

FORM NO. MGT-7

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



Annual Return

(other than OPCs and Small Companies)

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

U51909MH2003PLC140116

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCN7696K

(ii) (a) Name of the company

NATIONAL COMMODITY AND

(b) Registered office address

1st Floor, Akruti Corporate Park,
Near G. E. Garden, L.B.S. Road, Kanjurmarg (West)
Mumbai
Mumbai City
Maharashtra
400078

(c) *e-mail ID of the company

secretarialteam@ncdex.com

(d) *Telephone number with STD code

02266406789

(e) Website

www.ncdex.com

(iii) Date of Incorporation

23/04/2003

(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	100

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	NCDEX E MARKETS LIMITED	U93090MH2006PLC165172	Subsidiary	99.73
2	NATIONAL COMMODITY CLEA 	U74992MH2006PLC163550	Subsidiary	100
3	NCDEX INSTITUTE OF COMMO 	U74900MH2007NPL174229	Subsidiary	100
4	NATIONAL E-REPOSITORY LIM 	U93090MH2017PLC291035	Subsidiary	67.22
5	POWER EXCHANGE INDIA LIM 	U74900MH2008PLC179152	Associate	34.21

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	70,000,000	50,676,000	50,676,000	50,676,000
Total amount of equity shares (in Rupees)	700,000,000	506,760,000	506,760,000	506,760,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY				
Number of equity shares	70,000,000	50,676,000	50,676,000	50,676,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	700,000,000	506,760,000	506,760,000	506,760,000

(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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	50,676,000	50676000	506,760,000	506,760,000	

Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify Not Applicable				0	0	
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify Not Applicable				0	0	
At the end of the year	0	50,676,000	50676000	506,760,000	506,760,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify Not Applicable				0	0	
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NA						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(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		26/09/2022	
Date of registration of transfer (Date Month Year)		08/04/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	25,000	Amount per Share/ Debenture/Unit (in Rs.)	10

Ledger Folio of Transferor		21	
Transferor's Name	Star Agriwarehousing and Co.		
	Surname	middle name	first name
Ledger Folio of Transferee		32	
Transferee's Name	Madhu	Manmohan	Rathi
	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			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *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

Particulars	Number of units	Nominal value per unit	Total value
Total			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
Total					

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

(i) Turnover

300,111,092

(ii) Net worth of the Company

3,579,304,471

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)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (promoters)

0

(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	3,657,459	7.22	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	5,625,000	11.1	0	
4.	Banks	6,749,965	13.32	0	
5.	Financial institutions	5,625,000	11.1	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	

8.	Venture capital	7,601,400	15	0	
9.	Body corporate (not mentioned above)	16,349,176	32.26	0	
10.	Others Co-operative Society	5,068,000	10	0	
	Total	50,676,000	100	0	0

Total number of shareholders (other than promoters)

24

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

24

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	0	0
Members (other than promoters)	23	24
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
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	6	1	6	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	6	0	6	0	0
C. Nominee Directors representing	0	4	0	3	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	4	0	3	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	1	10	1	9	0	0

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

13

(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)
ASHISH BAHUGUNA	02224776	Director	0	
HEMANT ADARKAR	03127893	Director	0	
PREM KUMAR MALHOTRA	07731762	Director	0	
PURVI MEHTA	01596457	Director	0	
AMALORPAVANATHAN	06941432	Director	0	
VENKAT NAGESWARAN	07234179	Director	0	
RAKESH KAPUR	00007230	Nominee director	0	
VENUGOPAL NAYAR	02638597	Director	0	
SIVARAMAKRISHNAN	08956660	Director	0	
ARUN RASTE	08561128	Managing Director	0	
ARUN RASTE	AAAPR7197M	CEO	0	
ATUL ROONGTA	ACKPR2451G	CFO	0	
HOSHI DHUNJISHA BHANDARI	ABNPB6073C	Company Secretary	0	

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

1

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)
SRINATH SRINIVASAN	00107184	Director	02/03/2023	Cessation

