

NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting of C-Edge Technologies Limited will be held on Wednesday, July 28, 2021 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, 2021, together with Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares for the financial year 2020-2021.
3. To appoint a Director in place of Mr. Ujjwal Kumar Mathur (DIN: 08463603), who retires by rotation, and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Mr. Mihir Narayan Prasad Mishra as a Director of the Company

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

“RESOLVED THAT Mr. Mihir Narayan Prasad Mishra (DIN: 08321878) who was appointed by the Board of Directors as an Additional Director of the Company with effect from June 16, 2021 and who holds office up to 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 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. Ravindra Pandey as a Director of the Company

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

“RESOLVED THAT Mr. Ravindra Pandey (DIN: 07188637) who was appointed by the Board of Directors as an Additional Director of the Company with effect from July 12, 2021 and who holds office up to 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 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.”

6. Appointment of Mr. Dhananjaya Arvind Tambe as a Manager designated as a Chief Executive Officer of the Company for a period of three years from June 1, 2021

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. Dhananjaya Arvind Tambe, Chief Executive Officer Designate, has signified his consent to act as a Manager as defined under Section 2(53) of the Companies Act 2013 (“the Act”) and that the Company hereby approves the appointment of Mr. Dhananjaya Arvind Tambe as a Manager, designated as Chief Executive Officer of the Company for a period of three years with effect from June 1, 2021 on the terms and conditions including remuneration set out in the Explanatory Statement annexed to the this Notice, 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. Dhananjaya Arvind Tambe.”

“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 nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, circular no. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and Circular no. 02/2021 dated January 13, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
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 (DPs) 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. Members are requested to intimate changes, if any, pertaining to their e-mail address, to their DPs if the shares are held by them in electronic form and to the Company if the shares are held by them in physical form by contacting the Company Secretary (meetu.khosla@cedge.in).
9. Since the AGM will be held through VC or OAVM, the Route Map is not annexed in this Notice.
10. Members attending the meeting through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. The resolutions set out in the Notice shall be put to vote by way of show of hands 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 within 30 days from the date of the AGM to the members who are entitled to receive the same as on the date of the AGM.
13. Members are requested to join the AGM by clicking at the link provided in the email to the notice, 15 minutes prior the scheduled time. Members who need assistance before or during the AGM, can contact Ms. Meetu Khosla (meetu.khosla@cedge.in or +91-9619643430).

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

Meetu Khosla
Company Secretary

Mumbai, July 27, 2021

Registered Office:

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

CIN No U72900MH2006PLC159038

Tel: 91 22 6902 3471

E-mail: corporate.office@cedge.in, Website: 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, 5 and 6 of the accompanying Notice.

Item No. 4:

The Board of Directors has appointed Mr. Mihir Narayan Prasad Mishra as an Additional Director with effect from June 16, 2021. 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. 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. Mihir Narayan Prasad Mishra, former Head-Retail Network (647 branches) at the State Bank of India (SBI), is presently serving as the Chief General Manager (Associates & Subsidiaries), is and involved in the strategic and corporate issues pertaining to the domestic subsidiaries and RRBs of SBI.. He has been a Director on the Board of RRBs apart from being on the Board of SBI Group Company. He has about 34 years of varied experience in Retail & International Banking, Credit, HR, Administration, etc. He holds Master’s in Physics from IIT Kanpur and Graduated in Science from Ravenshaw College, Cuttack and is also a Certified Associate of Indian Institute of Bankers (CAIIB).

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

Except Mr. Mihir Narayan Prasad Mishra 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:

The Board of Directors has appointed Mr. Ravindra Pandey as an Additional Director of the Company with effect from July 12, 2021. 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. 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. Ravindra Pandey, is presently the Deputy Managing Director (DMD) and Chief Information Officer of the State Bank of India (SBI) and associated with SBI since 1985. With more than 36 years of experience, he has handled various significant assignments in India and abroad. He has extensive knowledge and leadership experience in Digital Transformation, Digital Banking, Payment Solutions, Retail, Corporate and International Banking. He was the DMD (Strategy) and Chief Digital Officer and has also headed Jaipur Circle of SBI. He holds Master degree in Chemistry from Allahabad University.

