



The Calcutta Stock Exchange Limited

NOTICE

NOTICE is hereby given that the 93rd Annual General Meeting of the members of The Calcutta Stock Exchange Limited (The Exchange/Company) will be held on Thursday, the 29th September, 2016 at 4.30 P.M. at the Registered Office of the Exchange at 7, Lyons Range, Kolkata - 700 001 to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Report of the Auditors thereon.
2. To declare a dividend on Equity Shares of the Company for the year ended 31st March, 2016.
3. To appoint a Director in place of Mr. Mohan Goenka (DIN: 00150034) who retires by rotation and being eligible, has offered himself for re-appointment.
4. To appoint a Director in place of Mr. Purushottam Saraf (DIN: 06570445) who retires by rotation and being eligible, has offered himself for re-appointment.
5. To appoint Auditors and to fix their remuneration and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution :

"Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s. S. R. Batliboi & Co, LLP (Firm Registration No 301003E), Chartered Accountants, be and are hereby reappointed as Auditors of the Company for a period of five years to hold office from the conclusion of 93rd Annual General Meeting till the conclusion of the 98th Annual General Meeting for the financial year ending on 31st March, 2021 subject to ratification by members at every subsequent annual general meeting at a remuneration to be decided by the Audit Committee of the Board for each such year excluding Tax Audit Fees, Service Tax and reimbursement of out of pocket expenses, as may be incurred in performance of their duties."

SPECIAL BUSINESS :

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

"Resolved that pursuant to the provisions of Sections 196, 197 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members of the Company be and is hereby accorded to the appointment of Mr. Subrato Das [DIN: 07523577] as the Managing Director of the Exchange for a period of three years with effect from 20th May, 2016 on the terms and conditions including remuneration as set out in the statement under section 102 of the Act annexed to the Notice convening this Meeting."

"Further Resolved that the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or proper to give effect to this resolution."

By Order of the Board of Directors

Place : Kolkata

Date : 27th August, 2016

Bhaskar Sen

Director

DIN : 03193003



The Calcutta Stock Exchange Limited

NOTES :

1. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy / Proxies to attend and vote on a poll instead of himself / herself. Such a proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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 person or shareholder. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice.
2. Information relating to the Directors seeking appointment / re-appointment at the Annual General Meeting forms an integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
3. The Register of Members and Share Transfer Books of the Company will remain closed on and from **23rd September, 2016 to 29th September, 2016** (both days inclusive) for the purpose of payment of dividend for the year ended 31st March, 2016, if declared at the Meeting or at any adjournment thereof.
4. The Dividend for the year ended 31st March, 2016, as recommended by the Board of Directors, if approved and declared at the 93rd Annual General Meeting will be paid on or before **29th October, 2016** to those Members and their Mandates as below :
 - (a) Whose names appear as Beneficial Owner as at the end of the business hours on **29th September, 2016** in the list of Beneficial Owners to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of Shares held in Electronic Form; and
 - (b) Whose names appear as Member in the Register of Members of the Company after giving effect to the valid share transfer in physical form lodged with the Company or RTA on or before **22nd September, 2016**.
5. Members willing to claim dividend for the **financial years ended 31st March 2009** and thereafter, which remains unclaimed or unpaid for a period of seven years will be transferred to the IEPF under Section 124(5) of the Companies Act, 2013. Members who have not yet encashed the dividend warrant(s), so far for the financial year ended 31st March, 2009 or any subsequent financial years, are requested to submit their claims to the Company's Registrar and Share Transfer Agent M/s. C. B. Management Services Pvt. Ltd. at P-22, Bondel Road, Kolkata - 700 019. It may also be noted that once the unclaimed dividend is transferred to IEPF as stated, no further claim shall be entertained by the Company in respect thereof. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with the Companies) Rules, 2012, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years starting **from 2008-2009 on the website of IEPF** viz. www.iepf.gov.in and under "Investors Relations" section on the website of the Company viz. www.cse-india.com.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The term "Members" has been used to denote Shareholders of The Calcutta Stock Exchange Limited.
8. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agents, M/s. C. B. Management Services Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the members.
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their Bank Details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agent to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Company's Registrar and Share Transfer Agent.
10. In case the mailing address mentioned on the Attendance Slip is without the PINCODE, Members are requested to kindly inform the PINCODE immediately.

