.....,Address:.....

E-mail Id:....., Signature:..... or failing him / her

2.Name:.....,Address:.....

E-mail Id:....., Signature:..... or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twelfth Annual General Meeting of the Company, to be held on Monday, September 24, 2018 at 11.00 a.m. in NCCL, Board Room, 1st Floor, Ackruti Corporate Park, L. B. S. Road, Kanjurmarg West, Mumbai - 400078 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Brief details of the Resolution
Ordinary Business:	
1	Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon.
2	To appoint a Director in place of Mr. Atul Roongta (DIN: 07878061), who retires by rotation and, being eligible, offers himself for re-appointment, subject to approval of SEBI.

3	Appointment of M/s. Khandelwal Jain & Co, Chartered Accountants, as Statutory Auditors of the Company.
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Signed this ____ day of _____, 2018.

Affix Revenue Stamp

.....
Signature of Shareholder

.....
Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



NCCL

NCDEX Group Company

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Website: www.nccl.co.in

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TWELFTH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

Folio No.

No. of Shares held

(To be filled in by the Member)

Name and Address of the Member:

Folio No. / Client ID: DP ID:

I/We hereby record my/our presence at the Twelfth Annual General Meeting to be held in the NCCL, Board Room, 1st Floor, Ackruti Corporate Park, L. B. S. Road, Kanjurmarg West, Mumbai - 400078 on Monday, September 24, 2018 at 11.00 a.m.

Full name of the Member/Proxy attending the Meeting

Member's/Proxy's Signature.....

Note: The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and hand over the same at the venue entrance.

ROUTE – MAP OF THE VENUE OF 12th ANNUAL GENERAL MEETING

