

COGENCIS INFORMATION SERVICES LIMITED

CIN: U92120MH2006PLC164692

Regd. Office: Ashok Silk Mills Compound, 202, LBS Marg,
Ghatkopar West Mumbai 400086Tel: 022-66190000 Website: www.cogencis.com Email: secretarial@cogencis.com

NOTICE is hereby given that the 18th Annual General Meeting of the Members of Cogencis Information Services Limited is scheduled to be held on Monday, July 01, 2024, at 02.45 p.m. through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), deemed to be held at the Registered office of the Company, 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, 2024 together with the Reports of the Board of Directors and Auditors' Report thereon.
- (2) To appoint Mr. Sriram Krishnan (DIN: 07816879), who retires by rotation and being eligible seeks re-appointment as a Director of the Company.

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

**Kholam*

Anuradha Kholam
Company Secretary
Membership No.: A46707

Date: April 22, 2024

Place: Mumbai

REGISTERED OFFICE

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

NOTES:

1. The Ministry of Corporate Affairs (MCA) inter-alia vide its General Circulars dated April 08, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as 'MCA Circulars') allowing inter-alia conducting of Annual General Meeting (AGM) through Video Conferencing (VC) or through other audio-visual means (OAVM) on or before September 30, 2024. In compliance with the provisions of Companies Act, 2013 (the Act) and MCA Circulars, the AGM of the Company is being held through VC/OAVM without the physical presence of Members at a common venue.
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 participating in the meeting through VC/OAVM is annexed herewith.
3. In compliance with the aforementioned provisions of the Act, electronic copy of the Annual Report for the Financial Year 2024 is being sent to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes. Hard copy of the Annual Report will be sent to Members in case of receipt of request for the same.
4. AGM shall be conducted through video conferencing by using 'Microsoft Teams Application' and the Shareholders are requested to follow the instructions given below separately for participating in the Meeting through 'Microsoft Teams Application'.
5. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Corporate shareholders are requested to send to the Company a duly certified copy of the board resolution authorizing their representative to attend and vote at the

AGM. The said Resolution/Authorization shall be sent to the Company by email through its registered email address at secretarial@cogencis.com.

7. The Shareholders can join the AGM through the VC/OAVM 15 minutes before 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 Shareholders 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, Shareholders 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 shareholders are encouraged to attend and vote in the AGM through VC/OAVM.
10. Members holding shares in dematerialized mode are requested to register / update their contact details/email addresses/nomination details with the relevant Depository Participant towards their Demat account. 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.
11. 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 secretarial@cogencis.com. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
12. 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.



13. 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 secretarial@cogencis.com ("**Designated Email Address**") from their email addresses registered with the Company.
14. As per MCA Circulars, if less there are than 50 members present in the Meeting, the Chairman may decide to conduct a vote by show of hands.
15. 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
16. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice can be inspected in electronic mode by sending a request on email to secretarial@cogencis.com.
17. The Additional Information in terms of Secretarial Standards - 2 on General Meeting issued by ICSI in respect of item number 02 to be transacted at the Annual General Meeting is annexed hereto.
18. Members are requested to timely update their email address with their depository participant(s).
19. 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).
20. The Company being a wholly owned subsidiary, the route map to the venue of the AGM is not annexed.
21. 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 SHAREHOLDERS FOR JOINING THE MEETING

- i. The Company Secretary has sent a meeting invite from email id anuradha.khollam@cogencis.com 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 to 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 secretarial@cogencis.com or can call at the helpline number +91-7208938779
- vi. Members can, prior to the Meeting, seek technical assistance on the abovementioned email id/Contact Number.

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

Item No. 2

Name	Mr. Sriram Krishnan
DIN	07816879
Age	51
Qualification	Mr. Sriram Krishnan is a qualified Chartered and Cost Accountant from India and also holds a Bachelor's degree in Commerce.
Experience	<p>Sriram has over 28 years of work experience in the Indian banking and capital markets space. He has spent about 22 years with multinational organisations, across corporate and institutional banking, asset management and securities services at various levels of seniority.</p> <p>His current role with the NSE, as Chief Business Development Officer, entails establishing and managing business strategy and advocacy, product lifecycle and all business alliances and relationships. Sriram also oversees marketing & corporate communication and economic policy & research.</p> <p>In his previous roles, Sriram has worked for over 21 years across HSBC, Citi and Deutsche Bank. In his immediately previous role with Deutsche Bank India, Sriram was Managing Director & Co-Head of Global Transaction Banking.</p> <p>Sriram is a qualified Chartered and Cost Accountant from India.</p>
Terms and conditions of appointment	Re-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	1 Equity Share of face value of Rs. 2/- each held as a Nominee of NSE Data & Analytics Limited (Holding Company)
Relationship with other directors, Manager and other Key Managerial Personnel of the Company	None
Number of meetings of the Board attended during the year 2023-24	8
Other directorships	i. India International Bullion Exchange IFSC Limited ii. India International Bullion Holdings IFSC Limited iii. India International Depository IFSC Limited iv. NSE Investments Limited v. NSE IFSC Limited vi. NSE Indices Limited vii. National Securities Depository Limited
Membership/ Chairmanship of Committees of other Boards	Nil

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



Anuradha Khollam

**Anuradha Khollam
Company Secretary
Membership No.: A46707**

Date: April 22, 2024
Place: Mumbai

REGISTERED OFFICE

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Mumbai 400086