



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 Seventh Annual General Meeting of members of National E-Repository Limited ('the Company'/'NERL') will be held on Thursday September 19, 2024 at 12:00 noon. 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, 2024 and Report of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Arun Raste (DIN: 08561128), who retires by rotation and being eligible, offers himself for re-appointment, subject to approval of Warehousing Development and Regulatory Authority (WDRA).

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

Sd/-

Ankit Shah

Company Secretary

ACS 38529

Date: August 5, 2024

Place: Mumbai

Registered Office:

1st Floor, Ackruti Corporate Park,

Near G. E. Garden, LBS Road

Kanjurmarg West, Mumbai 400 078

CIN: U93090MH2017PLC291035

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its Circular No. 14/2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, General Circular No. 10/ 2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023 (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 ankit.shah@nerlindia.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 Companies Act, 2013 (" 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 ankit.shah@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 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 17, 2024 through email to ankit.shah@nerlindia.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 2023-24 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 ankit.shah@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 ankit.shah@nerlindia.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. Arun Raste was re-appointed as a Shareholder Director of the Company representing National Commodity & Derivatives Exchange Limited (NCDEX) the holding Company on September 8 2023. Pursuant to the Section 152 of the Companies Act. Mr. Arun Raste retires by rotation at the ensuing Annual General Meeting (AGM) and is eligible for re-appointment.

Mr. Arun Raste, aged 63 years, presently he is a Managing Director & Chief Executive Officer of the NCDEX, the Holding Company. He has over 30 years of experience across diverse sectors – BFSI, corporate and social development. In his prior assignment he was associated with the National Dairy Development Board (NDDB) as an Executive Director. He has also served as a Director on the Board of Indian Immunological Limited (Hyderabad), Mother Dairy Fruit & Vegetable Private Limited (Delhi) and IRMA, Anand. In his banking career he has worked with lending majors in the private sector like IDFC First Bank, Kotak Mahindra Bank and financial inclusion behemoth NABARD handling commercial lending, product development, distribution network, branding, communication and CSR. His previous stints also include working with ACC cement and an NGO IRFT (International Resources for Fairer Trade). As an NGO delegate, he participated in the UNCTAD summit in Brazil, WTO Ministerial in Mexico, and Hong Kong. He had been invited to speak at prestigious events and presented papers in conferences held at Countries like Australia, Belgium, Brazil, France, Holland, Japan, Senegal and the UK. He was also invited by the US State Department for International Visitors Leadership Programme. Apart from representing Asia at the International Fair-Trade Forum he also chaired the think tank of the Asian forum for CSR in SMEs. He has over a dozen publications in national and international journals to his credit.

He holds a Master degree in M.A. (Economics), Post Graduate Diploma in Marketing, Communications and Journalism.

He holds directorship in the following other companies:

1. National Commodity & Derivatives Exchange Limited – Managing Director & CEO
2. NCDEX Institute of Commodity Markets and Research – Director

He holds Chairmanship / Membership positions in the following Committees of other Companies:

1. National Commodity & Derivatives Exchange Limited:

- a. Corporate Social Responsibility Committee – Member
- b. Member Committee – Member
- c. Business Strategy Committee- Member
- d. Investment Committee –Member
- e. Farmer Engagement Group – Member
- f. Sub-Committee on Legal Matters - Member

Currently, he is member of Nomination & Remuneration Committee and Audit Committee of the Company and Chairman of the Regulatory Oversight Committee.

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. No sitting fees is paid to Mr. Raste for attending Board and Committee meetings of the Company. Mr. Raste has attended 4 out of 5 Board meetings held during the financial year 2023- 24. Considering Mr. Raste'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 NCDEX, liable to retire by rotation, at the ensuing AGM, subject to approval of WDRA.

Except Mr. Arun Raste, 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.

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

Sd/-

**Ankit Shah
Company Secretary
ACS 38529**

Date: August 5, 2024

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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SEVENTH 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 Seventh Annual General Meeting of the National E-Repository Limited being held on Thursday, September 19, 2024 at 12:00 noon 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 ankit.shah@nerlindia.com