



NCDEX Group Company

National E-Repository Limited

Registered Office: First Floor, Ackruti Corporate Park, Near G. E. Garden, L. B. S. Road, Kanjurmarg

West, Mumbai 400 078

Tel. (+91-22) 6640 6789, Fax (+91-22) 6640 6899

Email: secretarialteam@ncdex.com

CIN: U93090MH2017PLC291035

NOTICE FOR EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of Members of the Company will be held on Monday, January 22, 2018 at 11:00 a.m. at Windsor, 503, 5th Floor, off CST Road, Vidyanagari Marg, Kalina, Santacruz - (East), Mumbai- 400 098 to transact the following Special Business:

SPECIAL BUSINESS:

Item No. 1: Appointment of Mr. Kedar Deshpande as Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 [including any modification(s) or re-enactment thereof] read with relevant Rules made thereunder, Mr. Kedar Deshpande (holding DIN 07962774), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company be and is hereby appointed as Director on the Board of the Company with immediate effect."

Item No. 2: Appointment of Mr. Kedar Deshpande as the Managing Director & CEO of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ('the Act'), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof), the Articles of Association of the Company, the approval of Shareholders of the Company be and is hereby accorded for appointment of Mr. Kedar Deshpande (holding DIN 07962774) as the Managing Director & Chief Executive Officer of the Company for a period of three years with immediate effect with a starting remuneration as under:

Components	Amount in Rs.
Basic	2394000
HRA	1197000
Transport Allowance	19200
Medical Allowance	15000
Leave Travel Allowance	239400
Education Allowance	2400
Special Allowance	2145720
Sub Total (A)	6012720
Employer PF contribution (B)	287280
Fixed CTC	6300000
Performance based incentive (C)	1700000
Total CTC (A+B+C)	8000000

RESOLVED FURTHER THAT in the event of the Company not having profits or its profits are inadequate in any financial year during the tenure of his appointment, the remuneration by way of salary, allowance and perquisites as mentioned above shall be paid to Mr. Kedar Deshpande (holding DIN 07962774) as the minimum remuneration, subject to such approvals as may be necessary in this regard.

RESOLVED FURTHER THAT Mr. Kedar Deshpande (holding DIN 07962774) shall not be liable to retirement by rotation as a director during his tenure as Managing Director & CEO of the Company and shall not be entitled to sitting fee for attending the meeting of the Board or Committee thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the terms and conditions including the components of remuneration for the subsequent period as may be agreed to between the Company and Mr. Kedar Deshpande (holding DIN 07962774)."

Item No. 3: Appointment of Mr. Shankar Pande as Shareholder Director

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 [including any modification(s) or re-enactment thereof] read with relevant Rules made thereunder, Mr. Shankar Pande (holding DIN: 08007957), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company be and is hereby appointed as a Shareholder Director representing National Bank for Agriculture and Rural Development (NABARD), on the Board of the Company with immediate effect."

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

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

**Kedar Deshpande
Chief Executive Officer**

Date: December 26, 2017

Registered Office:

First Floor, Ackruti Corporate Park

Near G. E. Garden, L. B. S. Road

Kanjurmarg West

Mumbai 400 078

CIN: U93090MH2017PLC291035

NOTES

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF EXTRA ORDINARY GENERAL MEETING.

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

3. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
4. All documents referred to in the Notice are open for inspection by the Members at the Registered Office of the Company situated at Ackruti Corporate Park, 1st Floor, Near G.E Garden, L.B.S. Road, Kanjurmarg West, Mumbai 400 078 on any working days (excluding Saturdays) from the date hereof up to the date of the Meeting.
5. Pursuant to Sections 20, 101 and 136 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, Companies (Accounts) Rules 2014 and Companies (Management & Administration) Rules 2014 and other applicable provisions, if any, the company can send documents to its shareholders through electronic mode. Accordingly, the Company proposes to give an option to its shareholders to receive documents like General Meeting Notices (including AGM) Annual Report and other documents in electronic form on their email addresses registered with the Company. If the shareholders desire to receive such communications/documents in electronic mode, please register/update the email address by providing the requisite details like Shareholder's name, number of shares held and folio number. In case the Company does not receive any communication from the shareholders giving their consent to receive e-copies from the Company, the Company shall be forwarding hard copies.



