



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 SIXTEENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixteenth Annual General Meeting ("AGM") of Members of National Commodity Clearing Limited ("NCCL" / "the Company") will be held on Tuesday, August 2, 2022, at 10.30 a.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following business. The venue of the AGM shall be deemed to be the Registered Office of the Company at NCCL Board room, 1st Floor, Ackruti Corporate Park, L. B. S. Road, Kanjurmarg West, Mumbai – 400078.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon laid before this 16th Annual General Meeting, be and are hereby considered and adopted."

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 16th 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 Securities and Exchange Board of India ("SEBI")."

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

sd/-

**Rahul Poojari
Company Secretary
ICSI Membership No. ACS 23117**

Date: June 30, 2022
Place: Mumbai

Registered Office:

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

NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General circular dated May 5, 2020 read with General circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021 and May 5, 2022 (hereinafter collectively referred to as “the Circulars”) have permitted the holding of the Annual General Meeting (‘AGM’) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (‘Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), MCA General Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“Act”), in relation to the item no. 2 of the Notice is annexed hereto and forms part of this Notice. As required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Secretarial Standards on General Meetings, a brief profile of Mr. Atul Roongta is provided in item no. 2 of the explanatory statement, annexed to this Notice.
3. The process and manner for participating in AGM through VC is given below:

Member will be provided with a facility to attend the meeting through VC / OAVM through Cisco Webex system. A link will be provided to the members via an email to their registered email addresses to enable them to join the meeting. The members have to click on the link and join the meeting. It is recommended not to share the email containing the link for VC with any other person.

Members can participate in the AGM through smart phone / laptop, however, for better experience and smooth participation it is advisable to join the meeting through laptop connected through broadband.

For any query / assistance for participation in the AGM through VC / OAVM, the member is requested to contact the Company Secretary at 9833852164.

4. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote in the meeting. The said Resolution/Authorization shall be sent to the Company Secretary by email through its registered email address to rahul.poojari@nccl.co.in.
7. Any one of two or more joint holders may vote and if more than one of such joint holders are present, then that one of such persons so present whose name stands first or higher (as the case may be) in the Register in respect of such shares shall alone be entitled to vote.
8. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before July 31, 2022 through email on rahul.poojari@nccl.co.in. The same will be replied by the Company suitably.
9. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.nccl.co.in.
10. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. In case, a poll is required to be taken during the meeting on any resolution, the Members are requested to convey their vote by sending an email through their registered email address to the Company at rahul.poojari@nccl.co.in.
12. Members holding shares in demat mode are requested to register their email ID's with their respective DP in case the same is still not registered. In respect of holding in electronic form, Members are requested to notify any change of email ID or bank mandates or address to their Depository Participants.
13. The Registers maintained under section 170 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email through their registered email address to the Company Secretary at rahul.poojari@nccl.co.in.
14. Since the AGM will be held through VC / OAVM, the Route Map is not 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 16th Annual General Meeting ('AGM') and is eligible for re-appointment.

Mr. Atul Roongta, aged 51 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. Securities and Exchange Board of India ('SEBI') also approved his appointment as a 'Shareholder Director' vide its letter dated May 10, 2018. He was liable to retire by rotation at the 12th AGM held on September 24, 2018 and was re-appointed as the Shareholder Director of the Company by the Members at the 12th AGM. Subsequently, SEBI also approved his re-appointment as the Shareholder Director of the Company vide its letter dated October 17, 2018. He was again liable to retire by rotation at the 13th AGM held on August 6, 2019 and was re-appointed as the Shareholder Director of the Company by the Members at the 13th AGM. Subsequently, SEBI also approved his re-appointment as the Shareholder Director of the Company vide its letter dated September 26, 2019.

Further, Mr. Roongta was liable to retire by rotation at the 14th AGM held on August 6, 2020 and was re-appointed as the Shareholder Director of the Company by the Members at the 14th AGM. Subsequently, SEBI also approved his re-appointment as the Shareholder Director of the Company vide its letter dated August 21, 2020. He was again liable to retire by rotation at the 15th AGM held on July 22, 2021 and was re-appointed as the Shareholder Director of the Company by the Members at the 15th AGM. Subsequently, SEBI also approved his re-appointment as the Shareholder Director of the Company vide its letter dated July 28, 2021. Mr. Atul Roongta has been the longest on the Board of the Company as compared to other two shareholder directors namely Mr. Arun Raste and Mr. Bhaskaran Nayar Venugopal and hence Mr. Roongta is liable to retire by rotation at the ensuing 16th AGM and is eligible for re-appointment.

Mr. Atul Roongta is currently the Chief Financial Officer at National Commodity and Derivatives Exchange Limited and is responsible for Finance, Legal, Secretarial and Administration functions. He is also the Chief Financial Officer of National E-Repository Limited. He is a Chartered Accountant with over 27 years of work experience. He completed his Chartered Accountancy with

Price Waterhouse, Mumbai in 1994, standing First in the CA Final examination in North India and Sixth in all India.

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 qualifications as a key advisor and decision maker, driven by 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 strong 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 8 Board Meetings during the financial year 2021-22. He holds one equity share of the Company jointly with National Commodity & Derivatives Exchange Limited. He was paid no remuneration during the financial year 2021-22. No sitting fees is paid to Mr. Roongta for attending Board and Committee meetings of the Company in line with the Nomination & Remuneration Policy of the Company. He is not related to any other director and other Key Managerial Personnel of the Company. He has not held directorship in listed entities in last three years.

Mr. Roongta is a director in the following other companies:

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

Mr. Roongta holds membership of the following Committees of the Company:

1. Audit Committee
2. Stakeholders' Relationship Committee
3. Corporate Social Responsibility Committee

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
 - c. Corporate Social Responsibility Committee – Member
 - d. Finance Committee – Member
 - e. Membership Approval 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 16th AGM, subject to approval of SEBI and completion of procedural formalities relating to his appointment. The Board recommends the resolution at item no. 2 of the accompanying Notice for approval of the Members.

Except Mr. 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: June 30, 2022
Place: Mumbai

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

NCDEX Group Company

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Email: rahul.poojari@nccl.co.in

Website: www.nccl.co.in

CIN: U74992MH2006PLC163550

SIXTEENTH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

No. of Shares held

Name and Address of the Member:
.....

Folio No. / Client ID: DP ID:

I/We hereby record my/our presence at the Sixteenth Annual General Meeting of National Commodity Clearing Limited to be held on Tuesday, August 2, 2022 at 10.30 a.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

Full name of the Member attending the Meeting

Member's Signature.....

Note: The Member is requested to email this Attendance Slip, duly completed and signed, through their registered email address to the Company at rahul.poojari@nccl.co.in.