



Countrywide Commodity Repository Limited

(Formerly known as CDSL Commodity Repository Limited)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Second Extra-Ordinary General Meeting of F.Y. 2024-25 of the Members of Countrywide Commodity Repository Limited will be held at a shorter notice on Friday, 21st March 2025, at 11 A.M. vide Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) to transact the following business:

SPECIAL BUSINESS:

Item No 1: Appointment of Mr. Girish Amesara (DIN: 08683963) as a Shareholder Director of the Company

To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions if any of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, (including any statutory modifications or re-enactment thereof for the time being in force) and sub clause (2) of Clause 5 of the Guidelines on Corporate Governance for the Repositories registered for Creation and Management of Electronic Negotiable Warehouse Receipts issued by the Warehousing Development and Regulatory Authority (WDRA) dated 23rd April, 2019, Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of Company, Mr. Girish Amesara (**DIN: 08683963**) who was appointed as a Shareholder Director through Circular Resolution passed on 19th March 2025 and in respect of whom Company has received a notice in writing from a member, proposing his candidature for the office of Director of the Company pursuant to the provisions of section 160 of the Act and who is not disqualified to become a director under the Act, be and is hereby appointed as a Director (Non-Executive) of the Company liable to retire by rotation, effective from the date WDRA approves his appointment as a Director under the ‘Shareholder Directors’ category.”

“RESOLVED FURTHER THAT the Company Secretary and the Board of Directors be and are hereby severally authorized to do all such acts, deeds and things and take such actions as may be required to give effect to this resolution.”

Item No 2: Appointment of Mr. Sachin Nayak as a Shareholder Director of the Company

To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions if any of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions (including any statutory modifications or re-enactment thereof for the time being in force) and sub clause (2) of Clause 5 of the Guidelines on Corporate Governance for the Repositories registered for Creation and Management of Electronic Negotiable Warehouse Receipts issued by the Warehousing Development and Regulatory Authority (WDRA) dated 23rd April, 2019, Articles of Association of the Company and

Regd. Office: A Wing, Marathon Futurex, 25th Floor, Mafatlal Mills Compound, N. M. Joshi Marg, Lower Parel (E) Mumbai-400013

• Phone: 91-22-2302 3333 • CIN: U74999MH2017PLC292113 • Website: www.ccril.co.in

Head Office: Unit No. 4B- 16 & 17, Phoenix Paragon Plaza, Phoenix Market City, LBS Marg, Kurla (W) Mumbai- 400070

• Phone: 91-22-6930 4000 • Email ID: ccrhelpdesk@ccril.co.in



Countrywide Commodity Repository Limited

(Formerly known as CDSL Commodity Repository Limited)

based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of Company, Mr. Sachin Nayak who was appointed a Shareholder Director subject to his obtaining DIN through Circular Resolution passed on 19th March 2025 and in respect of whom Company has received a notice in writing from a member, proposing his candidature for the office of Director of the Company pursuant to the provisions of section 160 of the Act and who is not disqualified to become a director under the Act, be and is hereby appointed as a Director of the Company liable to retire by rotation, effective from the date WDRA approves his appointment as Director under the 'Shareholder Directors' category, subject to obtaining DIN."

"RESOLVED FURHTER THAT the Company Secretary and the Board of Directors be and are hereby severally authorized to do all such acts, deeds and things and take such actions as may be required to give effect to this resolution."

Item No 3: Appointment of Mr. Kamlesh Jagetiya (DIN: 00013585) as a Shareholder Director of the Company

To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions if any of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions (including any statutory modifications or re-enactment thereof for the time being in force) and sub clause (2) of Clause 5 of the Guidelines on Corporate Governance for the Repositories registered for Creation and Management of Electronic Negotiable Warehouse Receipts issued by the Warehousing Development and Regulatory Authority (WDRA) dated 23rd April, 2019 and other applicable provisions, Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of Company, Mr. Kamlesh Jagetiya (**DIN: 00013585**) who was appointed as an Additional Director through Circular Resolution passed on 19th March 2025 and in respect of whom Company has received a notice in writing from a member, proposing his candidature for the office of Director of the Company pursuant to the provisions of section 160 of the Act and who is not disqualified to become a Director under the Act, be and is hereby appointed as a Director (Non-Executive) of the Company liable to retire by rotation, effective from the date WDRA approves his appointment as Director under the 'Shareholder Directors' category."