ANNEXURE TO THE NOTICE

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

Item No. 1 & 2

The Board at its 12th Meeting held on December 18, 2017, on the recommendation of Nomination and Remuneration Committee unanimously approved the appointment of Mr. Kedar Deshpande as the Additional Director and further his appointment as Managing Director and Chief Executive Officer of the Company subject to approval of Shareholders of the Company for a period for three years on remuneration as detailed in the resolution.

A detailed profile of Mr. Kedar Deshpande is enclosed as **Annexure 1** to this Notice.

Mr. Kedar Deshpande does not hold the position of director in any other Company.

Information as required under Schedule V of the Companies Act, 2013 is as follows:-

General Information

1.	Nature of Industry	Repository
2.	Date or expected date of commencement of commercial production	The Company had commenced its operations on September 26, 2017.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4	Financial performance based on given indicators	Not applicable
5	Foreign investments or collaborations, if any.	None

Information about the appointee

1.	Background details	As provided above.
2.	Past remuneration	Rs.65,00,000/-
3	Recognition or awards	Nil
4	Job profile and his suitability	<ul style="list-style-type: none"> • Create, own and execute strategy for the Repository across Business Development, Operations and Technology • Grow the ecosystem and market share (in revenue, customers and products) for NERL • Build a team of experts/talent in the repository • Knowledge of SCM, operations, warehousing, laws • Understanding of agricultural supply chains, storage methods • Knowledge of products and services offered in the commodities industry • Understanding of business and its requirements • Sales and Customer relationship management skills • Business Development • Risk Management • Agri/ Commodity Finance
5	Remuneration proposed	As per the details provided in the Resolution No. 2.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed to be paid to Mr. Kedar Deshpande is at par and comparable with that being paid to professionals holding similar position and experience, as prevailing in the industry, and is commensurate with his qualification, experience, past remuneration and his job responsibility.

7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or with other directors, Key managerial personnel if any.	None. Mr. Kedar Deshpande does not hold any shares of the Exchange.
---	---	--

Other information

1	Reasons of no profits or inadequate profits	NA
2	Steps taken or proposed to be taken for improvement	NA
3	Expected increase in productivity and profits in measurable terms	NA

Mr. Kedar Deshpande satisfies all the conditions as set out in Part I of Schedule V of the Act, and also conditions given in Section 196 (3) of the Act and is eligible for appointment. The Directors recommend this resolution to be passed as a special resolution.

The Company has also received a notice under Section 160 of the Companies Act, 2013, from a Shareholder proposing the candidature of Mr. Kedar Deshpande as Director and Managing Director & CEO of the Company. Considering his vast experience and knowledge the Board recommends appointment of Mr. Kedar Deshpande as Director and Managing Director & CEO, to the Shareholders of the Company by way of Special Resolution.

None of the Directors, Key Managerial Personnel, except Mr. Kedar Deshpande, of the Company and their relatives are in any way concerned or interested in the passing of the resolution at item No. 1 & 2 relating to his appointment.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Item No. 3

The Board at its 12th Meeting held on December 18, 2017, on the recommendation of Nomination and Remuneration Committee had unanimously approved the appointment of Mr. Shankar Pande, Chief General Manager, NABARD, as Additional Director on the Board of the Company representing NABARD.

A detailed profile of Mr. Shankar A Pande is enclosed as **Annexure 2** to this Notice.

Mr. Shankar Pande does not hold the position of director in any other Company.

The Company has also received a notice under Section 160 of the Companies Act, 2013, from NABARD, Shareholder of the Company, proposing the candidature of Mr. Shankar Pande as Director of the Company. The Board considers that it will be in the interest of the Company to appoint Mr. Shankar Pande and therefore recommends his appointment as Shareholder Director, representing NABARD, to the Shareholders of the Company by way Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Shankar Pande himself are in any way concerned or interested in the passing of the resolution at item No.3 relating to his appointment.

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

**Kedar Deshpande
Chief Executive Officer**

Date: December 26, 2017

Registered Office:

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

Following are the detail required in terms of Appointment/ re-appointment of Directors under Secretarial Standard -2

Name	Mr. Kedar Deshpande	Mr. Shankar Pande
Age	47 Years	54 Years
Date of first appointment on the Board	18 th December, 2017	18 th December, 2017
Qualifications	Masters in International Business Management from Institute of International Business Management and B.E. from College of Engineering & Technology, Pune	Post Graduate in Soil science from Indian Agricultural Research Institute (IARI), New Delhi
Experience	19+ years	30 years
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Appointment is for a period of 3 years effective from the date of approval of Shareholders	N.A.
Last drawn remuneration, if applicable	N.A.	N.A.
Shareholding in the company	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL	NIL
The number of Meetings of the Board attended during the year	N.A.	N.A.
Directorships	NIL	NIL
Membership in Committee	N.A.	N.A.



