



## **CDSL VENTURES LIMITED**

**CIN U93090MH2006PLC164885**

### **NOTICE**

**NOTICE** is hereby given that the Thirteenth Annual General Meeting of the Members of the **CDSL Ventures Limited** will be held on Friday, the 13<sup>th</sup> Day of September, 2019, at **02.30 p.m.** at the **CDSL Board Room**, A-Wing, Marathon Futorex, 25<sup>th</sup> Floor, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (E), Mumbai - 400 013 to transact the following business:

#### **A. ORDINARY BUSINESS:**

##### **1. Adoption of Financial Statement**

To receive, consider and adopt the audited financial statements of the company for the financial year ended 31<sup>st</sup> March, 2019 together with the reports of the Board of Directors and the Auditors thereon.

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2019 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon. along with all annexures as laid before this Annual General Meeting be and are hereby received, considered and adopted.”

##### **2. Reappointment of Shri Nayan Mehta (DIN 03320139), as a Director liable to retire by rotation**

To appoint a Director in place of Shri Nayan Mehta (DIN 03320139), who retires by rotation and being eligible, offers himself for re-appointment as a Director liable to retire by rotation.

“**RESOLVED THAT** pursuant to provisions of section 152 and other applicable provisions of the Companies Act, 2018, the approval of members of the Company be and is hereby accorded to the reappointment of Shri Nayan Mehta (DIN 03320139) as a director.”

##### **3. Appointment of M/s Lodha & Company, Chartered Accountants as Statutory Auditors 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



## **CDSL VENTURES LIMITED**

**CIN U93090MH2006PLC164885**

Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby approves the appointment of M/s. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the Conclusion of the 18<sup>th</sup> Annual General Meeting of the members that is till the year 2023-24 at a remuneration of ₹2,00,000/- for audit fees and ₹50,000/- for tax audit fees exclusive of taxes as may be applicable and other out of pocket expenses which shall be reimbursed at actuals”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to fix the remuneration of the auditor.

### **B. SPECIAL BUSINESS:**

#### **4. Appointment of Dr. R. K. Kakkar as a Director 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** in accordance with the provisions of section 160(1) and all other applicable provisions, if any, of the Companies Act, 2013, Dr. R. K. Kakkar who was appointed as Additional Director on 26<sup>th</sup> April, 2019 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. Appointment of Shri K. V. Subramanian as a Director 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** in accordance with the provisions of section 160(1) and all other applicable provisions, if any, of the Companies Act, 2013, Shri K. V. Subramanian who was appointed as Additional Director on 2<sup>nd</sup> May, 2019 and who ceases to hold office at the ensuing Annual General Meeting and in respect



## **CDSL VENTURES LIMITED**

**CIN U93090MH2006PLC164885**

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.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. Appointment of Shri Joydeep Dutta as a Director 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** in accordance with the provisions of section 160(1) and all other applicable provisions, if any, of the Companies Act, 2013, Shri Joydeep Dutta who was appointed as Additional Director on 2<sup>nd</sup> May, 2019 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.”

**7. Approval of Related Party Transactions:**

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 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with a related party within the meaning of Section 2(76) of the Act, for leasing of property of any kind and for availing or rendering of any services on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of ₹400 lakhs for the financial year 2019-20, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out



**CDSL VENTURES LIMITED**

**CIN U93090MH2006PLC164885**

shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

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

Sd/-  
**Mohini Kharpude**  
Company Secretary  
A31814

Place: Mumbai  
Date : 2<sup>nd</sup> May, 2019

**REGISTERED OFFICE**

A-Wing, Marathon Futurex, 25<sup>th</sup> Floor,  
Mafatlal Mills Compound, N.M. Joshi Marg,  
Lower Parel (E), Mumbai - 400 013



**CDSL VENTURES LIMITED**  
**CIN U93090MH2006PLC164885**

**NOTES :**

***1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE 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 to 7 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.



**CDSL VENTURES LIMITED**

**CIN U93090MH2006PLC164885**

**Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, annexed to the Notice dated 2<sup>nd</sup> May, 2018**

**ITEM NO. 4:**

The Board of Directors appointed Dr. R. K. Kakkar as an Additional Director of the Company on 26<sup>th</sup> April, 2019 under Section 161(1) of the Companies Act, 2013. His term of office as Additional Director expires at the Thirteenth Annual General Meeting of the Company. In the meantime, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member of the Company proposing the candidature of Dr. R. K. Kakkar for the office of Director. Profile of Shri R. K. Kakkar is given in the Directors' Report attached.

The Board recommends appointment of Dr. R. K. Kakkar as a Director.

None of the Directors/Key Managerial Personnel or their relatives, except Dr. R. K. Kakkar, is concerned or interested financially or otherwise in the said Resolution.

**ITEM NO. 5:**

The Board of Directors appointed Shri K. V. Subramanian as an Additional Director of the Company on 2<sup>nd</sup> May, 2019 under Section 161(1) of the Companies Act, 2013. His term of office as Additional Director expires at the Thirteenth Annual General Meeting of the Company. In the meantime, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member of the Company proposing the candidature of Shri K. V. Subramanian for the office of Director. Profile of Shri K. V. Subramanian is given in the Directors' Report attached.

The Board recommends appointment of Shri K. V. Subramanian as a Director.

None of the Directors/Key Managerial Personnel or their relatives, except Shri K. V. Subramanian, is concerned or interested financially or otherwise in the said Resolution.