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

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/09/2022	24	11	81.6

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/05/2022	11	11	100
2	12/08/2022	11	11	100
3	11/11/2022	11	11	100
4	02/12/2022	11	11	100
5	10/02/2023	11	10	90.91

C. COMMITTEE MEETINGS

Number of meetings held

32

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	Risk Management Committee	18/05/2022	4	4	100
2	Risk Management Committee	11/08/2022	4	4	100
3	Risk Management Committee	09/11/2022	4	4	100
4	Risk Management Committee	08/02/2023	4	4	100
5	Nomination and Remuneration Committee	12/04/2022	4	4	100
6	Nomination and Remuneration Committee	19/05/2022	4	4	100
7	Nomination and Remuneration Committee	10/11/2022	4	4	100
8	Nomination and Remuneration Committee	09/02/2023	4	4	100
9	Regulatory Oversight Committee	19/05/2022	4	4	100
10	Regulatory Oversight Committee	11/08/2022	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		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	
								(Y/N/NA)
1	ASHISH BAHU	5	5	100	26	26	100	
2	HEMANT ADA	5	5	100	16	16	100	
3	PREM KUMAR	5	5	100	19	19	100	
4	PURVI MEHTA	5	5	100	18	18	100	
5	AMALORPAVA	5	5	100	6	6	100	
6	VENKAT NAG	5	5	100	21	21	100	
7	RAKESH KAP	5	4	80	8	7	87.5	
8	VENUGOPAL	5	5	100	5	5	100	
9	SIVARAMAKR	5	5	100	8	7	87.5	
10	ARUN RASTE	5	5	100	9	9	100	

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	ARUN RASTE	MANAGING DIRECTOR	18,020,520	0	0	0	18,020,520
	Total		18,020,520	0	0	0	18,020,520

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	ATUL ROONGTA	CHIEF FINANCIAL OFFICER	18,478,258	0	0	0	18,478,258
2	HOSHI D BHAGWAT	COMPANY SECRETARY	4,439,952	0	0	0	4,439,952
	Total		22,918,210	0	0	0	22,918,210

Number of other directors whose remuneration details to be entered

10

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ASHISH BAHUGUN	DIRECTOR	0	0	0	1,420,000	1,420,000
2	HEMANT ADARKA	DIRECTOR	0	0	0	940,000	940,000
3	PREM KUMAR MAI	DIRECTOR	0	0	0	1,060,000	1,060,000
4	PURVI MEHTA	DIRECTOR	0	0	0	1,020,000	1,020,000
5	AMALORPAVANAT	DIRECTOR	0	0	0	540,000	540,000
6	VENKAT NAGESW	DIRECTOR	0	0	0	1,220,000	1,220,000
7	RAKESH KAPUR	NOMINEE DIRE	0	0	0	580,000	580,000
8	SRINATH SRINIVA	DIRECTOR	0	0	0	500,000	500,000
9	VENUGOPAL NAY	DIRECTOR	0	0	0	580,000	580,000
10	SIVARAMAKRISHN	DIRECTOR	0	0	0	500,000	500,000
	Total		0	0	0	8,360,000	8,360,000

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

Makarand M. Joshi

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

3662

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. ...

Cir. Reso. No. 1

dated

03/06/2021

(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

08561128

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

2945

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 Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments****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

List of shareholders of National Commodity & Derivatives Exchange Limited as on March 31, 2023

