



**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](http://www.nerlindia.com) Email: [help@nerlindia.com](mailto:help@nerlindia.com)  
CIN: U93090MH2017PLC291035

**NOTICE FOR EIGHTH EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the Eighth Extra Ordinary General Meeting of Members of the Company will be held on Friday, February 7, 2020 at 10:00 a.m. at Board Room, 1<sup>st</sup> Floor Ackruti Corporate Park, Near G.E. Garden, L.B.S. Marg, Kanjur Marg (West), Mumbai – 400078 to transact the following Special Business.

This notice of meeting is given pursuant to Section 101 of the Companies Act, 2013 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) in accordance with the Articles of Association of the Company.

**SPECIAL BUSINESS:**

**Item No. 1: Alteration to Articles of Association**

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

“**RESOLVED THAT** pursuant to the provisions of Section 5 read with Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) and rules made thereunder and subject to the approval of Warehousing Development Regulatory Authority, if required, the consent of the shareholders, be accorded for the proposed alterations to the Articles of Association of the Company, details of which are provided in the Explanatory Statement enclosed with the notice to the shareholders for calling this Extra-Ordinary General Meeting and adoption of the altered Articles of Association of the Company.

**RESOLVED FURTHER THAT** the members of the Board and such other persons as may be authorised by the Board be and are hereby severally authorised to finalise the proposed alterations to the Articles of Association of the Company (including incorporating any changes as may arise out of or regulatory requirement or as may be deemed fit by the Board), to file the necessary application with the regulatory authorities, if any, to accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any regulatory authority, for and in connection with the proposed alterations to the Articles of Association of the Company, as may be required under the applicable laws, to file necessary forms with the Registrar of Companies, to comply with all other requirements under the applicable laws in this regard and do all such acts, deeds, matters and thing relating to the proposed alteration to the Articles of Association of the Company and adoption of altered Articles of Association of the Company.”

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

**Sarita Magar  
Company Secretary**

Date: January 16, 2020

**Registered Office:**

First Floor, Ackruti Corporate Park  
Near G. E. Garden, L. B. S. Road  
Kanjurmarg West  
Mumbai 400 078  
CIN: U93090MH2017PLC291035

**NOTES**

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed hereto and forms part of this notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF EXTRA ORDINARY GENERAL MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
4. All documents referred to in the Notice are open for inspection by the Members at the Registered Office of the Company situated at Ackruti Corporate Park, 1<sup>st</sup> Floor, Near G.E Garden, L.B.S. Road, Kanjurmarg West, Mumbai 400 078 on any working days (excluding Saturdays) from the date hereof up to the date of the Meeting.
5. Pursuant to Sections 20, 101 and 136 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, Companies (Accounts) Rules 2014 and Companies (Management & Administration) Rules 2014 and other applicable provisions, if any, the Company can send documents to its shareholders through electronic mode. Accordingly, the Company would send documents like General Meeting Notices (including AGM) Annual Report and other documents in electronic form on their registered email addresses. The members are requested to register/update their email address and contact details with your Depository Participant.
6. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.



**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013,  
ANNEXURE TO AND FORMING PART OF THE NOTICE DATED JANUARY 16, 2020.**

**Item No. 1**

Pursuant to Clause 29 of the Guidelines on Repositories and Creation and Management of Electronic Negotiable Warehouse Receipts issued by Warehousing Development and Regulatory Authority (WDRA) on October 20, 2016, the Authority has issued the Guidelines on Corporate Governance for the Repositories effective from April 23, 2019.

As per Guideline 4(3) of the said Guidelines, the number of Independent Directors shall preferably be not less than the number of Shareholder Directors on the governing Board of a Repository subject to a minimum number of three Independent Directors.

There are two Independent Directors on the Board of the Company and in order to comply with the requirement of Guidelines, one more independent director needs to be appointed.

Accordingly, the Company proposes to amend the existing Articles of Association (“**AOA**”) of the Company, to incorporate provisions with respect to the number of directors, process of their appointment and related terms & conditions of the Board as specified under Guidelines on Corporate Governance for the Repositories issued by Warehousing Development and Regulatory Authority (WDRA).

The proposed amendment to the Articles of Association of the Company is as follows:

Following Articles have been added to the existing articles.

i. The Article 98(1)(e) be inserted after Article 98(1)(d) as follows:

(e) Notwithstanding anything contained in the Articles, the Board of Directors shall adhere to the requirements specified by the relevant authorities including Warehousing Development Regulatory Authority (WDRA) with respect to the number of directors, process of their appointment and related terms & conditions of the Board as may be amended from time to time.

A draft copy of the duly amended articles of association of the Company is available for inspection to the shareholders of the Company at the Registered Office of the Company during business hours on any working day.

None of the Directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution.

As per Section 14 of the Companies Act, 2013, approval of the Shareholders is required for amendment of the Articles of Association of the Company. The Board of Directors recommends the resolution set out at

Item No. 1 of the accompanying Notice for the approval of the shareholders of the Company by way of a special resolution.

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

**Sarita Magar  
Company Secretary**

Date: January 16, 2020

**Registered Office:**

First Floor, Ackruti Corporate Park  
Near G. E. Garden, L. B. S. Marg  
Kanjurmarg West,  
Mumbai 400 078



**EIGHTH EXTRA-ORDINARY GENERAL MEETING**  
**Form No. MGT- 11**  
**Proxy form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the  
 Companies (Management and Administration) Rules, 2014]  
 CIN: U93090MH2017PLC291035

Name of the Company: National E-Repository Limited

Registered office: First Floor, Ackruti Corporate Park, Near G. E. Garden, L. B. S. Road, Kanjurmarg West, Mumbai 400 078.

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

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

1. Name:.....,  
 Address: .....  
 E-mail Id:.....,Signature:..... or failing him
2. Name:.....,  
 Address: .....  
 E-mail Id:.....,Signature:..... or failing him
3. Name:.....,  
 Address: .....  
 E-mail Id:.....,Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eight Extra-ordinary General Meeting of the Company, to be held on Friday, February 7, 2020 at 10.00 a.m. and at any adjournment thereof in respect of such resolution as are indicated below:

**Resolution No.**

1. Alteration to Articles of Association of the Company

Signed this.....day of ..... , 2020.

Signature of shareholder : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

**Note:** 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.

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**EIGHTH EXTRA-ORDINARY GENERAL MEETING ATTENDANCE SLIP**

Folio No.

.....

No. of Shares held

.....

(To be filled in by the Member)

I hereby record my presence at the Eighth Extra-ordinary General Meeting of the Company being held at the Board Room, First Floor, Ackruti Corporate Park, Near G.E. Garden, L.B.S. Marg, Kanjur Mag (West), Mumbai 400 078 on Friday, February 7, 2020 at 10.00 a.m.

.....

Member's/Proxy's Signature

**Note:-**

A Member/Proxy attending the meeting must complete this attendance slip and hand it over at the entrance.

**ROUTE – MAP OF THE VENUE OF EIGHTH EXTRA-ORDINARY GENERAL MEETING**

