

COGENCIS INFORMATION SERVICES LIMITED

CIN: U92120MH2006PLC164692

Regd Office: Ashok Silk Mills Compound, 202, LBS Marg,
Ghatkopar West Mumbai 400086

Tel: 022-66190000 Website: www.cogencis.com

NOTICE is hereby given that the 17th Annual General Meeting of the Members of COGENCIS INFORMATION SERVICES LIMITED is scheduled to be held on Friday, July 14, 2023 at 4.00 PM at NSE, Ground Floor, Conference Room, Bandra Kurla Complex, Bandra East, Mumbai- 51, to transact the following business:

ORDINARY BUSINESS:

- (1) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors' Report thereon.
- (2) To appoint Mr. Mukesh Agarwal (DIN: 03054853), who retires by rotation and being eligible seeks re-appointment as a Director of the Company.

SPECIAL BUSINESS:

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

- (3) To appoint Mr. Sriram Krishnan (DIN: 07816879) as Director of the Company

“RESOLVED THAT pursuant to the provisions of Section 152, 160 and any other applicable provisions of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and articles of association of the Company and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act from a member proposing his candidature for the office of Director, Mr. Sriram Krishnan (DIN: 07816879) who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 20, 2023 and whose term of office expires at this Annual General Meeting and is eligible for appointment under the relevant provisions of the Act, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director of the Company or the Company Secretary, be and are hereby severally

authorized on behalf of the Company to file the necessary forms with the Registrar of Companies, to update the Register of Directors of the Company and complete all other necessary formalities in connection therewith, and to do all such acts, deeds, matters and things as may be proper, necessary and expedient to give effect to the above resolution and for matters connected therewith or incidental thereto."

**For and on behalf of the Board of
COGENCIS INFORMATION SERVICES LIMITED**


Shreya Shetty
Company Secretary

Date: April 11, 2023

Place: Mumbai

REGISTERED OFFICE

Ashok Silk Mills Compound,
202 L.B.S. Marg, Ghatkopar West
Mumbai 400086

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies, in order to be effective, must be submitted at least 48 hours before the scheduled timing for commencement of Annual General Meeting at the Registered Office of the Company.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other member.
5. Members / Proxies are requested to bring their Attendance Slip complete in all respects and signed at the place provided there at and hand it over at the entrance of the venue.
6. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant. Members are requested to quote their Folio Number/ DP ID and Client ID and contact details such as email address, contact number and complete address in all correspondences with the Company.
7. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the special business items is annexed hereto.

8. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number and mobile number, to reach the Company's e-mail address at secretarialdept@nse.co.in. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
9. If the Chairman of the Board is not present at the meeting, he shall be appointed as per the provisions of Section 104 of Companies Act, 2013, where the total members present at the meeting is less than 50.
10. Poll, if demanded, shall be in accordance with Section 109 of the Companies Act, 2013, members can cast their vote during the Meeting by sending an email to secretarialdept@nse.co.in ("**Designated Email Address**") from their email addresses registered with the Company.
11. The statutory registers including register of directors and key managerial personnel and their shareholding, the register of contracts or arrangements in which directors are interested maintained under the Companies Act, 2013, and all other documents referred to in the notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the company by sending e-mail to secretarialdept@nse.co.in.
12. The Additional Information in terms of Secretarial Standards – 2 on General Meeting issued by ICSI in respect of item number 03 to be transacted at the Annual General Meeting is annexed hereto.
13. The Company being a wholly owned subsidiary, the route map to the venue of the AGM is not annexed.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**Item No. 3**

The Board had by circular resolution passed on February 20, 2023 approved appointment of Mr. Sriram Krishnan (DIN: 07816879) as an Additional Director of the Company with effect from February 20, 2023. Mr. Sriram Krishnan holds office upto the date of this Annual General Meeting. The Company has received a notice proposing his candidature for the office of Director in terms of Section 160 of the Companies Act, 2013.

The Board considers that on account of the knowledge and experience of Mr. Sriram Krishnan, his appointment will be in the interest of the Company.

Save and except, Mr. Sriram Krishnan and his relatives, none of the Directors/ Key Managerial Personnel and their relatives are in any way, interested or concerned, financially or otherwise in the Resolution set out at Item No. 3. The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 3 of the Notice for the approval of the Members.

**For and on behalf of the Board of
COGENCIS INFORMATION SERVICES LIMITED**


**Shreya Shetty
Company Secretary**

Date: April 11, 2023

Place: Mumbai

REGISTERED OFFICE

Ashok Silk Mills Compound,
202 L.B.S. Marg, Ghatkopar West
Mumbai 400086

ANNEXURE
ADDITIONAL INFORMATION TO THE NOTICE AS PER SECRETARIAL
STANDARDS ON GENERAL MEETINGS (SS – 2)

Item No: 3

Name	Mr. Sriram Krishnan
DIN	07816879
Age	50
Qualification	Mr. Sriram Krishnan is a qualified chartered and cost accountant from India and also holds a Bachelor's degree in Commerce.
Experience	<p>Mr. Sriram Krishnan is currently the Head of Business Development for the National Stock Exchange of India.</p> <p>Mr. Sriram has over 26 years of work experience, a large part of which has been in the Indian capital markets space, across Asset Management and Securities Services. Sriram's experience is varied across Sales, Client Relationships, Product, Operations and Finance through his stints across global organisations such as Franklin Templeton, HSBC, Citibank and Deutsche Bank. In his previous roles, Sriram has had an opportunity to work closely with both domestic and foreign investors, issuers, market infrastructures and intermediaries and also make meaningful contributions in various regulatory forums and industry working groups.</p>
Terms and conditions of appointment	Appointment as a Non-Executive Director of the Company liable to retire by rotation
Details of remuneration sought to be paid	NA
Remuneration last drawn	NA

