

DSE ESTATES LIMITED

(Formerly Delhi Stock Exchange Limited)

CIN : U91120DL1947PLC001239

Regd. Office: DSE House, 3/1, Asaf Ali Road, New Delhi – 110002

Tel No : 01142074802 email : info@dseindia.org.in

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies(Management and Administration) Rules,2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of the Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of the Company by postal ballot. The explanatory statement pertaining to the proposed resolutions setting out the material facts concerning each resolution and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company ('the Board'), in their meeting held on December 21, 2019, has;

1. Considered, approved and recommended alteration of objects of the Company as after de-recognition by the Government and Exit Order granted by SEBI, it is imperative that the object clause be changed as it does not reflect the actual state of business. Accordingly, the approval of the members is sought for alteration of object clause in the Memorandum of Association. The resolution numbers 1 seek approval of the members on the above matter.
2. Appointment of Mr. Virender Kumar Yadav as Manager of the Company. Accordingly, the approval of the members is sought for appointment under resolution 2.

The Board has appointed Mr. Pawan Kumar Mishra, Proprietor of P K Mishra & Associates Practicing Company Secretary, as Scrutinizer ('Scrutinizer') for conducting the postal ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope not later than 17:00 hours IST on Monday, February 10, 2020. Postage will be borne and paid by the Company. Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any postal Ballot Form is received after the said date, it will be considered that no reply has been received from the members.

The scrutinizer will submit his report to the Chairman of the Company ('the Chairman') after the completion of the scrutiny of the postal ballots. The result of the postal ballot shall be declared on Wednesday, February 12, 2020 and shall be displayed on the Company's website.

Place: New Delhi


Date: December 21, 2019

Regd Office:

DSE House,
3/1, Asaf Ali Road
New Delhi - 110002

On behalf of the Board of Directors
for **DSE Estates Limited**


M. K. Gupta
Director
DIN:01194791


V. K. Goel
Director
DIN:00039086

Resolutions

1. Item No.- 1 Alteration in Memorandum of Association

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 Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with applicable Rules and Regulations made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being enforce and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, the consent of the members of the Company be and is hereby accorded for effecting the following alterations in the existing Memorandum of Association (the “MOA”) of the Company by replacing the objects of the Company mentioned under Clause III A (1to 4) with Clause III A (1to 2), III B (1 to 60) with Clause III B (1 to 47) and deleting clause III C permanently.

A. The objects for which the company is proposed:

1. To sell, improve, manage develop, dispose off or otherwise deal with all or any part of the property of the Company.
 2. To provide workspace solutions including shared work space, co working workspace, business centre Services, office solutions, personal workstations, meeting rooms, conference rooms, etc.
- B. Matters which are necessary for furtherance of the objects specified in clause 3(A) are:-
1. To apply for and/or to obtain any or all such recognitions, permissions, consents, approvals and licenses, as may be required.
 2. To make issues and/or to offer for sale of shares and securities of the Company through public offer and/or Rights Issue or on a private placement basis and/or on any other basis or scheme and/or to get the shares or securities of the Company listed on any Exchange or Exchanges, whether in India or abroad.
 3. To carry out the activities of distribution of Mutual Funds, Life Insurance, IPOs and other instruments.
 4. To form, incorporate, assist, associate, organize, run, undertake and to manage or to

otherwise have subsidiary company(ies) and/or to provide a platform to transact or carry out the business or activities thereat relating to trading/dealings in securities, depository, depository participant, merchant banking, registrar and transfer agent, portfolio manager, legal and professional services, educational courses, investor education and to render allied and incidental services thereto as well as all or any of the other activities, as may be permitted.

5. To enter into Agreements, Joint Ventures, understandings and arrangements, etc.
6. To create, establish and settle Trusts.
7. To appoint Trustees, whether individuals or corporations, to hold securities or other property(ies) on behalf of and/or to protect or take further the interests or any objects of the Company.
8. To amalgamate and/or merge with any company or companies, having objects altogether or in part similar to any of these of the Company.
9. To carry on the businesses/activities as principal, agent, trustee or in any other capacity.
10. To receive and/or to give, subscribe, contribute or make donations or grants to, or otherwise assist, charitable or benevolent objects or any public, general or useful object or fund or institution and to aid peculiarly or otherwise, any Association, NGO, body or movement.
11. To enter into any arrangements with any Government or other authority (central, state, municipal, local or any other) which may seem desirable and to obtain from the Government or such authority, any powers, rights, grants, licenses, decrees, privileges or concessions and to comply with work, develop, carry out, exercise and tune to account any such powers, rights, grants, licenses, privileges or concessions.
12. To constitute and/or act as Trustee of any Trust including trusts or trustees under deeds constituting or securing or relating to the issue of any debentures, debenture stock or other securities or to any certificates, documents, assets or obligations and to undertake and execute any other Trusts and also undertake the office of or exercise the powers of executor, administrator, receiver, custodian and a trust corporation.

