



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 Sixteenth Annual General Meeting of the Members of the **CDSL Ventures Limited** ("the Company") will be held on Friday, the 17th day of June, 2022, 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 31st March, 2022 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 31st March, 2022 including the Audited Balance Sheet as at 31st March, 2022 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, 2022.**

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

"RESOLVED THAT a dividend at the rate of Rs. 83 (Rupees Eighty Three 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, 2022 and the same be paid out of the profits of the Company for the financial year ended March 31, 2022.



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3. **To appoint a Director in place of Shri Nayan Mehta (DIN 03320139) 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, Shri Nayan Mehta (**DIN 03320139**) retires by rotation and being eligible for reappointment, offers himself for re-appointment, be and is hereby re-appointed as director of the Company liable to retire by Rotation.”

B. SPECIAL BUSINESS:

4. **To approve increase in the remuneration of Shri Sunil Alvares, Managing Director and Chief Executive Officer 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 pursuant to the recommendation Remuneration Committee and the Board of Directors and pursuant to provisions of Section 196 , 197, 198, 203, Schedule V & other applicable provisions, if any of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (“the Rules”) (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) of the said act and such other approvals, permission and sanctions of such other authorities and /or agencies as may be required in this regard and subject to provisions of Articles of Association, consent of the Members of the Company be and is hereby accorded for payment of an additional Performance Linked Bonus (PLB) to Shri Sunil Alvares, Managing Director & CEO which, will be upto 40% of annual fixed pay by whatever name called that may vary based on his performance during the currency of his tenure at the discretion of the Board.



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RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded for payment of Rs 51,13,428 as an additional Performance Linked Bonus @ 40% of annual Fixed Pay for FY 2021-22.

RESOLVED FURTHER THAT any Director of the Company or Smt. Mohini Kharpude, Company Secretary be and are hereby severally authorized to file necessary e-forms with the Registrar of Companies, Mumbai, Ministry of Corporate Affairs and to do all such acts, deeds, matters and things as they may consider necessary, expedient or desirable in order 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 : 12th May, 2022

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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. 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, General Circular No. 21/2021 dated December 14, 2021 and General circular No. 2/2022 and 3/2022 dated May 5, 2022 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 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 Microsoft Teams meeting
5. 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.
6. A copy of the notice is also available on the Company's website at <https://www.cvlindia.com/>



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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 mohinik@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, 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. Further, pursuant to the MCA Circulars, the Notice of the AGM along with the Annual Report for FY 2020-21 is sent in electronic form only to those Members whose email addresses are registered with the Company/ Depositories.
12. 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.
13. Subject to the provisions of the Act, final dividend of 83, per share as recommended by the Board, at its Meeting held on April 25, 2022, 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 10, 2022, subject to deduction of income-tax at source wherever applicable as under:



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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 June 10, 2022.

14. 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.

15. 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:

Resident shareholders:

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

16. 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.



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Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts concerning each item of special business

ITEM NO. 4:

Upon recommendation of the Remuneration Committee the Board at its Meeting held on 12th May, 2022 approved an additional Performance Linked Bonus (PLB) of 40% of annual fixed pay amounting to Rs. 51,13,428 to Shri Sunil Alvares, Managing Director & CEO.

The Directors recommend the Resolution at Item No. 4 of the accompanying Notice as an Ordinary Resolution for approval of the Members of the Company.

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

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

Sd/-
Mohini Kharpude
Company Secretary

Place: Mumbai

Date: 12th May, 2022

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