

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that 76th Annual General Meeting of the shareholders of DSE Estates Limited will be held on Friday, 27th September, 2024 at 04:00 PM at DSE HOUSE, 3/1, Asaf Ali Road, New Delhi-110002 to transact the following business:

The following businesses will be transacted at the AGM:

Ordinary Business(es):

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Vijay Bhushan, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint statutory auditor of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provision of section 139 of the Companies Act 2013 (as amended or reenacted from time to time) and other applicable provision of the companies Act 2013 and considering the recommendations made by Board, the consent of the members be and is hereby accorded to appoint M/s P. Bholusaria & Co., Chartered Accountants, as the statutory auditor of the company for the financial year 2024-25 to financial year 2028-29, from the conclusion of the forthcoming (76TH) annual general meeting till the conclusion of 81st annual general meeting to be held in year 2029, at a remuneration to be decided by the board in consultation with the auditors.

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** 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 to perform the duties required to be performed by “Key Managerial Personnel” of the company for a period of 5 years with effect from 22.12.2024 on terms and conditions including remuneration as given below:-

 - a. Basic Salary of Rs. 35,851/- per month
 - b. House Rent Allowance of Rs. 17,926/-
 - c. Conveyance of Rs. 5,378/-
 - d. All other terms as 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 the Balance sheet, Compliance of all statutory dues, legal cases, and other functions/responsibilities as assigned by the board of Directors of the Company from time to time.



DSE Estates Limited
(formerly Delhi Stock Exchange Ltd.)
CIN:U91120DL1947PLC001239

RESOLVED FURTHER THAT all the Directors of the Company be & are hereby severally authorized to file the resolution with the Registrar of Companies, NCT Delhi & Haryana along with requisite e-Form.”

- 5 To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

“**RESOLVED THAT** the entire amount of Rs. 51,35,66,587/- (Rupees Fifty one Crores Thirty Five Lakhs Sixty Six Thousands Five hundred eighty seven only) standing to the credit of the Capital Reserve of the Company shall be reclassified and credited to the 'General Reserve' of the Company, and subsequent thereto, such amount credited to the 'General Reserve' of the Company shall be reclassified as, and constitute General reserve of the Company in accordance with the provisions of the Companies Act, 2013 and subject to such approvals as may be necessary.

On behalf of the Board of Directors

(Vijay Bhushan)
Chairman

DIN : 00002421

Date : 22.08.2024

Place: New Delhi

NOTES :

- 1. A SHARE HOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING.**
2. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
3. Register of Members and Share Transfer Books of the Company will remain closed from 21ST September, 2024 to 27th September, 2024 (both days inclusive) for the purpose of Annual General Meeting.
4. Shareholders are requested to send their queries at least ten days in advance of the meeting so that the information can be made available at the time of meeting and also to meaningfully answer the queries raised by them.
5. The Corporate Shareholders intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting, in respect of above matters.
6. Shareholders/Proxies should bring the Attendance Slip sent here with duly filled in for attending the meeting.
7. Shareholders are also requested to bring their copy of the Annual Report at the time of Annual General Meeting.

Explanatory statement as per section 102 (1) of Companies Act, 2013

Item No. 4.

The Board, at its meeting held on August 22, 2024 appointed Mr. Virender Kumar Yadav as a Manager of the Company with effect from December 22, 2024 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 previous term of appointment of Mr. Virender Kumar Yadav as Manager under the Category of Key Managerial Personnel to be completed on 21.12.2024 . 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 or key managerial personal of the company or their relatives of the company, is in anyway concerned or interested in the resolution.

Item No. 5.

Pursuant to demutualization, the Balance Sheet, Income and expenditure account of the Company were prepared up to the date of demutualization (28/08/2007). The accumulated balance in income and expenditure account at that time (as on 28/08/2007) was transferred to Capital Reserve.

Accordingly, the reserve was originally in the nature of Revenue Reserve. Moreover, the amount was transferred to Capital Reserve for the purpose of completion of demutualization. The demutualization has since been completed. Subsequently on 04/01/2017 SEBI had passed an exit order whereby it was provided exit as a stock exchange and was to continue as a corporate entity under the Companies Act, 2013

This reserve pertains to shareholders only. Accordingly, it is proposed to transfer the same to General Reserve.

Now therefore, It is now proposed to get approval of shareholders at their general meeting by passing Special resolution.

None of the directors or key managerial personal of the company or their relatives of the company, is in anyway concerned or interested in the resolution.