11. Members can avail of the nomination facility, under Section 72 of the Companies Act, 2013 by submitting Form No. SH - 13 as per Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 with the Company. Blank forms will be made available on request.
 12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.
 13. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Company's Registrar and Share Transfer Agent, M/s. C. B. Management Services Pvt. Ltd. at P-22, Bondel Road, Kolkata - 700 019 for the same.
 14. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
 15. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, M/s. C. B. Management Services Private Limited at P-22, Bondel Road, Kolkata - 700 019 immediately for:
 - (a) Any change in their residential status on return to India for permanent settlement.
 - (b) Notifying particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
 16. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Registrar and Share Transfer Agent / Depositories for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
 17. Electronic copy of the Notice of the 93rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being also sent to all the members whose email IDs are registered with the Registrar and Share Transfer Agent / Depository Participants for communication purposes. For members who have not registered their email address, physical copies of the Notice of the 93rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
 18. Electronic copy of the Annual Report for Financial Year 2015-16 is being sent to all members whose email IDs are registered with the Registrar and Share Transfer Agent / Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for Financial Year 2015-16 are being sent in the permitted mode. The Annual Report is also available on the website of the Company. Those who are in receipt of Annual Report by E-mail may request for a physical copy of the said Annual Report by writing to us at the E-mail ID: annualreport@cse-india.com.
 19. Members may also note that the Notice of the 93rd Annual General Meeting and the Annual Report for Financial Year 2015-16 will also be available on the Company's website at www.cse-india.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on all working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's Chief Financial Officer by email through pduitta@cse-india.com.
 20. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting at least 3 days before the AGM.
- The businesses set out in the Notice will be transacted through remote electronic voting system and the Company is providing facility for voting by remote electronic means.**



The Calcutta Stock Exchange Limited

Instructions and other information relating to remote e-voting are given in the Notice under Note No. 21. Members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through ballot papers.

21. Voting through electronic means :

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, members may cast their vote on all the resolutions proposed to be considered in this Annual General Meeting by electronic means from a remote location ("Remote E-voting") and the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be considered at the 93rd Annual General Meeting by "Remote E-voting". The company has engaged M/s Central Depository Services Limited (CDSL) and the facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("Remote E-voting") will be provided by the said CDSL.
- II. Members of the company, instead of casting their votes by the aforesaid "Remote E-voting" may cast their vote at the venue of the Annual General Meeting through physical ballot papers, which shall be made available at the venue of the AGM and only such members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through ballot papers.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again.

- IV. The remote e-voting period commences on **25th September, 2016 (9:00 am) and ends on 28th September, 2016 (5:00 pm)**. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 22nd September, 2016** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - (i) The shareholders' should log on to the e-voting website www.evotingindia.com during the voting period.
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select the "THE CALCUTTA STOCK EXCHANGE LIMITED" from the drop down menu and click on "SUBMIT".
 - (iv) Now Enter your User ID :
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
# PAN	Enter your 10 digit alpha-numeric # PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). # Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of the First Holder Name followed by last 8 digit BO-ID or Folio Number in PAN Field. E.g.: If your name is Rakesh Babu with BO-ID: IN302710005355 or Folio Number:000000001, then enter RA10005355 or RA00000001 in the PAN field.
# 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.

- Please enter the DOB or Dividend Bank Details in order to login. If both the details are not recorded with the depository or company or its Registrar and Share Transfer Agent please enter the 16 digit member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company 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. 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant "THE CALCUTTA STOCK EXCHANGE LIMITED" on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user by using the admin login and password.
- The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

(xx) Other Instructions:

(a) Persons who have acquired shares and became members of the Company after the despatch of the Notice of the AGM but before the cut-off date of **22nd September 2016**, may obtain their user ID and Password for e-voting from Company's Registrar and Share Transfer Agents, M/s. C. B. Management Services Private Limited having their office at P-22, Bondel Road, Kolkata - 700 019.

(b) The results of the e-voting will be declared not later than three days of conclusion of the **AGM i.e. Monday, the 3rd October 2016**.

VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e. 22nd September 2016.

VII. A copy of this notice has been placed on the website of the Company and the website of CDSL.

VIII. Pursuant to the provisions of Section 108 of the Companies Act 2013 read with the Rules thereof, Mr. Debabrata Dutt, Practicing Company Secretary,



The Calcutta Stock Exchange Limited

(Membership No. FCS 5401) has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.

- IX. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report on the votes cast in favour or votes cast against the respective resolutions and shall provide the said report to the Chairman or to a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- X. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.cse-india.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 :

Item No. 6 :

On the basis of recommendation of the Stock Exchange Selection Committee the Board recommended the name of Mr. Subrato Das to SEBI for its approval for appointment as Managing Director. SEBI has accorded its' consent and approval vide its letter dated 31st March 2016 for appointment of Mr. Subrato Das as Managing Director cum Chief Executive Officer.

The Board vide its resolution dated 08th April, 2016 on the basis of the recommendations of the Compensation & HR Committee determined the terms and conditions of appointment of Mr. Subrato Das [hereinafter referred to as 'the Appointee'], who was appointed as the Managing Director of the Exchange on and from 20th May, 2016 upon the following terms and conditions:

A. Duties and Responsibilities :

During the continuance of service, the Appointee will be required to undertake such duties and exercise such powers as provided in the Articles of Association of the Exchange and as may be delegated by the Board of Directors from time to time. The Appointee shall be vested with executive powers to run the day-to-day administration. The Appointee shall discharge his duties in accordance with and in compliance of all Rules, Regulations, Bye-laws

of the Exchange and any other Regulations in force and shall give effect to the directives, guidelines and circulars of Securities and Exchange Board of India for implementation at the Exchange.

