



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 Seventeenth Annual General Meeting of the Members of the **CDSL Ventures Limited** ("the Company") will be held on Friday, the 30th day of June, 2023, 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, 2023 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, 2023 including the Audited Balance Sheet as at 31st March, 2023 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, 2023.**

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

"RESOLVED THAT a dividend at the rate of Rs. 59 (Rupees Fifty Nine Only) per equity share of Rs.10/- (Rupees Ten Only) each fully paid up of the Company, be and is hereby declared for the financial year ended March 31, 2023 as recommended by the Board of Directors of the Company and the same be paid out of the profits of the Company for the financial year ended March 31, 2023.



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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 for 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 Dr. Ramabhadran Thirumalai (DIN: 07059883) 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), 152 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), **Dr. Ramabhadran Thirumalai (DIN: 07059883)** who was appointed as an Additional Director of the Company with effect from 26th August, 2022 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.”



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

Sd/-
Smt. Mohini Kharpude
Company Secretary

Place: Mumbai
Date : 24th April, 2023

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.2/2022 dated May 5, 2022 in relation to clarification of holding AGM through VC General Circular No. 10/2022 dated December 28, 2022 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 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 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 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 2022-23 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 ₹59, per share as recommended by the Board, at its Meeting held on April 24, 2023, 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 23, 2023, 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 June 23, 2023.

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



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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 (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 IT Act provides mandate for withholding tax @ 10% on dividend income. In 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.

16. The Members may contact at or email to mohinik@cdslindia.com for any assistance to attend the meeting through Video Conferencing.

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

Sd/-
Mohini Kharpude
Company Secretary

Place: Mumbai

Date: 24th April, 2023

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**Explanatory Statement pursuant to section 102(1) of the Companies Act,
2013, annexed to the Notice dated 24th April, 2023**

ITEM NO. 4:

The Board of Directors appointed Dr. Ramabhadran Thirumalai as an Additional Director of the Company on 26th August, 2022 under Section 161(1) of the Companies Act, 2013. His term of office as Additional Director expires at the Seventeenth 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 Dr. Ramabhadran Thirumalai for the office of Director. Profile of Dr. Ramabhadran Thirumalai is given in the Directors' Report attached.

The Board recommends appointment of Dr. Ramabhadran Thirumalai as a Director.

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

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

Sr. No.	Particulars	Dr. R. K. Kakkar	Dr. Ramabhadran S. Thirumalai
1.	Designation	Chairman, Non- Executive Director	Non- Executive Director
2.	Age	68	52
3.	Qualification	Ph.D in Law.	Ph.D in Finance from Indiana University, Bloomington, MS in Statistics from the University of South Carolina, Columbia and a BE (Honours) in Chemical Engineering from the Birla Institute of Technology and Science, Pilani.
4.	Experience	39 years of experience in detecting Financial	Ramabhadran S. Thirumalai is an associate



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		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.	professor (practice) in the Finance area at the Indian School of Business (ISB). He is also the Deputy Dean of Academic Programmes and of the Mohali campus. He has been with the ISB since August 2006.
5.	Date of first appointment on the Board	26 th April, 2019	26 th August, 2022
6.	Date of reappointment on the Board	13 th May, 2020	NA
7.	Details of shareholding in the Company	NIL	NIL
8.	Details of relationship with other Directors, manager and Key Managerial Personnel	None	None
9.	Number of Board meetings attended during the year	7	3
10.	Details of Directorship in other Companies	None	1
11.	Membership/ Chairmanship of committee of other Boards	NA	NIL