

CDSL COMMODITY REPOSITORY LIMITED

NOTICE

NOTICE is hereby given that the Fifth Annual General Meeting of the Members of CDSL Commodity Repository Limited will be held on Monday, 29th August, 2022, at 11 A.M. vide Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1) Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the 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 Fifth Annual General Meeting be and are hereby received, considered and adopted.”

2) To appoint a Director in place of Mr. Ramkumar K (DIN - 09129008), Shareholder Director, 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 the 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), Mr. Ramkumar (DIN - 09129008), Shareholder Director who retires by rotation at this meeting be and is hereby appointed as Director of the Company whose office shall be liable to retirement by rotation”

SPECIAL BUSINESS:

3) Extension of term of Dr. Sudhir Kumar Goel as Independent Director

*To consider and, if thought fit, to pass with or without modification, the following as a **Special Resolution:***

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), as per approval received from WDRA dated 7th December, 2021 and based on the recommendation of the Nomination and Remuneration Committee, Dr. Sudhir Kumar Goel, who fulfils the criteria of ‘independence’ as stipulated under section 149(6) of the Companies Act, 2013 and who has submitted a declaration to that effect as required under section 149(7) of the Companies Act, 2013 be and is hereby appointed as an Independent Director (Non-Executive) on the Board of the Company to hold office for another term of three (3) consecutive years from 30th March, 2022 to 29th March, 2025, not liable to retire by rotation.

“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.”

4) Appointment of Mr. Sameer Patil (DIN – 08103042) as Shareholder Director of the Company

*To consider and, if thought fit, to pass with or without modification, the following 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, sections, rules of the Companies Act, 2013 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 (including any statutory modifications or re-enactment thereof for the time being in force), Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of Company, Mr. Sameer Patil (DIN - 08103042) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company w.e.f. 19th January, 2022 and who ceases to hold office up to the date of this fifth Annual General Meeting (AGM) in terms of section 161 of the Act 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 with effect from the date of this fifth AGM of the Company, liable to retire by rotation.”

“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.”

5) Appointment of Mr. Manoj Jain (DIN – 09694205) as Shareholder Director of the Company

*To consider and, if thought fit, to pass with or without modification, the following 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, sections, rules of the Companies Act, 2013 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 (including any statutory modifications or re-enactment thereof for the time being in force), Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of Company, Mr. Manoj Jain (DIN - 09694205) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 22nd July, 2022, subject to allotment of DIN and who ceases to hold office up to the date of this fifth Annual General Meeting (AGM) in terms of section 161 of the Act 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 with effect from the date of this fifth AGM of the Company, liable to retire by rotation.”

“**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.”

6) To consider and approve place other than the registered office where books of accounts, registers, returns etc. of the Company may be kept

*To consider and, if thought fit, to pass with or without modification, the following as **Special Resolution:***

“**RESOLVED THAT** pursuant to the provisions of section 94(1) and any other applicable provisions of the Companies Act, 2013 read with rule 5(2) of the Companies (Management and Administration) Rules, 2014 including any amendments thereto, the Company hereby approves to maintain and keep the statutory register of the Company as required to be maintained u/s 88 of the Act and copies of annual returns filed u/s 92 of the Act or any one or more of them, at the head office of the Company situated at Unit 4B – 16 & 17, Phoenix Paragon Plaza, Phoenix Market City, LBS Marg, Kurla (W)-400070 or at such other place as the Board may from time to time decide.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 128 of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Company approves keeping and maintaining books of accounts of the Company at the head office of the company situated at Unit 4B – 16 & 17, Phoenix Paragon Plaza, Phoenix Market City, LBS Marg, Kurla (W)-400070.”

“**RESOLVED FURTHER THAT** Mr. Pitambar Chowdhury, Managing Director & CEO and Ms. Aditi Shah, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to file the necessary documents/ form(s) with the ROC and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

**By order of the Board of Directors
For CDSL Commodity Repository Limited**

Aditi Shah
Company Secretary & Compliance Officer

Place: Mumbai
Date: 22nd July, 2022

REGISTERED OFFICE

A Wing, Marathon Futurex, 25th Floor,
Mafatlal Mills Compound,
N.M. Joshi Marg, Lower Parel (E),
Mumbai – 400 013

NOTES:

- 1) Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, to 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13 2021 and 5th May, 2022 respectively, 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 5th Annual General Meeting ('AGM') 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 2) The deemed venue for fifth AGM 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 AGM 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 Annual General Meeting ("AGM") 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@cdslindia.com.
- 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/authorisation, etc., authorising their representative to attend the AGM on its behalf. The said resolution/authorisation shall be sent to the Company Secretary of the Company aditis@cdslindia.com from his/her registered email address with the Company. Institutional/Corporate Shareholders are encouraged to attend and vote at the AGM through VC/OAVM.
- 5) The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled time of the AGM.
- 6) Members attending the AGM 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 fifth AGM along with the Annual Report for FY 2021-22 is being sent only through electronic mode to those members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report for FY2022 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@cdslindia.com.