National E-Repository Limited

Registered Office: First Floor, Ackruti Corporate Park, Near G. E. Garden, L. B. S. Road, Kanjurmarg
West, Mumbai 400 078
Tel. (+91-22) 6640 6789, Fax (+91-22) 6640 6899
Email: secretrialteam@ncdex.com
CIN: U93090MH2017PLC291035

EXTRA ORDINARY GENERAL MEETING

Form No. MGT-11

Proxy form

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

CIN: U93090MH2017PLC291035

Name of the company: National E-Repository Limited

Registered office: 1st Floor, Ackruti Corporate Park, Near G. E. Garden, L. B. S. Road, Kanjurmarg
West, Mumbai 400 078.

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary
General meeting of the Company, to be held on Monday, January 22, 2018 at 11:00 a.m. at Windsor,
503, 5th Floor, off CST Road, Vidyanagari Marg, Kalina, Santacruz - (East), Mumbai- 400 098 and at
any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.

1. Appointment of Mr. Kedar Deshpande as Director
2. Appointment of Mr. Kedar Deshpande as MD & CEO
3. Appointment of Mr. Shankar Pande as Shareholder Director of the Company representing NABARD

Signed this ____ day of _____ 2018.

Affix Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



National E-Repository Limited

Registered Office: First Floor, Ackruti Corporate Park, Near G. E. Garden, L. B. S. Road, Kanjurmarg
West, Mumbai 400 078
Tel. (+91-22) 6640 6789, Fax (+91-22) 6640 6899
Email: secretrialteam@ncdex.com
CIN: U93090MH2017PLC291035

**EXTRA ORDINARY GENERAL MEETING
ATTENDANCE SLIP**

Folio No.
No. of Shares held
(To be filled in by the Member)

I hereby record my presence at the Extra Ordinary General Meeting to be held at Windsor, 503, 5th Floor, off CST Road, Vidyanagari Marg, Kalina, Santacruz - (East), Mumbai- 400 098 on Monday, January 22, 2018 at 11:00 a.m.

