

CDSL VENTURES LIMITED

NOTICE

NOTICE is hereby given that **Eighth Annual General Meeting** of the Shareholders of **CDSL Ventures Limited** will be held at **3.00 p.m.** on **Thursday the 5th June, 2014**, at the BSE Convention Hall, 1st 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, 2014 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 appoint Statutory Auditors and fix their remuneration 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 in accordance with the provision of Section 139 and all other applicable provisions ,if any of the Companies Act 2013 M/s. Lodha & Co., Chartered Accountants with Registration No. 301051E who are the retiring Auditors be and are hereby reappointed as Statutory Auditors of the Company to hold office from this Annual General Meeting till the Thirteenth Annual General Meeting of the members, subject to ratification by the members at every Annual General Meeting, at a remuneration of ₹60,000/-for audit fees and ₹25,000/- 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, Dr. R. N. Nigam who was appointed as Additional Director on 16th July,2013 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, and who fulfils the criteria of ‘independence’ as stipulated under section 149(6) of the Companies Act, 2013 and who has submitted a declaration to that effect as required under section 149(7) of the Companies Act, 2013, be and is hereby appointed a Director of the Company in the category of Independent Director for a period of three years, not liable to retire by rotation.”

5. 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 V. Balasubramaniam who was appointed as Additional Director on 14th October,2013 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.”

6. 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 2014 – 15 which shall not exceed ₹3crores.”

“RESOLVED FURTHER THAT the aggregate amount of financial transactions during the financial year 2013-14 entered into by the company with the 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 of Section 188(1) of the Companies Act, 2013 aggregating to ₹258.12 lakhs be and is hereby ratified.”

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

Mohini Kharpude
Company Secretary

Place: Mumbai

Date: 2nd May, 2014

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 to 6 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 2nd May, 2014

ITEM NO. 4:

The Board of Directors had appointed Dr. R. N. Nigam as an Additional Director of the Company on 16th July, 2013 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 Dr. R. N. Nigam as candidate for the office of Director of the Company at the Eighth Annual General Meeting along with deposit amount as required under section 160(1) of the Companies Act, 2013.

The Board recommends the appointment of Dr. R. N. Nigam as director in the category of Independent Director of the Company.

Except Dr. R. N. Nigam, none of the Directors of the Company is deemed to be concerned or interested in the above resolution.

ITEM NO. 5:

The Board of Directors had appointed Shri V. Balasubramaniam as an Additional Director of the Company on 14th October, 2013 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 V. Balasubramaniam as candidate for the office of Director of the Company at the Eighth 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 V. Balasubramaniam as director of the company.

Except Shri V. Balasubramaniam, none of the Directors of the Company is deemed to be concerned or interested in the above resolution.

ITEM NO. 6:

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. MarketPlace Technologies Pvt. Ltd.

During the year 2013-14 the company has entered into financial transactions with the related parties to the extent of ₹258.12 lakhs (copy enclosed) which needs to be ratified by the Members. Further, during the year 2014-15, 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 ₹3crores (copy enclosed) for which Members approval is sought through the proposed special resolution.

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.

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 2014

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.