



National e - Repository Limited
Notice of EIGHTH (8TH)
ANNUAL GENERAL MEETING

NOTICE OF 8TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighth (8th) Annual General Meeting (“AGM”) of members of National E-Repository Limited (‘the Company’/‘NERL’) will be held on September 12, 2025, at 04.00 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 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 financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon.

To consider, and if thought fit, to pass the following resolution as an Ordinary resolution:

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon laid before this 8th Annual General Meeting, be and are hereby considered and adopted.”

2. To re-appoint a director in place of Mr. Samir Sawhney (DIN: 09224977), who retires by rotation and, being eligible, offers himself for re-appointment, subject to approval of the Warehousing Development and Regulatory Authority (WDRA).

To consider and, if thought fit, to pass the following resolution as an Ordinary resolution:

“RESOLVED THAT pursuant to the Guidelines on Corporate Governance for Repositories issued by the Warehousing Development Regulatory Authority (WDRA), Mr. Samir Sawhney be and is hereby determined as “fit and proper,” and it is confirmed that he is not associated with any Repository Participants, and confirm the same to the WDRA.

RESOLVED FURTHER that the Board be and hereby recommends to the shareholders, subject to approval of the Warehousing Development and Regulatory Authority (WDRA), the reappointment of Mr. Samir Sawhney (DIN: 09224977), Shareholder Director representing State Bank of India (“SBI”) pursuant to the provisions of Section 152 of the Companies Act, 2013, who retires by rotation at the forthcoming Annual General Meeting and, being eligible, has offered himself for reappointment.

RESOLVED FURTHER THAT any Director and/or Chief Financial Officer and/or Company Secretary of the Company be and hereby is severally authorized to do all such acts, deeds, things as may be necessary in order to give effect to this resolution.”

SPECIAL BUSINESS:

3. To consider & approve the extension of the term of Dr. Bibhuti Bhusan Pattanaik as an independent Director for a further period of three years.

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the Guidelines on Corporate Governance for Repositories issued by the Warehousing Development and Regulatory Authority (WDRA), the performance of Dr. Bibhuti Bhusan Pattanaik be and is hereby determined as “fit and proper,” and it is confirmed that he is not associated with any Repository Participants, and the same may be confirmed to WDRA for the extension of his term for a further period of three years commencing from September 21, 2025.

RESOLVED FURTHER THAT pursuant to the approval of the Warehousing Development Regulatory Authority (WDRA), the Board of Directors be and hereby recommends to the shareholders for the extension of the term of Dr. Bibhuti Bhusan Pattanaik as an Independent Director for another period of three years second term as per Clause 5(4) of the Guidelines, in view of his contribution to the Board and his overall performance, evaluated as “Excellent”.

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary and/or Chief Compliance Officer of the Company be and hereby are severally authorized to do all such acts, deeds, and things as may be necessary in order to give effect to this resolution.”

4. To consider & approve the appointment of Mr. Jagdish Prasad Meena (Retired IAS) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the Guidelines on Corporate Governance for Repositories issued by the Warehousing Development Regulatory Authority (WDRA), Mr. Jagdish Prasad Meena (Retired IAS) be and is hereby determined as “fit and proper”, and it is confirmed that he is not associated with any Repository Participants and to confirm to the WDRA that he is eligible for appointment as an Independent Director of the Company.

“RESOLVED FURTHER THAT pursuant to the approval of the Warehousing Development Regulatory Authority (WDRA) Board of Directors, be and hereby recommends to the shareholders for appointment Mr. Jagdish Prasad Meena as an Independent Director.

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary and/or the Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds, and 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

Sd/-
Vrushali Darji
Company Secretary

Date: August 1, 2025
Place: Mumbai

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

NOTES:

1. AGM through VC/OAVM

The Ministry of Corporate Affairs (“MCA”) has vide its General Circular dated May 5, 2020 read with General circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, General Circular No. 9/2023 dated September 25, 2023, and General Circular No. 09/2024 dated September 19, 2024 (hereinafter collectively referred to as “the Circulars”) have 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 General Circulars, the AGM of the Company is being held through VC / OAVM.

