



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 Saturday, July 4, 2020 at 11:00 A.M. **at Indian Commodity Exchange Limited, Reliable Tech Park, 403-A, B-Wing, 4thFloor, Thane- Belapur Road, Airoli (E), Navi Mumbai - 400708, Maharashtra, India** to transact the following business:

SPECIAL BUSINESS:

Appointment of Mr. Vibhav Agarwal (DIN: 03174271) 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. Vibhav Agarwal (DIN:03174271) 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.”

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

(Ishan Kukreja)

Company Secretary

Mem. No. A54802

Place: Navi Mumbai

Date: June 9, 2020

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/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2. THE DULY COMPLETED AND SIGNED INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY OR AT INDIAN COMMODITY EXCHANGE LIMITED, RELIABLE TECH PARK, 403-A, B-WING, 4THFLOOR, THANE - BELAPUR ROAD, AIROLI (E), NAVI MUMBAI - 400708 NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

During the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3 (three) days of advance notice in writing is given to the Company.

3. 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. A proxy form is enclosed herewith.
4. 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.
5. As per the provisions of Section 113 of the Companies Act, 2013, Corporate Members intending to send their Authorised Representatives to attend and vote at the Extra-ordinary General Meeting ('EOGM') are requested to ensure that the Authorised Representative carries a duly certified true copy of the Board/ Management Committee resolution, authorizing him/her to attend and vote at the meeting and any one of the photo identity proofs (viz. Aadhaar Card, Driving License, PAN Card, Election Card, Passport or any other valid proof).
6. Members / Proxy Holders / Authorised Representatives are requested to bring their attendance slip duly signed to attend the meeting.

7. The Notice of the EOGM is being sent to all shareholders whose names appear in the register of members as on May 29, 2020 by electronic mode whose e-mail addresses are registered with the Company / Depositories and to other shareholders through permitted mode. The notice is also available on the website of the Company i.e. <https://www.icexindia.com/about-us/disclosures> under the Announcements Tab.
8. The documents referred to in the proposed resolution are available for inspection at the Registered Office of the Company and copies thereof are available at the Corporate Office of the Company, during business hours on working days except on Saturdays, Sundays and Public holidays, upto the date of the EOGM.
9. Land Mark and Route map showing directions to the venue of meeting forms part of this Notice.

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

Mr. Lav Chaturvedi vide his letter dated September 30, 2019 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 May 8, 2020, nominating Mr. Vibhav Agarwal for the office of shareholder director on the Board of the Exchange.

The company has received declarations from Mr. Vibhav Agarwal, confirming that he fulfils the conditions as specified in the Companies Act, 2013 and SECC regulations, 2018.

Mr. Vibhav Agarwal is 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 May 29, 2020 as recommended by Nomination and Remuneration committee recommends Mr. Vibhav Agarwal 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. Vibhav Agarwal 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.

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

(Ishan Kukreja)
Company Secretary
Mem. No. A54802

Place: Navi Mumbai

Date: June 9, 2020

Brief Profile

Name of Director	Mr. Vibhav Agarwal
Director Identification Number	03174271
Date of Birth/ Age	03.03.1976, (44 Years)
Date of First Appointment on the Board	NA
Educational Qualification	<ul style="list-style-type: none">• B.Tech. from NIT Warangal.• MBA from NITIE Mumbai.• Certificate of Leadership & General Management from ISB Hyderabad.
Experience	<p>Mr. Vibhav Agarwal is a senior professional with over 20 years' experience in Infrastructure Sector with core competence in Strategy, Regulatory Affairs, Policy Advocacy, Financing, M&A, Legal, Commercial, Operations, Project Management & Execution, Corporate Affairs and Talent Management.</p> <p>Mr. Agarwal has set up large infrastructure projects (1800 MW power generation capacity) with capital outlay exceeding Rs 10,000 Cr (USD 1.4 billion) in India with end to end responsibility and also raised project and working capital debts in Indian Rupee and in USD from Indian/ Foreign banks and financial institutions of amount over Rs 7,000 Crore (USD 1 billion).</p> <p>He is leading day to day business operations of large power generation projects, with responsibilities including P&L, risk and compliance management having hands on experience of negotiating high value commercial contracts, arbitration, litigation.</p> <p>Mr. Agarwal also has deep insight and transaction level experience in Energy & Infrastructure sectors including Power, Coal, Natural Gas, LNG, Roads, Metro etc.</p>
Expertise in specific functional area	Strategy & Regulatory Affairs, Policy Advocacy, Financing, M&A, Legal, Commercial, Operations, Project Management & Execution, Corporate Affairs and Talent Management.

Number of Board meetings attended during the Financial Year 2019-20	NA
Other Directorships (excludes Private / Foreign companies / Section 8 Companies)	<ol style="list-style-type: none"> 1. Vidarbha Industries Power Limited; 2. Rosa Power Supply Company Limited; 3. BSES Kerala Power Limited.
Chairman/Member of the Committees of the Board of Directors of other Public Limited companies in which he is a Director.	<ol style="list-style-type: none"> 1. Rosa Power Supply Company Limited Member: CSR Committee 2. BSES Kerala Power Limited Member: CSR Committee 3. Vidarbha Industries Power Limited Member: Nomination & Remuneration Committee Member: CSR Committee
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.



