

# THE CALCUTTA STOCK EXCHANGE LIMITED

7 Lyons Range, Kolkata - 700 001

## The instructions for members for voting electronically are as under:-

### In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on "Shareholders" tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) If you are holding shares in Demat form and have already voted earlier on [www.evotingindia.com](http://www.evotingindia.com) for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- (v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL : 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <Default Value> in the PAN field.

# Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the value <Default Value> in the DOB column or the <Default Value> in the Dividend Bank details field.

### E-Voting Information :

EVSN (Electronic Voting Sequence Number)	User ID	Password	Default PAN (Where PAN not registered)	Default DOB (Where DOB not registered)
	Demat Account Number / Folio Number for Physical Holders	N/A		

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & \*). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your

password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

- (viii) Click on the relevant EVSN on which you choose to vote.
- (ix) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

**In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xii) above, to cast vote.
- (B) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.
- (C) The voting period begins on June 14, 2014 (9.00 a.m.) and ends on June 16, 2014 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date May 23, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



# THE CALCUTTA STOCK EXCHANGE LIMITED

## N O T I C E

**NOTICE** is hereby given that an **Extra-Ordinary General Meeting** of the Members of the The Calcutta Stock Exchange Limited will be held on Friday, the 20th June, 2014 at 4.30 P.M. at the Registered Office of the Company at 7, Lyons Range, Kolkata - 700 001, to transact the following business :-

### Special Business:

1. To consider and, if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"**RESOLVED THAT** the Letter no MRD/DSA/OW/14535/2014 dated 21st May, 2014 issued by Securities and Exchange Board of India (herein after referred to as SEBI) and received by the company be taken note of and necessary steps that need to be taken will be as per directions of the members regarding compliance with the letter."

"**FURTHER RESOLVED THAT** Mr. B Madhav Reddy, Managing Director & CEO of the Company be and is hereby authorized to reply to Securities and Exchange Board of India, on behalf of the Company and to do such acts, deeds, matters and things as may be necessary in this regard."

2. To consider and, if thought fit, to pass with or without modification, the following resolution as a special resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to Board of Directors to exercise its powers to transfer, assign, Sub-Lease, deal with, dispose of or part with the possession of the Leasehold Land of the Exchange situated at E M By-Pass, Kolkata."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and to sign all such documents and writings as may be necessary, expedient or proper and to undertake all other activities connected therewith or incidental thereto to give effect to this resolution ."

By order of the Board  
For The Calcutta Stock Exchange Limited

B. Madhav Reddy  
Managing Director & CEO

Dated the 26th day of May, 2014

**NOTES :**

- a) The Explanatory Statement setting out the material facts in respect of special businesses are annexed hereto pursuant to Section 102 of the Companies Act 2013.
- b) A Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote (on a poll) instead of himself and such proxy need not be a Member of the Company.
- c) A proxy, to be valid, should reach the Registered Office of the Company at least 48 hours before the time for holding of the meeting.
- d) Non Individual Members are requested to send certified copy of Board Resolution, authorizing their representative to attend and vote at the meeting.
- e) Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their electronic share account. Similarly, in case the mailing address mentioned on this notice is without the Pincode, members are requested to kindly inform their pincode immediately.
- f) Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Exchange at its Registered Office at 7, Lyons Range, Kolkata-700 001 or to its Registrar & Share Transfer Agents, M/s. C. B. Management Services (P) Limited, P-22, Bondel Road, Kolkata-700 019, Phone Nos.(033) 4011-6700/26/28.
- g) All documents referred to in the Notice and the annexed Explanatory Statement will be available for inspection by the members at the Registered Office of the Exchange during office hours on all working days from the date hereof upto the date of meeting.
- h) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the general meeting.
- i) The process and instructions for e-voting is given in a separate sheet.
- j) You are advised to cast your vote only through one mode (E-voting or through poll at the EGM). In case you cast your votes through both the modes, votes cast through E-voting shall only be considered and vote cast at the meeting through Poll would be rejected.
- k) The Company has appointed D. Dutt & Co., Company Secretaries (e-mail ID : debabrata@ddc.org.in) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- l) A copy of this notice has been placed on the website of the Company and the website of CDSL.