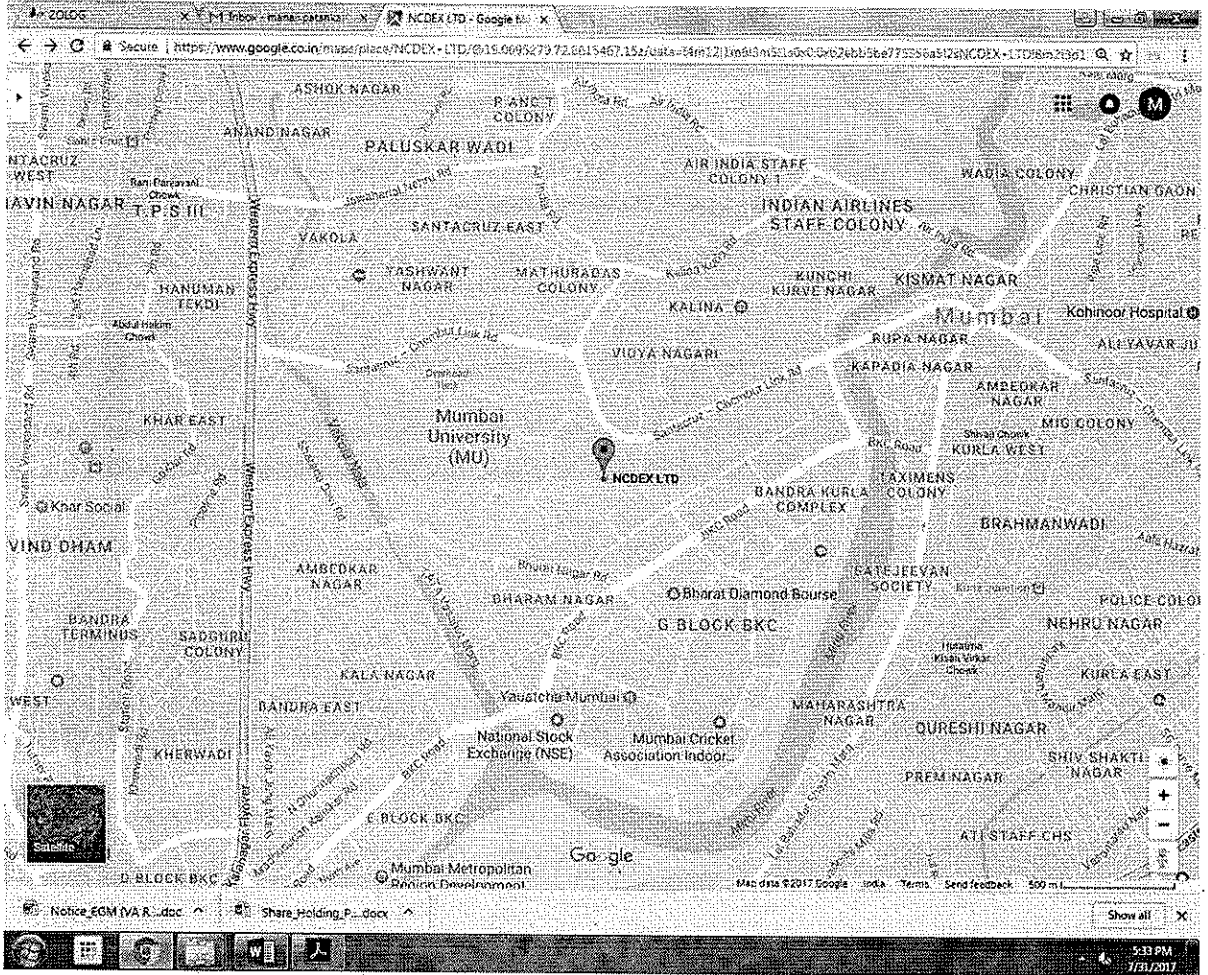
.....
Member's Signature

Note:-

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

.....
Proxy's Signature

ROUTE MAP OF THE VENUE OF EXTRA ORDINARY GENERAL MEETING



Kedar V DeshpandeDOB: 9th October 1970

Career Summary: Postgraduate with 19+ years of experience in retail and commercial banking having expertise in new business initiatives, business development and product management. Built and managed large teams to build relationships with customers, regulators and several policy makers in the banking industry.

Standard Chartered Bank - Sept 2013 till date

India Head – Agriculture Banking

- Business strategy formation for agriculture banking
- Achieving regulatory requirements of RBI for the commencement of business
- Regular meetings with RBI, regulatory agencies and empanelment of business partners
- Strategizing product, processes and distribution for smooth operations
- Evaluation and building of systems and processes for business enhancement
- Recruitment of domain experts

Key Achievements:

- Agri business strategy formulation and acceptance of the same by stakeholders
- Successful implementation of pilot programs
- Successful negotiation with regulators on partnership models
- Received approvals on product and system enhancement
- Created a team of 6 domain experts

HDFC BANK - February 2006 to Sept 2013

Vice President – Commodity Business Group

- Successfully managed a book size of 5000+ crores as budgeted Y-o-Y
- Formulation of product, processes and operations for smooth and growing business
- Managed a team size of 300 ++ members across India
- Developed and managed asset products over 740 + locations for market participant's processors in agriculture commodity business.
- Managed end to end relationship with the existing customers for increasing share of wallet by selling other products like liabilities, deposit mobilization and third party products.
- Managed budgeting exercise including approvals from management and buy in from the team.

Key Achievements:

- Realigned the business objectives from wholesale to retail banking
- RM-productivity and profitability matrix derived from volumes
- Managed productivity by reshuffling and transferring individuals based on the productivity and core competencies to improve cost to revenue ratios.
- Defined Key Business Objectives and RM score card for better focus on business.
- Completed IIM-Ahmedabad Executive Management -Summer Training Program

IDBI BANK -Dec 1997 to Jan 2006

Sr. Manager- Agri Business (June 2005 to February 2006)

- Managed Maharashtra, Gujarat and Rajasthan region for Agri business.
- Built existing relationship to increase the share of wallet
- Increased asset based lending in portfolios like Seeds, Milling, Agro chemicals, Fertilizers, Commodities, Poultry, Dairy, and Sugar.
- Managed key relationships with Co-operatives, government business houses and microfinance sectors.

