

**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](http://www.cogencis.com)

**NOTICE** is hereby given that the 16<sup>th</sup> Annual General Meeting of the Members of COGENCIS INFORMATION SERVICES LIMITED is scheduled to be held on Monday, June 13, 2022 at 4.30 PM through video conferencing (VC) facility/Other Audio-Visual Means (OAVM), to transact the following business:

**ORDINARY BUSINESS:**

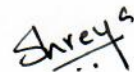
- (1) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Directors' Report and Auditors' Report thereon.

**SPECIAL BUSINESS:**

- (2) To take note of retirement of Mr. Ravi Varanasi (DIN: 06573046) who retires by rotation, and if deem fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 152 of the Companies Act, 2013, read with rules made thereunder and letter dated April 12, 2022, Mr. Ravi Varanasi (DIN: 06573046) liable to retire by rotation at the ensuing AGM and not seeking re-appointment, be not re-appointed."

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



**Shreya Shetty**  
**Company Secretary**

Dated: April 19, 2022

Place: Mumbai

**REGISTERED OFFICE**

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





## NOTES:

1. Due to COVID-19 pandemic, Ministry of Corporate Affairs had allowed conducting of Annual General Meeting through video conferencing (VC) or other audio-visual means (OAVM) and dispensed personal presence of the members at the meeting. The Ministry of Corporate Affairs had issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 21/2021 dated December 14, 2021 prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. Further, MCA vide its General Circular No. 02/2022 dated May 05, 2022, issued clarification on allowing the conduct of AGM through VC/OAVM on or before December 31, 2022. The said circulars are hereinafter collectively referred to as "MCA Circulars". In terms of the said MCA Circulars, the 16<sup>th</sup> Annual General Meeting (AGM) of the members is held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith.
2. The deemed venue for the AGM shall be the Registered Office of the Company i.e. Ashok Silk Mills Compound, 202 L.B.S. Marg, Ghatkopar West, Mumbai 400086. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto.
3. As per the provisions of Clause 3.A.II of the General Circular No. 20/2020 dated May 5, 2020, the matter of special business as appearing in the Notice, are considered to be unavoidable by the Board and hence, forms part of the Notice.
4. Annual General Meeting shall be conducted through video conferencing by using 'Microsoft Teams application' and the members are requested to follow the instructions given below separately for participating in the Meeting through 'Microsoft Teams application'.
5. A Corporate member intending to send its authorized representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013, is requested to send to the company at [shreya.shetty@cogencis.com](mailto:shreya.shetty@cogencis.com) a certified copy of the relevant board resolution authorizing such representative to attend the AGM through VC/OAVM and cast their votes at the Meeting.
6. Pursuant to the provisions of Section 105 of the Act, 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 e-AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for





appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

7. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to the members on "first come first served" basis. This will not include large Shareholders (Shareholders holding 2% or more of the total number of shares of the Company as on the record date as defined), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of "first come first served" basis.
8. As per the provisions of the MCA Circulars, members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Institutional investors who are members are encouraged to attend and vote in the AGM through VC/OAVM.
10. 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 [shreya.shetty@cogencis.com](mailto:shreya.shetty@cogencis.com). Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
11. If the Chairman for the meeting is not appointed, 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.
12. 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 [shreya.shetty@cogencis.com](mailto:shreya.shetty@cogencis.com) ("Designated Email Address") from their email addresses registered with the Company.
13. As per MCA Circulars, if less than 50 members are present in the Meeting, the Chairman may decide to conduct a vote by show of hands.
14. The video conferencing facility allows two-way conferencing and members can pose questions concurrently during the Meeting through the chat box option or raise hand option available on Microsoft Teams.



15. Explanatory Statement pursuant to Section 102(1) of Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
16. 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 are open for inspection in electronic mode. Members who wish to inspect the register are requested to write to the Company by sending e-mail to [shreya.shetty@cogencis.com](mailto:shreya.shetty@cogencis.com).
17. Members are requested to timely update their email address with their depository participant(s).
18. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Report and other communications through electronic mode to those members who have registered their e-mail address either with the company or with the Depository Participant(s).
19. The Notice of AGM and Annual Report are being sent in electronic mode to Members as per the e-mail IDs registered with the Company or the Depository Participant(s).
20. All documents and information as referred to in the accompanying Notice shall also be available electronically on request by sending an email at the Designated Email Address.
21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
22. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act, 2013 read with Circulars issued by MCA in this regard from time to time.





## INSTRUCTIONS FOR MEMBERS FOR JOINING THE MEETING

- (i) The Company Secretary has sent a meeting invite at the registered email addresses of the persons entitled to attend the Meeting, for joining the Meeting through Microsoft Teams application.
- (ii) For joining through laptop/ desktops, the instructions are as follows:
  - (a) Select 'Join Microsoft Teams Meeting' in the meeting invite sent to you on your email address/calendar. Thereafter, a page will be displayed where you can choose to either join on the web or download the desktop app. If you already have the Microsoft Teams app, the meeting will open on the app automatically.
  - (b) If you do not have a Teams account, select 'Join as a guest' and enter your name to join the meeting as a guest. If you have a Teams account, select 'Sign in and join'.
- (iii) For joining through mobile phone/iPads, the instructions are as follows:
  - (a) For easy and efficient access of the Microsoft Teams meetings (including audio, video, and content sharing) on mobile, it would be advisable to download and install the Microsoft Teams mobile app.
  - (b) If you have the app, select 'Join Microsoft Teams Meeting' in the meeting invite sent on your registered email address to open the app and join the meeting. If you do not have the app, you will be taken to the app store where you can download the same.
  - (c) If you do not have a Microsoft Teams account, select 'Join as a guest' and enter your name to join the meeting as a guest. If you have a Teams account, select 'Sign in and join'.
- (iv) It would be advisable to download and install the app before the meeting starts. It might take few minutes, depending on your internet connection.
- (v) Members who need any assistance or clarification while using the video conferencing facility can send an email at [shreya.shetty@cogencis.com](mailto:shreya.shetty@cogencis.com) or can call at the helpline number: +91 7208938779
- (vi) Members can, prior to the Meeting, seek technical assistance on the abovementioned helpline number from Monday to Friday till the date of the Meeting.



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

### Item No. 2

Mr. Ravi Varanasi (DIN: 06573046) was appointed as director of the Company w.e.f. January 21, 2021. In terms of Section 152 of the Companies Act, 2013, Mr. Ravi Varanasi is due to retire by rotation at this Annual General Meeting. However, Company has received a letter from Mr. Varanasi dated April 12, 2022, which inter-alia states that due to his retirement from NSE shortly, he would not be seeking re-appointment. The Board recommends the resolution of retirement of Mr. Ravi Varanasi as the director of the Company for approval of the Members.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out in item no. 02 of the notice. The Board recommends the resolution for approval of Members as an ordinary resolution.

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

**Shreya Shetty  
Company Secretary**

Dated: April 19, 2022  
Place: Mumbai  
**REGISTERED OFFICE**  
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202 L.B.S. Marg, Ghatkopar West  
Mumbai 400086