Date of first appointment on the Board	20 th February, 2023
Shareholding in the Company	Nil
Relationship with other directors, Manager and other Key Managerial Personnel of the Company	None
Number of meetings of the Board attended during the year 2022-23	1
Other directorships	India International Bullion Exchange IFSC Limited India International Bullion Holdings Exchange IFSC Limited India International Depository IFSC Limited NSE Investments Limited NSE IFSC Limited
Membership/ Chairmanship of Committees of other Boards	Nil

Item No: 2

Name	Mr. Mukesh Agarwal
DIN	03054853
Age	54
Qualification	Mr. Mukesh Agarwal holds a Masters Degree in Management studies from S.P. Jain Institute of Management & Research, Mumbai, India and Bachelors Degree in Electrical & Electronics Engineering from Birla Institute of Technology & Science (BITS), Pilani, Rajasthan, India.
Experience	Mr. Mukesh Agarwal is a business leader with about three decades of experience in financial services industry. Mukesh is presently the Managing Director– NSE Data & Analytics Limited & NSE Indices Limited. Previously, Mr. Mukesh Agarwal was President at CRISIL Limited, a Standard & Poor's company, and was leading

	their India Research business with full P&L responsibility. He worked with CRISIL for 20 years. Prior to that, he was associated with Asian Paints (India) Limited.
Terms and conditions of appointment	Appointment as a Non-Executive Director of the Company liable to retire by rotation
Details of remuneration sought to be paid	Nil
Remuneration last drawn	Nil
Date of first appointment on the Board	21 st January, 2021
Shareholding in the Company	1 share held jointly with NSE Data & Analytics Limited
Relationship with other directors, Manager and other Key Managerial Personnel of the Company	None
Number of meetings of the Board attended during the year 2022-23	7
Other directorships	NSE IFSC Limited NSE IFSC Clearing Corporation Limited RXIL Global IFSC Limited Receivables Exchange Of India Limited Protean Egov Technologies Limited NSE Data & Analytics Limited NSE Indices Limited
Membership/ Chairmanship of Committees of other Boards	Receivables Exchange of India Limited Audit Committee- Member Nomination and Remuneration Committee- Member NSE Indices Limited Corporate Social Responsibility Committee- Member NSE Data & Analytics Limited Corporate Social Responsibility Committee- Member NSE IFSC Limited- Standing Committee on technology- Member Protean Egov technologies Limited- Risk Management Committee- Member IPO Committee – Member

	Audit Committee- Member Nomination and Remuneration Committee- Member Stakeholder Relationship Committee- Member
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For and on behalf of the Board of
COGENCIS INFORMATION SERVICES LIMITED


Shreya Shetty
Company Secretary

Date: April 11, 2023
Place: Mumbai
REGISTERED OFFICE
Ashok Silk Mills Compound,
202 L.B.S. Marg, Ghatkopar West
Mumbai 400086



**Form No. MGT 11
Proxy Form
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of
Companies (Management and Administration) Rules, 2014]**

CIN: U92120MH2006PLC164692

Name of the company: Cogencis Information Services Limited

Registered office: Ashok Silk Mills Compound, 202 L.B.S. Marg Ghatkopar West
Mumbai 400086

Name of the Member(s): _____
Registered Address: _____
Email ID: _____
Folio No/ Client Id: _____
DP ID: _____
No. of equity shares of Rs. 2/- each held: _____

I/ We _____ being member/s of the above named
Company hereby appoint

1. Name: _____
Address: _____
Email Id: _____
Signature: _____, or failing him,

2. Name: _____
Address: _____
Email Id: _____
Signature: _____, or failing him,

3. Name: _____
Address: _____
Email Id: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 17th
Annual General Meeting of the Company to be held on Friday, July 14, 2023 at 4.00 PM
at NSE, Ground Floor, Conference Room, Bandra Kurla Complex, Bandra East,

Mumbai- 51 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Item in Notice	For	Against
	Ordinary Business		
1.	To receive, consider and adopt the audited Profit and Loss Account for the financial year ended March 31, 2023 and the Balance Sheet as on even date together with the Reports of the Board of Directors and Auditors' Report thereon.		
2.	To appoint Mr. Mukesh Agarwal (DIN: 03054853), who retires by rotation and being eligible seeks reappointment as a Director of the Company.		
	Special Business		
3.	To appoint Mr. Sriram Krishnan (DIN: 07816879) as Director of the Company		

Signed this _____ day of _____ 2023

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The Proxy need not be a member of the Company.

Affix Re. 1
revenue
stamp

ATTENDANCE SLIP

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional slips on request.

Master Folio No:	
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NAME AND ADDRESS OF SHAREHOLDER: _____

NAME OF PROXYHOLDER: _____

NO. OF SHARES HELD: _____

I hereby record my presence at the 17th ANNUAL GENERAL MEETING of the Members of **COGENCIS INFORMATION SERVICES LIMITED** to be held on Friday, July 14, 2023 at 4.00 PM at NSE, Ground Floor, Conference Room, Bandra Kurla Complex, Bandra East, Mumbai- 51.

Signature of the Shareholder or Proxy _____

Notes:

(1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.

(2) Members are requested to bring their copies of Annual Report for reference at the Meeting hall.
