



INDIAN COMMODITY EXCHANGE LIMITED
CIN: U67120DL2008PLC182140

Registered Office:- Office No. 109, 1st Floor, Nodh No. 1158 to 63/65/9, Hat Faliyu, Mahidharpura, Surat, Gujarat - 395003. Website: www.icexindia.com Telephone No. 0261-300 9960.

NOTICE

Notice is hereby given that Ninth Annual General Meeting of the Members of the Indian Commodity Exchange Limited will be held on Thursday, September 28, 2017 at 11:30 a.m. at its Registered office at Office No. 109, 1st Floor, Nodh No. 1158 to 63/65/9, Hat Faliyu, Mahidharpura, Surat, Gujarat - 395003 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, 2017 and the Reports of the Board of Directors and Auditors thereon.
- (2)** To appoint a Director in place of Dr. P. S. Gahlaut (DIN: 00049401), who retires by rotation and being eligible, offers himself for re-appointment.
- (3)** To consider and, if thought fit, to pass, with or without modification(s) the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the resolution passed by the Members at the Eighth Annual General Meeting (AGM) held on September 26, 2016 appointing M/s. S M M P & Associates., Chartered Accountants, (FRN No.120438W) as Statutory Auditors of the Company to hold office until the conclusion of tenth Annual General Meeting of the Company, the Company hereby ratifies appointment of M/s. S M M P & Associates., Chartered Accountants, (FRN No.120438W) as Statutory Auditors of the Company to hold office until the conclusion of the tenth Annual General Meeting of the Company to be held in the year 2018 at a remuneration determined by the Board of Directors in addition to out of pocket expenses as may be incurred by them during the course of the Audit.”

By Order of the Board of Directors
Indian Commodity Exchange Limited

Sd/-
Ameya Paranjape
Company Secretary

Date : September 4, 2017

Place: Navi Mumbai

CIN: U67120DL2008PLC182140

Registered office:

Office No. 109, 1st Floor,
Nodh No. 1158 to 63/65/9,
Hat Faliyu, Mahidharpura,
Surat, Gujarat - 395003.
Email: icexsecretarial@icexindia.com
Website: www.icexindia.com
Phone: 0261-3009960

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (Ten) per cent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder. A proxy shall not vote except on a poll.
3. Proxies in order to be effective must be lodged with company not less than 48 hours before the commencement of the meeting.
4. A statement giving disclosure relating to a Director retiring by rotation pursuant to the Regulation 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings is annexed hereto.
5. The Register of Director's and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification) Rules, 2014 will be available for inspection by the members at the Meeting in terms of Section 171 of the Companies Act, 2013.
6. As per the provisions of Section 113 of the Companies Act, 2013, Corporate Shareholders are requested to send a duly certified copy of the Board/Managing Committee Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
7. Members/Proxy holders are requested to bring their attendance slip duly signed and copy of the Annual Report to attend the meeting.
8. The Notice of the AGM along with the Annual Report 2016-17 is being sent to all shareholders whose names appear in the register of members as on August 25, 2017 by electronic mode whose e-mail addresses are registered with the Company / Depositories and for other shareholders through Courier/ Speed Post/ Registered Post or any other permissible means. The notice is also available on the website of the Company i.e. <http://www.icexindia.com/static/disclosures.aspx> under the Announcements Tab.
9. Route map to the venue of meeting forms part of this Notice.

Disclosure relating to a Director retiring by rotation pursuant to the Regulation 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings:

Name of Director	Dr. P. S. Gahlaut
Date of Birth/ Age	July 27, 1947 / 70 years
Date of First Appointment	August 30, 2010
Brief Resume	<p>Dr. P. S. Gahlaut is a Hons. Graduate in Chemistry followed by Post Graduation and a Doctorate in Business Management. He has been associated with Indian Fertilizer Industry for more than 40 years and he has been C.E.O. of Indian Potash Limited for more than 20 years.</p> <p>Dr. Gahlaut is the Managing Director of Indian Potash Limited. Indian Potash Limited is the country's largest fertilizer trading Company.</p> <p>He is a Past Chairman of The Fertilizer Association of India (FAI) and Vice President - South Asia of International Fertilizer Industry Association (IFA), Paris. He has also been Chairperson of several Agriculture and Environment related Projects implemented in India with financial support of international agencies like CIDA, ICEF, KFW etc.</p>
Expertise in specific functional area	Rich experience in Indian Fertilizer Industry for more than 40 years and also been associated with several agriculture and environment related projects.
Number of Board meetings attended during the Financial Year 2016-17	2 (Two)
Other Directorships	<ul style="list-style-type: none"> • Indian Potash Limited • The Fertiliser Association of India • Goldline Milkfood and Allied Industries Limited • IFFCO Tokio General Insurance Co. Limited • IPL Sugars and Allied Industries Limited • Wisekey India Private Limited • IPL Gujarat Port Limited • Shrikrishna Fertilisers Limited • IFFCO CRWC Logistics Limited
Chairman/Member of the Committees of the Board of Directors of other Public Limited companies in which he is a Director.	<p>Member of the following Committees of Indian Potash Limited:</p> <ul style="list-style-type: none"> • Audit Committee • Corporate Social Responsibility Committee • Nomination and Remuneration Committee
No. of Equity shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No

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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]

NINTH ANNUAL GENERAL MEETING 2016-17

CIN : U67120DL2008PLC182140
Name of the company : INDIAN COMMODITY EXCHANGE LIMITED
Registered office :
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 the above named company, hereby appoint

1. Name :
Address :
E-mail Id :
Signature : or failing him;

2. Name :
Address :
E-mail Id :
Signature : or failing him;

3. Name :
Address :
E-mail Id :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Ninth Annual General Meeting of the company, scheduled to be held on Thursday, September 28, 2017, at 11:30 a.m. at Office No. 109, 1st Floor, Nodh No. 1158 to 63/65/9, Hat Faliyu, Mahidharpura, Surat, Gujarat - 395003 and at any adjournment thereof in respect of such resolutions as are indicated below:

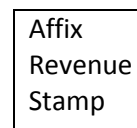
Ordinary Business

Resolution No:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Dr. P. S. Gahlaut (DIN: 00049401), who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of appointment of M/s. S M P P & Associates, Chartered Accountants, (FRN No.120438W) as Statutory Auditors of the Company.

Signed this.....day of September, 2017

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.

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ATTENDANCE SLIP

Reg. Folio No. / DP ID / Client ID. :

Name & Address of Shareholder/ Proxy holder :

Name(s) of Joint Member(s), if any :

No. of Shares held :

I/we certify that I/we am/are registered shareholder(s)/proxy for the registered shareholder(s) of the Company.

I/We hereby record my/our presence at the **NINTH** Annual General Meeting of the Company on Thursday, September 28, 2017, at 11:30 a.m. at Office No. 109, 1st Floor, Nodh No. 1158 to 63/65/9, Hat Faliyu, Mahidharpura, Surat, Gujarat - 395003.

Signature of First holder/Proxy/Authorised Representative

Signature of Joint holder(s)

Place:

Date:

Notes:

1. Please fill in the details and sign this Attendance Slip and deposit the same with the Company Officials at the venue of the meeting.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

ROUTE MAP TO THE VENUE OF THE NINTH ANNUAL GENERAL MEETING:

INDIAN COMMODITY EXCHANGE LIMITED

CIN: U67120DL2008PLC182140

Venue: Office No. 109, 1st Floor,
Nodh No. 1158 to 63/65/9,
Hat Faliyu, Mahidharpura,
Surat, Gujarat - 395003.

Land Mark: Blue Diamond Complex.