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No 1**

The Exchange has received a Letter No MRD/DSA/OW/14535/2014 dated 21st May, 2014 in connection to the Exit Policy for De-recognized/ Non-Operational Stock Exchanges, as per SEBI Circular dated 30th May 2012 (details of such exit provisions are available in SEBI website). The Copy of the letter is enclosed as annexure.

The Board of the Calcutta Stock Exchange Limited in an emergency meeting held on 22nd May, 2014 has unanimously decided to give intimation of the aforesaid letter as required in para 4 of the subject letter of SEBI to all shareholders of the Company for expressing opinion on future steps to ensure compliances with the aforementioned letter.

**None of the Directors are in any way interested or concerned in the resolution.**

### **Item No 2**

The Board of Directors at their meeting held on 5th February, 2014 approved transfer, assign, Sub-Lease, deal with, dispose of or part with the possession of the three(3) acres Leasehold Land situated at E M By-Pass, Kolkata subject to approval of the members of the company and also subject to approval from SEBI. The Company applied to SEBI to accord its in principle approval for the same, to which SEBI has given its no objection / permission subject to conditions that all requisite statutory approvals have to be obtained and proceeds from Sub- Lease would be utilised for the purpose of the following:

1. The Board in the past in its meeting has taken a stand to take stake in any clearing corporation so that it facilitates the process of recommencing of C-star.
2. To Increase the Net worth requirement for the subsidiary company viz. CSE Capital Markets Pvt. Limited, as the company need to increase the network to Rs.10 crores by investing additional Rs 7 crores to meet the regulatory threshold and functioning as full-fledged DP of both NSDL and CDSL.
3. The balance amount to be used to enhance the net-worth of CSE. Additional net-worth required for the Exchange considering the RMS requirements for the transactions to be carried out its CSE's own trading platform subject to compliance with C& D scheme of the Company as approved by SEBI.

The matter of Sub- Leasing the land of the company, pursuant to Sec 180 (1)(c) of the Companies Act 2013, requires approval of shareholders by way of Special Resolution.

The Board recommends the resolution for you adoption in the interest of the company.

A copy of the No objection letter received from SEBI vide their letter no MRD/ DSA/OW/15004/2014 dated May 26, 2014 is annexed as part of Explanatory statement.

**None of the Directors are in any way interested or concerned in the resolution.**



GENERAL MANAGER  
MARKET REGULATION DEPARTMENT

भारतीय प्रतिभूति  
और विनियम बोर्ड  
*Securities and Exchange  
Board of India*

MRD/DSA/OW/14535 / 2014

May 21, 2014

To

The Governing Board  
Calcutta Stock Exchange Ltd  
7, Lyons Range,  
Kolkata – 700001

Dear Sir/Madam,

**Sub: Exit Policy for De-recognized/Non-operational Stock Exchanges**

1. SEBI vide circular dated May 30, 2012 (Exit Circular) issued guidelines in respect of exit options to stock exchanges. In terms of these guidelines, if the stock exchange is not able to achieve the prescribed turnover of Rs 1000 Crore on continuous basis or does not apply for voluntary surrender of recognition and exit before the expiry of two years from the date of circular dated May 30, 2012, SEBI shall proceed with compulsory de-recognition and exit of the stock exchange, in terms of the conditions as may be specified by SEBI.
2. In line with the above provisions, SEBI shall, inter-alia, be constrained to take the following actions against those exchanges which have neither achieved a turnover of Rs. 1000 Crore on continuous basis nor applied for voluntary surrender of recognition before May 30, 2014. -
  - a. The exchange shall not alienate any of its assets without taking prior approval of SEBI or till the final order of compulsory exit of the stock exchange is passed by SEBI.
  - b. Board member (excluding Public Interest Director)/Senior Management personnel of the exchange shall not be allowed to hold any position of responsibility in the securities market including listed companies or SEBI Registered intermediaries or other entities registered, recognised or administered by SEBI, till dues mandated under the Exit Circular dated May





