



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 Nineteenth Annual General Meeting of the Members of the **CDSL Ventures Limited** ("the Company") will be held on **27th day of June, 2025**, Friday, **at 4.00 p.m.** at I-202, 2nd Floor (Deck Level) Tower No.4, Above Belapur Railway Station, Belapur, Navi Mumbai – 400614 through **Video Conferencing ("VC")** 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 March 31, 2025 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 March 31, 2025 including the Audited Balance Sheet as at March 31, 2025 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, 2025.**

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

"RESOLVED THAT a dividend at the rate of Rs. 124/- (Rupees One Hundred and Twenty Four 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, 2025 and the same be paid out of the profits of the Company for the financial year ended March 31, 2025.



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- 3. To appoint a director in place of Dr. R. K. Kakkar (DIN: 08433764) 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 Dr. R. K. Kakkar (DIN:08433764) as a director of the Company whose office shall be liable to retire by rotation.”

B. SPECIAL BUSINESS

- 4. Appointment of Shri Nilesh Lodaya (DIN:10963766) 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 and rules made thereunder (including any statutory modifications or reenactment thereof for the time being in force), Shri Nilesh Lodaya (DIN: 10963766) who was appointed as an Additional Director of the Company with effect from February 21, 2025 and who ceases to hold office at the ensuing Annual General Meeting and in respect of whom the Company has received a Notice in writing proposing his candidature for the office of Director as per the provisions of Section 160(1) of the Companies Act, 2013, be and is hereby appointed a Director of the Company, liable to retire by rotation.

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



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5. Appointment of Shri Swaroopkumar Gothi (DIN:10969020) 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 and rules made thereunder (including any statutory modifications or reenactment thereof for the time being in force), Shri Swaroopkumar Gothi (DIN:10969020) who was appointed as an Additional Director of the Company with effect from February 25, 2025 and who ceases to hold office at the ensuing Annual General Meeting and in respect of whom the Company has received a Notice in writing proposing his candidature for the office of Director as per the provisions of section 160(1) of the Companies Act, 2013, be and is hereby appointed a Director of the Company, liable to retire by rotation.

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

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

**Sd/-
Mohini Kharpude
Company Secretary**

Place: Mumbai

Date: April 23, 2025

REGISTERED OFFICE

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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. 09/2024 dated September 19, 2024, General Circular No.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. Explanatory Statement pursuant section 102(1) of the Companies Act, 2013 in respect of Item No. 4 and Item No. 5 is annexed hereto.
3. 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.
4. The meeting shall be conducted through Microsoft Teams
5. A copy of the notice is also available on the Company's website at <https://www.cvlindia.com/>
6. 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 for sending their votes.



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7. 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 Company authorizing their representative to attend and vote on their behalf at the meeting.
8. 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.
9. 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.
10. Further, pursuant to the MCA Circulars, the Notice of the AGM along with the Annual Report for FY 2024-25 is sent in electronic form only to those Members whose email addresses are registered with the Company/ Depositories.
11. The Members are requested to note that the Company is pleased to provide a two-way Video Conferencing Facility (VC) to view the live streaming of the proceedings of the AGM and facilitate participation of Members at the AGM through VC or asking their questions through a Chatbox facility.
12. Subject to the provisions of the Act, final dividend of ₹124 per share as recommended by the Board, at its Meeting held on April 23, 2025, 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 June 20, 2025, 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 April 16, 2025.



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13. 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.

14. The rate of TDS as per the Income Tax Act, 1961 (IT Act), would depend upon the status of the recipient and is explained below:

Resident shareholders:

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

15. 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: April 23, 2025

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Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, annexed to the Notice dated 23rd April, 2025

Item No. 3, 4 & 5

The Board of Directors appointed Shri Nilesh Lodaya and Shri Swaroopkumar Gothi as an Additional Director of the Company w.e.f. February 21, 2025, and February 25, 2025 respectively under Section 161(1) of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or reenactment thereof for the time being in force. Their term of office as Additional Director expires at the 19th Annual General Meeting of the Company

The company has received the nomination from the CDSL limited (Holding company) for proposing the candidature of Shri Nilesh Lodaya and Shri Swaroopkumar Gothi for the office of Director & pursuant to the recommendation made by the board of Directors of the company in circular resolution appointing them, it is proposed to appoint Shri Nilesh Lodaya and Shri Swaroopkumar Gothi as the director of the company.

Your directors recommend passing of the said resolution as set out in Item No. 4 and 5 of the accompanying Notice by way of an Ordinary Resolution.

None of the Directors of the Company or their respective relatives are in anyway, concerned or interested financially or otherwise, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as Shareholders of the Company, as applicable except Shri Nilesh Lodaya and Shri Swaroopkumar Gothi.



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

Sr. No.	Particulars	Dr. R. K. Kakkar	Shri Nilesh Lodaya	Shri Swaroopkumar Gothi
1.	Designation	Chairman, Non- Executive Director	Non-Executive Director	Non-Executive Director
2.	Age	70	53	38
3.	Qualification	Ph.D in Law.	Bachelor's degree in science and master's degree in management with specialization in Finance	Bachelor's of commerce and Chartered Accountant
4.	Experience	39 years of experience in detecting Financial Frauds / Tax Evasions / Securities and Capital Market Violations etc. He retired from the Income- tax Department as Principal Commissioner of Income Tax in 2015. After retirement till recently (September 2022), he was working as Sr. Standing Counsel to the Income-tax Department for Bombay High Court.	He holds a bachelor's degree in science and master's degree in management with specialization in Finance. Prior to joining CDSL, Mr. Lodaya was employed with J.P. Morgan Chase Bank N.A. India for 17 years and his last role at JP Morgan was Head of Direct Custody & Clearing, India. Mr. Lodaya has also worked with Citigroup, Kotak Mahindra Bank and Tata Share Registry.	He holds a bachelor's degree in commerce and is a qualified Chartered Accountant with over thirteen years of experience. He is member of Institute of Chartered Accountants of India. Currently, he works as Senior Vice President at Central Depository Services India Limited (CDSL), where he serves as Financial Controller, member of the Arbitration Committee, and Committee of HOD. He has worked with various esteemed organisations like City and Industrial Development Corporation of India Limited, National Commodity and Derivatives Exchange Limited and Kotak Mahindra Investments Limited.



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5.	Terms and Conditions of appointment - reappointment	As per the appointment letter issued at the time of first appointment	As per the appointment letter dated February 25, 2025.	As per the appointment letter dated February 25, 2025.
6.	Remuneration sought to be paid	NIL	NIL	NIL
7.	Remuneration last drawn	NIL	NIL	NIL
8.	Date of first appointment on the Board	April 26, 2019	February 21, 2025	February 25, 2025
9.	Date of reappointment on the Board	June 30, 2023	NA	NA
10.	Details of shareholding in the Company	Nil	Nil	Nil
11.	Details of relationship with other Directors, manager and Key Managerial Personnel	None	None	None
12.	Number of Board meetings attended during the year F.Y. 2024-25	7	NA	NA
13.	Details of Directorship in other Companies	None	None	None
14.	Membership/ Chairmanship of committee of other Boards	NA	NA	NA