- 9) Instructions for remote voting and joining the e-AGM are as follows:
- i) The AGM shall be conducted through video conference facility available in e-meeting application software that is 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 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 fifth AGM can contact Mr. Ramesh Shetty on [9773988936](tel:9773988936)/rameshs@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 AGM.
 - vi) In 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 AGM.
 - vii) Corporate members intending to send their authorized representatives to attend the Annual 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@cdslindia.com
 - viii) Queries: Members who may wish to express their views or ask questions at the AGM, shall write to the Company Secretary at aditis@cdslindia.com in advance.
 - ix) Since the AGM will be held through VC or OAVM, the Route Map is not annexed in this Notice.

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013,

Explanatory statement to Item Nos. 3, 4, 5 and 6:

Item No. 3: Extension of term of Dr. Sudhir Kumar Goel as Independent Director

Shri Sudhir Kumar Goel was appointed by the Board vide Circular Resolution dated 30th March, 2019 as Additional Director in the category of Independent Director. Thereafter, in the 2nd Annual General Meeting held on 13th September, 2019 the shareholders passed a resolution for appointing Shri Sudhir Kumar Goel as Director in the category of Independent Director for a period of 3 years upto 29th March, 2022, subject to approval of Warehousing Development and Regulatory Authority (WDRA) and not liable to retire by rotation. As such, the tenure of Sudhir Kumar Goel ended on 29th March, 2022. As per Section 149(10) of the Companies Act, 2013 and regulation 5(4) of the Guidelines on Corporate Governance for Repositories registered for creation and management of Electronic Negotiable Warehouse receipts dated 23rd April, 2019, he is eligible to be re-appointed for one more term of three years (maximum two terms) subject to performance review and on passing of a Special Resolution by the shareholders in general meeting. The Board approved the re-appointment of Dr. Sudhir Kumar Goel on 22nd October 2021.

The details of Dr. Sudhir Kumar Goel in accordance with para 1.2.5 of the Secretarial Standard on General Meetings (SS 2) is mentioned herein below:

Sr. No.	Particulars	Details
01	Age	67
02	Qualification	Master's in Development Studies, University of Bath, UK; PhD in Physics
03	Experience	7 years as Agriculture Commissioner; 6 years as Commissioner and Secretary, Cooperatives; Director-General, special project tackling suicide among farmers, Vidarbha; Principal Secretary and then Additional Chief Secretary of Agriculture. Extensive experience working on various projects funded by the World Bank, Asian Development Bank and International Fund for Agriculture Development.
04	Terms and Conditions of appointment	Pursuant to Section 149(6) of the Companies Act, 2013
05	Remuneration sought to be paid	No remuneration except for sitting fees.
06	Remuneration last drawn	NIL
07	Date of first appointment on the Board	March 30, 2019
08	Details of Qualification	Same as Point 02.
09	Details of shareholding in the Company	NIL
10	Details of relationship with other Directors, manager and Key Managerial Personnel	None

Sr. No.	Particulars	Details
11	Number of Board meetings attended during the year 2021 -22	Dr. Sudhir Kumar Goel has attended all (4) Board meetings during the year.
12	Details of Directorship in other Companies (Past)	Holds Directorship in 12 companies.
13	Membership/Chairmanship of committee of other Boards	Member in Audit Committee, NABCONS Chairman in HR Committee, NABCONS

None of the other Directors, Key Managerial Personnel of the Company or their relatives except for Mr. Sudhir Kumar Goel are, are in any way, concerned or interested in the resolution set out at item No. 3 of the Notice.

The Board recommends the Special Resolution as set out at item no. 3 for approval by the Members.

Item No. 4: Appointment of Mr. Sameer Patil as Director

The Board of Directors had appointed Mr. Sameer Patil as an Additional Director of the Company w.e.f. 19th January 2022 under Section 161 of the Companies Act, 2013. His term of office as Additional Director expires at the fifth 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 Mr. Sameer Patil for the office of Director.

Further, Mr. Sameer Patil is nominated by BSE Investments Limited pursuant to the Share Purchase Agreement (“the Agreement”). Clause 11.1 of the Agreement empowers BSE Investments 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. Sameer Patil fulfills the conditions specified under the Act and rules made thereunder for his appointment as Director of the Company.

The details of Mr. Sameer Patil 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	48 years
2	Qualification	Science Graduate from Mumbai University and MBA in finance
3	Experience	He heads the Business Development of the exchange including equity & equity derivatives, currency derivatives, commodity derivatives, fixed income, debt and mutual funds. He is instrumental in setting up and responsible for Business Development of INDIA INX at GIFT CITY IFSC. Currently, INDIA INX has more than 90% market share. He has about 21 years of experience in financial sectors like Commodities, Currency Derivatives, Indices etc. and has experience in Trading, Hedging Strategies, Product Designing and Business Development.