B. Remuneration :

- I) Basic Salary: Rs. 2,70,000/- (Rupees Two Lacs Seventy Thousand only) per month.
- II) **Other Allowances and Perquisites :**
- a) **House Rent Allowance** : Rs. 40,500/- (Rupees Forty Thousand Five Hundred) only per month.
- b) **Children Education Allowance** : Rs. 18,900/- (Rupees Eighteen Thousand Nine Hundred) only per month.
- c) **Special Allowance** : Rs. 90,650/- (Rupees Ninety Thousand Six Hundred Fifty only) per month.
- d) **Contribution to Provident Fund** : 12% of Basic Salary.
- e) **GSS LIC Fund** : 6% of Basic Salary.
- f) **Company's Contribution to NPS** : @ 4% of Basic Salary.
- g) **Ex-Gratia** : @ 4.33% of Basic Salary per annum.
- h) **Leave Travel Allowance** : Rs. 1,00,000/- (Rupees One Lac only) per annum.
- i) **Reimbursement of Books & Periodicals** : Rs. 18000/- (Rupees Eighteen Thousand only) per annum.
- j) **Reimbursement of Medical Expenses** : Rs. 15,000/- (Rupees Fifteen Thousand only) per annum.
- k) The Company will reimburse Soft Furnishing Expenses for a maximum amount upto to Rs. 1,00,000/- per annum.
- l) **Leave Entitlement** : The Appointee shall be entitled to one month's privilege leave for one completed year of service in addition to 14 casual leave and 8 days sick leave, as per the Rules of the Company. Un-availed privilege leave will be accumulated and may be encashed at the end of the tenure.
- m) **Conveyance Facilities** : The Appointee shall be provided with a company maintained chauffer driven car with fuel upto 200 liters per month for official use.
- n) **Telephone, Communication Facilities** : The Company will provide one cellular phone for official use and will reimburse its expenses.

The Company will also provide one land line telephone line at residence for official use and will also reimburse for it.

- o) **Reimbursement of relocation expenses :** Rs. 2,00,000/- (Rupees Two Lacs only).
 - p) The Appointee will be covered under Group Term Plan as per the Company's Policy.
- III) **Overall Remuneration :** The aggregate salary and perquisites in any one financial year shall not exceed the prescribed limit under the Companies Act, 2013 and Part-II of Schedule - V of the Companies Act, 2013.
- IV) **Minimum Remuneration :** In the event of loss or inadequacy of profit in any financial year during the currency of tenure of the service of Managing Director & Chief Executive Officer the above remuneration will be paid to the Appointee as minimum remuneration subject to compliance of conditions prescribed in Schedule - V to the Companies Act, 2013.

During the period of appointment or after termination of appointment, the Appointee shall not directly or indirectly make known or disclose to any person or persons or company nor in any way publish in media or otherwise, any information of any nature connected with the affairs of the Exchange except as may from time to time, be authorized by the Board of Directors of the Exchange.

During the period of appointment, the Appointee or any of his relative [as defined under Section 2(77) of the Companies Act, 2013] on his behalf shall not deal in any securities without prior information to the Board. In this context the Appointee shall be guided by SEBI (Prohibition of Insider Trading) Regulations, 2015.

The appointment is governed by the SECC Regulations, 2012.

The Appointee shall be responsible for implementation of policy decisions taken by the Board and its various Committee(s)/Sub-committee(s).

The Appointee shall not be allowed to do any professional work or engage himself in any other vocation during the incumbency of his service except sitting on other Boards as director in non-executive capacity.

This appointment may be terminated by giving three months notice on the either side. In case of termination by the Exchange, the Exchange shall pay the Appointee three months remuneration in lieu of such notice.

The Board of Directors is of the opinion that the above remuneration payable to Mr. Subrato Das, as the Managing Director, as approved and recommended by the Compensation and HR Committee is commensurate with his duties and responsibilities and is within the limits specified in Section 197 and part II Schedule V the Companies Act, 2013.

A copy of the letter of appointment issued to the Appointee containing the aforesaid terms and conditions of appointment is available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday till the date of the Annual General Meeting and will also be available for inspection at the meeting.

Pursuant to the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 such appointment and payment of requires approval of shareholders at a General Meeting and in the event of inadequacy of profit in any year during the tenure of appointment for payment of minimum remuneration, by way of a Special resolution.

Hence the Resolution is proposed. The Resolution as set out in the Notice is to be considered accordingly and the Board recommends that the same be passed.

Save and except Mr. Subrato Das, no other Director is concerned or interested financially or otherwise in the subject resolution.

By Order of the Board of Directors

Place: Kolkata

Date: 27th August, 2016

Bhaskar Sen
Director
DIN: 03193003