2. Electronic dispatch of Notice and Integrated Annual Report

In compliance with the aforesaid MCA Circulars, the Notice of the AGM and Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories.

Members may note that the Notice of the AGM for the financial year 2024-25 will also be available on the Company’s website at www.nerlindia.com.

3. AGM through VC/OAVM:

A. General instructions for accessing and participating in the 8th AGM through the VC/OAVM facility and voting through electronic means, including remote e-Voting:

In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/clarification dated April, 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

4. Detailed procedure for remote e-Voting prior to the ~~before the~~ 8th AGM and for remote e-Voting during the AGM.

1. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (Shareholders holding 2% or more shareholding), Promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, the Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
 4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.nerlindia.com>, and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
 5. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
- 6. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Tuesday, September 09, 2024 (09:00 A.M. IST) and ends on Thursday, September 11, 2024 (05:00 P.M. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of Members /Beneficial Owners as on the record date (cut-off date) i.e. September 05, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 05, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting System

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

E-Voting facility provided to Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during

	<p>the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL</p>

demat mode) login through their depository participants	Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	--

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

7 If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and for which the voting cycle is active.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to umashankar.hegde@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Sukesh Shetty at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at vrushali.darji@nerlindia.com. The same will be replied by the company suitably.

7. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date i.e. Friday, September 05, 2025.

8. Members will be provided with the facility for voting through an electronic voting system during the AGM and Members participating at the AGM, who have not already cast their vote by Remote e-Voting, will be eligible to exercise their right to vote during the AGM and after the AGM e-Voting platform will be open again after the closure of meeting for fifteen minutes.
9. Mr. Umashankar K. Hegde, Proprietor of M/s. U. HEGDE & ASSOCIATES, Company Secretaries, has been appointed as the scrutinizer to scrutinize the votes to be casted through remote e-Voting and e-Voting during the meeting in a fair and transparent manner. The Scrutinizer shall, immediately after and not later than 48 hours from conclusion of the meeting, make a Scrutinizer's Report.
10. The Scrutinizer, on completion of scrutiny of the votes cast through the e-voting, shall submit his report to the Chairman or the Managing Director or the Chief Financial Officer or the Company Secretary of the Company. The results of the e-voting shall be announced within two days from the end of the e-voting process.
11. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. **Proxy**
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.
13. To support 'Green Initiative' for receiving all communication (including AGM Notice) from the Company electronically, members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.

14. Explanatory Statement/Special Business

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.

15. Members attending the AGM

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 pursuant to section 113 of the Companies Act, 2013, 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 vrushali.darji@nerlindia.com.

16. 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.

17. Members seeking any information

Members seeking any information with regard to the matter to be placed at the AGM, are requested to write to the Company at least seven days before the date of the Meeting, to email id vrushali.darji@nerlindia.com. The same will be replied by the Company suitably.

18. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2024-25 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.

19. Quorum

Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

20. 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 vrushali.darji@nerlindia.com.

21. 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.

22. Inspection of documents

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 vrushali.darji@nerlindia.com.

23. The term 'Member(s)' has been used to denote Shareholders of the Company.

24. 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):

ORDINARY BUSINESS:

Item No. 2

Mr. Samir Sawhney was appointed as a Shareholder Director of the Company representing State Bank of India (SBI) on December 7, 2023. Pursuant to the Section 152 of the Companies Act, Mr. Samir Sawhney retires by rotation at the ensuing 8th Annual General Meeting (AGM) and is eligible for re-appointment.

Mr. Samir Sawhney was appointed as a Director by the Board of Directors of the Company on August 4, 2023. The Members of the Company at their meeting held on September 8, 2023 appointed Mr. Sawhney as a Director of the Company. WDRA also approved his appointment as a 'Shareholder Director' vide its letter dated December 7, 2023.

Mr. Samir Sawhney is currently Chief General Manager (Global Markets) at State Bank of India, Corporate Centre, Mumbai. At present, he oversees the Treasury operations of the Bank consisting of Investment portfolio, Money market, Equity & Private Equity of the Bank and Forex market with a combined portfolio of nearly Rs. 15 lac crore.

