



National e-Repository Limited
Notice of 9th (Ninth)
Annual General Meeting

NOTICE

NOTICE is hereby given that the 9th(Ninth) Annual General Meeting (“AGM”) of members of National E-Repository Limited (“the Company”/ “NERL”) will be held on Monday, September 28, 2026 at 12.00 noon, Indian Standard Time (IST), through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS: -

1. To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, 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, 2026, and the reports of the Board of Directors and Auditors thereon laid before this 9th Annual General Meeting, be and are hereby considered and adopted.”

2. To consider and approve the re-appointment of Mr Ankur Parwal (DIN:10525047) who is liable to retire by rotation at the forthcoming Annual General Meeting 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 Ankur Parwal (DIN:10525047) be and is hereby determined as “fit and proper” and confirmed that he is not associated with any Repository Participants and confirm the same to the WDRA.

RESOLVED FURTHER THAT subject to the approval of the Warehousing Development and Regulatory Authority (WDRA), the Board hereby recommends to the shareholders the re-appointment of Mr Ankur Parwal (DIN: 10525047), as a Shareholder Director representing ICICI Bank Ltd., who retires by rotation at the ensuing Annual General Meeting and, being eligible, has offered himself for re-appointment.

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 and approve the appointment of Dr Kalai Inkarsal (DIN: 10777822) as a Shareholder Director of the Company, representing NABARD

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), Dr Kalai Inkarsal (DIN: 10777822) nominated by National Bank for Agriculture and Rural Development (‘NABARD’) be and is hereby determined to be ‘fit and proper’ for appointment as a Director of the Company and that he is not associated with any Repository Participants, and the same may be confirmed to WDRA.

RESOLVED FURTHER THAT pursuant to Clause 7(4) of Guidelines on Corporate Governance for the Repositories and the provisions of the Companies Act, 2013, the Board be and is hereby authorised to approve the appointment of Dr Kalai Inkarsal (DIN: 10777822) as Shareholder Director, nominated by National Bank for Agriculture and Rural Development (‘NABARD’) under the ‘Shareholder Director’ category and recommends to the Shareholders of the Company in the ensuing Annual General meeting, and submission to WDRA for its approval.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized do all such acts, deeds, things as may be necessary and expedient in this regard for giving effect to this resolution.”

4. To consider & approve the appointment of Mr Ajay Kumar Pandey (DIN: 00065622) 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 Ajay Kumar Pandey (DIN: 00065622) 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 be confirmed 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 Ajay Kumar Pandey (DIN: 00065622) 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.”

5. To consider & approve the appointment of Mr Vikas Goel (DIN: 08322541) as a Shareholder Director of the Company, representing NCDEX.

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

“RESOLVED THAT subject to the approval of Warehousing Development and Regulatory Authority (WDRA), Mr Vikas Goel (DIN: 08322541), nominated by National Commodity & Derivatives Exchanges Limited (NCDEX) be and is hereby determined to be ‘fit and proper’ for appointment as a Director of the Company and that he is not associated with any Repository Participants, and the same may be confirmed to WDRA.

RESOLVED FURTHER THAT pursuant to Clause 7(4) of Guidelines on Corporate Governance for the Repositories and the provisions of the Companies Act, 2013, the Board be and is hereby authorised to approve the appointment of Mr Vikas Goel (DIN: 08322541) as Shareholder Director, nominated by National Commodity & Derivatives Exchanges Limited (NCDEX) under the 'Shareholder Director' category and recommends to the Shareholders of the Company in the ensuing Annual General meeting, and submission to WDRA for its approval.

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: July 27, 2026
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”) vide its Circular dated September 22, 2025, in continuation of its earlier circulars 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”) has permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) without the physical presence of the members at a common venue. Accordingly, the 9th AGM of the Company will be held through VC/OAVM and members can attend and participate in the AGM through VC/OAVM only. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act. The registered office of the Company shall be deemed to be the venue for the AGM.

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 2025-26 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 9th AGM through 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 before the 9thAGM and 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 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, 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 the 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 an 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 [Easi https://www.nerlindia.com](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 Wednesday, September 23, 2026 (09:00 A.M. IST) and ends on Sunday, September 27 2026 (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 21, 2026, 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 21, 2026.

