



INDIAN COMMODITY EXCHANGE LIMITED
CIN: U67120GJ2008PLC099142

**Registered Office: - 1st Floor, Office - 109, Nodh No.-1158 to 63/65/9, Hat Faliyu,
Mahidharpura, Surat- 395003, Gujarat. Email:icexsecretarial@icexindia.com
Website: www.icexindia.com Telephone No. 0261-2609960**

NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the Shareholders of the Indian Commodity Exchange Limited will be held on Monday, February 15, 2021 at 11:30 AM through Video Conferencing ("VC") / Other Audio Visual Means ("OVAM") to transact the following business:

SPECIAL BUSINESS:

Item No. 01:

Appointment of Mr. Suresh Babu Konakanchi (DIN: 07757710) as a Shareholder Director on the Board of the Exchange.

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

"RESOLVED THAT pursuant to the provisions of sections 152, 161 and 178 of the Companies Act, 2013 read with rules made thereunder along with other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of Regulation 24 of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ("SECC Regulations, 2018") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as approved by the Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee, Consent of the Shareholders of the Company be and is hereby accorded to appoint Mr. Suresh Babu Konakanchi (DIN: 07757710) as Shareholder Director on the Board of the Exchange, liable to retire by rotation, effective from the date SEBI approves his appointment as Director under the Category of 'Shareholder Directors' on the Board of the Exchange.

RESOLVED FURTHER THAT the Board of Directors and/or Chief Regulatory Officer and/or Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts,

deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

Item No.2:

Appointment of Ms. Vaishali Vishwas Kale as a Shareholder Director on the Board of the Exchange.

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

“**RESOLVED THAT** pursuant to the provisions of sections 152, 161 and 178 of the Companies Act, 2013 read with rules made thereunder along with other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of Regulation 24 of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (“SECC Regulations, 2018”) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as approved by the Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee, Consent of the Shareholders of the Company be and is hereby accorded to appoint Ms. Vaishali Vishwas Kale as Shareholder Director on the Board of the Exchange, liable to retire by rotation, effective from the date SEBI approves his appointment as Director under the Category of ‘Shareholder Directors’ on the Board of the Exchange.

RESOLVED FURTHER THAT the Board of Directors and/or Chief Regulatory Officer and/or Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

Registered office:

1st Floor, Office - 109,
Nodh No.-1158 to 63/65/9,
Hat Faliyu, Mahidharpura,
Surat GJ 395003 IN.
Email: icexsecretarial@icexindia.com
Website: www.icexindia.com
Phone: 0261-2609960
CIN: U67120GJ2008PLC099142

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

(Ishan Kukreja)
Company Secretary
Mem. No. A54802

**Place: Navi Mumbai
Date: January 18, 2021**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business of the accompanying notice is annexed hereto.
2. All the documents referred to in the accompanying Notice and Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to icexsecretarial@icexindia.com.
3. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. This EOGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EOGM through VC/OAVM.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using the e-voting system at the EOGM will be provided by CDSL.
5. The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EOGM through VC/OAVM and cast their votes through e-voting.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EOGM has been uploaded on the website of the Company at <https://www.icexindia.com/about-us/disclosures>. The EOGM Notice is also disseminated on the website of CDSL (agency for providing the e-voting system during the EOGM/EGM) i.e. www.evotingindia.com.
9. The EOGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
10. Since the EOGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice. The proceedings of the EOGM shall be deemed to be conducted at the Corporate Office of the Company located at Reliable Tech Park, 403-A, B-Wing, 4th Floor, Thane-Belapur Road, Airoli (E), Navi Mumbai, Maharashtra 400708, India which shall be the deemed venue of EOGM.
11. Corporate/ Institutional Members (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 EOGM through VC/ OAVM on its behalf and to vote through e-voting during the EOGM. The said resolution/ authorization shall be sent through the registered email address to the Company at icexsecretarial@icexindia.com.
12. In compliance with the Circulars, the Notice of the EOGM and instructions for remote e-voting/ e-voting are being sent in electronic mode to those Shareholders whose email addresses are registered with Registrar/Depository Participant(s). The Notice of the EOGM is also available on Company's website at <https://www.icexindia.com/about-us/disclosures>.
13. Members attending the EOGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection electronically during business hours till the conclusion of the meeting on the date of EOGM.
15. To support the 'Green initiative', the Members who have not registered /updated their e-mail addresses so far, are requested to register /update the same with the Company's RTA of their DPs to enable the Company to send communications electronically.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

