



Notice of 17th Annual General Meeting (AGM)

NOTICE is hereby given that the Seventeenth Annual General Meeting of National Commodities Management Services Limited (formerly known as National Collateral Management Services Limited) will be held on Wednesday, 29th September, 2021 at 12:30 PM (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To consider appointment of a Director in place of Mr. Sumit Maheshwari (DIN: 06920646) who retires by rotation and being eligible, offers himself for re-appointment.

By order of the Board of Directors,

Rupinder Kaur
Company Secretary

Date: 16.08.2021

NATIONAL COMMODITIES MANAGEMENT SERVICES LIMITED

(Formerly known as National Collateral Management Services Limited)

Corporate Office: Unit no. 601, 6th Floor, Tower-B, SAS Tower, Support Area, Medicity, Sector – 38, Gurugram, Haryana - 122001, India

Tel.: (+91-124) 4338200, **Fax:** (+91-124) 4338290

Registered Office: D-164, TTC Industrial Area, Nerul MIDC, Navi Mumbai - 400706, Maharashtra, India

Website : www.ncml.com , **CIN:** U74140MH2004PLC148859

NOTES:

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013 (“the Act”), is annexed hereto and forms part of the Notice. Information on all the Directors proposed to be appointed/re-appointed at the Meeting as required under SS-2 are provided in the **Annexure - I** to this Notice
2. In view of the ongoing COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and Circular no. 02/2021 dated January 13, 2021 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 (collectively “SEBI Circulars”), have permitted companies to conduct annual general meeting (‘AGM’) through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the ‘Act’) and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM.
3. The Company has enabled the Members to participate at the AGM through VC facility.
4. In this regard, we would like to bring your kind attention that Notice of the AGM is being sent only through electronic mode vide the registered e mail addresses.
5. Corporate Members are requested to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., on rupinder.k@ncml.com
6. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
7. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to rupinder.k@ncml.com
9. Members intending to require information about financial statements or any matter to be placed at the AGM, at the meeting are requested to write to the company at least 10 days in advance of the Annual General Meeting.
10. Members are requested to notify to the Company any change in their address.

11. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

ANNEXURE -I TO THE NOTICE OF AGM

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting

Particulars	Sumit Maheshwari	
DIN	06920646	
Age	39	
Nationality	Indian	
Date of appointment on the Board	19/08/2015	
Father's Name	Mr. Rajendra Kumar Maheshwari	
Date of Birth	27.11.1982	
Address	Flat No. 263-B, Kalpataru Horizon, S.K. Ahire Marg, Worli, Mumbai 400 018	
Designation	Director	
Education/Qualifications-	Mr. Sumit Maheshwari is a qualified Chartered Accountant, holds a Masters of Business Administration degree from the Indian School of Business, Hyderabad, and a Bachelors of Commerce degree from the University of Mumbai.	
Expertise in specific functional area/Experience	Mr. Maheshwari has been the Managing Director of Fairbridge Capital since May 2018. Previously, Mr. Maheshwari was the Vice President at Fairbridge Capital and has been working at Fairbridge Capital since July 2011. Prior to joining Fairbridge Capital, Mr. Maheshwari worked with KPMG in India for 5 years in their audit and accounting advisory functions. Mr. Maheshwari specializes in Indian GAAP, U.S. GAAP and IFRS accounting standards. Mr. Maheshwari serves on the board of directors of many of Fairfax's portfolio companies in India. He is a qualified Chartered Accountant, has completed the Post Graduate Programme in Management from the Indian School of Business, Hyderabad, and holds Bachelors of Commerce and Masters of Commerce degrees from the University of Mumbai. Mr. Maheshwari is a resident of Mumbai, Maharashtra, India.	
Companies in which holds Directorship	<ol style="list-style-type: none"> 1. Thomas Cook (India) Limited 2. CSB Bank Limited 3. Fairchem Organics Limited 4. Bangalore International Airport Limited 5. Seven Islands Shipping Limited 6. Saurashtra Freight Private Limited 7. Sterling Holiday Resorts Limited 8. Fairfreight Lines Private Limited 9. Anchorage Infrastructure Investments Holdings Limited 10. Fairbridge Capital Private Limited 11. National Commodities Management Services Limited 	
Companies* in which holds membership/	Audit Committee	<ol style="list-style-type: none"> 1. National Commodities Management Services Limited 2. Saurashtra Freight Limited 3. Thomas Cook India Limited

chairmanship of committees		4. Sterling Holiday Resorts Limited
	Stakeholder Relationship committee	-
	CSR Committee	1. National Commodities Management Services Limited 2. Fairchem Organics Limited 3. Saurashtra Freight Limited 4. Thomas Cook India Limited 5. Bangalore International Airport Limited 6. CSB Bank Limited 7. Fairbridge Capital Private Limited
	Nomination and Remuneration committee	1. National Commodities Management Services Limited 2. Fairchem Organics Limited 3. CSB Bank Limited
	Other committees	1. IPO Committee – Seven Islands Shipping Limited 2. Board IT Advisory Committee - Nations Trust Bank PLC 3. Management Committee – CSB Bank Limited & Bangalore International Airport Limited 4. IT Strategy Committee – CSB Bank Limited 5. Risk Management Committee – CSB Bank Limited 6. Committee for Monitoring Large Value Frauds – CSB Bank Limited 7. Customer Service Committee – CSB Bank Limited 8. Remuneration Committee - Saurashtra Freight Limited
Shareholding in the Company (No. & %)	NIL	
No of Board meetings attended during the Financial year 2020-21	04	

* *Public Companies*

Notes:

1. The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies and private companies.
2. Information pertaining to remuneration paid to the Directors who are being appointed/re-appointed have been provided in the Annual Report.