

CDSL VENTURES LIMITED

NOTICE

NOTICE is hereby given that **Tenth Annual General Meeting** of the Shareholders of **CDSL Ventures Limited** will be held at **12.00 noon** on **Wednesday, the 1st June, 2016**, at the **Board Room of CDSL**, Mumbai, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai -400 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2016 and the Balance Sheet as on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Nayana Ovalekar, who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of Statutory Auditors and fix their remuneration for the year 2016-17 and in this connection, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Lodha &Co., Chartered Accountants (Firm Registration No. 301051E), as the Statutory Auditors of the Company to hold office from this Annual General Meeting till the Conclusion of the next Annual General Meeting of the members at a remuneration of ₹1,00,000/- for audit fees and ₹50,000/- for tax audit fees exclusive of service tax and other out of pocket expenses which shall be reimbursed at actuals”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of section 160(1) and all other applicable provisions, if any, of the Companies Act, 2013, Shri T. S. Krishna Murthy who was appointed as Additional Director on 20th April, 2016 and who ceases to hold office at the ensuing Annual General Meeting and in respect of whom the Company has received a Notice in writing proposing his candidature for the office of Director as per the provisions of section 160(1) of the Companies Act, 2013, be and is hereby appointed a Director of the Company, liable to retire by rotation.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 188(1) of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to such other provisions as may be applicable, consent of the shareholders be and is hereby accorded for the company to enter into financial transactions with related parties as defined in the Act in respect of *clause c* - leasing of property of any kind and *clause d* - availing or rendering of any services and thereof of Section 188(1) of the Companies Act, 2013 in the year 2016 – 17 which shall not exceed ₹186 lakhs.”

By order of the Board of Directors
For **CDSL Ventures Limited**

Mohini Kharpude
Company Secretary
A31814

Place: Mumbai

Date : 27th April, 2016

REGISTERED OFFICE

17th floor, Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400 001

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.

2. Explanatory Statement pursuant 102(1) of the Companies Act, 2013 in respect of Item Nos. 4 and 5 is annexed hereto.

3. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting

4. All documents referred to in the Notice and Explanatory Statement are open for inspection at the registered office of the Company during business hours.

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, annexed to the Notice dated 27th April, 2016

ITEM NO. 4:

The Board of Directors had appointed Shri T. S. Krishna Murthy as an Additional Director of the Company on 20th April, 2016 to hold office up to the date of the next Annual General Meeting of the Company.

The Company has received notice from a member signifying his intention to propose the name of Shri T. S. Krishna Murthy as candidate for the office of Director of the Company at the Tenth Annual General Meeting along with deposit amount as required under section 160(1) of the Companies Act, 2013.

The Board recommends the appointment of Shri T. S. Krishna Murthy as director of the company.

Except Shri T. S. Krishna Murthy, none of the Directors of the Company is deemed to be concerned or interested in the above resolution.

ITEM NO. 5:

As per the first proviso to Section 188(1) of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to such other provisions as may be applicable, prior approval by a special resolution is required to be obtained from the shareholders in order to enable the Company having paid-up share capital of Ten Crore Rupees or more to enter into financial transactions with any related party. The nature and type of transactions that need shareholders approval are listed under clauses a to g under sub-section 1 to section 188 of the Companies Act, 2013. However presently transactions under *clause c* - leasing of property of any kind; and *clause d*- availing or rendering of any services only are applicable to the company. The value of these transactions though does not exceed the limits prescribed under the Act; the Board desired that as a good corporate governance practice the approval of the members be sought by the Company.

The company is required to enter into such financial transactions with the related parties in the ordinary course of business. The list of related parties is given herein below:

1. Central Depository Services (I) Ltd. - the holding company
2. BSE Ltd.
3. Central Insurance Repository Ltd.
4. Market Place Technologies Pvt. Ltd.

During the year 2016-17, it is expected that the aggregate amount of financial transactions that the company may enter into with the related parties would be in region of ₹186 lakhs. The list of related parties and details of the financial transactions proposed to be entered into with them during the year 2016-17 for which Members' approval is being sought through the proposed special resolution is attached as Annexure I with the Notice.

The Directors recommend that the resolution be passed as Special Resolution

The Directors may be deemed to be concerned or interested in the above resolution due to their connection with the related party.

By order of the Board of Directors
For **CDSL Ventures Limited**

Mohini Kharpude
Company Secretary
A31814

Place: Mumbai

Date : 27th April, 2016

REGISTERED OFFICE

17th floor, Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400 001

CDSL VENTURES LIMITED

Registered Office:
Phiroze Jeejeebhoy Towers, 17th Floor, Dalal Street, Mumbai- 400 001.

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U93090MH2006PLC164885
Name of the company: CDSL Ventures Ltd.
Registered office: Phiroze Jeejeebhoy Towers, 17th Floor, Dalal Street,
Mumbai- 400 001.

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I / We, being the member(s) of CDSL Ventures Ltd., shares of the above named company, hereby appoint

1. Name :
Address:
E-mail Id:
Signature -----, or failing him

2. Name :
Address:
E-mail Id:
Signature -----, or failing him

3. Name

Address:

E-mail Id:

Signature -----,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General meeting/ Extraordinary General Meeting of the company, to be held on _____ day of _____ at _____ a.m./p.m.at -----
------(Place) and at any adjournment thereof in respect of such resolutions as are mentioned below:

Resolution No.

1. _____

2. _____

3. _____

Signed this _____ day of 2016

Affix a Revenue stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: 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.