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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]

Name of the member(s) :

Registered Address :

E-mail Id :

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

I/We, being the member(s) holding.....shares of the above named company, hereby appoint

1. Name :
Address :
Email ID :

Signature :.....or failing him/her;

2. Name :
Address :
Email ID :

Signature :.....or failing him/her;

3. Name :
Address :
Email ID :

Signature :.....or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the company, to be held on Saturday, July 4, 2020, at 11:00 a.m at Indian Commodity Exchange Limited, Reliable Tech Park, 403-A, B-Wing, 4thFloor, Thane - Belapur Road, Airoli (E), Navi Mumbai - 400708 and at any adjournment thereof in respect of such resolution as is indicated below:

Special Business:

Appointment of Mr. Vibhav Agarwal (DIN- 03174271) as a Shareholder Director on the Board of the Exchange.

Signed this.....day of, 2020

Signature of shareholder

Affix Revenue Stamp of Appropriate Value
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Signature of Proxy holder(s)

Note:

- 1. 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.**
- 2. Pursuant to clause 6.4.1 of the Secretarial Standards on General Meetings ('SS-2') proxy holder is required to prove his/her identity at the time of attending meeting. Therefore, proxy holders are required to carry valid ID proofs.**



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ATTENDANCE SLIP

Name & Registered Address of First Shareholder :

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

RegFolio No./ DP Id No./Client Id No. :

No. of Shares held :

Name & Address of Proxy holder/Representative:

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 Saturday July 4, 2020, 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.

Signature of First holder/Proxy/ Authorised Representative

Signature of Joint holder(s)

Place:

Date:

Notes:

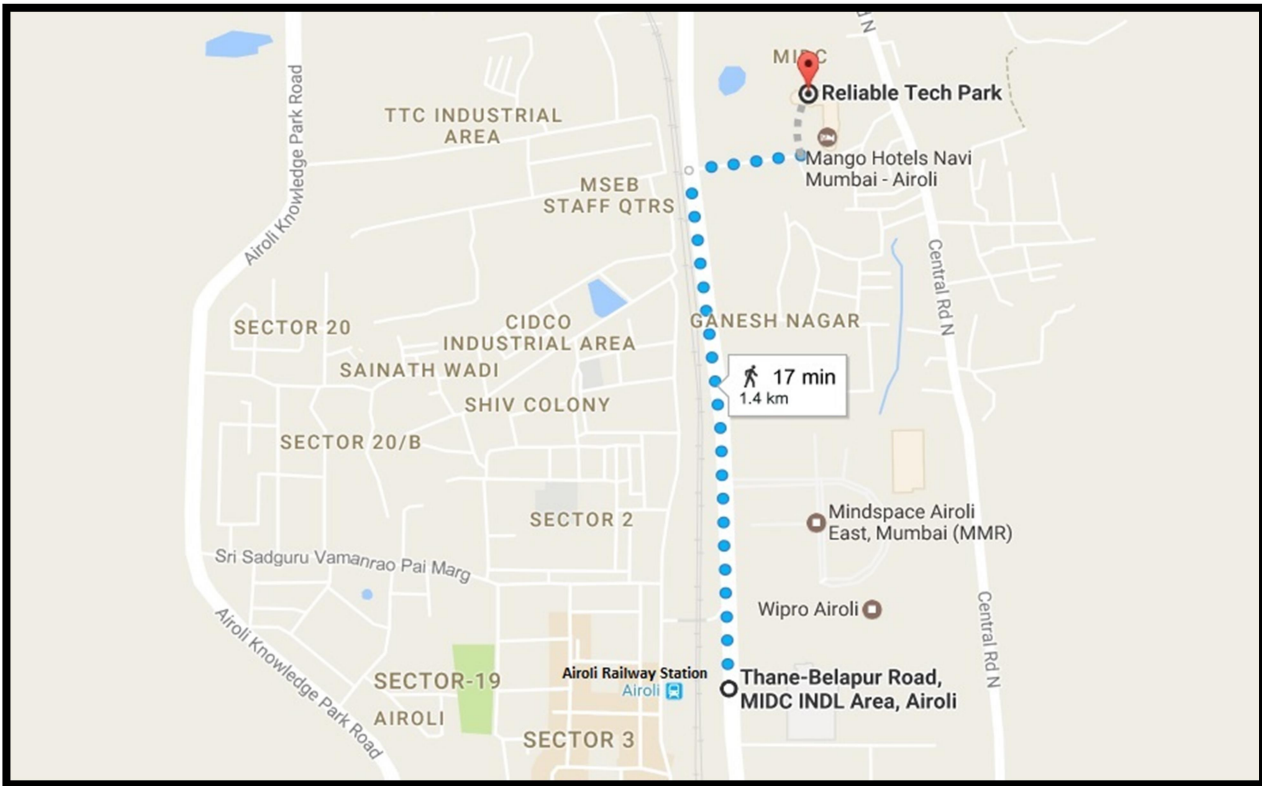
1. Please sign this attendance slip and hand it over at the meeting venue.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

ROUTE MAP FOR THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING

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

Telephone No: 022-40381500/1300

Landmark: Reliable Tech Park



Instructions:

1. Proxy form shall be deposited with the Company either in person or through post not later than forty-eight hours before the commencement of the Meeting in relation to which they are deposited.
2. A Proxy form which does not state the name of the Proxy shall not be considered valid.
3. Undated Proxy shall not be considered valid.
4. An instrument of Proxy is valid only if it is properly stamped as per the applicable law.
5. Proxy form should be signed by the Shareholders and Proxy Holder. Attendance Slip should be signed by members/proxy holder along with name in block letters.
6. The Proxy-holder shall prove his identity at the time of attending the Meeting.
7. If multiple proxies received for the same Member, the Proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies shall be treated as invalid.
