

CDSL VENTURES LIMITED

NOTICE

NOTICE is hereby given that **First Annual General Meeting** of the Shareholders of **CDSL Ventures Limited** will be held at **3.00 p. m.** on **Wednesday** the **27th June, 2007**, 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 consider and adopt the Audited Profit and Loss Account for the period ended 31st March, 2007 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 Shri S. S. Thakur, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri V. V. Raut, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Umesh P. Maskeri, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

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

“RESOLVED THAT Shri P. S. Reddy, who was appointed as an Additional Director of the company on 6th December 2006 pursuant to the provisions of Section 260 of the Companies Act, 1956 and whose term expires at the First

Annual General Meeting of the company and for appointment of whom the company has received a notice under Section 257 of the said Act from a member proposing the candidature of Shri P. S. Reddy for the office of a Director of the company, be and is hereby appointed as a Director of the company subject to retirement by rotation".

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

Umesh P. Maskeri
Director

Place: Mumbai

Date :15th May 2007

REGISTERED OFFICE

17th floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort
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 BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.***
2. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Item No. 6 is annexed hereto.
3. All documents referred to in the Notice and Explanatory Statement are open for inspection at the registered office of the Company during office hours on all days except Sundays and public holidays between 11 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956:

ITEM NO. 6:

Shri P. S. Reddy is a Post Graduate in Economics and recipient of Junior Research Fellowship of University Grants Commission for research in Economics. He joined Central Depository Services (India) Limited as the Chief Operating Officer on November 8, 2006. Earlier he held the position of Chief General Manager in Bombay Stock Exchange Limited (BSE). He has extensive experience in various Stock Exchange related areas including corporate services, supervision, surveillance, investor services and listing of securities on the Exchange.

The Board of Directors had appointed Shri P. S. Reddy as an Additional Director of the company on 6th December 2006 under Section 260 of the Companies Act, 1956. The term of office of the above Director expires at the First Annual General Meeting of the company. In the meantime, the company has received a notice under Section 257 of the Companies Act, 1956 from a member of the company proposing the candidature of Shri P. S. Reddy for the office of the Director.

The Board recommends the appointment of Shri P. S. Reddy as a Director.

Except Shri P. S. Reddy, none of the Directors of the company is deemed to be concerned or interested in the resolution set out in Item No.6 of the accompanying Notice.

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

Umesh P. Maskeri
Director

Place: Mumbai
Date : 15th May, 2007

REGISTERED OFFICE
17th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai-400 001

CDSL VENTURES LIMITED

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

PROXY FORM

FIRST ANNUAL GENERAL MEETING, 27TH JUNE, 2007

Regd. Folio No. _____ / BO Id _____

I/We _____ of _____

being a Member/Members of the abovementioned Company hereby appoint

_____ of _____ or failing him

_____ of _____ as my/our

proxy to vote for me/us on my/our behalf at the FIRST ANNUAL GENERAL MEETING of the Company to be held on 27th June, 2007 and at any adjournment thereof.

Affix a 30 paise Revenue stamp

Signed this _____ day of _____ 2007

Signature

Note: This form, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.