13. To print, publish, undertake, associate, manage or otherwise to assign journal, magazine, pamphlet, official year book or books, daily or other periodical quotation lists or other publications or works, news-bulletin, etc.
14. To improve and elevate the technical, business and other knowledge and skills of individuals, corporate and other organizations or persons, including by imparting training, by arranging lectures, holding classes and examinations or otherwise testing the knowledge, competence or caliber of such persons, awarding certificates, diplomas and other recognitions and instituting and establishing scholarships, grants and other benefactions and/or setting up, forming or otherwise associating with any technical, educational or other institutions.
15. To subscribe, to become a member of and/ or otherwise associate with any person, company or association, whether incorporated or not, whose objects include the promotion of interests which the Company seeks to promote or to promote general commercial and trade interests and to procure information from and to communicate information to such person, corporate or association.
16. To promote, manage, assist, associate, set-up, carry on, take equity in and/or act as consultants and/or advisers to, enter into with any person, company or association, in India or abroad.
17. To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interest, with any person or persons, company or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which the Company is authorized to carry on or conduct or from which the Company would or might derive any benefit whether direct or indirect.
18. To own, assist, associate, establish, and to maintain offices, branches, agencies, etc. in or out of India, for Company's business, activities, services and other infrastructure.
19. To exercise all or any of its powers, rights and privileges and to conduct its business and activities in India/or in foreign country(ies).
20. To make payments or disbursements out of the funds or other property(ies) of the Company for any of the Company's purposes/activities specified in these presents or in the Articles of Association of the Company.
21. To borrow, raise loans in any form, receive deposits, create indebtedness, to receive grants or advances, whether interest free or not, or raise any monies required for the objects and purposes of the Company.
22. To invest, deploy or otherwise use, lend or advance monies, securities and property, with or without interest, upon such terms and in such manner and with security as may from time to time be determined by the Company, by framing its own internal rules and regulations.
23. To draw, make, accept, endorse, discount, execute, issue, negotiate and sell bills of exchange, promissory notes, cheques, bills of lading, warrants, debentures and other negotiable or transferable instruments or documents with or without security and also take and receive advances by discounting or otherwise, with or without security, upon such terms and conditions as the Company deems fit.
24. To secure or discharge any debt or obligation as may be thought fit including by mortgage and charge upon the undertaking and/or all or any of the assets and property (present and future) and/or the uncalled capital of the Company or by the creation and issue, on such terms as may be thought expedient, of debentures, debenture stock, or other securities of any description or by the issue of shares credited as fully or partly paid-up.
25. To give guarantees and indemnities (including guarantees and indemnities in respect of the debts, obligations and contracts) and carry on and transact every kind of guarantee and counter guarantee activities including the payment of any principal monies, interest or other monies secured by or payable under debentures, bonds, debenture-stock, mortgage, charges, contracts, obligations and securities, and the payment of dividends on and the repayment of the capital of stock and shares of all kinds of descriptions.
26. To acquire shares, stocks, debentures, debenture-stock, bonds, bullions, commodities, obligations and securities by subscription, tender, purchase, barter, exchange, or otherwise, either conditionally or otherwise, and to guarantee the subscription

- thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
27. To enter into hedging transactions, including hedging transactions relating to securities, foreign exchange, commodities, etc.
 28. To acquire any undertaking or any property, whether movable or immovable, whether with or without the liabilities.
 29. To erect, renovate, repair, add, alter to provide infrastructure, construct, extend and maintain building(s), auditoriums, libraries, and/or for other purposes, and also to add, modify, remove, replace, substitute or augment space in any such building or buildings as well as to provide all types of infrastructure facilities.
 30. To sell, transfer, insure, mortgage, exchange, lease, let under lease, sub-let, grant licenses, easements and other rights over, improve, manage, develop, and turn to account or profit, realize value from, and in any other manner deal with or dispose of the undertaking, investments, property, assets, rights including intellectual property rights, contracts and effects of the Company or any part thereof on such terms and conditions as may be thought fit, including any stocks, shares or securities of any other company, whether partly or fully paid up.
 31. To train or pay for the training in India or abroad of any of the Company's employees, directors or personnel or any other related person.
 32. To provide for the welfare of the employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by grants of money, pensions, allowances, bonus or other payments or by creating from time to time, subscribing or contributing to provident and other funds and associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of recreation, hospitals and dispensaries, medical and other attendance and/or other assistance as the Company may think fit.
 33. To fully indemnify officers, directors, employees and personnel of the Company, its subsidiaries and/or other related Associates/Entities against proceedings, costs, charges, expenses, losses, damages, claims and demands in respect of anything done by them in good faith in their capacity as such in execution of the duties of their office.
 34. To provide, undertake, facilitate, promote, assist, regulate and manage, control and/or to otherwise associate with the business activities and to provide infrastructure and platform relating to buying, selling, trading and dealings in stocks, shares, bonds, mutual funds and other instruments / products, securities of all kinds, as covered and as defined in Securities Contract (Regulations) Act, 1956, and other instruments of each and every kind.
 35. To formulate and implement any scheme of merger, reconstruction or arrangement.
 36. To do, alone or in conjunction with another or others, either as or through or by principals, agents, trustees, contracts or otherwise any acts deeds or things as may be required, conducive or incidental to the attainment of any of the objects of the Company.
 37. To invest the money (ies) of the Company not immediately required.
 38. To pay out of funds of the Company all costs, charges and expenses which the Company may lawfully pay for the promotion of any project of any nature and payment of technical fees or with respect to the promotion, formation, establishment and registration of any company and/or the issue of its capital or which the Company shall consider to be preliminary, including therein the cost of printing and stationery, brokers' fees and lawyers' or any other experts' fees and expenses incurred for the formation of agencies, branches and local board.
 39. To pay for any property or rights acquired by the Company either in cash or by the issue of fully or partly paid shares or by the issue of the securities or partly in one mode or partly in another and on such terms as may be determined.
 40. To open Bank accounts of all nature including overdraft accounts and to operate the same and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments and to deal with documents, mercantile or otherwise in the ordinary course of business.
 41. To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the

company in the event of winding up and subject to the provisions of the Companies Act, 2013

42. To invest monies of the Company in and subscribe for, take, acquire and hold shares, stocks, debentures or securities of any other company or corporation whatsoever and where so ever, and to invest monies of the Company in any other securities and in any other manner, including the purchase of any book or other debts.
43. To institute, conduct, defend, compound or abandon or compromise and settle any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company or also to compound and allow time for payment or satisfaction of any claims or demands by or against the Company.
43. To refer any claims or demands by or against the Company to arbitration and observe and comply with the awards.
44. To place, to reserve, or to distribute as bonus shares among the members or otherwise to apply any moneys received by way of premium on shares or debentures issued at a premium by the Company or any moneys received in respect of or arising from the sale of forfeited shares.
45. To distribute any of the properties of the Company amongst members in specie or kind.
46. To insure the whole or any part of the property of the Company, either fully or partially, to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure and protect and indemnify any part or portion thereof either on mutual principle or otherwise.
47. To apply for and become member of any company, association, body corporate or society having any objects similar to or identical with those of the Company or likely to directly promote the interest of the Company.

RESOLVED FURTHER THAT Board of

Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute direction deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and execute all necessary documents including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

2. Item No.2 – Appointment of Mr. Virender Kumar Yadav as Manager

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Sections 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the company, Mr. Virender Kumar Yadav be and is hereby appointed as Manager of the company for a period of 5 years with effect from 21.12.2019 on terms and conditions including remuneration as given below.


- a. Basic Salary: Rs. 30250 per month.
- b. House Rent Allowance: Rs. 15125 per month.
- c. Conveyance: Rs. 4538 per month.
- d. All other terms and conditions of his employment be decided by the Board.