Prior to the current assignment, Mr. Sawhney was General Manager (Rupee Market) of Treasury operations.

Mr. Sawhney, a post-graduate in management, joined State Bank of India as Probationary Officer in 1991 and has worked extensively in major banking verticals like Treasury, International Banking and Retail Banking, including overseas assignments at SBI New York.

He holds directorship/partnership in the following other companies:

1. Foreign Exchange Dealers Association Of India –Director
2. SBI Macquarie Infrastructure Management Private Limited – Director
3. Oman India Joint Investment Fund – Management Company Private Limited – Director
4. True North Fund VI LLP – Partner

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. Sawhney for attending Board meetings of the Company. Mr. Sawhney has attended 3 out of 4 Board meetings held during the financial year 2024-25. Considering Mr. Sawhney'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 State Bank of India, liable to retire by rotation, at the ensuing AGM, subject to approval of WDRA.

Except Mr. Samir Sawhney, 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.

SPECIAL BUSINESS:

Item No. 3

Dr. Bibhuti Bhusan Pattanaik an Independent Directors of the Company his first tenure is set to conclude on September 20, 2025. Further Pursuant to the Clause 5(4) (mentioned herein below) of the Guidelines WDRA on the tenure of Independent directors, may be extended for another term of three years subject to performance review.

"5(4) Independent Directors shall be appointed for a term of three years, extendable by another term of three years (maximum two terms), subject to performance review."

The Board of Directors in its meeting held on May 15, 2025 considering the provisions of WDRA guidelines in the matter and the contributions of Dr. B. B. Pattanaik to the Board and his overall performance during last three years (FY 2022-23, FY 2023-24 and FY 2024-25) evaluated and the Board noted that his contributions to the Board have been highly valuable and performance evaluated as excellent. The Board had recommended to WDRA for extension of his tenure by one more term of three years. Accordingly, NeRL, vide its letter dated June 18, 2025, submitted the proposal to Warehousing Development and Regulatory Authority (WDRA) seeking extension of term of Dr. Pattanaik, further WDRA has approved Dr. Pattanaik's extension of term for further three years via letter no. WDRA-Tech0REPO(CG)/1/2023-Technical/1753 dated August 21, 2025.

Dr. Bibhuti Bhusan Pattanaik carries with him professional experience of Public Sector management for about 45 years in the field of policy formulation and implementation in food and agriculture sector with a focus on warehousing, logistics and supply chain management.

With Gold Medal in M.Sc. (Agriculture) from Banaras Hindu University, he began his career in the Central Warehousing Corporation (CWC), a Government of India Undertaking under the Ministry of Consumer Affairs, Food and Public Distribution in February 1979 and held many senior management positions such as Regional Manager, Personnel Manager, Commercial Manager, Executive Director and finally as Managing Director from July 2008 till Sept 2014.

From 1998 to 2002, Dr. Pattanaik also worked as Joint Commissioner (Storage & Research) in the Department of Food & Public Distribution, Ministry of Consumer Affairs, Food & Public Distribution, and Government of India and was overall in charge of storage and quality control of stocks procured for the Central Pool for distribution under Public Distribution System. He was a key member of the team for formulation of Government of India's National Policy on Handling, Storage & Transportation of Food grains in June 2000 and introduction of bulk grain handling infrastructure (Silos) in the country.

Dr. Pattanaik also had a successful tenure as Chairman cum Managing Director, National Seeds Corporation (NSC), a CPSE under the Ministry of Agriculture, from 2004 to 2008. From September 2016 to September 2019 Dr. Pattanaik was a Member and subsequently Chairman, Warehousing Development and Regulatory Authority (WDRA) set up by the Government of India under the Warehousing Development and Regulation Act, 2007 to regulate the Negotiable Warehouse Receipt (NWR) system in the country. During his tenure in WDRA the system of on line registration of warehouses and the Electronic NWR (eNWR) system was launched through two Repositories established for creation and management of eNWRs.