"RESOLVED FURHTER THAT the Company Secretary and the Board of Directors be and are hereby severally authorized to do all such acts, deeds and things and take such actions as may be required to give effect to this resolution."



Countrywide Commodity Repository Limited

(Formerly known as CDSL Commodity Repository Limited)

By order of the Board of Directors

For **Countrywide Commodity Repository Limited**

Aditi Shah

Company Secretary & Compliance Officer

Place: Mumbai

Date: 20th March, 2025

REGISTERED OFFICE

A Wing, Marathon Futurex, 25th Floor,

Mafatlal Mills Compound, N.M. Joshi Marg,

Lower Parel (E), Mumbai – 400 013

Regd. Office: A Wing, Marathon Futurex, 25th Floor, Mafatlal Mills Compound, N. M. Joshi Marg, Lower Parel (E) Mumbai-400013

• Phone: 91-22-2302 3333 • CIN: U74999MH2017PLC292113 • Website: www.ccr1.co.in

Head Office: Unit No. 4B- 16 & 17, Phoenix Paragon Plaza, Phoenix Market City, LBS Marg, Kurla (W) Mumbai- 400070

• Phone: 91-22-6930 4000 • Email ID: ccr1helpdesk@ccr1.co.in



Countrywide Commodity Repository Limited

(Formerly known as CDSL Commodity Repository Limited)

NOTES:

- 1) Pursuant to General Circular Nos. 09/2023, issued by Ministry of Corporate Affairs and all other provisions of the Companies Act, 2013 and Rules made thereunder (collectively referred to as 'MCA Circulars') the 2nd Extra-Ordinary General Meeting ('EOGM') will be held through VC/OAVM facility, without the physical presence of the members at a common venue. The facility for appointment of proxies will not be available for the EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 2) The deemed venue for 2nd EOGM shall be the Registered Office of the Company located at A WING, MARATHON FUTUREX, 25TH FLOOR, MAFATLAL MILLS COMPOUND, N. M. JOSHI MARG, LOWER PAREL (E) MUMBAI - 400013. Since the EOGM will be held through VC / OAVM.
- 3) Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of the Special Businesses to be transacted at the Extra Ordinary General Meeting("EOGM") and other applicable laws are annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to aditis@ccrl.co.in.
- 4) Institutional/Corporate shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its Board or governing body's resolution/authorization, etc., authorizing their representative to attend the EOGM on its behalf. The said resolution/authorization shall be sent to the Company Secretary of the Company aditis@ccrl.co.in from his/her registered email address with the Company. Institutional/Corporate Shareholders are encouraged to attend and vote at the EOGM through VC / OAVM.
- 5) The facility of joining the EOGM through VC/OAVM will be opened 15 minutes before and will be open up to 15 minutes after the scheduled time of the EOGM.
- 6) Members attending the EOGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Unless demand for poll is made by any member, the Chairman shall conduct the vote by show of hands.
- 7) Pursuant to the said provisions of the Act read with MCA Circulars the Notice of 2nd EOGM is being sent only through electronic mode to those members whose email addresses are registered with the Company. Members may note that the Notice is available on the website of the Company <https://www.ccrl.co.in>
- 8) The Company has been maintaining, inter alia, the following statutory registers at its registered office at Mumbai
i) Register of contracts or arrangements in which directors are interested under section 189 of the Act. ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode by sending a request mail to the Company Secretary of the Company on aditis@ccrl.co.in.
- 9) Instructions for remote voting and joining the e-EOGM are as follows:
 - i) The EOGM shall be conducted through video conference facility available in Microsoft teams application. Necessary link to join the meeting and procedure to operate the platform will be sent to the members to their registered email IDs.
 - ii) Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
 - iii) Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
 - iv) While all efforts will be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective

Regd. Office: A Wing, Marathon Futurex, 25th Floor, Mafatlal Mills Compound, N. M. Joshi Marg, Lower Parel (E) Mumbai-400013

• Phone: 91-22-2302 3333 • CIN: U74999MH2017PLC292113 • Website: www.ccrl.co.in

Head Office: Unit No. 4B- 16 & 17, Phoenix Paragon Plaza, Phoenix Market City, LBS Marg, Kurla (W) Mumbai- 400070

• Phone: 91-22-6930 4000 • Email ID: ccrlhelpdesk@ccrl.co.in



Countrywide Commodity Repository Limited

(Formerly known as CDSL Commodity Repository Limited)

networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches. Members who need technical assistance before or during the 2nd EOGM can contact Mr. Ashutosh Mandavkar on 9653187376/ccrlithelpdesk@cdslindia.com

v) The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the EOGM.

vi) In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EOGM.

vii) Corporate members intending to send their authorized representatives to attend the Extra Ordinary General Meeting as per section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf to Ms. Aditi Shah, Company Secretary on email id - aditis@ccrl.co.in

viii) Queries: Members who may wish to express their views or ask questions at the EOGM, shall write to the Company Secretary at aditis@ccrl.co.in in advance.

ix) Since the EOGM will be held through VC or OAVM, the Route Map is not annexed in this Notice.

Regd. Office: A Wing, Marathon Futurex, 25th Floor, Mafatlal Mills Compound, N. M. Joshi Marg, Lower Parel (E) Mumbai-400013

• Phone: 91-22-2302 3333 • CIN: U74999MH2017PLC292113 • Website: www.ccrl.co.in

Head Office: Unit No. 4B- 16 & 17, Phoenix Paragon Plaza, Phoenix Market City, LBS Marg, Kurla (W) Mumbai- 400070

• Phone: 91-22-6930 4000 • Email ID: ccrlhelpdesk@ccrl.co.in



Countrywide Commodity Repository Limited

(Formerly known as CDSL Commodity Repository Limited)

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 1

The Board of Directors had appointed Mr. Girish Amesara as a Shareholder Director of the Company w.e.f. 19th March 2025 through circular resolution. 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 Mr. Girish Amesara for the office of Director (non-Executive).

Further, Mr. Girish Amesara is nominated by Central Depository (India) Limited pursuant to the Share Purchase Agreement.

("the Agreement"). Clause 11.1 of the Agreement empowers Central Depository (India) Limited to appoint a Director in the Company as long as their holding is above 10% in the Company. If appointed on the governing Board he will be liable to retire by rotation as stipulated under the Act. In the opinion of the Board, Mr. Girish Amesara fulfills the conditions specified under the Act and rules made thereunder for his appointment as Director of the Company.

The details of Mr. 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	55 years
2	Qualification	Member of the ICAI
3	Experience	He possesses over 31 years of comprehensive experience in Finance, Treasury, Taxation, Statutory and Internal Audits, as well as ISO audits. He facilitates the operations of the Audit Committee, (CDSL) collaborating closely with the Chairman and other committee members. In addition, he is part of the executive management team at CDSL, regularly attending Governing Board meetings. He has extensive work experience primarily in the capital markets and retail sector. His experience in the capital markets includes roles at CDSL and BSE Limited, while his retail sector experience is with

Regd. Office: A Wing, Marathon Futurex, 25th Floor, Mafatlal Mills Compound, N. M. Joshi Marg, Lower Parel (E) Mumbai-400013