RESOLVED FURTHER that Mr. Virender Kumar Yadav in the capacity of Manager will be entrusted with the duties including preparation and finalization of balance sheet, compliance of all statutory dues, legal cases and other functions/responsibilities as assigned by Board of Directors of the company, from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution.”

Place: New Delhi
Date: December 21, 2019
Regd Office:
DSE House,
3/1, Asaf Ali Road
New Delhi - 110002

On behalf of the Board of Directors
for **DSE Estates Limited**


M. K. Gupta
Director
DIN:01194791


V. K. Goel
Director
DIN:00039086

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

In terms of Section 102 and other applicable provisions, if any, of the Companies Act, 2013 the following Explanatory Statement set out all the material facts relating to the business mentioned in the accompanying notice dated 21st December 2019.

Item No. 1

DSE Estates Limited (formerly Delhi Stock Exchange Limited) hereinafter referred to as Company was incorporated on 25.06.1947 to act as a Regional Stock Exchange. It ceased to be a Stock Exchange pursuant to SEBI's Exit Order dated January 23, a 2017. In term of this order, the name of the company was changed from "Delhi Stock Exchange Limited" to "DSE Estates Limited". The present main objects of the company are relating to the activities of stock exchange. It is proposed that the existing objects in respect of the stock exchange activities be deleted and the objects relating to properties be inserted in the objects clause of the Memorandum of Association (MOA).

Accordingly, it is proposed to alter the Object clause III (A) to (C) of MOA of the Company. The proposed clause has been aligned with Table A of the Schedule I of the Companies Act, 2013. The Board now seeks shareholders' approval for the same.

None of the Directors of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

Item No.2

The Board, at its meeting held on December 21, 2019 appointed Mr. Virender Kumar Yadav as a Manager of the Company with effect from December 21, 2019 pursuant to section 196 of the Companies Act, 2013.

In the opinion of the Board, there was a need to appoint someone to act as a manager who can be entrusted with the powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the company, from time to time as the Chief Operating Officer and Company Secretary Mr. Sunil Bhatia who had retired w.e.f 30th September 2019. The Company has received his consent in writing to act as a Manager.

The resolution seek approval of the members for appointment of Mr. Virender Kumar Yadav as a Manager of the Company for a period of 5 years pursuant to Sections 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013.

None of the Directors of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

Place: New Delhi
Date: December 21, 2019

Regd Office:
DSE House,
3/1, Asaf Ali Road
New Delhi - 110002

On behalf of the Board of Directors
for **DSE Estates Limited**


M. K. Gupta
Director
DIN:01194791


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Tel No : 01142074802 email : info@dseindia.org.in

POSTAL BALLOT FORM

Sl. No.

1. Name(s) of the Shareholder(s):
(in block letters)
(including joint holders, if any)
2. Registered address of the
Sole/First named Shareholder:
3. Folio No./
DP ID No./ Client ID No.*
(* Applicable to investors
holding shares in dematerialized
form):
4. Number of shares held:
5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the notice of the Exchange by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark in the appropriate box below.

Item No.	Description	No. of shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Special Resolution for Alteration in Memorandum of Association of the Company by replacing the objects of the Company mentioned under Clause III A {1 to 4} with Clause III A {1 to 2}, III B {1 to 60} with Clause III B {1 to 47} and deleting Clause III C permanently.			
2.	Ordinary Resolution for Appointment of Mr. V. K.Yadav as a Manager.			

Place :

Date :

(Signature of the Shareholder)

INSTRUCTIONS

1. A shareholder desiring to exercise his vote by Postal Ballot may complete this postal ballot form and send it to the Scrutinizer in the attached Pre-paid self-addressed envelope. However, envelopes containing postal ballots, if deposited in person or sent by courier at the expense of the shareholder will also be accepted.
2. In case of joint holding, this postal ballot form should be completed and signed by the first holder and in his/her absence by the second holder.
3. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Exchange.
4. This postal ballot form should be completed and signed by the shareholder. Unsigned postal ballot forms will be rejected.
5. Where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the postal ballot form. A member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
6. A shareholder need not use all his votes nor he needs to cast all his votes in the same way.
7. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours on Monday , February 10, 2020 at 05:00 PM. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received. The company shall not be responsible for any Postal delays.
8. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 6 above.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date, i.e. December 21, 2019.