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

Except Mr. Ravindra Pandey 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. 5 of this Notice.

Item 6:

The Board of Directors, at its meeting held on April 26, 2021, appointed Mr. Dhananjaya Arvind Tambe as Manager, designated as Chief Executive Officer for a period of three years from June 1, 2021 to May 31, 2024, on the following terms and conditions as specified below, subject to the approval of the Members.

Mr. Dhananjaya Arvind Tambe, was Deputy Managing Director and Chief Information Officer of State Bank of India and was also a Director on the Board of the Company from October 24, 2016 till November 27, 2020. Thereafter, he held the position of Chief Executive Officer Designate of the Company from February 01, 2021 to May 31, 2021. He was associated with SBI since 1985 and served in various divisions such as Personal Banking, International Banking and Small & Medium Enterprises Banking across various cities in India. He has 36 years of rich experience in varied banking verticals like Financial Inclusion Government Payment Schemes, back-office operations of Core Banking System, Pension Payment System, Complaint Management System, User Acceptance Testing, Human Resources Management System, physical infrastructure, Reconciliation and Settlement Systems, IT Transformation, Collaboration and Marketing. Mr. Tambe holds a MSC in Agriculture and a Post Graduate Diploma in Financial Management.

The main terms and conditions of appointment of Mr. Dhananjaya Arvind Tambe, 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 – Three years effective from June 1, 2021

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, which is 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. 6 of the accompanying Notice for approval of the Members of the Company.

Except Mr. Dhananjaya Arvind Tambe, 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. 6 of this Notice.

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

Meetu Khosla
Company Secretary

Mumbai, July 27, 2021

Registered Office:

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

CIN No U72900MH2006PLC159038

Tel: 91 22 6902 3471

E-mail: corporate.office@cedge.in, Website: www.cedge.in

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

Particulars	Mr. Ujjwal Kumar Mathur (DIN: 08463603)	Mr. Mihir Narayan Prasad Mishra (DIN: 08321878)	Mr. Ravindra Pandey (DIN 07188637)
Date of Birth	September 20,1970	July 08, 1963	June 06, 1962
Date of Appointment	August 5, 2019	June 16, 2021	July 12, 2021
Qualifications	Bachelors in Electronics Executive Management Degree from IIM Calcutta	Masters in Physics- IIT Kanpur Bachelors of Science Certified Associate of Indian Institute of Bankers (CAIIB)	Masters in Science (Chemistry) from Allahabad University
Expertise in specific functional area	Wide experience in Banking and IT	Wide experience in Retail and International Banking	Wide experience in Banking
Directorships held in other Companies (excluding foreign Companies)	NIL	A) SBI Cards And Payment Services Limited B) SBI-SG Global Securities Services Private Limited C) SBI Payment Services Private Limited	A) Yes Bank Limited B) NPCI International Payments Limited C) NPCI Bharat Billpay Limited D) National Payments Corporation of India
Memberships/ Chairmanships of Committees of other Companies	NIL	A) SBI Cards And Payment Services Limited Member: • Audit Committee • Nomination & Remuneration Committee • Stakeholder Relationship and Customer	NIL

		<p>Experience Committee</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee • Risk Management Committee <p>B) SBI-SG Global Securities Services Private Limited <u>Member:</u></p> <ul style="list-style-type: none"> • Audit Committee • Human Resources Committee <p>C) SBI Payment Services Private Limited <u>Member:</u></p> <ul style="list-style-type: none"> • Business Strategy Committee • Audit Committee • NR & HR Committee 	
Number of shares held in the Company	NIL	NIL	NIL