

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



# Annual Return

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U74992MH2006PLC163550

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AACCN3393G

(ii) (a) Name of the company

NATIONAL COMMODITY CLEA

(b) Registered office address

First Floor, Akruti Corporate Park, L. B. S. Marg,  
Kanjurmarg West  
Mumbai  
Mumbai City  
Maharashtra  
400070

(c) \*e-mail ID of the company

rahul.poojari@nccl.co.in

(d) \*Telephone number with STD code

02262804900

(e) Website

www.nccl.co.in

(iii) Date of Incorporation

04/08/2006

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	52

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	NATIONAL COMMODITY & DEF	U51909MH2003PLC140116	Holding	100

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### (i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	120,00,000	105,750,000	105,750,000	105,750,000
Total amount of equity shares (in Rupees)	1,200,00,000	1,057,500,000	1,057,500,000	1,057,500,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	120,000,000	105,750,000	105,750,000	105,750,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,200,000,000	1,057,500,000	1,057,500,000	1,057,500,000

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>				
<b>At the beginning of the year</b>	95,750,000	957,500,000	957,500,000	
<b>Increase during the year</b>	10,000,000	100,000,000	100,000,000	0
i. Public Issues	0	0	0	0
ii. Rights issue	10,000,000	100,000,000	100,000,000	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0

vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	105,750,000	1,057,500,000	1,057,500,000	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		24/09/2018	
Date of registration of transfer (Date Month Year)		27/08/2018	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		23	
Transferor's Name	NATIONAL COMMODITY ANI	DERIVATIVES EXCHANGE LIMIT	JOINTLY WITH SARATCHANDR.
	Surname	middle name	first name
Ledger Folio of Transferee		27	
Transferee's Name	NATIONAL COMMODITY ANI	DERIVATIVES EXCHANGE LIMIT	JOINTLY WITH POORNIMA SHE
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)

27/08/2018

Type of transfer

Equity Shares

1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/  
Units Transferred

1

Amount per Share/  
Debenture/Unit (in Rs.)

10

Ledger Folio of Transferor

19

Transferor's Name

NATIONAL COMMODITY ANI

DERIVATIVES EXCHANGE LIMIT

JTLY WITH RAJENDRAPRASAD

Surname

middle name

first name

Ledger Folio of Transferee

28

Transferee's Name

NATIONAL COMMODITY ANI

DERIVATIVES EXCHANGE LIMIT

JOINTLY WITH KAPIL DEV

Surname

middle name

first name

Date of registration of transfer (Date Month Year)

Type of transfer

1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/  
Units Transferred

Amount per Share/  
Debenture/Unit (in Rs.)

Ledger Folio of Transferor

Transferor's Name

middle name

first name

Surname

middle name

first name

Ledger Folio of Transferee

Transferee's Name

middle name

first name

Surname

middle name

first name

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

112,601,632

**(ii) Net worth of the Company**

1,219,431,623

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity	Preference

		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	105,750,000	100	0	
10.	Others	0	0	0	
	<b>Total</b>	105,750,000	100	0	0

**Total number of shareholders (promoters)**

7

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	0	0	0	0

**Total number of shareholders (other than promoters)**

0

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

7

## **VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	0
Debenture holders	0	0

## **VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

### **(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	0	0	1	4	0	0
(i) Non-Independent	0	0	1	0	0	0
(ii) Independent	0	0	0	4	0	0
<b>C. Nominee Directors representing</b>	0	3	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	3	0	1	0	0
<b>Total</b>	0	3	1	5	0	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

8

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAMALINGAM RAMAS	00200373	Director	0	
RAMACHANDRAN VEN	07119686	Director	0	
SIDDHARTHA ROY	07637472	Director	0	
SHANTHI SRIKANT	08100689	Director	0	
ATUL ROONGTA	07878061	Director	1	
RAJIV RELHAN	07214524	Managing Director	0	
KOMAL SHAHANI	AAZPS0130L	CFO	1	
RAHUL POOJARI	AMNPP8991L	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

9

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
RAMALINGAM RAMAS	00200373	Director	10/05/2018	APPOINTMENT
RAMACHANDRAN VEN	07119686	Director	10/05/2018	APPOINTMENT
SIDDHARTHA ROY	07637472	Director	10/05/2018	APPOINTMENT
SHANHI SRIKANT	08100689	Director	10/05/2018	APPOINTMENT
RAJIV RELHAN	07214524	Managing Director	27/09/2018	APPOINTMENT
VIJAY KUMAR VENKA	06651068	Additional director	11/05/2018	CESSATION
LAXMIKANT GUPTA	07788143	Director	17/08/2018	CESSATION
KOMAL SHAHANI	AAZPS0130L	CFO	21/06/2018	APPOINTMENT
RAHUL POOJARI	AMNPP8991L	Company Secretar	12/07/2018	APPOINTMENT