• Phone: 91-22-2302 3333 • CIN: U74999MH2017PLC292113 • Website: www.ccril.co.in

Head Office: Unit No. 4B- 16 & 17, Phoenix Paragon Plaza, Phoenix Market City, LBS Marg, Kurla (W) Mumbai- 400070

• Phone: 91-22-6930 4000 • Email ID: ccrhelpdesk@ccr1.co.in



Countrywide Commodity Repository Limited

(Formerly known as CDSL Commodity Repository Limited)

		Bombay Swadeshi Stores Limited. Throughout his career, he has worked with listed entities.
4	Terms and Conditions of appointment	Nominated by CDSL to represent CDSL on the Board of CCRL
5	Remuneration sought to be paid	Nil
6	Remuneration last drawn	NA
7	Date of first appointment on the Board	Mr. Amesara served on the CCRL Board w.e.f 29 th January 2020 then resigned on 28 th February 2021.
9	Details of shareholding in the Company	Nil
10	Details of relationship with other Directors, manager and Key Managerial Personnel	None
11	Number of Board meetings attended during the year 2024-25	None since he has been appointed on 19 th March 2025
12	Details of Directorship in other Companies (Past)	Nil
13	Membership/ Chairmanship of committee of other Boards	Nil

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

The Board of Directors recommends the resolutions set forth above, at Item no. 1, for the approval of the Members as a Ordinary Resolution.

Item No. 2:

The Board of Directors had appointed Mr. Sachin Nayak as a Director of the Company w.e.f. 19th March 2025 through circular resolution, in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 from a member of the Company proposing the candidature of Mr. Sachin Nayak for the office of Director (Non-Executive).

Further, Mr. Sachin Nayak is nominated by Central Depository (India) Limited pursuant to the Share Purchase Agreement. ("the Agreement"). Clause 11.1 of the Agreement empowers Central Depository (India) Limited to appoint a Director in the Company as long as their holding is above 10% in the Company. If appointed on the governing Board he will be liable to retire by rotation as stipulated under the Act. In the opinion of the Board, Mr. Sachin Nayak fulfills the conditions specified under the Act and rules made thereunder for his appointment as Director of the Company.



Countrywide Commodity Repository Limited

(Formerly known as CDSL Commodity Repository Limited)

The details of Mr. Sachin Nayak 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	44 years
2	Qualification	A Chartered Accountant from the Institute of Chartered Accountants of India
3	Experience	With more than 18 years of post-qualification experience in the areas of Trade Operations, Trade Surveillance, Investigation and Regulatory compliance. He was closely involved in the successful and seamless launch of wide range of Stock Exchange segments including Equity, Equity Derivatives, Currency Derivatives and Debt. He has a proven track record of establishing large scale Operations in line with Regulatory requirements and quickly scaling them effectively to create sustainable business. He is presently working as Vice President in the Operations Department of CDSL. Prior to joining CDSL he was Heading Market Operations at Metropolitan Stock Exchange and had also worked with National Stock Exchange, ICICI Bank and Citi Group.
4	Terms and Conditions of appointment	Nominated by CDSL to represent CDSL on the Board of CCRL
5	Remuneration sought to be paid	Nil
6	Remuneration last drawn	NA
7	Date of first appointment on the Board	19 th March 2025 (via Circular Resolution subject to obtaining DIN and approval of shareholders and WDRA)
9	Details of shareholding in the Company	Nil
10	Details of relationship with other Directors, manager and Key Managerial Personnel	None
11	Number of Board meetings attended during the year 2024-25	None since he has been appointed on 19 th March 2025



Countrywide Commodity Repository Limited

(Formerly known as CDSL Commodity Repository Limited)

12	Details of Directorship in other Companies (Past)	Nil
13	Membership/ Chairmanship of committee of other Boards	Nil

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

The Board of Directors recommends the resolutions set forth above, at Item no. 2, for the approval of the Members as a Ordinary Resolution.