Sr. No.	Name of the Shareholder	No of share	DP ID - Client ID
1.	National Stock Exchange of India Limited (NSE)	76,01,377	IN300183 - 13420516
2.	Life Insurance Corporation of India (LIC)	56,25,000	IN301348 - 20176093
3.	The National Bank for Agriculture and Rural Development (NABARD)	56,25,000	IN303028 - 53774577
4.	Indian Farmers Fertiliser Cooperative Ltd (IFFCO)	50,68,000	IN301330 - 21851240
5.	Oman India Joint Investment Fund	50,67,600	IN303786 - 10002309
6.	Punjab National Bank (PNB)	36,94,446	IN300812 - 10501028
7.	Canara Bank-Mumbai	30,55,519	IN301356 - 10001195
8.	Investcorp Private Equity Fund I (formerly known as IDFC Private Equity Fund III)	25,33,800	IN300126 - 11227233
9.	Build India Capital Advisors LLP	25,33,799	IN301549 - 31735879
10.	Shree Renuka Sugars Limited	25,33,700	IN302902 - 46518545
11.	CRISIL Limited	18,75,000	IN302902 - 48036846
12.	Mrs. Pushpa Devi Saraogi	12,66,800	IN300214 - 10942352
13.	Mrs. Usha Devi Saraogi	12,66,800	IN300214 - 10942361
14.	Jaypee Capital Services Limited	12,04,800	IN303622 - 10014214
15.	Star Agriware Housing and Collateral Management Limited	5,50,500	IN301604 - 11400091
16.	Mr. S. Sundararaman	5,57,437	IN301549 - 58375281
17.	Mr. Ranjit P	4,66,400	IN301313 - 22028242
18.	Mr. Vinod Kumar Jain	50,000	IN301983 - 11119753
19.	Ms. Manjula Narayan Das	25,000	12010900 - 10604313
20.	Ulka Industries Private Limited	25,000	12010900 - 16177961
21.	Jhawar Trade & Investments Private Limited	25,000	12026900 - 00001931
22.	Ms. Madhu Manmohan Rathi	25,000	12036300 - 00028781
23.	Mr. Narendra Gupta	10	IN302902 - 42941936
24.	Mr. Avinash Mohan	12	IN300183 - 12205996
TOTAL		50,676,000	

**Certified to be True
For National Commodity & Derivatives Exchange Limited**

**Hoshi D. Bhagwagar
Company Secretary**

Date:
Place: Mumbai

National Commodity & Derivatives Exchange Limited

Registered Office:

Akruti Corporate Park, 1st Floor,
L.B.S. Marg, Kanjur Marg (West),
Mumbai – 400 078

Tel: 022-6640 6789
Fax: 022-6640 6799

Website: www.ncdex.com
Email: askus@ncdex.com
CIN No. U51909MH2003PLC140116

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS
C. COMMITTEE MEETINGS (CONTD.)

S. No.	Type of Meeting	Date of meeting	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
11	Regulatory Oversight Committee	09.11.2022	4	4	100
12	Regulatory Oversight Committee	08.02.2023	4	4	100
13	Audit Committee	19.05.2022	3	3	100
14	Audit Committee	11.08.2022	3	3	100
15	Audit Committee	10.11.2022	3	3	100
16	Audit Committee	09.02.2023	3	2	66.67
17	Member and Core Settlement Guarantee Fund Committee	19.05.2022	4	4	100
18	Member and Core Settlement Guarantee Fund Committee	11.08.2022	4	4	100
19	Member and Core Settlement Guarantee Fund Committee	18.10.2022	4	4	100
20	Technology Standing Committee	18.05.2022	5	5	100
21	Technology Standing Committee	10.08.2022	5	5	100
22	Technology Standing Committee	10.11.2022	5	4	80
23	Technology Standing Committee	08.02.2023	5	5	100
24	Public Interest Directors Committee	18.05.2022	6	6	100
25	Public Interest Directors Committee	10.11.2022	6	6	100
26	Corporate Social Responsibility Committee	11.08.2022	4	4	100
27	Stakeholder Relationship Committee	10.11.2022	4	4	100
28	Advisory Committee	18.05.2022	8	8	100
29	Advisory Committee	10.08.2022	8	6	75
30	Advisory Committee	09.11.2022	7	6	85.71
31	Advisory Committee	09.02.2023	7	7	100
32	Capital Raising Committee	01.08.2022	7	7	100
33	Capital Raising Committee	12.09.2022	7	7	100
34	Capital Raising Committee	11.01.2022	7	6	85.71
35	Capital Raising Committee	03.02.2023	7	6	85.71
36	Sub Committee on Pepper	18.01.2023	4	4	100