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 them to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised **providing** 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.	- 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 the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	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 demat mode) login through their depository participants	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 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 be 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 the 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 then "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 a 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 AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Members will be provided with a facility to attend the 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 **enable their** 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 shantanu.shukla@nerlindia.com. The Company will suitably respond to the same.
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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. Monday, September 21, 2026.
 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

In terms of MCA Circulars, physical attendance of members has been dispensed with; therefore, there is no requirement for the appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 9th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote electronic voting (e-Voting) facility, for participation in the 9th AGM through VC/ OAVM facility and e-Voting during the 9th AGM. As the 9th AGM is being held through VC/ OAVM facility, the Route Map is not annexed to this Notice of the 9th AGM.

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(1) of the Act, in relation to the 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 shantanu.shukla@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 shantanu.shukla@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 2025-26 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 shantanu.shukla@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 Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act along with all other documents referred to in this Notice, will be available for inspection for the members without any fee from the date of circulation of this Notice up to the date of AGM. Members can inspect the same by sending an email through their registered email address at shantanu.shukla@nerlindia.com

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

**ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013)**

ORDINARY BUSINESS:

Item No. 2

Mr Ankur Parwal was appointed as a Shareholder Director of the Company representing ICICI Bank Limited on August 09, 2024, Pursuant to Section 152 of the Companies Act. Mr Ankur Parwal retires by rotation at the ensuing 9th Annual General Meeting (AGM) and is eligible for re-appointment.

Mr Ankur Parwal was appointed as a Shareholder Director by the Board of Directors of the Company on February 05, 2024. The Members of the Company at their meeting held on April 02, 2024 appointed Mr Ankur Parwal as a Director of the Company. WDRA also approved his appointment as a 'Shareholder Director' vide its letter dated August 09, 2024.

Mr. Ankur Parwal is currently Product Head for Business Banking, as nominee to represent ICICI Bank Limited as a Shareholder Director on the Company's Board in his place.

Mr. Ankur Parwal, aged 45 years, is MBA Finance by academic qualification. He later pursued AIMR, CFA, and FRM as additional professional qualification. **He has 22 years of work experience.** He joined ICICI Bank as a Relationship Manager in 2005 and has risen through the ranks to a leadership position, and is currently working as Product Head for Business Banking vertical of ICICI Bank. He has rich experience in the field of MSME finance including Agri Corporate Finance having handled various roles in ICICI Bank. He has strong background in Trade and Forex.

He is not related to any Directors, Manager or other Key Managerial Personnel of the Company. He does not hold any shares in the Company. He will not be paid sitting fees for attending Board and Committee meetings. He is neither a Director of any other Company nor a member of any Board Committee of any other Company.

Considering Mr. Ankur Parwal'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 recommends the resolution at **Item No. 2** for approval of the Members as an **Ordinary Resolution**.

The requisite information under Clause 1.2.5 of Secretarial Standard-2 is provided in **Annexure-I**, forming part of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Ankur Parwal himself are in any way concerned or interested, financially or otherwise in the passing of the resolution in the Item No. 2 relating to his appointment.

SPECIAL BUSINESS:

Item No. 3

Pursuant to the Comfort Letter dated June 28, 2017 issued by the Company to National Bank for Agriculture and Rural Development (NABARD), NABARD has the right to nominate a Director on the Board of National E-Repository Limited (NERL).

The Company has received a letter dated May 27, 2026 from NABARD, nominating **Dr. Kalai Inkarsal, Chief General Manager, NABARD**, as Shareholder Director on the Board of the Company in place of Mr. B.K. Singhal, with effect from May 27, 2026.

Dr. Kalai Inkarsal is a graduate in Horticulture from Tamil Nadu Agricultural University, Coimbatore, and holds a PhD from the Indian Agricultural Research Institute (IARI). He has around **30 years of experience** in appraisal of agriculture and rural development projects, infrastructure projects and climate finance. He has also served as Head of the Programme Management Unit, Lucknow, under UPNRM, and as Vice President and Head of the Zonal Office, Mumbai, at NABCONS. He has handled major assignments, including geo-tagging of

over 1 lakh agri-storage structures and more than 100 consultancy assignments in food processing and climate resilience. He is presently a Director of NABFOUNDATION and NABCONS and a Member of the National Makhana Board.

