

NATIONAL E-REPOSITORY LIMITED

Registered Office: First Floor, Ackruti Corporate Park, Near G. E. Garden, L. B. S. Road,
Kanjurmarg West, Mumbai 400 078, Tel. (+91-22) 62441500, Fax (+91-22) 62441501,
Website:www.nerlindia.com Email: help@nerlindia.com, CIN: U93090MH2017PLC291035

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Tenth Extra Ordinary General Meeting of members of National E-Repository Limited ('the Company'/'NERL') will be held on Tuesday, December 7, 2021 at 10.00 a.m. through Video Conference ('VC') / Other Audio Visual Means ('OAVM') to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at Board room, First Floor, Ackruti Corporate Park, Near G.E. Garden, L.B.S. Marg, Kanjurmarg (West), Mumbai 400078.

SPECIAL BUSINESS:Item No. 1 - Appointment of Mr. Rajay Kumar Sinha as a Shareholder Director of the Company

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

“**RESOLVED THAT** subject to the approval of Warehousing Development and Regulatory Authority (WDRA), Mr. Rajay Kumar Sinha (DIN: 09218041), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from State Bank of India (SBI), a shareholder of the Company, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation, as per the applicable provisions of the Companies Act, 2013, effective from the date WDRA approves his appointment as Director under the 'Shareholder Directors' category.”

**By Order of the Board of Directors,
For National E-Repository Limited**

Sarita Magar

**Company Secretary
FCS 8550**

Date: October 27, 2021

Place: Mumbai

Registered Office:

1st Floor, Ackruti Corporate Park,
Near G. E. Garden, LBS Road
Kanjurmarg West, Mumbai 400 078
CIN: U93090MH2017PLC29103

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NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and September 28, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Extra Ordinary General Meeting ('EGM') through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act') and MCA Circulars, the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.

2. Facility of joining the EGM through VC / OAVM shall open 15 minutes before the time scheduled for the EGM and shall be kept open throughout the proceedings of the EGM.

3. The process and manner for participating in EGM through VC is given below:

Member will be provided with a facility to attend the meeting through VC / OAVM through Cisco Webex system. A link will be provided to the members via an email to their registered email addresses to enable them to join the meeting. The members have to click on the link and join the meeting. It is recommended not to share the email containing the link for VC / OAVC with any other person.

Members can participate in the EGM through mobile device/ laptop/ desktop, etc., however, for better experience and smooth participation it is advisable to use a stable internet connection to avoid Audio or Video loss due to fluctuation in the network.

For any query / assistance for participation in the EGM through VC / OAVM, the member is requested to write an email to sarita.magar@nerlindia.com.

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the Proxy Form is not annexed to this Notice.
5. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act, in relation to the items of Special Business in the Notice is annexed hereto and forms part of this Notice.

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6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a digitally signed copy or scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote in the meeting. The said resolution/Authorization shall be sent by email through its registered email address to sarita.magar@nerlindia.com
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
8. Members seeking any information with regard to any matter to be placed at the EGM, are requested to write to the Company on or before November 30, 2021 through email to sarita.magar@nerlindia.com. The same will be replied by the Company suitably.
9. In compliance with the aforesaid MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice of the EGM will also be available on the Company's website www.nerlindia.com.
10. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. In case, a poll is required to be taken during the meeting on any resolution, the Members are requested to convey their vote by sending an email through their registered email address to the Company at sarita.magar@nerlindia.com
12. Members holding shares in demat mode are requested to register their email ID's with their respective Depository Participants and Company in case the same is still not registered. Members are requested to notify any change of email ID or bank mandates or address to their Depository Participants and Company.
13. The Register of Members and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email through their registered email address at sarita.magar@nerlindia.com.
14. The term 'Member(s)' has been used to denote Shareholders of the Company.
15. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT
(Pursuant to Section 102 (1) of the Companies Act, 2013)**

Item No. 1

According to clause 4.1 of Share Subscription and Shareholders Agreement dated June 29, 2017 executed between the Company and National Commodity & Derivatives Exchange Limited and State Bank of India ('SBI'), shareholders of the Company, SBI has a right to nominate one Director on the Board of the Company. In view of the same, Mr. Barkat Ali was nominated as Shareholder Director of the Company representing SBI. SBI vide email dated July 6, 2021 informed the Company that there is inter department transfer of Mr. Barkat Ali within SBI. Hence, Mr. Ali resigned from the position of shareholder director of NERL. SBI vide letter dated September 14, 2021 informed that Mr. Rajay Kumar Sinha will be representing SBI on the Board of NERL in place of Mr. Barkat Ali.

In view of receipt of the letter dated September 14, 2021 from SBI, the matter relating to appointment of Mr. Rajay Kumar Sinha as Shareholder Director is being placed before the shareholders at the ensuing Extra Ordinary General Meeting ('EGM')

Mr. Rajay Kumar Sinha, aged 53 years, is currently Chief General Manager (Global Markets). He is not related to any Directors, Manager and other Key Managerial Personnel of the Company. He does not hold any shares in the Company. He will be paid sitting fees for attending Board and Committee meetings. He is a Director of SBI Macquarie Infrastructure Management Private Limited, Oman India Joint Investment Fund – Management Company Private Limited and Nepal SBI Limited.

Considering Mr. Sinha's knowledge and experience, it will be in the interest of the Company to appoint him as a Director of the Company under the 'Shareholder Directors' category at the ensuing EGM, subject to approval of WDRA and completion of procedural formalities relating to his appointment.

The Board, therefore, recommends his appointment as a Shareholder Director, representing SBI, liable to retire by rotation at the ensuing EGM, subject to approval of WDRA. The Company has received a notice in writing from SBI proposing his candidature for the office of Director, pursuant to Section 160 of Companies Act, 2013.

Except Mr. Rajay Kumar Sinha, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the passing of the resolution in the Item No. 1 relating to his appointment.

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**By Order of the Board of Directors,
For National E-Repository Limited**

Sarita Magar

Company Secretary

FCS 8550

Date: October 27, 2021

Place: Mumbai

Registered Office:

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CIN: U93090MH2017PLC29103

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TENTH EXTRA ORDINARY GENERAL MEETING ATTENDANCE SLIP

Name and Address of the Member.....

.....

No. of Shares held

Folio No / Client ID..... DP ID.....

I/We hereby record my/our presence at the Tenth Extra Ordinary General Meeting of the National E-Repository Limited being held on Tuesday, December 7, 2021 at 10.00 a.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')

Member's Signature

Note: The Member is requested to email this Attendance Slip, duly filled and signed through their registered email address to the Company on sarita.magar@nerlindia.com

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