



INDIAN COMMODITY EXCHANGE LIMITED
CIN: U67120DL2008PLC182140

Registered Office: - Dev House, 260-261, Tribhuwan Complex, Ishwar Nagar, New Friends Colony (W), New Delhi -110065. Website: www.icexindia.com Telephone No. 011-30670103.

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the shareholders of the Indian Commodity Exchange Limited will be held on **Friday, June 23, 2017 at 11:00 a.m. at Indian Commodity Exchange Limited, Reliable Tech Park, 403-A, B-Wing, 4th Floor, Thane - Belapur Road, Airoli (E), Navi Mumbai - 400708** to transact the following business:

SPECIAL BUSINESS:

(1) Shifting of Registered Office of the Company from National Capital Territory (NCT) of Delhi to the state of Gujarat.

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as a **special resolution**:

“RESOLVED THAT pursuant to the provisions of section 12, 13 and other applicable provisions of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the “Act”) read with rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, and subject to the approval of the Central Government (delegated to Regional Director Northern Region, New Delhi) and such other approvals, permissions and sanctions of appropriate authority(ies), as may be required, the consent of the shareholders of the Company be and is hereby accorded to shift the registered office of the Company from National Capital Territory of New Delhi (i.e. from the jurisdiction of Registrar of Companies, Delhi & Haryana) to the State of Gujarat (i.e. to the jurisdiction of Registrar of Companies, Ahmedabad);

RESOLVED FURTHER THAT the existing clause II of Memorandum of Association of the Company be and is hereby substituted with the following clause II:

“II. The Registered Office of the Company will be situated in the State of Gujarat.”

RESOLVED FURTHER THAT upon the confirmation from the Central Government (Regional Director Northern Region), the Registered Office of the Company be shifted to such place in the State of Gujarat as may be determined by the Board of the Directors of the Company;

RESOLVED FURTHER THAT any of the Directors or Company Secretary or Mr. Ranjit Kumar Samantaray, Chief Regulatory Officer or Mr. Ghanashyam Rao, Chief Financial Officer, of the Company be and is hereby authorised to file applications/ petitions, sign all documents required to file such petition and to do all such acts and things and make such applications / affidavits, issue notices, advertisements, appoint counsels, practicing Company Secretary, obtain order for shifting of the Registered Office, agree to make and accept such conditions, modifications and alterations stipulated by any authorities, statutory or otherwise, while according approval / consent as may be considered necessary and take such steps and to do such acts, deeds and things as they may be necessary to give effect to the above said resolution.”

**By Order of the Board of Directors
For Indian Commodity Exchange Limited**

**Sd/-
Ameya Paranjape
Company Secretary**

**Place: Navi Mumbai
Date: 31.05.2017**

Registered office:
Dev House, 260-261, Tribhuwan Complex,
Ishwar Nagar, New Friends Colony (W),
New Delhi - 110065.
Email: secretarial@icexindia.com
Website: www.icexindia.com
Phone: 011-30670103
CIN: U67120DL2008PLC182140

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. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business at Item No. 1 of the accompanying notice is annexed hereto.
5. 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.
6. Members/Proxy holders / Authorised Representatives are requested to bring their attendance slip duly signed to attend the meeting.
7. The Notice of the EGM is being sent to all shareholders whose names appear in the register of members as on May 26, 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.
8. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on working days except on holidays, upto the date of the EGM.
9. Location map of the venue of meeting forms part of this Notice.

EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

Item No. 1

The Registered Office of the Company is currently situated in National Capital Territory (“NCT”) of Delhi at Dev House, 260 -261, Tribhuvan Complex, Ishwar Nagar, New Friends Colony (W), New Delhi - 110065. The corporate office of the Company is situated at Reliable Tech Park, 403-A, B-Wing, 4th Floor, Thane-Belapur Road, Airoli (E), Navi Mumbai - 400708.

