



## **NATIONAL E-REPOSITORY LIMITED**

Registered Office: First Floor, Ackruti Corporate Park, Near G. E. Garden, L. B. S. Road, Kanjurmarg West, Mumbai 400 078, Tel. (+91-22) 62441500, Fax (+91-22) 62441501, Website:[www.nerlindia.com](http://www.nerlindia.com) Email: [help@nerlindia.com](mailto:help@nerlindia.com), CIN: U93090MH2017PLC291035

### **NOTICE OF EXTRA GENERAL MEETING**

NOTICE is hereby given that the Ninth Extra Ordinary General Meeting of members of National E-Repository Limited ('the Company'/'NERL') will be held on 1<sup>st</sup> day, December, 2020 at 11.30 a.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 Board room, First Floor, Ackruti Corporate Park, Near G.E. Garden, L.B.S. Marg, Kanjurmarg (West), Mumbai 400078.

#### **SPECIAL BUSINESS:**

##### **Item No. 1 - Appointment of Mr. Barkat Ali as a Shareholder 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** subject to the approval of Warehousing Development and Regulatory Authority (WDRA), Mr. Barkat Ali (DIN:08950343), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from State Bank of India (SBI), a shareholder of the Company, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation, as per the applicable provisions of the Companies Act, 2013, effective from the date WDRA approves his appointment as Director under the 'Shareholder Directors' category.”

##### **Item No. 2 – Approval of Remuneration of Mr. Kedar Deshpande, Managing Director & CEO of the Company from April 1, 2020 till January 21, 2021**

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 Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to

such other permissions, sanction(s) as may be necessary under law, approval of the Shareholders of the Company be and is hereby accorded for the payment of remuneration of Rs. 88,20,000/- per annum to Mr. Kedar Deshpande, Managing Director & CEO of the Company with effect from April 1, 2020 till the expiry of his present term of office which is January 21, 2021.

**RESOLVED FURTHER THAT** in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration consisting of salary, perquisites, allowance, amenities and performance based incentive shall be paid to Mr. Kedar Deshpande, Managing Director & CEO as the minimum remuneration, in accordance with Schedule V and other applicable provisions of the Companies Act, 2013 and such approvals as may be necessary in this regard.”

**Item No. 3 – Re-appointment of Mr. Kedar Deshpande as 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, WDRA guidelines on Corporate Governance for Repositories dated April 23, 2019 and subject to approval of the Central Government, if required, and approval of WDRA, the approval of Shareholders of the Company be and is hereby accorded for re-appointment of Mr. Kedar Deshpande (holding DIN 07962774) as the Managing Director & Chief Executive Officer of the Company for a period of two years with effect from January 22, 2021 with a starting remuneration as under:

<b>Salary Components</b>	<b>Annual Salary (INR)</b>
Basic	26,39,385/-
HRA	13,19,693/-
Leave Travel Allowance	2,63,939/-
Education Allowance	2,400/-
Special Allowance	24,03,607/-
<b>Sub Total (A)</b>	<b>66,29,024/-</b>
Employer PF contribution (B)	3,16,726/-
<b>Fixed CTC</b>	<b>69,45,750/-</b>
Performance based Incentive (C)	18,74,250/-

Total CTC (A+B+C)	88,20,000/-
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**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).”

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

**Sarita Magar  
Company Secretary  
FCS 8550**

**Date: November 6, 2020**

**Place: Mumbai**

Registered Office:

1st Floor, Ackruti Corporate Park,

Near G. E. Garden, LBS Road

Kanjurmarg West, Mumbai 400 078

CIN: U93090MH2017PLC29103

**NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020 and September 28, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Extra Ordinary General Meeting ('EGM') through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act') and MCA Circulars, the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Facility of joining the EGM through VC / OAVM shall open 15 minutes before the time scheduled for the EGM and shall be kept open throughout the proceedings of the EGM.

3. The process and manner for participating in EGM through VC is given below:

Member will be provided with a facility to attend the meeting through VC / OAVM through Cisco Webex system. A link will be provided to the members via an email to their registered email addresses to enable them to join the meeting. The members have to click on the link and join the meeting. It is recommended not to share the email containing the link for VC / OAVC with any other person.

Members can participate in the EGM through mobile device/ laptop/ desktop, etc., however, for better experience and smooth participation it is advisable to use a stable internet connection to avoid Audio or Video loss due to fluctuation in the network.

For any query / assistance for participation in the EGM through VC / OAVM, the member is requested to write an email to [sarita.magar@nerlindia.com](mailto:sarita.magar@nerlindia.com).

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM 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 EGM and hence the Proxy Form is not annexed to this Notice.
5. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act, in relation to the items of Special Business in the Notice is annexed hereto and forms part of this Notice.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a digitally signed copy or scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM 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 [sarita.magar@nerlindia.com](mailto:sarita.magar@nerlindia.com)
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
8. Members seeking any information with regard to any matter to be placed at the EGM, are requested to write to the Company on or before November 20, 2020 through email to [sarita.magar@nerlindia.com](mailto:sarita.magar@nerlindia.com) The same will be replied by the Company suitably.
9. In compliance with the aforesaid MCA Circulars, Notice of the EGM 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 EGM will also be available on the Company's website [www.nerlindia.com](http://www.nerlindia.com).

10. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. In case, a poll is required to be taken during the meeting on any resolution, the Members are requested to convey their vote by sending an email through their registered email address to the Company at [sarita.magar@nerlindia.com](mailto:sarita.magar@nerlindia.com)
12. Members holding shares in demat mode are requested to register their email ID's with their respective Depository Participants and Company in case the same is still not registered. Members are requested to notify any change of email ID or bank mandates or address to their Depository Participants and Company.
13. The Register of Members and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email through their registered email address at [sarita.magar@nerlindia.com](mailto:sarita.magar@nerlindia.com).
14. The term 'Member(s)' has been used to denote Shareholders of the Company.
15. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.



NCDEX Group Company

**ANNEXURE TO THE NOTICE  
EXPLANATORY STATEMENT**

**(Pursuant to Section 102 (1) of the Companies Act, 2013)**

**Item No. 1**

According to clause 4.1 of Share Subscription and Shareholders Agreement dated June 29, 2017 executed between the Company and National Commodity & Derivatives Exchange Limited and State Bank of India ('SBI'), shareholder of the Company, SBI has a right to nominate one Director on the Board of the Company. In view of the same, Mr. S. Adikesavan was nominated as Shareholder Director of the Company representing SBI. SBI vide its letter dated July 7, 2020 informed the Company that due to posting of Mr. Kaushik Sinha as Chief General Manager (ABU), Mr. Kaushik Sinha will be representing SBI on the Board of NERL in place of Mr. S. Adikesavan. Accordingly, the Nomination and Remuneration Committee and Board at their meetings held on August 7, 2020 appointed Mr. Sinha as Shareholder Director subject to approval of shareholders in the Annual General meeting ('AGM') & WDRA. Accordingly, the said proposal was included in the notice of AGM.

However, SBI vide its letter dated September 14, 2020 informed the Company that due to change in incumbency, the appropriate Authority has approved the change in SBI's Nominee Director of the Company from Mr. Kaushik Sinha, Chief General Manager (ABU) to Mr. Barkat Ali, Chief General Manager (Business Development) Financial Inclusion and Micro Markets. Accordingly, the Board vide its circular resolution dated September 15, 2020 withdrew the nomination of Mr. Kaushik Sinha as Shareholder Director representing SBI on the Board of the Company and ordinary resolution proposed under Special Business in agenda no. 3 of the notice of AGM dated August 7, 2020 relating to appointment of Mr. Kaushik Sinha.

In view of receipt of the letter dated September 14, 2020 from SBI, the matter relating to appointment of Mr. Barkat Ali as Shareholder Director is being placed before the shareholders at the ensuing Extra Ordinary General Meeting ('EGM')

Mr. Barkat Ali, aged 58 years, is currently Chief General Manager (Business Development) Financial Inclusion and Micro Markets.

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. He will be paid sitting fees for attending Board and Committee meetings. Mr. Ali was not required to attend any Board meeting of the Company and

accordingly no sitting fees have been paid to him. He is neither a Director of any Company nor a member of Board Committee of any Company.

Considering Mr. Barkat Ali'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 EGM, subject to approval of WDRA and completion of procedural formalities relating to his appointment.

The Board, therefore, recommends his appointment as a Shareholder Director, representing SBI, liable to retire by rotation, at the ensuing EGM, subject to approval of WDRA. The Company has received a notice in writing from SBI proposing his candidature for the office of Director, pursuant to Section 160 of Companies Act, 2013.

Except Mr. Barkat Ali, 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. 1 relating to his appointment.

#### **Item No. 2**

Considering the slowdown of economy due to COVID outbreak, current economy and business scenario and based on the recommendation of Nomination and Remuneration Committee on October 30, 2020, the Board at its meeting held on November 6, 2020 has approved the proposal of payment of remuneration of Rs. 88,20,000/- per annum to Mr. Kedar Deshpande, Managing Director and Chief Executive Officer ('MD & CEO') with effect from April 1, 2020 till January 21, 2021, subject to approval of Shareholders of the Company. The Board, therefore, recommends approval of Shareholders on remuneration of Rs. 88,20,000/- per annum to Mr. Kedar Deshpande, MD & CEO with effect from April 1, 2020 till January 21, 2021.

Except Mr. Kedar Deshpande, 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 at item No. 2 relating to his remuneration.

#### **Item No. 3**

The Board at its 12<sup>th</sup> Meeting held on December 18, 2017, on the recommendation of Nomination and Remuneration Committee unanimously approved the appointment and remuneration of Mr. Kedar Deshpande as the Additional Director and further his appointment as MD & CEO of the Company subject to approval of Shareholders of the Company for a period for three years. The Shareholders at their 7<sup>th</sup> EGM held on January 22, 2018 had approved the appointment of Mr. Kedar Deshpande as the MD & CEO of the Company for a period of 3 years with effect from January 22, 2018.