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EXTRA ORDINARY GENEF	14/06/2018	7	5	99.99
EXTRA ORDINARY GENEF	30/07/2018	7	6	99.99
ANNUAL GENERAL MEETI	24/09/2018	7	5	99.99

### B. BOARD MEETINGS

\*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/04/2018	3	2	66.67
2	17/05/2018	6	6	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	13/06/2018	6	5	83.33
4	28/07/2018	6	5	83.33
5	27/08/2018	5	5	100
6	12/09/2018	5	5	100
7	12/11/2018	6	6	100
8	12/02/2019	6	6	100
9	05/03/2019	6	6	100

#### C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	27/08/2018	4	4	100
2	AUDIT COMM	12/11/2018	4	4	100
3	AUDIT COMM	12/02/2019	4	4	100
4	NOMINATION	13/06/2018	3	3	100
5	NOMINATION	28/07/2018	3	3	100
6	RISK MANAG	12/09/2018	6	6	100
7	RISK MANAG	12/12/2018	6	6	100
8	RISK MANAG	11/02/2019	6	6	100
9	STANDING CO	12/09/2018	5	5	100
10	STANDING CO	11/02/2019	5	5	100

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 06/08/2019 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
		8	8	100	11	11	100	Yes
1	RAMALINGAM RAMA	8	8	100	9	9	100	Yes
2	RAMACHANDRAN	8	8	100	9	9	100	Yes
3	SIDDHARTHA ROY	8	8	100	9	9	100	Yes
4	SHANTHI SRI	8	8	100	10	10	100	Yes
5	ATUL ROONCHHAI	9	9	100	5	5	100	Yes
6	RAJIV RELHA	3	3	100	1	1	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAJIV RELHAN	MANAGING DIRECTOR	5,168,507	0	0	198,160	5,366,667
	Total		5,168,507	0	0	198,160	5,366,667

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KOMAL SHAHANI	CHIEF FINANCIAL OFFICER	3,623,912	0	0	264,971	3,888,883
2	RAHUL POOJARI	COMPANY SECRETARY	1,033,961	0	0	0	1,033,961
	Total		4,657,873	0	0	264,971	4,922,844

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAMALINGAM RAMA	DIRECTOR	0	0	0	800,000	800,000
2	RAMACHANDRAN	DIRECTOR	0	0	0	590,000	590,000
3	SIDDHARTHA ROY	DIRECTOR	0	0	0	740,000	740,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
4	SHANTHI SRIKANT	DIRECTOR	0	0	0	770,000	770,000
5	ATUL ROONGTA	DIRECTOR	0	0	0	0	0
6	VIJAY KUMAR VEN	ADDITIONAL DI	0	0	0	0	0
7	LAXMIKANT GUPT	DIRECTOR	0	0	0	0	0
	Total		0	0	0	2,900,000	2,900,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

MR. UMA SHANKAR HEGDE (PARTNER OF RAGINI CHOKSHI & CO., PRACTICING COMPANY S

Whether associate or fellow

Associate  Fellow

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ... 15 dated 27/08/2018

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director



DIN of the director

07214524

**To be digitally signed by** Company Secretary Company secretary in practice

Membership number

23117

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

List of Shareholders as on March 31 2019.  
Form MGT - 8.pdf  
Details of committee meetings attendance

**Remove attachment****Modify****Check Form****Prescrutiny****Submit**

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) COMPOSITION OF BOARD OF DIRECTORS

Mr. Atul Roongta, Shareholder Director [as per the provisions of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018] as on March 31, 2019 is representing National Commodity & Derivatives Exchange Limited ('NCDEX') on the Board of National Commodity Clearing Limited ('NCCL'). Mr. Atul Roongta holds one equity share of the Company jointly with NCDEX, NCDEX being the first holder.

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### C. COMMITTEE MEETINGS

Number of meetings held: 13

Sr. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11	Membership Selection Committee	February 11, 2019	5	5	100
12	Advisory Committee	December 17, 2018	4	3	75
13	Independent Directors / Public Interest Directors Committee	February 12, 2019	4	4	100

### D. ATTENDANCE OF DIRECTORS

Sr. No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 06/08/2019 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
7	^Mr. Vijay Kumar Venkataraman	1	1	100	0	0	0	N.A.
8	^^Mr. Laxmikant Gupta	4	1	25	0	0	0	N.A.