The Company (Indian Commodity Exchange Limited) is deemed recognized Stock exchange under the Securities Contracts (Regulation) Act, 1956 in terms of Section 131(B) of Finance Act, 2015 pursuant to the Central Government’s notification dated August 28, 2015 providing a nation-wide on-line trading platform in commodity derivative. The Central Government in consultation with the Securities and Exchange Board of India, in exercise of the powers conferred by section 2 (bc) of the Securities Contracts (Regulation) Act, 1956, by its notification dated September 27, 2016 in the Official Gazette of India have notified “Diamond” as Goods to be traded on Exchanges as commodity.

The Exchange is planning to start its trading operations with Diamond as its main commodity being traded along with other commodities. SEBI has also given its in-principle approval for the launch of Diamond as commodity on the trading platform of the Exchange. The city of Surat is well-known for SDB (Surat Diamond Bourse), its Diamond Research Centers and Traders. The Exchange is also performing one of its operations that is spot price polling from the physical diamond markets located in the city of Surat.

In view of the same, it is proposed to shift the registered office of the Company to Office No. 109, 1st Floor, Nodh No. 1158 to 63/65/9, Hat Faliyu, Mahidharpura, Surat, Gujarat - 395003 under the jurisdiction of the Registrar of Companies, Ahmedabad or such other location within the local limits of the city of Surat, as the Board may deem fit.

The Board of Directors at their meeting held on May 11, 2017, subject to the approval of the shareholders at the general meeting, has approved the shifting of the Registered Office of the Exchange.

The proposed change will in no way be detrimental to the interest of any member of public, employees or any other person in any manner whatsoever. The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company its shareholders and all concerned.

In terms of the provisions of section 12 and 13 of the Companies Act 2013 read with relevant rules, shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association requires approval of the shareholders of the Company by

passing special resolution and confirmation from the Regional Director. Therefore, the resolution is recommended for your approval as a special resolution.

After obtaining the consent of the shareholders, an application will be made pursuant to section 13(4) of the Companies Act 2013, to the Central Government (delegated to the Regional Director, Delhi) for shifting of the Registered office of the Company from NCT of Delhi to the State of Gujarat and further consequential amendments to the situation clause of the Memorandum of Association of the Company.

None of the Directors, Key Managerial Persons or their relatives are interested or concerned in the resolution except and to the extent of their shareholdings if any, in the Company.

**By Order of the Board of Directors
For Indian Commodity Exchange Limited**

**Sd/-
Ameya Paranjape
Company Secretary**

Place: Navi Mumbai

Date: 31.05.2017

Registered office:

Dev House, 260-261 Tribhuwan Complex,
Ishwar Nagar, New Friends Colony (W),
New Delhi- 110065.

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**PROXYFORM
Form No.MGT-11**

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

CIN : U67120DL2008PLC182140
Name of the company : INDIAN COMMODITY EXCHANGE LIMITED
Registered office : Dev House, 260-261 Tribhuwan Complex,
Ishwar Nagar, New Friends Colony (W),
New Delhi - 110065.

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 Extra Ordinary General Meeting of the company, to be held on Friday, June 23 2017, at 11:00 am at Indian Commodity Exchange Limited, Reliable Tech Park, 403-A, B-Wing, 4th Floor, Thane - Belapur Road, Airoli (E), Navi Mumbai - 400708 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business

Resolution No:

1. Approval for Shifting of Registered office of the Company from NCT of Delhi to the State of Gujarat and to amend the clause II of the Memorandum of Association of the Company.

Signed this..... day of 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 No./Client Id No. :

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 member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company on Friday, June 23 2017, at 11:00 am at Indian Commodity Exchange Limited, Reliable Tech Park, 403-A, B-Wing, 4th Floor, Thane - Belapur Road, Airoli (E), Navi Mumbai – 400708.

Signature of First holder/Proxy/Authorised Representative

Signature of Joint holder(s)

Place:

Date:

Notes:

1. Please sign this attendance slip and hand it over at the meeting venue.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

Location Map:

Indian Commodity Exchange Limited, Reliable Tech Park, 403-A, B-Wing, 4th Floor, Thane - Belapur Road, Airoli (E), Navi Mumbai - 400708.