The Board recommends the resolution at **Item No. 3** for approval of the Members as an **Ordinary Resolution**.

The requisite information under Clause 1.2.5 of Secretarial Standard-2 is provided in **Annexure-II**, forming part of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives except **Dr. Kalai Inkarsal**, are in any way concerned or interested, financially or otherwise, in the passing of the resolution in the Item No. 3 relating to his appointment.

Item No. 4

In accordance with the WDRA Guidelines on Corporate Governance for Repositories registered for Creation and Management of Electronic Negotiable Warehouse Receipts dated April 23, 2019, Mr. S. Gopalan was appointed as an Independent Director of the Company with effect from January 13, 2026, pursuant to approval of the Warehousing Development and Regulatory Authority (WDRA). His appointment was noted by the Board on February 09, 2026 and subsequently approved by the shareholders at the Extraordinary General Meeting held on March 09, 2026.

Mr. S. Gopalan resigned as Independent Director with effect from May 25, 2026, consequent upon his appointment as Whole-time Director of Bombay Stock Exchange Limited (BSE), involving full-time executive responsibilities. His resignation was noted by the Board through Circular Resolution No. 01/2026-27 dated June 04, 2026.

Under Clause 4(3) of the Guidelines, the Company is required to have a minimum of three Independent Directors. Further, Clause 7(3)(i) requires a minimum of two names to be

forwarded to WDRA for each vacancy. Accordingly, the Board, through Circular Resolution dated June 26, 2026, approved the names of **Mr. Ajay Kumar Pandey and Mr. S.V.D. Nageswara Rao** and submitted the panel to WDRA. The Company subsequently submitted the proposed names to WDRA vide letter dated June 29, 2026. WDRA, vide its letter dated July 31, 2026, approved the appointment of **Mr. Ajay Kumar Pandey** as an Independent Director.

Mr. Ajay Kumar Pandey is an accomplished business leader and Independent Director with **over 40 years of senior management experience** across telecommunications, ICT, finance, power, energy and infrastructure sectors in India and international markets. He has held senior executive, Board-level, governance and policy-making positions, including leadership roles in the Tata Group and Government of India initiatives.

He currently serves as Chairman of Nelco Network Products Ltd., Independent Director on the Boards of Nelco Limited and Nelco Network Products Limited, Founder & CEO of vAugment Advisory and Empaneled Arbitrator with the Indian Council of Arbitration. He has previously served as Managing Director & Group CEO of GIFT City and held senior leadership positions with Tata Communications Limited, Tata Teleservices Limited and Neotel, South Africa. He has also contributed to industry and policy initiatives through FICCI and CII.

He holds a Bachelor of Engineering (Honours) in Mechanical Engineering from NIT Kurukshetra, is a Fellow of TEMIC, Canada, and has completed the Senior Executive Program from London Business School and the Independent Directors Proficiency Certificate from IICA. He has received recognition for his contributions to the telecommunications sector and nation building.

The Board recommends the resolution at **Item No. 4** for approval of the Members as an **Ordinary Resolution**.

Mr. Ajay Kumar Pandey **does not hold any shares in the Company**. The requisite information under Clause 1.2.5 of Secretarial Standard-2 is provided in **Annexure-III**, forming part of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives except **Mr. Ajay Kumar Pandey**, are in any way concerned or interested in the passing of the resolution in the Item No. 4 relating to his appointment.

Item No. 5

Pursuant to the terms of the Share Subscription and Shareholders' Agreement, NCDEX (Holding Company) has the right to nominate Director on the Board of the Company. NCDEX vide letter dated 26th August, 2026, informed that Mr. Vikas Goel – Managing Director and Chief Executive Officer of NCDEX, had been nominated serving as NCDEX's representative on the NERL Board, w.e.f. September 03, 2026. He has over 35 years of experience in the banking and financial services industry.

In his prior assignment, he was associated with PNB Gilts Limited as the Managing Director & Chief Executive Officer. He has also served as Chairman of the Board of the Primary Dealers Association of India. During his distinguished career, he has held senior leadership positions with leading global financial institutions including First Abu Dhabi Bank, National Bank of Abu Dhabi, Credit Agricole Corporate & Investment Bank and American Express Bank Ltd. His experience spans financial markets, treasury, fixed income, foreign exchange, derivatives, risk management, capital markets, debt markets, asset-liability management and business transformation. He has been associated with the development and growth of financial market businesses across India and international markets, leading large businesses and driving strategic initiatives across trading, sales, treasury and market infrastructure functions.