1. During the EOGM, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date January 15, 2021 may cast their vote electronically.
 2. The shareholders should log on to the e-voting website www.evotingindia.com.
 3. Click on “Shareholders” module.
 4. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (i) Next enter the Image Verification as displayed and Click on Login.
- (ii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (iii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Click on the EVSN for the relevant INDIAN COMMODITY EXCHANGE LIMITED on which you choose to vote.
- (vii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ix) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xiv) If any Votes are cast by the shareholders through the e-voting available during the EOGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to icexsecretarial@icexindia.com/hanumantha.patri@kfintech.com.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to icexsecretarial@icexindia.com/hanumantha.patri@kfintech.com.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/EOGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the EOGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 (Seven) **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (icexsecretarial@icexindia.com). The shareholders who do not wish to speak during the EOGM but have queries may send their queries in advance 7 (Seven) **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (icexsecretarial@icexindia.com).
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. If you have any queries or issues regarding attending EOGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
8. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

Mr. Ajit Kumar Mittal vide his letter dated November 06, 2020 had tendered his resignation letter as the Shareholder Director of the Exchange due to his other pre occupations.

As per Regulation 24 and Part H of Schedule II of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (“SECC Regulations, 2018”) the recognized stock exchange shall place the names of persons to be appointed as shareholder directors approved by the governing board of the stock exchange before the shareholders for their approval before submitting the same to SEBI for approval.

The company has received a nomination letter from M/s Reliance Exchangenext Limited dated January 06, 2021, nominating Mr. Suresh Babu Konakanchi for the office of shareholder director on the Board of the Exchange.

The NRC & Board also recommended the name of Ms. Vaishali Vishwas Kale a shareholder, to be appointed as a shareholder director on the Board of the Exchange.

The company has received declarations from Mr. Suresh Babu Konakanchi and Ms. Vaishali Vishwas Kale, confirming that they fulfil the conditions as specified in the Companies Act, 2013 and SECC regulations, 2018.

Mr. Suresh Babu Konakanchi and Ms. Vaishali Vishwas Kale, are not disqualified from being appointed as a shareholder director in terms of section 164 of the Act and has given his consent to act as a Shareholder Director of the company.

The Board in its meeting held on January 11, 2021 as recommended by Nomination and Remuneration committee recommends Mr. Suresh Babu Konakanchi and Ms. Vaishali Vishwas Kale, to be appointed as the shareholders Director on the Board of the Exchange liable to retire by rotation, effective from the date SEBI approves his appointment as Director under the Category of ‘Shareholder Directors’ on the Board of the Exchange.

Accordingly, the Board recommends the ordinary resolution of the accompanying Notice for appointment of Mr. Suresh Babu Konakanchi and Ms. Vaishali Vishwas Kale, as a Shareholder Director for approval of shareholders of the Company. None of the Directors or Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise in this resolution.

Registered office:

1st Floor, Office - 109,
Nodh No.-1158 to 63/65/9,
Hat Faliyu, Mahidharpura,
Surat GJ 395003 IN.
Email: icexsecretarial@icexindia.com
Website: www.icexindia.com
Phone: 0261-2609960
CIN: U67120GJ2008PLC099142

