

## **NOTICE**

NOTICE is hereby given that the Fourteenth Annual General Meeting of C-Edge Technologies Limited will be held on Monday, July 20, 2020 at 4.00 pm through video conferencing (“VC”)/ 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, 2020, together with Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares for the financial year 2019-2020.
3. To appoint a Director in place of Mr. Ramakrishnan V. (DIN 03280619), who retires by rotation, and, being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

#### **4. Appointment of Mr. Ujjwal Kumar Mathur as a Director of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:  
**“RESOLVED THAT** Mr. Ujjwal Kumar Mathur (DIN 08463603) who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 5, 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”), and Article 27(f) of the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

#### **5. Appointment of Mr. Jambunathan Narayanan as a Manager designated as a Chief Executive Officer of the Company for a period one year from July 1, 2019**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:  
**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, read with Schedule V to the Act, Mr. Jambunathan Narayanan has signified his consent to act as a Manager as defined under Section 2(53) of the Act and that the Company hereby approves the appointment of Mr. Jambunathan Narayanan as a Manager, designated

as Chief Executive Officer of the Company for a period one year with effect from July 1, 2019 on the terms and conditions including remuneration set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Jambunathan Narayanan.”

“**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**6. Appointment of Mr. Jambunathan Narayanan as a Manager designated as a Chief Executive Officer of the Company for a period one year from July 1, 2020**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, read with Schedule V to the Act, Mr. Jambunathan Narayanan has signified his consent to act as a Manager as defined under Section 2(53) of the Act and that the Company hereby approves the appointment of Mr. Jambunathan Narayanan as a Manager, designated as Chief Executive Officer of the Company for a period one year with effect from July 1, 2020 on the terms and conditions including remuneration set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Jambunathan Narayanan.”

“**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC or OAVM, without the physical presence of the Members at a common venue. In compliance with the Companies Act, 2013 (“Act”) and the MCA Circulars, the AGM of the Members of the Company is being held through VC/OAVM.
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), in respect of the business under Item Nos. 4 to 6 of the Notice, is annexed hereto.
3. The relevant details pursuant to Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment at this AGM is annexed.
4. Pursuant to the provisions 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 AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Corporate Shareholders are required to send a scanned copy (PDF/JPG Format) of its Board resolution etc. authorizing its representative to attend the AGM through VC / OAVM.
6. The Meeting is being convened at a shorter notice, after obtaining the requisite consent from the Members of the Company, pursuant to the provisions of Section 101 of the Act.
7. Since the email addresses of all the shareholders are registered with the Company in case of physical holding and Depository Participants in case of demat holding, the Notice of the AGM along with the Annual Report and the link to attend the AGM is being sent by e-mail to all the shareholders.
8. Since the AGM will be held through VC or OAVM, the Route Map is not annexed in this Notice.
9. Members attending the meeting through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The resolutions set out in the Notice shall be put to vote by way of show of hands at the AGM.

11. The Company has fixed Friday, July 17, 2020 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended March 31, 2020, if approved at the AGM.
12. If the final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or after July 25, 2020.
13. Members are requested to attend the AGM by clicking at the link 15 minutes prior the scheduled time. Members who need assistance before or during the AGM, can contact Ms. Riddhi Desai ([riddhi.desai@tcs.com](mailto:riddhi.desai@tcs.com) or +918355888313).
14. At the eleventh AGM held on June 15, 2017 the Members approved appointment of B S R & Co LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the sixteenth AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the fourteenth AGM.

By Order of the Board of Directors  
**For C-EDGE TECHNOLOGIES LIMITED**

Riddhi Desai  
Company Secretary

Mumbai, July 8, 2020

**Registered Office:**

Palm Centre, Banyan Park  
Suren Road, Andheri (East)  
Mumbai 400 093

**Corporate CIN No U72900MH2006PLC159038**

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E-mail: [corporate.office@cedge.in](mailto:corporate.office@cedge.in), Website: [www.cedge.in](http://www.cedge.in)

## **Explanatory Statement**

### **Pursuant to Section 102 of the Companies Act, 2013.**

As required by Section 102 of the Companies Act, 2013, (“Act”) the following explanatory statements set out all material facts relating to the business mentioned under Item Nos. 4 to 6 of the accompanying Notice.

#### **Item No. 4:**

The Board of Directors has appointed Mr. Ujjwal Kumar Mathur (DIN 08463603) as an Additional Director with effect from August 5, 2019. As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of this Annual General Meeting of the Company and is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company.

Mr. Ujjwal Kumar Mathur, is presently Vice President & Country Head – India business at Tata Consultancy Services Limited (“TCS”) and is associated with TCS for over 24 years and has been in various roles and successful leadership responsibilities. Currently, he is managing customer relationships, sales and operations and is on the Board of TCS subsidiaries.

He was Regional Manager for TCS – Boston region and had played instrumental role in establishing strategic relationships with clients in the New England Region of US. He was also the e-business Practice Director for APAC region and has helped to position TCS as a transformation partner to many global clients in the region. He holds a Bachelor’s degree in Electronics and an Executive Management Degree from IIM Calcutta.

The Board commends the Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Ujjwal Kumar Mathur and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the Resolution set out at Item No. 4 of this Notice.

