

CDSL VENTURES LIMITED

NOTICE

NOTICE is hereby given that **Ninth Annual General Meeting** of the Shareholders of **CDSL Ventures Limited** will be held at **3.00 p. m.** on **Thursday, the 11th June, 2015**, at the 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, 2015 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 P. S. Reddy, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration for the year 2015-16 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 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 a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 the draft regulations for management of the Company contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution of and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

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 Nayan Mehta who was appointed as Additional Director on 19th March,2015 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 2015 – 16 which shall not exceed ₹175 lakhs.”

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

Mohini Kharpude
Company Secretary
A31814

Place: Mumbai

Date : 24th April, 2015

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, 5 and 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 24th April, 2015

ITEM NO. 4:

The existing Articles of Association (existing AoA) of the Company are based on the Companies Act, 1956 and several Articles therein contain references to specific sections of the Companies Act, 1956. With most of the provisions of the Act having been made applicable with effect from 1st April, 2014 or even earlier, certain Articles contained in the existing AoA are no longer in conformity with the new provisions of the Act and therefore required to be deleted. Similarly, certain new provisions of the Act are required to be inserted in the existing AoA. In view of this, it is considered expedient to wholly replace the existing AoA by a new set of Articles (new AoA), based on Table F of Schedule I to the Act, providing for a model Articles of Association for a company limited by shares as well as various other provisions of the Act. Some of the new provisions in the new AoA regulations included in the draft new AoA, inter alia, are as follows:

- a. Article 29 relating to call on shares
- b. Article 30 relating to payment of call and the period for payment of call
- c. Article 83 relating to allowing Notice to be issued also in electronic mode
- d. Article 120 relating to Number of Directors being increased to 15 from 12

A copy of draft new AOA in track change mode is attached with the Notice for reference and perusal of the Members.

The Board recommends the Special Resolutions set out in this regard in the Notice for approval by the Members. None of the Directors or other Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolutions.

ITEM NO. 5:

The Board of Directors had appointed Shri Nayan Mehta as an Additional Director of the Company on 19th March, 2015 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 Nayan Mehta as candidate for the office of Director of the Company at the Ninth 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 Nayan Mehta as director of the company.

Except Shri Nayan Mehta, 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. BOI Shareholding Ltd.
5. MarketPlace Technologies Pvt. Ltd.

During the year 2015-16, 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 ₹175 lakhs (copy enclosed) 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.

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

Mohini Kharpude
Company Secretary
A31814

Place: Mumbai

Date : 24th April, 2015

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 2015

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.