Place: Navi Mumbai

Date: January 18, 2021

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

**Ishan Kukreja
Company Secretary
Mem. No. A54802**

Brief Profile

Name of Director	Mr. Suresh Babu Konakanchi
Director Identification Number	07757710
Date of Birth/ Age	15.02.1955, (66 Years)
Date of First Appointment on the Board	NA
Educational Qualification	<ul style="list-style-type: none"> • Post-Graduation in commerce with specialization in finance and Marketing & Finance. • Certified Associate of Indian Institute of bankers, Mumbai. • Certified in Industrial Finance by the Indian Institute of Bankers, Mumbai. • Honorary Doctorate in Business Management by the Asian University International, accredited by International Accreditation Board & Global Accreditation Association, USA, accredited by Universal Association Professional College and University and CPD Accreditation Center, UK.
Experience	<p>Mr. Suresh Babu Konakanchi is having a rich experience of 40 years in Banking and Financial Services areas viz. Mutual Funds, Asset Management, Merchant Banking and Treasury and Money Market Operations with Infrastructure Development.</p> <p>Currently he is associated with Reliance Anil Dhirubhai Ambani Group as Chief Treasury Officer Heading the Integrated Treasury in Reliance Capital Limited and other Group Companies.</p> <p>He is also associated with JP Morgan Chase, one of the top investment bank based in USA as Head-Client Services for asset management business in India, and also with the Indian Bank over 17 years.</p> <p>He is also a Founding and Managing Partner of StrataBiz Advisory Services LLP established in August 2018 which renders the advisory services in areas of corporate finance, Project Funding.</p> <p>He is also handling the corporate social responsibility of Reliance Anil Dhirubhai Ambani Group.</p>
Expertise in specific functional area	Finance and Marketing, Corporate Finance and Project Funding, and well versed with the Corporate Compliance.

Number of Board meetings attended during the Financial Year 2020-21.	NA
Other Directorships (excludes Private / Foreign companies / Section 8 Companies)	<ol style="list-style-type: none"> 1. Reliance Financial Advisory Services Limited 2. Reliance Net Limited 3. Reliance Digitech Limited
Chairman/Member of the Committees of the Board of Directors of other Public Limited companies in which he is a Director.	NIL
No. of Equity shares held in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related with any Director and Key Managerial Personnel of company.
Remuneration drawn, if any	NIL
Terms and Conditions of appointment / re-appointment.	To be appointed as Non-Executive Director (Shareholder Director) liable to retire by rotation.

Name of Director	Ms. Vaishali Vikas Kale
Director Identification Number	In Process
Date of Birth/ Age	03.03.1972, (49 Years)
Date of First Appointment on the Board	NA
Educational Qualification	<ul style="list-style-type: none"> • CPA (US), CISA (US), CA , ICWA • Bachelor of Commerce and L.L.B form The University of Mumbai
Experience	<p>Ms. Vaishali Vishwas Kale is a Practicing Professional having a wide exposure of Statutory Audits, Internal Audits, Concurrent Audits, Stock Audits, Special Audits and Systems Audit with numerous of clients viz Corporate Institutions, Public Financial Institutions.</p> <p>Worked as an Industry Professional with various auditors and tax consultants under diverse accounting frameworks of 14 countries.</p> <p>An Advisor to the Managing Director of a company engaged in thermal power sector on matters relating to legal, finance & Accounts and Coal Management.</p> <p>She was associated with Apurva Natvar Parikh & Company Private Limited as Vice-President - Finance having an enormous experience in incorporating a company in foreign state, Financial Planning , Tax Planning and restructuring the group based on the tax treaties with foreign states also she was incharge of setting up SOPs at accounts Department.</p> <p>She was also associated with Shrenuj & Company Limited as Manager - Finance and accounts. She was a Goble Head of Jewellery Vertical and Headed Diamond Vertical for India.</p> <p>She also has rich experience of six years as Partner with M/s B. Y. Srinivasan & Associates.</p>
Expertise in specific functional area	Taxation, Management Consultancy, Arbitration, M&A, Turnaround Expert, Corporate Compliances, Financial Planning.
Number of Board meetings attended during the Financial Year 2020-21	NA
Other Directorships (excludes Private / Foreign companies / Section 8 Companies)	NA

Chairman/Member of the Committees of the Board of Directors of other Public Limited companies in which he is a Director.	NA
No. of Equity shares held in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	She is not related with any Director and Key Managerial Personnel of company.
Remuneration drawn, if any	NIL
Terms and Conditions of appointment / re-appointment.	To be appointed as Non-Executive Director (Shareholder Director) liable to retire by rotation.

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

**Ishan Kukreja
Company Secretary
Mem. No. A54802**

**Place: Navi Mumbai
Date: January 18, 2021**

Registered office:
1st Floor, Office - 109,
Nodh No.-1158 to 63/65/9,
Hat Faliyu, Mahidharpura,
Surat GJ 395003 IN.
Email: icexsecretarial@icexindia.com
Website: www.icexindia.com
Phone: 0261-2609960
CIN: U67120GJ2008PLC099142
