

CDSL VENTURES LIMITED

CIN U93090MH2006PLC164885

17th Floor, P. J. Towers, Dalal Street, Mumbai 400001

NOTICE

NOTICE is hereby given that the Eleventh Annual General Meeting of the Members of the **CDSL Ventures Limited** will be held at the Registered Office of the Company situated at 17th Floor, P. J. Towers, Dalal Street, Mumbai-400001 on Monday, the 29th day of May, 2017 at 12.00 Noon to transact the following business:

A. ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the audited financial statements of the company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors and the Auditors thereon.

2. Reappointment of Shri P. S. Reddy (DIN 01064530), as a Director liable to retire by rotation

To appoint a Director in place of Shri P. S. Reddy (DIN 01064530), who retires by rotation and being eligible, offers himself for re-appointment as a Director liable to retire by rotation.

3. Ratification of the appointment of M/s Lodha & Compnay., Chartered Accountants of the Company.

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

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₹2,00,000/- 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”

B. SPECIAL BUSINESS:

4. Reappointment of Shri Cyrus Dinshaw Khambata (DIN 00553813) as Managing Director

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

“**RESOLVED THAT** in accordance with Article 149 and other applicable provisions of the Articles of Association of the Company and in accordance with the provisions of Sections 196, 197,198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to Companies Act, 2013 (including any statutory modifications and re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for the reappointment Shri Cyrus Khambata as the Managing Director of the Company till 31st August, 2017 with effect from 21st October, 2016 and whose office shall not be subject to retirement by rotation, and the remuneration payable to him during the said period as set out in the explanatory statement on Item No. 4 annexed to this notice”.

“**RESOLVED FURTHER THAT** the Board of Directors be and is authorised to do all such acts, deeds, matters and things as it may consider necessary, expedient or desirable in order to give effect to this Resolution.”

5. Approval of Related Party Transactions:

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

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“**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 read with Rule 15 (3) (a) (iii) & (iv) of Companies (Meetings of Board and its Powers) Rules, 2014 in the year 2017 – 18 which shall not exceed ₹284 Lakhs explanatory statement on Item No. 5 annexed to this notice”.

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

Mohini Kharpude
Company Secretary
A31814

Place: Mumbai

Date : 24th April, 2017

REGISTERED OFFICE

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

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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 to Section 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.

5. Corporate members intending to send their authorised representatives to attend the Annual General Meeting are requested to send to the Company, a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.

6. The register of directors, key managerial personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the register of contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the meeting.

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Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, annexed to the Notice dated 24th April, 2017

ITEM NO. 4:

Shri Cyrus D. Khambata is on deputation from CDSL the holding company from 7th December, 2006. The Board at its meeting held on 21st October, 2016 appointed him as a Managing Director till 31st August, 2017 subject to approval of the Shareholders of the Company.

It may be noted that Shri Cyrus Khambata's remuneration is governed by Service Rules of CDSL and that he was paid by CDSL for the year ended 31st March, 2017 a total remuneration of ₹83,96,044/- consisting of basic salary, House Rent Allowance, Medical allowance, Special Allowance, Annual Bonus, contribution to Provident Fund, reimbursement of car expenses, mobile bills, premium for mediclaim and PA policies at actual etc. and variable performance linked bonus of ₹23,19,576 based on his performance for the year 2016-17. The amount was reimbursed to CDSL by the company. Shri Cyrus Khambata's remuneration will continue to be governed by Service Rules of CDSL.

Except Shri Cyrus Khambata none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of the notice. The Board recommends the resolution set forth in item No. 4 of the notice for approval of the members.

ITEM NO. 5:

As per the first proviso to Section 188(1) of the Companies Act, 2013 and read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to such other provisions as may be applicable subject to the prescribed threshold limits, prior approval of the Company by an ordinary resolution is required to be obtained from the shareholders in order to enable the company 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

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188 of the Companies Act, 2013 read with Rule 15 (3) (a) (iii) & (iv) of Companies (Meetings of Board and its Powers) Rules, 2014. However presently the 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 threshold limits prescribed under the Act as specified either for respective Board or shareholder approvals. The Board desired that as a prudent governance initiative 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. BSE Ltd.-Ultimate Holding Company
2. Central Depository Services (I) Ltd. - Holding company
3. CDSL Insurance Repository Ltd.
4. Market Place Technologies Pvt. Ltd.
5. Managing Director.

During the year 2017-18, 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 ₹284 lakhs (copy enclosed) which Members approval is sought through the proposed Ordinary Resolution.

The Directors recommend that the resolution be passed as Ordinary Resolution.

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

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

Mohini Kharpude
Company Secretary
A31814

Place: Mumbai

Date : 24th April, 2017

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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

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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 29th day of May, 2017 at 12.00 noon 16th Floor, P.J. Towers, Dalal Street, Mumbai 400 001 and at any adjournment thereof in respect of such resolutions as are mentioned below:

Resolution No.

1. Adoption of Financial Statements and reports of the Directors and Auditors
2. Reappointment of Shri P. S. Reddy
3. Ratification of the appointment of M/S Lodha & Company,
4. Reappointment of Shri Cyrus Khambata as Managing Director
5. Approval of Related Party Transaction

Signed this _____ day of 2017

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.