Certified to be True
For National Commodity & Derivatives Exchange Limited

Hoshi D. Bhagwagar
 Company Secretary
 FCS: 2945

 National Commodity & Derivatives Exchange Limited

Registered Office:
 Akruti Corporate Park, 1st Floor,
 L.B.S. Marg, Kanjur Marg (West),
 Mumbai – 400 078

Tel: 022-6640 6789
 Fax: 022-6640 6799

Website: www.ncdex.com
 Email: askus@ncdex.com
 CIN: U51909MH2003PLC140116

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

D. ATTENDANCE OF DIRECTORS (CONTD.)

Sr No	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		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	(Y/N/NA)
11	Srinath Srinivasan	5	5	100	5	5	100	

Certified to be True
For National Commodity & Derivatives Exchange Limited

Hoshi D. Bhagwagar
 Company Secretary
 FCS: 2945

 National Commodity & Derivatives Exchange Limited

Registered Office:
 Akruti Corporate Park, 1st Floor,
 L.B.S. Marg, Kanjur Marg (West),
 Mumbai – 400 078

Tel: 022-6640 6789
 Fax: 022-6640 6799

Website: www.ncdex.com
 Email: askus@ncdex.com
 CIN: U51909MH2003PLC140116

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803-804, 8th Floor, City of Joy, JSD Road, Mulund (W), Mumbai- 400080, (T) 022-21678100

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]

We have examined the registers, records and books and papers of **National Commodity & Derivatives Exchange Limited** (hereinafter called the 'Company') as required to be maintained under the Companies Act, 2013 (hereinafter called the 'Act') and the rules made thereunder for the Financial Year ended on 31st March, 2023 (hereinafter called the 'audit period'). 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 and Rules made there under, in respect of:
 1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed therefore;
 3. filing of forms and returns as stated in **Annexure I** with the Registrar of Companies and Investor Education and Protection Fund authority within the prescribed time. Further, no forms were required to be filed with the Regional Director, the Tribunal, Court, Central Government and other authorities during the audit period;
 4. calling/convening/holding meetings of Board of Directors, its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed. Further, no resolutions were required to be passed by postal ballot during audit period;
 5. closure of Register of Members/Security holders, as the case may be; **No such event occurred during the audit period**
 6. advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act; **No such event occurred during the audit period**
 7. contracts/arrangements with related parties as specified in section 188 of the Act;

8. transfer of shares. Further, there were no instances of issue or allotment 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 all instances during the audit period;
9. has kept in abeyance dividend of two shareholders over and above permissible limits as per SEBI Directions, whose shareholding is not in compliance with Regulation 17 of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018. Further, SEBI has passed an order stating two shareholders as Persons Acting in Concert ('PAC'). Accordingly, dividend payable to them over and above 5% of the equity shares of the Exchange, held by them together as PAC, has been kept in abeyance. Further, there was no event of keeping in abeyance rights shares and bonus shares and pending registration of transfer of shares in compliance with the provisions of the Act during the audit period
10. declaration & payment of dividend of Rs. 0.50/- per equity share as dividend for the financial year 2021-22. Further, the Company has filed a statement of unpaid/Unclaimed dividend amount in form IEPF-2 to the Investor Education and Protection Fund Authority. Further, no amount was required to be transferred to the Investor Education and Protection Fund in accordance with section 125 of the Act;
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/re-appointments/resignation/disclosure of the Directors, Key Managerial Personnel and the remuneration paid to them. Further there were no instances of appointment/retirement and filling up of casual vacancy during the audit period;
13. appointment of M/s Khandelwal Jain & Co., Chartered Accountants, as the Statutory Auditors of the Company for a period of 5 (Five) consecutive financial years. Further there was no reappointment/filling up casual vacancies of auditors as per the provisions of section 139 of the Act during the Audit period;
14. approval required to be taken from Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; **No such event occurred during the audit period;**
15. acceptance/renewal/repayment of deposits; **No such event occurred during the audit period**
16. borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect; **No such event occurred during the audit period**
17. Investment made in subsidiary of the Company as per the provision of Section 186 of the Act. Further no loans or guarantees given or securities provided to other bodies corporate or persons falling under the provisions of section 186 of the Act during the audit period;