Item No. 3:

The Board of Directors had appointed Mr. Kamlesh Jagetiya as a Director of the Company w.e.f. 19th March 2025 through circular resolution. The Company has received a notice proposing the candidature of Mr. Kamlesh Jagetiya for the office of Director.

Further, Mr. Kamlesh Jagetiya is nominated by BSE Investments Limited pursuant to the Share Purchase Agreement. ("the Agreement") Clause 11.1 of the Agreement empowers Central Depository (India) Limited to appoint a Director in the Company as long as their holding is above 10% in the Company. If appointed on the governing Board he will be liable to retire by rotation as stipulated under the Act. In the opinion of the Board, Mr. Kamlesh Jagetiya fulfils the conditions specified under the Act and rules made thereunder for his appointment as Director of the Company.

The details of Mr. Kamlesh Jagetiya 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	50 years
2	Qualification	Member of the ICAI
3	Experience	Kamlesh is finance professional with overall 25 years of experience in Financial Industry, he has worked across Leading Insurance Companies, Wealth Management and Broking Companies handling Finance, Accounts, Corporate Governance, Treasury, Taxation and Planning. He has been associated with Future Generali Life Insurance, Aegon Life Insurance, Citi Group Wealth Management and Birla Sunlife Securities in Finance domain including setting up of Finance Structure in digital scenario. Kamlesh is a

Regd. Office: A Wing, Marathon Futurex, 25th Floor, Mafatlal Mills Compound, N. M. Joshi Marg, Lower Parel (E) Mumbai-400013

• Phone: 91-22-2302 3333 • CIN: U74999MH2017PLC292113 • Website: www.ccril.co.in

Head Office: Unit No. 4B- 16 & 17, Phoenix Paragon Plaza, Phoenix Market City, LBS Marg, Kurla (W) Mumbai- 400070

• Phone: 91-22-6930 4000 • Email ID: ccrllhelpdesk@ccrll.co.in



Countrywide Commodity Repository Limited

(Formerly known as CDSL Commodity Repository Limited)

		commerce graduate and a Chartered Accountant by qualification. His hobbies are reading on Business and Current Affairs, Travelling and Sports.
4	Terms and Conditions of appointment	Nominated by BSEIL to represent BSEIL on the Board of CCRL
5	Remuneration sought to be paid	Nil
6	Remuneration last drawn	NA
7	Date of first appointment on the Board	19 th March 2025 (via Circular Resolution subject to approval of shareholders and WDRA)
9	Details of shareholding in the Company	Nil
10	Details of relationship with other Directors, manager and Key Managerial Personnel	None
11	Number of Board meetings attended during the year 2024-25	None since he has been appointed on 19 th March 2025
12	Details of Directorship in other Companies (Past)	BSE e-Agricultural Markets Limited
13	Membership/ Chairmanship of committee of other Boards	Nil

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

The Board of Directors recommends the resolutions set forth above, at Item no. 3, for the approval of the Members as a Ordinary Resolution.

By order of the Board of Directors

For **Countrywide Commodity Repository Ltd.**

Aditi Shah

Company Secretary & Compliance Officer

Regd. Office:

A Wing, Marathon Futurex,

25th floor, Mafatlal Mills Compound,

NM Joshi Marg, Lower Parel (East),

Mumbai - 400013

Date: 20th March 2025

Regd. Office: A Wing, Marathon Futurex, 25th Floor, Mafatlal Mills Compound, N. M. Joshi Marg, Lower Parel (E) Mumbai-400013

• Phone: 91-22-2302 3333 • CIN: U74999MH2017PLC292113 • Website: www.ccril.co.in

Head Office: Unit No. 4B- 16 & 17, Phoenix Paragon Plaza, Phoenix Market City, LBS Marg, Kurla (W) Mumbai- 400070

• Phone: 91-22-6930 4000 • Email ID: ccrhelpdesk@ccr1.co.in