He holds an MBA in Finance and Marketing from the Fisher College of Business, The Ohio State University, USA and a Bachelor's degree in Commerce (Honours) from Shri Ram College of Commerce, University of Delhi.

The Board recommends the resolution at **Item No. 5** for approval of the Members as an **Ordinary Resolution**.

The requisite information under Clause 1.2.5 of Secretarial Standard-2 is provided in **Annexure-IV**, forming part of the Notice.

Except Mr. Vikas Goel, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the passing of the resolution in the Item No. 5 relating to his appointment.

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

Sd/-
Vrushali Darji
Company Secretary

Date: 27/07/2026

Place: Mumbai

Registered Office:

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

DETAILS OF DIRECTORS SEEKING APPOINTMENT
[Pursuant to Secretarial Standard–2 on General Meetings]

Annexure-I

Name of the Director	Mr. Ankur Parwal
Category / Designation	Non- Executive, Nominee, Shareholder Director
DIN	10525047
Age	45 Years
Date of Birth	21/05/1981
Expertise in Specific Functional area/ Experience	He has 22 years of work experience. He joined ICICI Bank as a Relationship Manager in 2005 and has risen through the ranks to a leadership position, and is currently working as Product Head for Business Banking vertical of ICICI Bank. He has rich experience in the field of MSME finance including Agri Corporate Finance having handled various roles in ICICI Bank. He has strong background in Trade and Forex.
Qualification	MBA Finance, later pursued AIMR, CFA, FRM
Terms and Conditions of appointment/re-appointment	Proposed to be appointed as Non – Executive, Nominee Director, liable to retire by rotation
Number of Meetings of the Board attended during the year 2026-27	03
Date of Appointment	August 09, 2024
Date of First appointment on the Board	February 05, 2024
Directorship of other Listed Companies as of Date Chairman/Member of Committees (including Audit Committee and Stakeholder Relationship Committee) of other Companies	NIL
Directorship in other Companies	NIL
Number of shares held in the Company	NIL
Remuneration sought to be paid	Nil
Remuneration last drawn	Nil
Relationship with other Directors, Manger and other Key Managerial personnel of the Company	There is no inter se relationship between Mr. Ankur Parwal and the other Members of the Board or Key Managerial Personnel of the Company

DETAILS OF DIRECTORS SEEKING APPOINTMENT
[Pursuant to Secretarial Standard–2 on General Meetings]

Annexure-II

Name of the Director	Dr. Kalai Inkarsal
Category / Designation	Non- Executive, Nominee, Shareholder Director
DIN	10777822
Age	57 Years
Date of Birth	29-05-1969
Expertise in Specific Functional area/ Experience	He has 30 years of experience in appraisal of agriculture and rural development projects, infrastructure project and climate finance. He has 6 years' experience as head of Programme Management Unit, Lucknow for Umbrella Programme on Natural Resources Management (UPNRM) and 2 years stint with NABARD Consultancy Services (NABCONS) as Vice President and Head of Zonal Office, Mumbai
Qualification	• Graduated in the field of Horticulture from Tamil Nadu Agricultural University, Coimbatore • PhD from Indian Agricultural Research Institute (IARI)
Terms and Conditions of appointment/re-appointment	Proposed to be appointed as Non – Executive, Nominee Director, liable to retire by rotation
Number of Meetings of the Board attended during the year 2026-27	NIL
Date of Appointment	---
Date of First appointment on the Board	27/05/2026
Directorship of other Listed Companies as of Date Chairman/Member of Committees (including Audit Committee and Stakeholder Relationship Committee) of other Companies	NIL
Directorship in other Companies	1. NABFOUNDATION 2. NABARD Consultancy Services Private Limited

Number of shares held in the Company	NIL
Remuneration sought to be paid	Nil
Remuneration last drawn	Nil
Relationship with other Directors, Manger and other Key Managerial personnel of the Company	There is no inter se relationship between Dr. Kalai Inkarsal and the other Members of the Board or Key Managerial Personnel of the Company

