



NOTICE

NOTICE is hereby given that the 08th (Eighth) Annual General Meeting of the Members of NICDC Logistics Data Services Limited will be held on Tuesday, the 26th day of September, 2023 at 03:00 P.M. (IST) through Video Conference (VC) / Other Audio Visual Means (OAVM) to transact the following Business: -

ORDINARY BUSINESS: -

1. To receive, consider & adopt the Audited Financial Statements as at 31st March 2023, and the reports of the Board of Directors' and the Auditors' thereon for the period ended on that date.
2. To appoint a Director in place of Shri Girish Kumar Surpur, Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider, and if thought fit, to pass, with or without modification(s), following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013, Shri Girish Kumar Surpur (DIN: 09533070), Director of the Company, who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation."

3. To fix the remuneration of the Statutory Auditors of the Company and in this regard to consider, and if thought fit, to pass, with or without modification(s), following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 142 and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to fix the remuneration of M/s Dewan P. N Chopra & Co., Chartered Accountants, Statutory Auditor of the Company for the Financial Year 2023-24."

SPECIAL BUSINESS: -

4. To regularize the appointment of Shri Tomohisa Terakado (DIN: 07372331) as Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: -

"RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013, Shri Tomohisa Terakado (DIN: 07372331), who was appointed as an Additional Director with effect from 16th January, 2023 on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, in respect of whom the Company has received a notice in writing from him under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."



5. To regularize the appointment of Shri Rajat Kumar Saini (DIN: 10264275) as Director of the Company and to consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**: -

“RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013, Shri Rajat Kumar Saini (DIN:10264275), who was appointed as an Additional Director with effect from 03rd August, 2023 on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 and Article 135 of Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, in respect of whom the Company has received a notice in writing from him under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

By order of the Board of Directors

For NICDC Logistics Data Services Limited

GIRISH
KUMAR
SURPUR

Digitally signed by
GIRISH KUMAR
SURPUR
Date: 2023.09.04
17:25:23 +05'30'

(Girish Kumar Surpur)
Director
DIN:09533070

Date: 04.09.2023
Place: New Delhi

NOTES

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular dated 08th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 08th December, 2021, 05th May, 2022 and 28th December, 2022 (collectively referred to as 'MCA Circulars') has permitted the holding of General Meeting 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 08th 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 show of hands.
3. The Members can join AGM 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 AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. 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 Annual General Meeting.
7. In conformity with the provisions of Section 102(1) of the Companies Act, 2013, the Explanatory Statement setting out at item no. 2 to 5 to be transacted at the AGM is annexed herewith and forms part of the notice.
8. Details of the Director seeking an appointment at the ensuing Meeting are provided in the "Annexure" to the notice.
9. The Notice convening the 08th AGM and Annual Report 2022-23 has been uploaded on the website of the Company at <http://www.nldsl.in/>.
10. Members desiring inspection of statutory registers and desirous of any information during the AGM may send their request in writing to the Company at contactus@dldsl.in.
11. The link of the meeting will be sent separately and members are requested to attend the AGM by following the invitation link sent to their registered email ID.

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

ITEM NO. 2

Shri Girish Kumar Surpur (DIN: 09533070), Director of the Company, liable to retire by rotation, vacates his office by rotation at this Annual General Meeting. Shri Girish Kumar Surpur, being eligible offers himself for re-appointment and is proposed to be re-appointed as a Director of the Company liable to retire by rotation.

Hence resolution is proposed.

Except Shri Girish Kumar Surpur, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution as set out at Item No. 2 of this Notice.

ITEM NO. 3

M/s Dewan P. N Chopra and Co., Chartered Accountants was appointed as Statutory Auditor of the company by the members in its 06th Annual General Meeting held on 30th September, 2021 for a period of 5 Years i.e. from the 2021-22 to 2025-26 at such remuneration as may be decided by the Board of Directors.

Accordingly, the remuneration of Rs. 1,25,000/- for Statutory Audit as per Companies Act, 2013 and Rs. 50,000/- for Tax Audit as per Income Tax Act 1961, plus taxes and out of pocket expenses was fixed for the financial year 2021-22 & 2022-23.

Now, the Company has received a request from the Statutory Auditor to increase the remuneration for the Financial Year 2023-24. Therefore, the Board in its 38th Board meeting held on 22nd August, 2023, on the recommendation of Audit committee, has accorded approval to increase the remuneration to Rs. 1,50,000/- for Statutory Audit and Rs. 60,000/- for Tax Audit plus taxes and OPE.

Furthermore, pursuant to Section 142 of the Companies Act, 2013, the remuneration of the Auditor of a company shall be fixed in its general meeting. Hence, the resolution is proposed.

The Board recommends the resolution set forth in item no.3 for approval of the members.

ITEM NO.4

Shri Tomohisa Terakado (DIN: 07372331) was appointed as an Additional Director by the Board of Directors w.e.f. 16th January, 2023 in accordance with the provisions of Section 161 (1) of the Companies Act, 2013 and Articles of Association of the Company.