**ITEM NO. 6:**

The Board of Directors appointed Shri Joydeep Dutta as an Additional Director of the Company on 2<sup>nd</sup> May, 2019 under Section 161(1) of the Companies Act, 2013. His term of office as Additional Director expires at the Thirteenth Annual General



## **CDSL VENTURES LIMITED**

**CIN U93090MH2006PLC164885**

Meeting of the Company. In the meantime, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member of the Company proposing the candidature of Shri Joydeep Dutta for the office of Director. Profile of Shri Joydeep Dutta is given in the Directors' Report attached.

The Board recommends appointment of Shri Joydeep Dutta as a Director.

None of the Directors/Key Managerial Personnel or their relatives, except Shri Joydeep Dutta, is concerned or interested financially or otherwise in the said Resolution.

### **ITEM NO. 7:**

The Company is expected to enter into contract(s)/ arrangement(s)/ transaction(s) with related parties within the meaning of Section 2(76) of the Act, for leasing of property of any kind and for availing or rendering of any services up to a maximum aggregate value of ₹400 lakhs for the financial year 2019-20, and the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

The value of transactions for leasing of property of any kind; and availing or rendering of any services may exceed the threshold limits prescribed under the Companies Act, 2013 for which Members approval is sought through the proposed Ordinary Resolution.

The list of related parties is given herein below:

<b>Particulars</b>	
<b>Description of relationship</b>	<b>Names of related parties</b>
Entity where control exists	Central Depository Services (India) Limited - Holding Company
Promoter of holding Company	BSE Limited
Fellow Subsidiaries	CDSL Insurance Repository Limited CDSL Commodity Repository Limited
Associates	Marketplace Technologies Private Limited Multi Commodity Exchange of India Limited BSE Investments Limited



**CDSL VENTURES LIMITED**

**CIN U93090MH2006PLC164885**

Key Managerial Personnel	Shri Sunil Alvares - Chief Operating Officer
Directors	Dr. R. K. Kakkar Shri Nayan Mehta Shri K.V. Subramanian Shri Joydeep Dutta

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 7 of this Notice as an Ordinary Resolution.

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

**Sd/-**  
**Mohini Kharpude**  
**Company Secretary**  
**A31814**

Place: Mumbai

Date : 2<sup>nd</sup> May, 2019

**REGISTERED OFFICE**

A-Wing, Marathon Futurex, 25<sup>th</sup> Floor,  
Mafatlal Mills Compound, N.M. Joshi Marg,  
Lower Parel (E), Mumbai - 400 013





**CDSL VENTURES LIMITED**

**CIN U93090MH2006PLC164885**

**Registered Office:**

A-Wing, Marathon Futurex, 25<sup>th</sup> Floor, Mafatlal Mills Compound, N.M. Joshi Marg,  
Lower Parel (E), Mumbai - 400 013. Contact Number: 022-23023333

**Proxy form**

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

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 -----,



**CDSL VENTURES LIMITED**

**CIN U93090MH2006PLC164885**

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General meeting of the company, to be held on 13<sup>th</sup> day of September, 2019 at 02.30 p.m. at 25<sup>th</sup> Floor, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (E), Mumbai - 400 013 and at any adjournment thereof in respect of such resolutions as are mentioned below:

Item No.	Description of the Resolution	No. of Shares for which votes cast	FOR	AGAINST	Abstain
			I assent to the resolution	I dissent to the resolution	
1.	Ordinary Resolution for Adoption of Financial Statement				
2.	Ordinary resolution for reappointment of Shri Nayan Mehta as Director liable to retire by rotation				
3.	Ordinary Resolution for Appointment of M/s Lodha & Company, Chartered Accountants as Statutory Auditors of the Company.				
4.	Ordinary Resolution for Appointment of Dr. R. K. Kakkar as a Director of the Company				
5.	Ordinary Resolution for Appointment of Shri K. V. Subramanian as a Director of the Company				
6.	Ordinary Resolution for Appointment of Shri Joydeep Dutta as a Director of the Company				
7.	Ordinary Resolution for Approval of Related Party Transactions				



**CDSL VENTURES LIMITED**

**CIN U93090MH2006PLC164885**

Signed this \_\_\_\_\_ day of 2019

Affix a  
Revenue  
stamp of Rs  
1/-

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.**



**CDSL VENTURES LIMITED**

**CIN U93090MH2006PLC164885**

**CDSL VENTURES LIMITED**

Registered Office: A-Wing, Marathon Futurex, 25<sup>th</sup> Floor, Mafatlal Mills Compound,  
N.M. Joshi Marg, Lower Parel (E), Mumbai - 400 013.

**ATTENDANCE SLIP**

**13<sup>th</sup> ANNUAL GENERAL MEETING ON FRIDAY, 13<sup>TH</sup> SEPTEMBER, 2019**

**AT 02:30 P.M.**

at **CDSL Board Room**, A-Wing, Marathon Futurex, 25<sup>th</sup> Floor, Mafatlal Mills  
Compound, N.M. Joshi Marg, Lower Parel (E), Mumbai - 400 013

Registered Folio No.	
Name of the Member	
Address of the Member	
Number of shares held	

I / We hereby record my/our presence at the **13<sup>th</sup> ANNUAL GENERAL MEETING** of the Company at **CDSL Board Room**, A-Wing, Marathon Futurex, 25<sup>th</sup> Floor, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (E), Mumbai - 400 013, at 02:30 p.m. on Friday, 13<sup>th</sup> September, 2019.

Signature of the Member:

Signature of the Proxy

Name of the Proxyholder

Notes:

1. Only Member/Proxyholder can attend the Meeting.
2. Please complete the Folio No. and name of the Member/Proxyholder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
3. A Member/Proxyholder attending the meeting should bring copy of the Annual Report for reference at the meeting.