Sr. No.	Particulars	Details
		He was associated with MCX since inception for more than a decade as Senior Vice President – PKMT (Precious Metals) & Business Development and K J Investors Services (I) PVT LTD, an affiliate of Cargill Investors Services, Illinois, Chicago, USA as Senior Financial Analyst.
4	Terms and Conditions of appointment	Nominated by BSEIL to represent BSEIL on the Board of CCRL
5	Remuneration sought to be paid	No remuneration except for sitting fees
6	Remuneration last drawn	NA
7	Date of first appointment on the Board	19.01.2022
8	Details of shareholding in the Company	Nil
8	Details of relationship with other Directors, manager and Key Managerial Personnel	None
10	Number of Board meetings attended during the year 2021-22	None since he has been appointed in the last quarter meeting held in the FY 2021-22
11	Details of Directorship in other Companies (Past)	Holds Directorship in 7 companies
12	Membership/Chairmanship of committee of other Boards	Nil

None of the other Directors, Key Managerial Personnel of the Company or their relatives except for Mr. Sameer Patil are in any way, concerned or interested in the resolution set out at item No. 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 4 for approval by the Members.

Item No. 5: Appointment of Mr. Manoj Jain as Director

The Board of Directors had appointed Mr. Manoj Jain as an Additional Director of the Company w.e.f. the date of allotment of DIN in the Board meeting held on 22nd July 2022 under Section 161 of the Companies Act, 2013. His term of office as Additional Director expires at the fifth 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 Mr. Manoj Jain for the office of Director.

Further, Mr. Manoj Jain is nominated by Multi Commodity Exchange of India Limited pursuant to the Share Purchase Agreement (“the Agreement”). Clause 11.1 of the Agreement empowers Multi Commodity Exchange of 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. Manoj Jain fulfills the conditions specified under the Act and rules made thereunder for his appointment as Director of the Company.

The details of Mr. Manoj Jain 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	49 years
2	Qualification	MBA from FMS, University of Delhi. BTech from NIT Kurukshetra
3	Experience	He is the Chief Operating Officer (COO) of the exchange. He is overseeing HR, Admin, Research, ERM, Finance and Accounts, CSR and few regulatory departments of the Exchange. He has about 25 years of experience in securities markets covering regulatory affairs and policy making, capital market operations, business development, fund accounting operations and IT project management. He has been associated with MCX since November 2021 and in the past had been associated with firms like Axis Bank, IL&FS Securities, Perot Systems (now NTT Data), Wipro, ICRA and SEBI.
4	Terms and Conditions of appointment	Nominated by MCX to represent MCX on the Board of CCRL
5	Remuneration sought to be paid	No remuneration except for sitting fees
6	Remuneration last drawn	NA
7	Date of first appointment on the Board	02/08/2022 (Date of allotment of DIN)
8	Details of shareholding in the Company	Nil
9	Details of relationship with other Directors, manager and Key Managerial Personnel	None
10	Number of Board meetings attended during the year 2021-22	None
11	Details of Directorship in other Companies (Past)	Nil
12	Membership/Chairmanship of committee of other Boards	Nil

None of the other Directors, Key Managerial Personnel of the Company or their relatives except for Mr. Manoj Jain are in any way, concerned or interested in the resolution set out at item No. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 5 for approval by the Members.

Item No. 6: To consider and approve place other than the registered office where books of accounts, registers, returns etc. of the Company may be kept

As per section 94 of the Companies Act 2013, the registers required to be kept and maintained by a Company under section 88 and copies of the annual return filed under section 92 shall be kept at the registered office of the Company:

Provided that such registers or copies of return may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the Company.

As per section 128 of the Companies Act, 2013, every Company shall prepare and keep at its registered office books of account and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the Company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting:

Provided that all or any of the books of account aforesaid and other relevant papers may be kept at such other place in India as the Board of Directors may decide and where such a decision is taken, the Company shall, within seven days thereof, file with the Registrar a notice in writing giving the full address of that other place:

Pursuant to the above, due to relocation of office, all the registers and returns along with the books of accounts have been relocated to the new office and hence the need for this resolution.

The Board recommends the Special Resolution as set out at item no. 6 for approval by the Members.

**By order of the Board of Directors
For CDSL Commodity Repository Limited**

Aditi Shah
Company Secretary & Compliance Officer

Place: Mumbai
Date: 22nd July, 2022

REGISTERED OFFICE

A Wing, Marathon Futurex, 25th Floor,
Mafatlal Mills Compound,
N.M. Joshi Marg, Lower Parel (E),
Mumbai – 400 013