Pursuant to Section 161(1) of the Companies Act, 2013, the Additional Director holds office up to the date of the ensuing Annual General Meeting. The Company has received notice in writing from him under Section 160 and other applicable provisions of the Companies Act, 2013, proposing the candidature for the office of Director of the Company.

Hence the resolution is proposed.

Except Shri Tomohisa Terakado being an appointee, 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. 4 of this notice.

The Board recommends the resolution set forth in item no.4 for approval of the members.

ITEM NO.5

NICDC vide letter dated 03rd August, 2023 has communicated that NICDIT has approved the appointment Shri Rajat Kumar Saini (DIN: 10264275), CEO & MD, NICDC as Director on the Board of the Company in place of Smt. Sumita Dawra.

Pursuant to Section 161(1) of the Companies Act, 2013, the Additional Director holds office up to the date of the ensuing Annual General Meeting. The Company has received notice in writing from him under Section 160 and other applicable provisions of the Companies Act, 2013, proposing his candidature for the office of Director of the Company.

Except Shri Rajat Kumar Saini, IAS being an appointee, 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.5 of this notice.

The Board recommends the resolution set forth in item no.5 for approval of the members.

By order of the Board of Directors

For NICDC Logistics Data Services Limited

GIRISH KUMAR
SURPUR

Digitally signed by
GIRISH KUMAR SURPUR
Date: 2023.09.04
17:25:53 +05'30'

(Girish Kumar Surpur)

Director

DIN:09533070

Date: 04.09.2023

Place: New Delhi

**BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT AT THE
08TH ANNUAL GENERAL MEETING**

Pursuant to Clause 1.2.5 of Secretarial Standard on General Meetings issued by Institute of
Company Secretaries of India

Name	Shri Rajat Kumar Saini (DIN: 10264275)	Shri Tomohisa Terakado (DIN: 07372331)
Age	39 Years	55 Years
Qualifications	B. Tech from IIT Delhi and Masters in International Development from Harvard University	Graduated in the Faculty of Science and Engineering from Aoyama Gakuin University in the year 1991.
Experience	<p>Shri Rajat Kumar Saini is an IAS officer of 2007 batch from Telangana Cadre. He assumed the charge of Director, NLDSL w.e.f. 03rd August, 2023. Before joining NLDSL, he was holding the charge of Director in Department for Promotion of Industry and Internal Trade.</p> <p>He has more than 16 years of work experience in senior positions of executive leadership across sectors like education, health, poverty alleviation, livelihood intervention through community mobilisation - framing and executing policies and welfare programmes at state and local Government.</p>	<p>Mr. Terakado has been associated with NEC Corporation since April 1991 till date. At NEC, he has been in-charge of providing solutions in the Japanese logistics industry to Logistic companies, Manufacturers and Retailers. Also, he has been engaged in Strategy formulation, Development and Provision of ICT solutions in the global logistics market and supply chain.</p> <p>He has been involved in the LDB project from an early stage, supporting the NICDC project in India. Along with in-charge of the Transportation and Logistics Solutions division, he has been leading and managing the Global Business Development team, which supports the NICDC project in India. He then joined NEC Technologies India Private Limited as Associate Vice President and was appointed for the first time to the Board of Directors upon the establishment of DLDSL in December 2015. In 2017, he returned to NEC Corporation and in 2023, he has now again been appointed as a Director from Japan.</p>

		He is a certified "Logistics Senior Master" from "Japan Institute of Logistics Systems (JILS)". He has extensive logistics know-how in technical and managerial projects and works with NEC headquarters on the various products and services available. As one of the core members of NICDC Logistics Data Services Limited, he plans to provide various logistics ICT solutions with future developments in mind.
Terms and Conditions of appointment or re-appointment	Appointment as per Section 160 of the Companies Act, 2013	Appointment as per Section 160 of the Companies Act, 2013.
Remuneration last drawn (including sitting fees, if any)	-	-
Remuneration proposed to be paid	-	-
Date of first appointment on the Board	03 rd August, 2023	16 th January, 2023
Shareholding in the Company as on date	NIL	NIL
Relationship with other Directors/KMP	Not inter se related to any Director of the Company	Not inter se related to any Director of the Company
Number of meeting of the Board attended during the financial year	Not applicable	01
Directorships in other Companies	<ol style="list-style-type: none"> 1. National Industrial Corridor Development Limited. 2. DMIC Vikram Udyogpuri Limited 3. DMIC Integrated Industrial Township Greater Noida Limited 4. CBIC Tumakuru Industrial Township Limited 5. Dholera International Airport Company Limited 6. Rajasthan Industrial Corridors Development Corporation Limited 	NIL

Continuation Sheet

Membership/ Chairmanship of Committees of other Boards as on date	Dholera International Airport Company Limited-Chairperson, Audit Committee.	NIL
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