Considering the satisfactory performance of Mr. Kedar Deshpande during his tenure as MD & CEO of

the Company, the Board at its 26<sup>th</sup> meeting held on October 6, 2020, on the recommendation of Nomination and Remuneration Committee has unanimously approved the appointment and remuneration of Mr. Kedar Deshpande as MD & CEO for a period of two years with effect from January 22, 2021.

Mr. Kedar Deshpande is an Engineer and Master in International Business Management from Institute of International Business Management. He has 20+ years' experience in retail and commercial banking, predominantly in Agri-business and SMEs, with vast expertise in new business initiatives, business development and product management. He also has experience in dealing with regulators and several policy makers in the banking industry. He has held leadership positions with Standard Chartered Bank, HDFC Bank and IDBI Bank.

Mr. Deshpande is not related to any Directors, Manager and other Key Managerial Personnel of the Company. He does not hold any shares in the Company. He is neither a Director of any other Company nor a member of Board Committee of any other Company. Mr. Deshpande is a member of Risk Management Committee and Regulatory Oversight Committee of the Company. He doesn't chair any of these Committees

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	Total Income Rs. 947.70 lakhs Total Expenditure including depreciation Rs. 1,678.66 lakhs Profit before Taxation & Exceptional items Rs. (730.97) lakhs
5	Foreign investments or collaborations, if any.	None



## Information about the appointee

1.	Background details	As provided above.
2.	Past remuneration	Rs. 88,20,000/-
3	Recognition or awards	Nil
4	Job profile and his suitability	<ul style="list-style-type: none"> <li>• Create, own and execute strategy for the Repository across Business Development, Operations and Technology</li> <li>• Grow the ecosystem and market share (in revenue, customers and products) for NEERL</li> <li>• Build a team of experts/talent in the repository</li> <li>• Knowledge of SCM, operations, warehousing laws</li> <li>• Understanding of agricultural supply chains, storage methods</li> <li>• Knowledge of products and services offered in the commodities industry</li> <li>• Understanding of business and its requirements</li> <li>• Sales and Customer relationship management skills</li> <li>• Business Development</li> <li>• Risk Management</li> <li>• Agri/ Commodity Finance</li> </ul>
5	Remuneration proposed	As per the details provided in the Resolution No. 3.
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 Company.

## Other information

1	Reasons of no profits or inadequate profits	Since the assets purchased as a part of Comtrack Business Transfer Agreement, the impact of depreciation is very high during initial phase, resulting in loss.
2	Steps taken or proposed to be taken for improvement	With a passage of time, impact of depreciation will be absorbed by additional revenue which may be generated from Emerging business line.
3	Expected increase in productivity and profits in measurable terms	<p>In case of Emerging Business Line, the Company expects a much wider acceptability of eNWR by the market, to start the use of eNWR as a collateral for commodity pledge finance. The Company expect a five time increase in the deposits compared to the previous year, resulting in a revenue in excess of Rs. 100 Lakh.</p> <p>In case of Institution Business -NCDEX Market, the Company expect a marginal increase of 20% in the commodity deposit in FY 21 in comparison to the current year. The transaction costs have also been rationalize with effect from September 1, 2020 to ease the participation.</p>

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 MD & CEO of the Company. Considering his vast experience and knowledge the Board recommends re-appointment of Mr. Kedar Deshpande as the MD & CEO, to the Shareholders of the Company by way of Special Resolution, subject to approval of WDRA and completion of procedural formalities relating to his re-appointment.

None of the Directors, Key Managerial Personnel of the Company, except Mr. Kedar Deshpande, and their relatives are in any way concerned or interested in the passing of the resolution at item No. 3 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.

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

**Date: November 6, 2020**

**Place: Mumbai**

Registered Office:

1st Floor, Ackruti Corporate Park,

Near G. E. Garden, LBS Road,

Kanjurmarg West, Mumbai 400 078

CIN: U93090MH2017PLC29103

**Sarita Magar  
Company Secretary  
FCS 8550**



NCDEX Group Company

**NATIONAL E-REPOSITORY LIMITED**

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**NINTH EXTRA ORDINARY GENERAL MEETING ATTENDANCE SLIP**

Name and Address of the Member.....

.....

No. of Shares held .....

Folio No / Client ID..... DP ID.....

I/We hereby record my/our presence at the Ninth Extra Ordinary General Meeting of the National E-Repository Limited being held on 1<sup>st</sup> day, December, 2020 at 11.30 a.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')

Member's Signature .....

**Note:** The Member is requested to email this Attendance Slip, duly filled and signed through their registered email address to the Company on [sarita.magar@nerlindia.com](mailto:sarita.magar@nerlindia.com)