



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 ANNUAL GENERAL MEETING

NOTICE is hereby given that the Third Annual General Meeting of members of National E-Repository Limited ('the Company'/'NERL') will be held on Thursday, September 24, 2020 at 2:30 p.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.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2020 and Report of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Avijit Saha (DIN: 05102009), who retires by rotation and being eligible, offers himself for re-appointment, subject to approval of Warehousing Development and Regulatory Authority (WDRA).

SPECIAL BUSINESS:

3. **Item No. 3 - Appointment of Mr. Kaushik 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. Kaushik Sinha (DIN:08848597), 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.

RESOLVED FURTHER THAT Managing Director & CEO and Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds, things as may be necessary in order to give effect to this resolution.”

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

Date: August 7, 2020

Place: Mumbai

Registered Office:

1st Floor, Ackruti Corporate Park,

Near G. E. Garden, LBS Road

Kanjurmarg West, Mumbai 400 078

CIN: U93090MH2017PLC291035

Kedar Deshpande

Managing Director & CEO

DIN: 07962774

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 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') 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 AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM.
3. The process and manner for participating in AGM 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 AGM 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 AGM through VC / OAVM, the member is requested to write an email to secretarialteam@ncdex.com.

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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 AGM 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 AGM 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.
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 AGM 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 secretarialteam@ncdex.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 AGM.
8. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 15, 2020 through email to secretarialteam@ncdex.com The same will be replied by the Company suitably.
9. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 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 AGM will also be available on the Company's website www.nerlindia.com.
10. Members attending the AGM 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 secretarialteam@ncdex.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 secretarialteam@ncdex.com.
14. The term 'Member(s)' has been used to denote Shareholders of the Company.
15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.



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

Item No. 2

Mr. Avijit Saha was appointed as a Shareholder Director of the Company representing ICICI Bank on May 18, 2018. Mr. Avijit Saha retires by rotation at the ensuing AGM and is eligible for re-appointment.

Mr. Avijit Saha, aged 52 years, joined Operations Research Group as a Senior Research Executive where he was responsible for Industrial Research Cell in the North. Mr. Saha in 1996 joined ICI Paints where he worked as Business Manager and was responsible for Industrial Chemical Trading and subsequently Refinish Business. He joined ICICI Bank in August 2006 and has been working in the Banking space for over 12 years. His stint with the bank encompassed various portfolios of Mid-Corporate banking, Phone Banking, Retail Banking and Rural Banking. It was under him as Product Head that the Bank established its current form of Rural and Inclusive Banking. He has also been instrumental in setting up of the first Digital Village, a unique initiative where ICICI Bank had committed and successfully executed digitizing financial transactions in an entire village. He had also been Retail Business Head for Eastern Markets before taking up the current position as Business Head of Rural and Inclusive Banking.

He has completed Engineering from Bengal Engineering and Science University (Electronics and Telecommunications). He is also a Post Graduate Diploma in Management (PGDM) in Marketing and Finance and specialized in Marketing and Operations from IIM Lucknow. He has more than 22 years of experience.

He is a member of Risk Management Committee of the Company. He is not a Chairman of any Board Committees of the Company. He is also a Director and a member of Audit Committee and Technology Committee of Fino Payments Bank Limited ('Fino Payments'). He is not a chairman of Audit Committee and Technology Committee of Fino Payments.

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. Details of sitting fees paid to Mr. Saha can be referred in Form No. MGT-9 which is forming part of the Annual Report of financial year 2019-20. He will be paid sitting fees for attending Board and Committee meetings. Mr. Saha has attended 4 out of 5 Board meetings held during the financial year 2019- 20. Considering Mr. Saha's knowledge and experience, it will be in the interest of the Company to re-appoint him as a Director of the Company at the ensuing

AGM, subject to approval of WDRA and completion of procedural formalities relating to his appointment. The Board, therefore, recommends his re-appointment as a Shareholder Director, representing ICICI Bank, liable to retire by rotation at the ensuing AGM, subject to approval of WDRA.

Except Mr. Avijit Saha, 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. 2 relating to his re-appointment.

Item No. 3

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. S. Adikesavan was nominated as Shareholder Director of the Company representing SBI. SBI vide its letter dated July 7, 2020 has informed the Company that due to posting of Mr. Kaushik Sinha as Chief General Manager (ABU), Mr. Kaushik Sinha will be representing SBI on the Board of NERL in place of Mr. S. Adikesavan. In view of this, Mr. S. Adikesavan has tendered his resignation as a Shareholder Director representing SBI on the Board of the Company vide his letter dated July 7, 2020.

The Nomination and Remuneration Committee and Board at their meetings held on August 7, 2020 considered and approved the appointment proposal of Mr. Kaushik Sinha as a Shareholder Director of the Company representing SBI subject to the approval of shareholders and WDRA.

Mr. Kaushik Sinha, aged 58 years, is currently Chief General Manager (Business Development - FIMM) at SBI, Corporate Centre, Mumbai. At present, he oversees Agri Business of the Bank consisting of Investment Credit & Agri Gold Loan, Crop Loan, Agri NPA Management, Product development & Marketing, etc with a portfolio of Rs. 2 lakh Crores. Prior to the current assignment, Mr Kaushik Sinha worked as General Manager at Bhopal Circle, overseeing all business development activities of all the branches under the network. He holds graduate degree in B.Sc. (HONS). He joined the Bank in 1984 as Probationary Officer and has worked extensively in major banking verticals of the Bank and has around 36 years of experience.

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. Mr. Sinha was not required to attend any Board meeting of the Company and accordingly no sitting fees have been paid to him. He is neither a Director of any Company nor a member of Board Committee of any Company.

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 AGM, 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 AGM, 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. Kaushik 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. 3 relating to his appointment.

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

Date: August 7, 2020

Place: Mumbai

Registered Office:

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

**Kedar Deshpande
Managing Director & CEO
DIN: 07962774**



NCDEX Group Company

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THIRD ANNUAL 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 Third Annual General Meeting of the National E-Repository Limited being held on Thursday, September 24, 2020 at 2:30 p.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 secretarialteam@ncdex.com