



**CDSL VENTURES LIMITED**

**Regd. Office : A-Wing, Marathon Futurex, 25th Floor, Mafatlal Mills  
Compound, N. M. Joshi Marg, Lower Parel (E), Mumbai - 400 013.**

**CIN : U93090MH2006PLC164885 Website : <https://www.cvlindia.com/>**

---

**NOTICE**

**NOTICE** is hereby given that the Eighteenth Annual General Meeting of the Members of the **CDSL Ventures Limited** ("the Company") will be held on Friday, the **26<sup>th</sup> day of July 2024, at 4.30 p.m.** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following business:

**A. ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 and the reports of the Board of Directors and Statutory 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 31<sup>st</sup> March, 2024 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2024 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon along with all annexures as laid before this Annual General Meeting be and are hereby received, considered and adopted."

- 2. To declare final dividend on Equity shares of the Company for the financial year ended March 31, 2024.**

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

**"RESOLVED THAT** a dividend at the rate of Rs. 95/- (Rupees Ninety five only) per equity share of Rs.10/- (Rupees Ten Only) each fully paid up of the Company as recommended by the Board of Directors of the Company, be and is hereby declared for the financial year ended March 31, 2024 and the same be paid out of the profits of the Company for the financial year ended March 31, 2024.



**CDSL VENTURES LIMITED**

**Regd. Office : A-Wing, Marathon Futurex, 25th Floor, Mafatlal Mills Compound, N. M. Joshi Marg, Lower Parel (E), Mumbai - 400 013.**

**CIN : U93090MH2006PLC164885 Website : <https://www.cvlindia.com/>**

- 3. To appoint a Director in place of Shri Amit Mahajan (DIN 06984769) who retires from office by rotation and being eligible offers himself for re-appointment**

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

**“RESOLVED THAT** pursuant to provisions of section 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the approval of members of the Company be and is hereby accorded to the reappointment of Shri Amit Mahajan (DIN 06984769) as a director of the Company whose office shall be liable to retire by rotation.”

- 4. To appoint M/s. S. R. Batliboi & Company LLP, Chartered Accountants with Registration No. 301003E/E300005 as Statutory Auditors:**

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

**“RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit and Finance Committee and Board of Directors, the approval of Shareholders of the Company, be and is hereby accorded for appointment of M/s. S. R. Batliboi & Company LLP, Chartered Accountants, with Registration No. 301003E/ E300005 as the Statutory Auditors of the Company, for the period of Five years from the conclusion of this 18<sup>th</sup> Annual General Meeting till the conclusion of the 23<sup>rd</sup> Annual General Meeting to be held in the FY 2028-29, at such remuneration as may be decided by the Audit and Finance Committee/Board of Directors in consultation with the Auditors, for the purpose of Audit of the Company's Accounts, with the power to the Audit and Finance Committee/Board of Directors to alter and vary the terms and conditions of appointment, revision in the remuneration.”



**CDSL VENTURES LIMITED**

**Regd. Office : A-Wing, Marathon Futurex, 25th Floor, Mafatlal Mills  
Compound, N. M. Joshi Marg, Lower Parel (E), Mumbai - 400 013.**

**CIN : U93090MH2006PLC164885 Website : <https://www.cvlindia.com/>**

---

**B. SPECIAL BUSINESS:**

**5. Appointment of Dr. Bandu Meshram (DIN: 10692886) as a 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** in accordance with the provisions of section 160(1)  
and all other applicable provisions, if any, of the Companies Act, 2013, Dr.  
Bandu Meshram (DIN: 10692886) who was appointed as Additional  
Director on July 2, 2024 and who ceases to hold office at the ensuing  
Annual General Meeting be and is hereby appointed a Director of the  
Company, liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be  
and is hereby authorized for and on behalf of the Company to take all such  
steps as may be necessary, proper or expedient to give effect to this  
resolution.”

By order of the Board of Directors  
For **CDSL Ventures Limited**

**Sd/-**  
Smt. Mohini Kharpude  
**Company Secretary**

Place: Mumbai  
Date : June 27, 2024

**REGISTERED OFFICE**

A-Wing, Marathon Futurex, 25<sup>th</sup> Floor,  
Mafatlal Mills Compound, N.M. Joshi Marg,  
Lower Parel (E), Mumbai - 400 013



## **CDSL VENTURES LIMITED**

**Regd. Office : A-Wing, Marathon Futurex, 25th Floor, Mafatlal Mills  
Compound, N. M. Joshi Marg, Lower Parel (E), Mumbai - 400 013.**

**CIN : U93090MH2006PLC164885 Website : <https://www.cvlindia.com/>**

### **NOTES :**

1. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM 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 AGM is being held pursuant to the General Circular No. General Circular No. 09/2023 dated September 25, 2023, 14/ 2020 dated April 8, 2020, the General Circular No. 17/ 2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19” and General Circular No. 20/ 2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021, in relation to “Clarification on holding of Annual General Meeting (AGM) through video Conferencing (VC) or Other Audio Visual Means (OAVM)” issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”) i.e. through VC or OAVM, physical attendance of Members has been dispensed with. Accordingly, in terms of the above-mentioned MCA circular, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
2. Members attending the meeting through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.
3. The meeting shall be conducted through Microsoft Teams
4. A copy of the notice is also available on the Company’s website at <https://www.cvlindia.com/>
5. Unless the demand for poll is made by any Member, the Chairman shall conduct the vote by show of hands. In case of demand of poll, Members are requested to note the email id [mohinik@cdslindia.com](mailto:mohinik@cdslindia.com) for sending their votes.
6. Corporate members intending to send their authorised representatives to attend the Annual General Meeting as per Section 113 of the Companies Act, 2013 are requested to send a certified copy of their Board resolution to the



## **CDSL VENTURES LIMITED**

**Regd. Office : A-Wing, Marathon Futurex, 25th Floor, Mafatlal Mills**

**Compound, N. M. Joshi Marg, Lower Parel (E), Mumbai - 400 013.**

**CIN : U93090MH2006PLC164885 Website : <https://www.cvlindia.com/>**

Company authorizing their representative to attend and vote on their behalf at the meeting.