#### **Item 5 and 6:**

The Board of Directors, at its meeting held on June 4, 2019 and April 27, 2020, reappointed Mr. Jambunathan Narayanan as Manager, designated as Chief Executive Officer for a period one year with effect from July 1, 2019 i.e. till June 30, 2020 and July 1, 2020 i.e. till June 30, 2021, respectively, on the following terms and conditions as specified below, subject to the approval of the Members.

Mr. Jambunathan Narayanan is Advisor / Mentor with Reliance Jio for technology in respect of their payments related initiatives which include setting up of a Joint Venture bank with State Bank

of India. His professional qualification included Master Degree in Statistics, CAIIB and Diploma in Management from AIMA. He joined State Bank of India as Probationary Officer in October 1978 and retired from the Bank as Deputy Managing Director and CIO in March 2015. He was responsible for the overall IT operations of the Bank as well as for policy formulation with regard to IT architecture and risk management, introduction of new technology, regulatory compliance and management of outsourced technology providers.

The main terms and conditions of reappointment of Mr. Jambunathan Narayanan, Manager designated as Chief Executive Officer (hereinafter referred to as “CEO”) are given below:

i) Designation – Manager of the Company as defined under Section 2(53) of the Companies Act, 2013 (“the Act”), designated as Chief Executive Officer (CEO)

ii) Term – One year effective July 1, 2019 (Item No. 5) and thereafter one year effective July 1, 2020 (Item No. 6)

iii) **Nature of Duties:**

- The Manager shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors, and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board of Directors in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and / or subsidiaries, including performing duties as assigned by the Board from time to time, by serving on the Boards of such associated companies /subsidiaries or any other executive body or committee of such a company.
- The Manager shall not exceed the powers so delegated by the Board pursuant to clause (i) above.
- The Manager shall undertake to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

iv) **Remuneration:**

- Manager shall be paid monthly remuneration of ₹6 lakh per month and the same would be within the limits prescribed under Sections 196, 197 and other applicable provisions of the Companies Act, 2013 (Act), as amended or re-enacted from time to time and rule made thereunder, read with Schedule V to the Act.
- Annual Performance Bonus 20% of yearly remuneration subject to achieving the target given by the Board.
- The terms and conditions of the appointment of the Manager may be altered and varied from time to time by the Board as it may, in its discretion deem fit, or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Manager, subject to such approvals as may be required.

**v) Termination:**

Either party may terminate the Agreement giving the other party three months' notice.

The appointment of the Manager may be terminated by the Company without notice:

- a. if the Manager is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
- b. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Manager of any of the stipulations contained in the Agreement to be executed between the Company and the Manager ("Agreement"); or
- c. in the event the Board expresses its loss of confidence in the Manager.

In the event Manager is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his services on such terms as the Board may consider appropriate in the circumstances.

The Board commends the Resolution at Item No. 5 and 6 of the accompanying Notice for approval of the Members of the Company.

Except Mr. Jambunathan Narayanan, Manager and his relatives, none of the Directors or Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolution set out at Item No. 5 and 6 of this Notice.

By Order of the Board of Directors,  
**For C-EDGE TECHNOLOGIES LIMITED**

Riddhi Desai  
Company Secretary

Mumbai, July 8, 2020

**CIN NO U72900MH2006PLC159038**

**Registered Office:**

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Suren Road, Andheri East

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Tel: 91 22 6102 3400

E-mail: [corporate.office@cedge.in](mailto:corporate.office@cedge.in), Website: [www.cedge.in](http://www.cedge.in)

**Details of Directors Seeking Appointment / Re-appointment at the Annual General Meeting**

<b>Particulars</b>	<b>Mr. Ramakrishnan V. (DIN 03280619)</b>	<b>Mr. Ujjwal Kumar Mathur (DIN 08463603)</b>	<b>Mr. Jambunathan Narayanan</b>
<b>Date of Birth</b>	July 26,1957	September 20,1970	March 16, 1955
<b>Date of Appointment</b>	December 13, 2018	August 5, 2019	July 1, 2017
<b>Qualifications</b>	ACA,ACS, Institute of Cost Accountants of India	Bachelors in Electronics Executive Management Degree from IIM Calcutta	Masters Degree in Statistics, CAIIB and Diploma in Management from AIMA
<b>Expertise in specific functional area</b>	Wide experience in Finance and Taxation services	Wide experience in Banking and IT	Wide experience in Banking
<b>Directorships held in other Companies</b>	<ul style="list-style-type: none"> <li>• APT Online Limited</li> <li>• Tata Consultancy Services France SA</li> <li>• TCS Iberoamerica SA</li> <li>• Tata Consultancy Services Asia Pacific Pte. Limited</li> </ul>	Tata Consultancy Services (Africa) (PTY) Ltd.	IDBI Bank Limited
<b>Memberships/ Chairmanships of Committees of other Companies</b>	<ul style="list-style-type: none"> <li>• Tata Consultancy Services Limited – Risk Management Committee</li> <li>• APT Online Limited – Corporate Social Responsibility Committee</li> </ul>	-	-
<b>Number of shares held in the Company</b>	NIL	NIL	NIL