18. Alteration of the provision of the Memorandum and/or Articles of Association of the Company. **No such event occurred during the audit period**

**For Makarand M. Joshi & Co.
Company Secretaries**

**Date: 01.09.2023
Place: Mumbai**

**Makarand M. Joshi
Partner
FCS: 5533
CP: 3662
PR: 640/2019
UDIN:**

DRAFT

Annexure I

Forms and Returns as filed by the Company with the Registrar of Companies during the financial year 2022-23

Sr. No.	Form	Date of Event	Purpose	Date of Filing
1.	PAS-6	31-03-2022	Reconciliation of share capital for the period from 01 st January, 2022 to 31 st March, 2022	19-04-2022
2.	CSR-2	31-03-2022	Annual Return for CSR for FY 2020-21	28-04-2022
3.	MGT-14	20-05-2022	Board Resolution for Approval of Financial Statements for the year ended 31 st March 2022.	15-06-2022
4.	DPT-3	31-03-2022	Particular of amount not considered as a deposit	22-06-2022
5.	MGT-14	12-08-2022	Board Resolution for Approval of Directors Report, Management Discussion and Analysis Report and Corporate Governance Report for FY 2021-22	02-09-2022
6.	ADT-1	26-09-2022	For appointment M/s Khandelwal Jain & Co., Chartered Accountants, firm registration no. 105049W, as the Statutory Auditors of the Company for a period of 5 (Five) consecutive financial years from the conclusion of the Nineteenth Annual General Meeting of the Company until the conclusion of the Twenty Fourth Annual General Meeting.	04-10-2022
7.	MGT-14	31-03-2022	Filing of resolutions for conducting AGM via VC/OAVM: 1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Exchange for the financial year ended 31 st March 2022 and Reports of the Board of Directors and Auditors thereon. 2. To declare dividend on Equity Shares for the financial year ended 31 st March 2022. 3. To appoint a Director in place of Mr. Rakesh Kapur (DIN: 00007230) who retires by rotation and, being eligible, offers himself for re-appointment, subject to approval of the Securities and Exchange Board of India. 4. To appoint M/s Khandelwal Jain & Co., Chartered Accountants, firm registration no.	12-10-2022

			105049W, as the Statutory Auditors of the Company for a period of 5 (Five) consecutive financial years from the conclusion of the Nineteenth Annual General Meeting of the Company until the conclusion of the Twenty Fourth Annual General Meeting.	
8.	AOC-4 XBRL	26-09-2022	Filing of Financial Statement for FY 2021-2022	21-10-2022
9.	MGT-7	26-09-2022	Filing of Annual Return for FY 2021-2022	28-10-2022
10.	PAS-6	30-09-2022	Filing of Reconciliation of Share Capital Audit Report from 01-04-2022 to 30-09-2022	24-11-2022
11.	IEPF-2	26-09-2022	Filing Statement of unclaimed and unpaid amount.	25-11-2022
12.	MGT-14	11-11-2022	Filing of resolution for making investment and acquire by way of subscription equity shares of NCCL, subsidiary of the Exchange.	07-12-2022
13.	CSR-2	31-03-2022	Filing of report on CSR for period 01-04-2021 to 31-03-2022.	13-12-2022
14.	MGT-14	10-02-2023	Filed the following resolutions: a) Appointment of Internal Auditor- M/s KPMG for FY 2023-2024 b) Appointment of Secretarial Auditor- Ragini Chokshi & Co. for FY 2023-2024	10-03-2023
15.	DIR-12	02-03-2023	For Resignation of Mr. Srinath Srinivasan- Shareholder Director w.e.f. 02 nd March 2023	16-03-2023