7. The facility to join the Meeting will be kept open for a tenure of 15 minutes prior to commencement of the Meeting and shall not be closed till expiry of 15 minutes after such scheduled time.
8. The extract of register of directors, key managerial personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the register of contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be provided for inspection to any person who are attending the meeting via electronic mode, if requested.
9. Further, pursuant to the MCA Circulars, the Notice of the AGM along with the Annual Report for FY 2023-24 is sent in electronic form only to those Members whose email addresses are registered with the Company/ Depositories.
10. Subject to the provisions of the Act, final dividend of ₹95, per share as recommended by the Board, at its Meeting held on April 24, 2024, will be paid within a period of 30 days from the date of declaration to those Members or their mandates whose names appear as beneficial owners with depositories or in the Register of Members as on July 19, 2024, subject to deduction of income-tax at source wherever applicable as under:  
  
To all the beneficial owners in respect of shares held in dematerialised form as per the data as may be made available by CDSL and NSDL as of the beginning of the business hours on July 19, 2024.
11. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020 and the Company is required to deduct Tax At Source("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants.
12. The rate of TDS as per the Income Tax Act, 1961 (I-T Act), would depend upon the status of the recipient and is explained herein below:



**CDSL VENTURES LIMITED**

**Regd. Office : A-Wing, Marathon Futurex, 25th Floor, Mafatlal Mills  
Compound, N. M. Joshi Marg, Lower Parel (E), Mumbai - 400 013.**

**CIN : U93090MH2006PLC164885 Website : <https://www.cvlindia.com/>**

---

**Resident shareholders:**

In case of resident shareholders, section 194 of the I-T Act provides mandate for withholding tax @ 10% on dividend income. In the absence of Permanent Account Number (PAN), TDS rate of 20% will apply.

13. In case of Members holding shares in electronic form, Bank account details provided by the Depository Participants (DPs) will be used by the Company for payment of dividend and printing dividend warrants.

By order of the Board of Directors  
For **CDSL Ventures Limited**

**Sd/-**  
Mohini Kharpude  
**Company Secretary**

Place: Mumbai

Date: June 27, 2024

**REGISTERED OFFICE**

A-Wing, Marathon Futurex, 25<sup>th</sup> Floor,  
Mafatlal Mills Compound, N.M. Joshi Marg,  
Lower Parel (E), Mumbai - 400 013



**CDSL VENTURES LIMITED**

**Regd. Office : A-Wing, Marathon Futurex, 25th Floor, Mafatlal Mills**

**Compound, N. M. Joshi Marg, Lower Parel (E), Mumbai - 400 013.**

**CIN : U93090MH2006PLC164885 Website : <https://www.cvlindia.com/>**

**Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, annexed to the Notice dated 27<sup>th</sup> June, 2024**

**ITEM NO. 5:**

The Board of Directors appointed Dr. Bandu Meshram on July 2, 2024 under Section 152(6) of the Companies Act, 2013.

None of the Directors/Key Managerial Personnel or their relatives, except Dr. Bandu Meshram, is concerned or interested financially or otherwise in the said Resolution.

Disclosure as required under Secretarial Standard on General Meetings (SS - 2):

<b>Sr. No.</b>	<b>Particulars</b>	<b>Dr. Bandu Meshram</b>
1.	Designation	Non- Executive Director
2.	Age	61
3.	Qualification	PhD (Computer Engineering), B.E. (Computer Engineering), ME (Electronics), LLM
4.	Experience	Dr. Meshram is former professor and Head of the Department of the Computer Technology, VJTI.  Dr. Meshram has published 475 Research papers, produced 10 PhDs, Guided more than 100 Mtech (Computer Engineering Projects). He has published 7 Books, filed 11 Patents, delivered many lectures- technical and social.  Teaching subjects of Dr. Meshram are Information Security, Object Oriented Software Engineering, Research Methodology, Digital Forensic, Cloud Forensic , Data bases, C++ Programming and the like other 30 subjects.
5.	Date of first appointment on the Board	July 2, 2024
6.	Date of reappointment on the Board	NA



**CDSL VENTURES LIMITED**

**Regd. Office : A-Wing, Marathon Futurex, 25th Floor, Mafatlal Mills**

**Compound, N. M. Joshi Marg, Lower Parel (E), Mumbai - 400 013.**

**CIN : U93090MH2006PLC164885 Website : <https://www.cvlindia.com/>**

7.	Details of shareholding in the Company	NIL
8.	Details of relationship with other Directors, manager and Key Managerial Personnel	None
9.	Number of Board meetings attended during the year	NA
10.	Details of Directorship in other Companies	NIL
11.	Membership/ Chairmanship of committee of other Boards	NIL