Kedar V Deshpande

DOB: 9th October 1970

Sr. Manager – Mortgage (April 2002 to June 2005)

- Managed multiple branches across Mumbai and satellite towns around Mumbai
- Built direct sales team for business growth
- Participated with the credit and operations team for developing the product program guidelines
- Successfully conducted various exhibitions to generate business
- Developed and created channels (Direct Selling Associates and Builder Channel) to source business
- Managed profitability and delinquency for the areas responsible.

Key Achievements:

- Developed the business channels for IDBI BANK which grew from 2 Cr to 30 Cr in a period of one year.
- Worked with all cross functional teams for business, product and process development.
- Received Commendable Performance award from IDBI BANK in the year 2003-04.
- Member of business process reengineering committee of IDBI BANK.

Branch Manager – Chembur (April 2001 to March 2002)

- Responsible for Branch profitability and maximization of business.
- Managed statutory compliances, credit monitoring and other retail asset business at branch.
- Successfully reduced customer complaints by adding various process level changes
- Deposit mobilization and managed trade finance applications for the branch.

Relationship Manager – Chembur (Dec. 1997 to April 2001)

- Relationship Manager for Deposit mobilization and Trade Finance applications.
- Handled and worked in all areas of branch banking from front office to back office.

Key Achievements:

- Initiated mobilization of NRI offerings and Trade Finance at Chembur branch.
- Instrumental in Branch openings. Supervised opening and set up Khar, Chembur, Panvel and Taloja branches.
- Received appreciation letters from customers.

Past Employment Details:-

Tata Info media Ltd from 1993 to 1994

- Management Trainee at Tata Info media Ltd in Production department

Convertor - unit of Pudumjee Paper Ltd from 1994 to 1995

- Production in charge in label printing press

Summer training Project at Thermax Ltd

- Project on Export Finance and FERA as summer training project at Thermax Ltd
- Completed project on 'Advisory Services on Bullion and Forex for Exporters' and implemented the service in Pune, Nashik and Kolhapur at Vadilal Financial Services Ltd.

Education

- MIBM -1997- Master in International Business Management from Institute of International Business Management
- B.E -1993 from College of Engineering & Technology, Pune

Brief Profile of Shri Shankar A Pande, Chief General Manager, NABARD

Shri Shankar A Pande is a Post Graduate in Soil Science from Indian Agricultural Research Institute (IARI), New Delhi. He joined NABARD in 1986 and has 30 years of experience including 16 years in the Senior Management. His areas of interest are Development Policy, Development Finance, Financial Inclusion, Micro finance and Infrastructure Funding.

Shri Shankar Pande is currently Chief General Manager in charge of State Projects Department in Corporate Office of NABARD. He has held various positions in NABARD in various states. At present, he is overseeing loan assistance to various State Governments and agencies of Government of India for rural infrastructure projects under Rural Infrastructure Development Fund (RIDF).

He is also responsible for operationalising three Funds in NABARD as per the announcement by Government of India viz., Long Term Irrigation Fund (LTIF), Micro Irrigation Fund (MIF) and Rural Housing Fund under PMAY-G. He is also a Member of the important Top Management Committees of NABARD.

Previously, he headed NABARD's operations in Jammu and Kashmir State and was Business Head, (Africa), NABCONS, a consultancy subsidiary of NABARD. He has taken up several consultancy assignments in developmental sector. He also had a stint as a Faculty Member in Bankers' Institute of Rural Development, Lucknow. As General Manager in NABCONS, he also worked on the assignment for accreditation of warehouses by Warehousing Development and Regulatory Authority (WDRA), GoI.

He addressed various national and international conferences, some of which include:

- a. Asia – Pacific Financial Inclusion Summit 2015 held in Manila, the Philippines
- b. 3rd Conference of Central Banks in Africa on Agricultural Finance held at Mombasa, Kenya
- c. International Conference – “Zipping Finance & Agriculture” held at Kampala, Uganda
- d. Presentation at Indo African Business Forum organised by ASSOCHAM & Ministry of Commerce, GoI at Nairobi, Kenya
- e. National Conference on Development of Microfinance Institutions organised by PlaNet Finance, New Delhi
- f. Rural Infra - All India conference organised by ICEMA at Gurgaon