DETAILS OF DIRECTORS SEEKING APPOINTMENT

[Pursuant to Secretarial Standard–2 on General Meetings]

Annexure-III

Name of the Director	Mr. Ajay Kumar Pandey
Category / Designation	Independent Director
DIN	00065622
Age	65 Years
Date of Birth	24/09/1961
Expertise in Specific Functional area/ Experience	• He is an accomplished business leader and Independent Director with over 40 years of senior management experience across telecommunications, ICT, finance, power, energy and infrastructure sectors in India and international markets. He has held senior executive, Board-level, governance and policy-making positions, including leadership roles in the Tata Group and Government of India initiatives. • He currently serves as Chairman of Nelco Network Products Ltd., Independent Director on the Boards of Nelco Limited and Nelco Network Products Limited, Founder & CEO of vAugment Advisory and Empaneled Arbitrator with the Indian Council of Arbitration. He has previously served as Managing Director & Group CEO of GIFT City and held senior leadership positions with Tata Communications Limited, Tata Teleservices Limited and Neotel, South Africa. He has also contributed to industry and policy initiatives through FICCI and CII.
Qualification	He holds a Bachelor of Engineering (Honours) in Mechanical Engineering from NIT Kurukshetra, is a Fellow of TEMIC, Canada, and has completed the Senior Executive Program from London Business School and the Independent Directors Proficiency Certificate from IICA.
Terms and Conditions of appointment/re-	Proposed to be appointed as an Independent

appointment	Director
Number of Meetings of the Board attended during the year 2026-27	NIL
Date of Appointment	---
Date of First appointment on the Board	August 10, 2026
Directorship of other Listed Companies as of Date Chairman/Member of Committees (including Audit Committee and Stakeholder Relationship Committee) of other Companies	NIL
Directorship in other Companies	1. Nelco Limited 2. Nelco Network Products Limited
Number of shares held in the Company	NIL
Remuneration sought to be paid	NIL
Remuneration last drawn	NIL
Relationship with other Directors, Manger and other Key Managerial personnel of the Company	There is no inter se relationship between Mr. Ajay Kumar Pandey and the other Members of the Board or Key Managerial Personnel of the Company

DETAILS OF DIRECTORS SEEKING APPOINTMENT

[Pursuant to Secretarial Standard–2 on General Meetings]

Annexure-IV

Name of the Director	Mr. Vikas Goel
Category / Designation	Shareholder Director
DIN	08333541
Age	60 Years
Date of Birth	11/06/1966
Expertise in Specific Functional area/ Experience	He was associated with PNB Gilts Limited as the Managing Director & Chief Executive Officer. He has also served as Chairman of the Board of the Primary Dealers Association of India. During his distinguished career, he has held senior leadership positions with leading global financial institutions including First Abu Dhabi Bank, National Bank of Abu Dhabi, Credit Agricole Corporate & Investment Bank and American Express Bank Ltd. His experience spans financial markets, treasury, fixed income, foreign exchange, derivatives, risk management, capital markets, debt markets, asset-liability management and business transformation. He has been associated with the development and growth of financial market businesses across India and international markets, leading large businesses and driving strategic initiatives across trading, sales, treasury and market infrastructure functions.
Qualification	MBA in Finance and Marketing from the Fisher College of Business, The Ohio State University, USA and a Bachelor's degree in Commerce (Honours) from Shri Ram College of Commerce, University of Delhi.
Terms and Conditions of appointment/re-appointment	Proposed to be appointed as Non – Executive, Nominee Director, liable to retire by rotation
Number of Meetings of the Board attended during the year 2026-27	NIL
Date of Appointment	-

Date of First appointment on the Board	September 09, 2026
Directorship of other Listed Companies as of Date Chairman/Member of Committees (including Audit Committee and Stakeholder Relationship Committee) of other Companies	NIL
Directorship in other Companies	NIL
Number of shares held in the Company	NIL
Remuneration sought to be paid	NIL
Remuneration last drawn	NIL
Relationship with other Directors, Manger and other Key Managerial personnel of the Company	There is no inter se relationship between Mr. Ajay Kumar Pandey, other Members of the Board and Key Managerial Personnel of the Company.