



28<sup>th</sup> February, 2023

**Sub: Notice of 04<sup>th</sup> Extra Ordinary General Meeting of the Company.**

Dear Sir(s)/Madam,

This is to inform you that the 04<sup>th</sup> Extra Ordinary General Meeting (EGM) of the members of NICDC Logistics Data Services Limited will be held on Wednesday, the 22<sup>nd</sup> day of March, 2023 at 02:00 P.M (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility initiated from the Registered office of the Company. *The weblink for attending the meeting will be shared separately.*

The detailed notice of the meeting is attached herewith.

You are requested to kindly make it convenient to attend the meeting.

Thanking you,

Yours sincerely,

**For NICDC Logistics Data Services Limited**

  
(Girish Kumar Surpur)  
Director  
DIN: 09533070



**To:**

1. Shri T.V. Somanathan, Trustee, National Industrial Corridor Development and Implementation Trust;
2. Shri Anurag Jain, Trustee, National Industrial Corridor Development and Implementation Trust;
3. Smt. Sumita Dawra, CEO, National Industrial Corridor Development and Implementation Trust;
4. NEC Corporation, Japan, represented through its duly authorised representative Shri Hiroshi Hashimoto, Senior Vice President, NEC Corporation, Japan;
5. Shri Ichiro Oshima, Associate Vice President, NEC Corporation India Private Limited, as a Nominee Shareholder on behalf of NEC Corporation, Japan;
6. NEC Corporation India Private Limited (NECCI), through its duly authorized representative Shri Aalok Kumar, MD (NECCI) as a Nominee Shareholder on behalf of NEC Corporation, Japan;

Unit No.- A-1002, 10th Floor, Tower - A Plot No.- 7, Advant Navis Business Park, Noida, Sector - 142, Gautam Budh Nagar, Uttar Pradesh – 201305

Phone : +91-120-2459878, E mail: [contactus@dlds.in](mailto:contactus@dlds.in) Website: [www.nlds.in](http://www.nlds.in)

CIN: U74999UP2015PLC113326



7. Smt. Sumita Dawra, Chairman & Director, NICDC Logistics Data Services Limited;
8. Shri Tomohisa Terakado, Additional Director, NICDC Logistics Data Services Limited
9. Shri Abhishek Chaudhary, Director, NICDC Logistics Data Services Limited;
10. Shri Sandeep Dahiya, Partner, M/s Dewan P.N. Chopra & Co., Chartered Accountants, Statutory Auditors; and
11. Shri G.K. Kedia, M/s G.K. Kedia & Co, Chartered Accountants, Internal Auditors.



**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the 04<sup>th</sup> (Fourth) Extra-Ordinary General Meeting of the Members of NICDC Logistics Data Services Limited will be held on Wednesday, the 22<sup>nd</sup> day of March, 2023 at 02:00 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) initiated from the Registered office of the Company to transact the following business: -

**SPECIAL BUSINESS: -**

1. To consider and approve the shifting of registered office from State of Uttar Pradesh to National Capital Territory of Delhi and if thought fit, to pass with or without modification(s), the following as a *Special Resolution*: -

"RESOLVED THAT subject to the approval of the Central Government and pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) if any, the consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from State of Uttar Pradesh to National Capital Territory of Delhi."


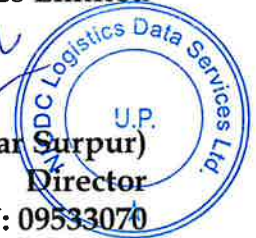
"RESOLVED FURTHER THAT the Clause No. II of the Memorandum of Association of the Company be and is hereby substituted by the following:

**Clause II:** The Registered Office of the Company will be situated in the National Capital Territory of Delhi."

"RESOLVED FURTHER THAT the revised Memorandum of Association of the Company, a draft of which is placed before this meeting, as per the format given in Table A of the Schedule I of the Companies Act, 2013 be and is hereby approved and adopted."

"RESOLVED FURTHER THAT Directors or Company Secretary of the Company, be and are hereby authorized severally, to sign the applications, affidavits, all the necessary documents and file the same and to do all the acts, deeds, things for the purpose of giving effect to the aforesaid resolution."

By order of the Board  
For NICDC Logistics Data Services Limited

  
(Girish Kumar Surpur)  
Director  
DIN: 09533070  


Date: 28.02.2023

Place: Noida

Unit No.- A-1002, 10th Floor, Tower - A Plot No.- 7, Advant Navis Business Park, Noida, Sector - 142, Gautam Budh Nagar, Uttar Pradesh – 201305

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NOTES

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular dated 08<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020, 23<sup>rd</sup> June, 2021, 08<sup>th</sup> December, 2021, 05<sup>th</sup> May, 2022 and 28<sup>th</sup> December, 2022 (collectively referred to as 'MCA Circulars') has permitted the holding of Extra-ordinary General Meeting ('EGM') through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members for passing the ordinary or special resolutions, as applicable under the Companies Act, 2013 read with rules made thereunder.
2. As per the Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available. However, the Body Corporates are entitled to appoint authorised representatives to attend the meeting through VC/OAVM and participate thereat and cast their votes through participation and voting in the meeting through VC/OAVM.
3. The Members can join EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting.
4. The attendance of the members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Corporate members are requested to send a duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote on their behalf at the Extra-Ordinary General Meeting.
6. In conformity with the provisions of Section 102(1) of the Companies Act, 2013, the Explanatory Statement setting out all the material facts relating to the aforesaid business is annexed herewith and form part of the notice.
7. In line with the MCA Circular dated 13<sup>th</sup> April, 2020, the Notice of the EGM along with explanatory statement is being sent only through electronic mode to the Members on their e-mail addresses registered with the Company.
8. The members can cast their vote wherein a poll is demanded on the resolution proposed to be passed by sending emails through their registered email id's to the email id: abhishek.dmic@gmail.com
9. Members may attend the EGM, by following the invitation link sent to their registered email ID. Members are encouraged to join the meeting through Laptops for better experience.
10. Since the Extra-Ordinary General Meeting is being organized through VC/OAVM, the route map of the venue of the meeting is not annexed hereto.

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013: -**

**ITEM NO. 1**

It may be noted that with the expansion of LDB & ULIP Project across the country, the volume and nature of work has increased manifold and considering this, the Board has approved the various positions in the Company. In order to accommodate all the employees of the Company and for better communications between NLDSL and NICDC, it is proposed to shift the registered office of the Company from State of Uttar Pradesh to National Capital Territory of Delhi.

As per Section 12 and 13 of the Companies Act, 2013, a special resolution is required to be passed by the members of the company for shifting of registered office, from one city or state to another city or state, consequent to such change approval of members is also required for alteration of situation clause of Memorandum of Association of the Company.

Members may be informed that shifting of registered office of the company from jurisdiction of one Registrar of Companies to another Registrar of Companies necessitates subsequent approval from Central Government by making an application to Regional Director for such purpose.

Therefore, approval from members is being sought for changing registered office of the Company and approval of alteration of Memorandum of Association of the Company, subject to confirmation of Regional Director for such change.

The Board, therefore, recommends the Special Resolution set out at Item No. 1 of the Notice for approval of Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 1 of this notice.

**By order of the Board  
For NICDC Logistics Data Services Limited**

  
(Girish Kumar Surpur)  
Director  
DIN: 09533070



**Date: 28.02.2023**

**Place: Noida**