Dr. Pattanaik had been a Director on the Boards of Food Corporation of India, Central Railside Warehouse Company Ltd, National Multi Commodity Exchange of India, Fertilizer Association of India and six State Seeds Corporations. He is currently an Independent Director on the Boards of Prabhat Agri Biotech Ltd, Hyderabad and Star Agriwarehousing and Collateral Management Ltd, Mumbai. He was an Independent External Person (IEP) on the Membership and Settlement Guarantee Fund Committee of MCXCCL Ltd, a SEBI regulated entity.

Dr. Pattanaik has got a passion for Management Education and has been actively associated with various Professional Management bodies. He had served on several expert advisory committees set up by the Central Government of India and has been key speaker on Seed Supply System, Warehouse management, Warehouse Receipt financing, Corporate Social Responsibility, Corporate Governance, Risk Management, Human Resource Management, logistics and Supply Chain Management ,etc. in various national and international conclaves and seminars. He is widely travelled and has represented the Government of India in various Committees and Conferences abroad. He was also a Government of India nominee on the Society of Indian Institute of Management (IIM), Indore.

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

Except Dr. Bibhuti Bhusan Pattanaik 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 extension of term.

Item No. 4

In terms of WDRA Guidelines on Corporate Governance for the Repositories registered for Creation and Management of Electronic Negotiable Warehouse Receipts issued on 23.04.2019, Mr. Siraj Hussain was re-appointed by the Board for a period of three years in its 35thBoard meeting held on May 12, 2022. Mr. Siraj Hussain's tenure as an Independent Director will expire on September 20, 2025.

According to Clause 4(3) of the Guidelines, a repository shall have a minimum of three Independent Directors on its governing Board. As per clause 7(3)(i) of the Guidelines on Corporate Governance for the Repositories registered for creation for Creation and management of Electronic Negotiable Warehouse Receipts Dated April 23rd, 2019 (Guidelines), for appointment of Independent Director, a minimum two names for each vacancy has to be forwarded to the Authority with the approval of the Board of the Repository.

The Board of Directors by passing a circular resolution on June 24, 2025, approved the names of Mr. Jagdish Prasad Meena (Retired IAS) and Mr. S Gopalan for the vacancy of Independent Director going to arise on September 21, 2025. Accordingly, the panel of names of Mr. Jagdish

Prasad Meena and Mr. S Gopalan was submitted to the Authority for approval. Accordingly, NeRL, vide its letter dated June 27th, 2025, submitted the proposed names to Warehousing Development and Regulatory. WDRA has approved appointment of Mr. Jagdish Prasad Meena (Retired IAS) as an Independent Director via letter no. WDRA-Tech0REPO(CG)/1/2023-Technical/1752 dated August 21, 2025.

Mr. Jagdish Prasad Meena served as a Secretary General in Indian Beverage Association, New Delhi from 2020 to 2024. Prior to this, he was Senior Advisor to National Cooperatives Development Corporation, New Delhi from 2019 to 2021.

Further, Mr. Jagdish also held the position of Secretary in M/o Food Processing Industries (Centre) from June' 2017 to August' 2018. He has served various senior level positions over the last ten years including:

- Secretary at Department of Consumer Affairs (Centre) from 15/05/2017 to 22/06/2017.
- Special Secretary (Secretary Equivalent) at M/o Food Processing Industries (Centre)
- Additional Secretary at M/o Food Processing Industries (Centre)
- Joint Secretary at M/o Food Processing Industries (Centre).

He has also attended various Domestic & Foreign Professional trainings, formulated new schemes under "KISAN SAMPADA YOJANA", and represented the Government of India in various international conferences, workshops, Joint Commissions and delegations. He has undergone training in institutions like Columbia University, New York (USA), Cambridge University (U.K.), Cornell University (USA), Harvard University (USA), and Reading University (U.K.). He has held membership of various professional bodies/ associations.

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

Except Mr. Jagdish Prasad Meena 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. 4 relating to his appointment as an Independent director.

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

Sd/-
Vrushali Darji
Company Secretary

Date: August 1, 2025
Place: Mumbai

Registered Office:

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