

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that 75th Annual General Meeting of the shareholders of DSE Estates Limited will be held on Saturday, 30th September, 2023 at 03:30 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, 2023 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, 2023 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Mahender Kumar Gupta (DIN:01194791), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Special Business:

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

“**RESOLVED THAT** the sum of ₹ 66,94,92,106/- (Rupee sixty six crores ninety four lacs ninety two thousand one hundred six only) standing to the credit of the Settlement Guarantee Fund 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 : 24.08.2023

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 24th September, 2023 to 30th September, 2023 (both days inclusive) for the purpose of Annual General Meeting.



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

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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

To consider and pass with or without modification(s) the following resolution as a Special resolution:

THAT pursuant to the Directions and Circulars issued by SEBI under the Securities Contracts (Regulation) Act, 1956, the Company (formerly Delhi Stock Exchange Limited) had created a 'Settlement Guarantee Fund' in order to guarantee settlement of all transactions, eliminate counterparty risk and ensure timely completion of the settlement whenever there is any delay due to failure of any member to honour his commitment. Such Fund was required to be utilized only in the event of a failure of members to honour their settlement commitments.

THAT, however vide order dated 23.01.2017, SEBI allowed voluntary exit of the Company as a stock exchange and the Company was required to refund the initial contribution/ deposit made by members/ stock brokers to the Fund.

THAT the Company had an aggregate outstanding balance of ₹ 68,20,02,106/- (Rupee sixty eight crores twenty lacs two thousand one hundred six only) standing to the credit of the Settlement Guarantee Fund, which comprised of non-refundable contributions from members, contributions from exchange, and interest, dividend, other income as well as accretions arising from investments of the Fund.

THAT out of the above sum, an amount of ₹ 1,55,10,000/- (Rupee one crores fifty five lacs ten thousand only) was refundable to members and as such, was transferred to from the Fund account to Current Liabilities.

THAT a resolution dated 29.09.2018 was passed to transfer the balance amount of ' 66,94,92,106/- (Rupee sixty six crores ninety four lacs ninety two thousand one hundred six only) standing to the credit of the Settlement Guarantee Fund to Surplus account of the Company; however, effect cannot be accorded to the same.

THAT in view of the aforesaid facts, the balance of Rs. 669492106/- standing credited to the SGF is for all practical purposes is shareholder's fund.

Now therefore, in supersession of above resolution, 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 except to the extent of layout if any from these funds and respect of their holding in the company