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

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

## X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Number of Managing Director, Whole-time Directors and / or Manager whose remuneration details to be entered: 1

(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

Number of CEO, CFO and Company Secretary whose remuneration details to be entered: 2

(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>--</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

Number of other directors whose remuneration details to be entered: 7

(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

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List of Shareholders of National Commodity Clearing Limited as on March 31, 2019

Sr. No.	Name of the Shareholder	Total No. of Equity shares	Folio No. / DP ID / Client ID
1.	National Commodity & Derivatives Exchange Limited	10,57,49,994	IN301348 20006996
2.	<b>First Holder:</b> National Commodity & Derivatives Exchange Limited <b>Second Holder:</b> Ms. Seema Nayak	1	25
3.	<b>First Holder:</b> National Commodity & Derivatives Exchange Limited <b>Second Holder:</b> Mr. Poornima Shetty	1	27
4.	<b>First Holder:</b> National Commodity & Derivatives Exchange Limited <b>Second Holder:</b> Mr. Atul Roongta	1	24
5.	<b>First Holder:</b> National Commodity & Derivatives Exchange Limited <b>Second Holder:</b> Mr. Kapil Dev	1	28
6.	<b>First Holder:</b> National Commodity & Derivatives Exchange Limited <b>Second Holder:</b> Ms. Komal Shahani	1	21
7.	<b>First Holder:</b> National Commodity & Derivatives Exchange Limited <b>Second Holder:</b> Mr. Suresh Nair	1	26
	<b>Total</b>	<b>10,57,50,000</b>	

For National Commodity Clearing Limited



 Rahul Poojari  
 Company Secretary  
 ACS – 23117

 Date: September 18, 2019  
 Place: Mumbai

**National Commodity Clearing Limited**

 Registered Office:  
 1<sup>st</sup> Floor, Ackruti Corporate Park,  
 L.B.S. Road, Kanjur Marg (W),  
 Mumbai - 400 078. India.

 Tel. : (B) (+91-22) 6280 4900  
 Fax : (+91-22) 6647 6713  
 Toll Free : 1800 266 6007

 Website : <http://www.nccl.co.in>  
 Email : [contactus@nccl.co.in](mailto:contactus@nccl.co.in)  
 CIN : U74992MH2006PLC163550



*Ragini Chokshi & Co.*

*Company Secretaries*

Tel. : 022-2283 1120  
022-2283 1134

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001.  
E-mail : [ragini.c@rediffmail.com](mailto:ragini.c@rediffmail.com) / [mail@csraginichokshi.com](mailto:mail@csraginichokshi.com)  
web: [csraginichokshi.com](http://csraginichokshi.com)

Date : \_\_\_\_\_

### **Form No. MGT-8**

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

#### **CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **National Commodity Clearing Limited (CIN- U74992MH2006PLC163550)** (the 'Company') as required to be maintained under the Companies Act, 2013 (the 'Act') and the Rules made thereunder for the Financial Year ended March, 31 2019. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. Its status under the Act is Public (Indian Non-Government) Unlisted Company Limited by Shares;
  2. Maintenance of registers / records & making entries therein within the time prescribed therefor;
  3. Filing of forms and returns as stated in the Annual return, with the Registrar of Companies, ~~Regional Director, and Central Government, the Tribunal, Court~~ or other authorities within the prescribed time;
  4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the Company on due dates as stated in Annual return, in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and ~~resolutions passed by postal ballot, if any~~, have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed;
  5. Closure of Register of Members; (Not Applicable)
  6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; (Not Applicable)



7. Contracts/arrangements with related parties as specified in section 188 of the Act; (All the transactions entered into with the Related Parties during the financial year ended March 31, 2019 were in the ordinary course of business and at arm's length basis);
8. Issue or allotment or transfer ~~or transmission or buy back of securities/redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/securities and issue of security certificates in required instances;~~
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;(Not Applicable)
10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;(Not Applicable)
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. The statutory auditors M/s. Khandelwal Jain & Co, Chartered Accountants were appointed for a period of 5 years from conclusion of the 12th Annual General Meeting until the conclusion of 17th Annual General Meeting, in place of retiring auditors M/s. Haribhakti & Co. LLP, Chartered Accountants as per the provisions of section 139 of Companies Act, 2013.
14. Approvals required to be taken from the ~~Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities~~ under the various provisions of the Act;
15. Acceptance/ renewal/ repayment of deposits; (Not Applicable)
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable; (Not Applicable)
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; (Not Applicable)
18. The Company has not altered its Memorandum of Association and Articles of Association of the Company during the financial year ended March 31, 2019.

For Ragini Chokshi & Co.

Place: Mumbai

Date: 16/09/2019



Umashankar Hegde  
(Partner)

C.P. No.:11161

Membership no.:22133