



## **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/>**

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### **NOTICE**

**NOTICE** is hereby given that the Fourteenth Annual General Meeting of the Members of the **CDSL Ventures Limited** ("the Company") will be held on Tuesday, the 25<sup>th</sup> day of August, 2020, **at 4.30 p.m.** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), facility available via lifesize application to transact the following business:

#### **A. ORDINARY BUSINESS:**

##### **1. Adoption of Financial Statement**

To receive, consider and adopt the audited financial statements of the company for the financial year ended 31<sup>st</sup> March, 2020 together with the reports of the Board of Directors and the Auditors thereon.

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2020 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. Reappointment of Dr. R. K. Kakkar (DIN 08433764), as a Director liable to retire by rotation**

To appoint a Director in place of Dr. R. K. Kakkar (DIN 08433764), who retires by rotation and being eligible, offers himself for re-appointment as a Director liable to retire by rotation.

**"RESOLVED THAT** pursuant to provisions of section 152 and other applicable provisions of the Companies Act, 2013, 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."



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### B. SPECIAL BUSINESS:

#### 3. Appointment of Shri Amit Mahajan (DIN: 06984769) 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, Shri Amit Mahajan (DIN: 06984769) who was appointed as Additional Director on 21<sup>st</sup> January, 2020 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** 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.”

#### 4. Appointment of Shri Girish Amesara (DIN: 08683963) 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, Shri Girish Amesara (DIN: 08683963) who was appointed as Additional Director on 29<sup>th</sup> January, 2020 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,



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2013, 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/-**  
Shri Sunil Alvares  
**Chief Operating Officer**

Place: Mumbai  
Date : May 13, 2020

**REGISTERED OFFICE**

A-Wing, Marathon Futurex, 25<sup>th</sup> Floor,  
Mafatlal Mills Compound, N.M. Joshi Marg,  
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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 MCA Circular no 14/2020 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. 3 and 4 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 Video Conference facility available in e-meeting application software that is Lifesize application. Necessary Link to join the meeting and procedure to operate that e meeting platform will be send to the members to their registered email ids. Members are requested to click on the link to access the meeting.
5. As per the provisions of Clause 3.A. III. of the General Circular No. 20/ 2020 issued by MCA dated May 5, 2020, the matters of Special Business as appearing at Item No. 3 & 4 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
6. A copy of the notice is also available on the Company's website at <https://www.cvlindia.com/>
7. 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 [sunila@cdslindia.com](mailto:sunila@cdslindia.com) for sending their votes
8. Corporate members intending to send their authorised representatives to attend the Annual General Meeting as per Section 113 of the Companies Act,



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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.

9. 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.
10. 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.
11. The Members may contact at or email to [nishat@cdslindia.com](mailto:nishat@cdslindia.com) for any assistance to attend the meeting through e-meeting application that is lifesize application.



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### **Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, annexed to the Notice dated 13<sup>th</sup> May, 2020**

#### **ITEM NO. 3:**

The Board of Directors appointed Shri Amit Mahajan as an Additional Director of the Company on 21<sup>st</sup> January, 2020 under Section 161(1) of the Companies Act, 2013. His term of office as Additional Director expires at the fourteenth Annual General Meeting of the Company. In the meantime, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member of the Company proposing the candidature of Shri Amit Mahajan for the office of Director. Profile of Shri Amit Mahajan is given in the Directors' Report attached.

The details of Shri Amit Mahajan in accordance with para 1.2.5 of the Secretarial Standard on General Meetings (SS 2) is mentioned herein below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Age	48 years
2.	Qualification	Bachelor of Engineering from BITS Pilani, India and an MBA from Mumbai University.
3.	Experience	Amit Mahajan is a technocrat with sound business acumen, his areas of interest includes web technologies, IT Security, Deep learning, e- Commerce and mobile applications. Amit has over 2 decades of experience in management of IT application project portfolios across stock exchanges, depositories, eCommerce, telecom and retail sectors.
4.	Remuneration sought to be paid	No remuneration except for sitting fees
5.	Remuneration last drawn	NIL
6.	Date of first appointment on the Board	21/01/2020
7.	Details of Qualification	Bachelor of Engineering from BITS Pilani, India and an MBA from Mumbai University.



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Sr. No.	Particulars	Details
8.	Details of shareholding in the Company	He holds 1 share of CVL as Nominee shareholder of CDSL
9.	Details of relationship with other Directors, manager and Key Managerial Personnel	None
10.	Number of Board meetings attended during the year 2019-20	None
11.	Details of Directorship in other Companies (Past)	i. Marketplace Technologies Pvt Ltd resigned w.e.f 17.10.19 ii. Markplace Tech Infra Services Pvt Ltd resigned w.e.f 17.10.19 iii. BSE Samaan CSR Limited resigned w.e.f 17.10.19 iv. BSE Institute Limited resigned w.e.f 17.10.19 v. Afrinex Limited resigned w.e.f. 07.05.2020
12.	Membership / Chairmanship of committee of other Boards	None

The Board recommends appointment of Shri Amit Mahajan as a Director.

None of the Directors/Key Managerial Personnel or their relatives, except Shri Amit Mahajan, is concerned or interested financially or otherwise in the said Resolution.

### ITEM NO. 4:

The Board of Directors appointed Shri Girish Amesara as an Additional Director of the Company on 29<sup>th</sup> January, 2020 under Section 161(1) of the Companies Act, 2013. His term of office as Additional Director expires at the fourteenth Annual General Meeting of the Company. In the meantime, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member of the Company proposing the candidature of Shri Girish Amesara for the office of Director. Profile of Shri Girish Amesara is given in the Directors' Report attached.



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The details of Shri Girish Amesara in accordance with para 1.2.5 of the Secretarial Standard on General Meetings (SS 2) is mentioned herein below

Sr. No.	Particulars	Details
1.	Age	51 years
2.	Qualification	B.com, ACA from Institute of Chartered Accountants of India
3.	Experience	Having more than 25 years of experience in handling Finance functions, Financials statements & Results, taxation, IPO, Budgeting, Internal System & Internal Controls, Enterprise Risk Management, Accounting Software, Internal audit, special audit, compliance audit, SEBI inspections, SEBI reports, and Ethics compliance. Past Experience: i) BSE Limited ii) Bombay Swadeshi Stores Limited
4.	Remuneration sought to be paid	No remuneration except for sitting fees
5.	Remuneration last drawn	NIL
6.	Date of first appointment on the Board	29/01/2020
7.	Details of Qualification	Member of Institute of Chartered Accountants of India bearing Membership No.100049
8.	Details of shareholding in the Company	He holds 1 share of CVL as Nominee shareholder of CDSL
9.	Details of relationship with other Directors, manager and Key Managerial Personnel	None
10	Number of Board meetings attended during the year 2019-20	None
11	Details of Directorship in other Companies (Past)	None
12	Membership / Chairmanship of committee of other Boards	None

The Board recommends appointment of Shri Girish Amesara as a Director.





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None of the Directors/Key Managerial Personnel or their relatives, except Shri Girish Amesara, is concerned or interested financially or otherwise in the said Resolution.

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

**Sd/-**  
**Shri Sunil Alvares**  
**Chief Operating Officer**

Place: Mumbai

Date: May 13, 2020

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