अनुवर्ती :  
Continuation :

भारतीय प्रतिभूति  
और विनिमय बोर्ड  
**Securities and Exchange  
Board of India**

- 30, 2012 are settled and the process of compulsory exit of the stock exchange is completed.
- c. Further, SEBI shall recover the amount upto 20% of the assets of the exchange, entire corpus of IPF and ISF, pending dues of the brokers (as per SEBI records), 1% of the Security deposit lying with the stock exchange, other dues outstanding to SEBI including 10% of the listing fee, annual regulatory fee, any possible cost towards migration of companies listed in these non-compliant exchanges to Dissemination Board, etc.
- d. An Administrator may be appointed on the exchange to ensure that the exchange follows the SEBI directions while compulsory exit. Such an Administrator may be, inter-alia, authorized to appoint auditor/valuer, etc. to value and dispose the assets of the exchange for the purpose of recovering dues of SEBI in terms of circular dated May 30, 2012 and for compliance with the other directions issued by SEBI.
- e. It shall be the responsibility of the exchange to place the exclusively listed companies on the dissemination board of a recognised stock exchange, in terms of the Exit Circular dated May 30, 2012 and subsequent guidelines issued in this regard. The exchange shall ensure that the database of the exclusively listed company is transferred to SEBI and to those exchanges on whose dissemination board, the shares of these companies are made available.
4. You are directed to bring the contents of this letter to the notice of the shareholders of the stock exchange immediately.

Yours faithfully,

**Sunil Kadam**  
General Manager  
Ph: +912226449630  
Email: sunilk@sebi.gov.in



भारतीय प्रतिभूति  
और विनिमय बोर्ड  
Securities and Exchange  
Board of India

DEPUTY GENERAL MANAGER  
MARKET REGULATION DEPARTMENT  
Tel. No. 022-26449205  
E-mail: [aparnat@sebi.gov.in](mailto:aparnat@sebi.gov.in)

MRD/DSA/OW/15004/2014  
May 26, 2014

Mr. B Madhav Reddy  
Managing Director and CEO  
Calcutta Stock Exchange Ltd.  
7, Lyons Range  
Kolkata- 700001

Sub: Sub-lease of Leasehold land of The Calcutta Stock Exchange Limited(CSE).

1. Please refer to your letter dated February 19, 2014 and other correspondences wherein you have requested SEBI to give no-objection/permission to the CSE to sub-lease its leasehold land of 3.0 acres situated at E. M. Bye-Pass, Kolkata.
2. In this regard, Kindly note that SEBI has no-objection to CSE sub-leasing its leasehold land subject to submission of an undertaking by CSE for the following
  - a) All requisite /statutory approvals have been obtained .
  - b) Proceeds from such sub-lease would be utilised solely for the purpose as stated in your email dated May 06,2014 subject to compliance with C&D scheme of CSE approved by SEBI.

Yours Faithfully

  
APARNA THYAGARAJAN



## Proxy Form

**The Calcutta Stock Exchange Limited**  
(CIN: U67120WB1923PLC004707)  
Regd. Office: 7, Lyons Range, Kolkata – 700 001.

I/We being the member(s) of ..... shares of the above named company hereby appoint:

- 1) Name..... Address.....  
Email ID..... Signature.....or failing him;
- 2) Name..... Address.....  
Email ID..... Signature..... of failing him;
- 3) Name..... Address.....  
Email ID..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my behalf at the Extraordinary general meeting of the company, to be held on 20<sup>th</sup> day of June, 2014 at 4.30 P.M. at 7, Lyons Range, Kolkata – 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

1. Ordinary Resolution – Giving Authority to Director & CEO to take necessary steps in reply to SEBI's letter.
2. Special Resolution - Members' approval to Board of Directors to take necessary steps in dealing with Leasehold Land of the Stock Exchange.

Signed this..... day of ..... 2014.

Affix  
Revenue  
Stamp

Signature of the 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.