



## NOTICE

**NOTICE** is hereby given that the 94<sup>th</sup> Annual General Meeting of the members of The Calcutta Stock Exchange Limited (The Exchange/Company) will be held on **Tuesday, the 10<sup>th</sup> October, 2017** at 4.00 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 31<sup>st</sup> March, 2017 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 31<sup>st</sup> March, 2017 together with the Report of the Auditors thereon.

2. To declare a dividend on Equity Shares of the Company for the year ended 31<sup>st</sup> March, 2017.

3. To appoint a Director in place of Mr. Sanjay Budhia (DIN: 00119611) who retires by rotation and being eligible, has offered himself for re-appointment.

4. To appoint a Director in place of Mr. Ravi Poddar (DIN: 00031201) who retires by rotation and being eligible, has offered himself for re-appointment.

5. To ratify the appointment of Auditors and to fix their remuneration and for the purpose to consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

“**Resolved that** pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended upto date, the appointment of M/s. S. R. Batliboi & Co, LLP, Chartered Accountants, [ICAI Firm Registration No. 301003E] as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 95<sup>th</sup> Annual General Meeting of the Company to be held in the year 2018 be and is hereby ratified and the said Auditors be paid such remuneration as shall be fixed by the Audit Committee of the Board of Directors in consultation with the Auditors.”

**By Order of the Board of Directors**

**Place: Kolkata**

**Date: 30<sup>th</sup> August, 2017**

**Dr Bhaskar Banerjee**  
**Director**  
**DIN00603201**

**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. 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 4<sup>th</sup> October, 2017 to 10<sup>th</sup> October, 2017 (both days inclusive) for the purpose of payment of dividend for the year ended 31<sup>st</sup> March, 2017, if declared, at the ensuing Annual General Meeting or at any adjournment thereof.

4. The Dividend for the year ended 31<sup>st</sup> March, 2017 as recommended by the Board of Directors, if approved and declared at the 94<sup>th</sup> Annual General Meeting will be paid on or before 10<sup>th</sup> November, 2017 to those Members and their Mandates as below:-

(a) Whose names appear as Beneficial Owner as at the end of the business hours on 3<sup>rd</sup> October, 2017 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 3<sup>rd</sup> October, 2017.

5. Members willing to claim dividend for the financial years ended 31<sup>st</sup> March, 2010 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 31<sup>st</sup> March, 2010 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 Rule 5(8) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years starting from 2009-10 on the website of IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investors Relations" section on the website of the Company viz. [www.cse-india.com](http://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 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 94<sup>th</sup> 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 94<sup>th</sup> 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 2016-17 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 2016-17 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](mailto:annualreport@cse-india.com).

19. Members may also note that the Notice of the 94<sup>th</sup> Annual General Meeting and the Annual Report for Financial Year 2016-17 will also be available on the Company's website at [www.cse-india.com](http://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 [pductta@cse-india.com](mailto:pductta@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.

21. The company has extended the date of 94<sup>th</sup> Annual General Meeting to be held on 10<sup>th</sup> October 2017, with the approval of the Registrar of Companies, Kolkata.

22. The route map showing directions to reach the venue of the 94<sup>th</sup> AGM is annexed hereto.

**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.**

Instructions and other information relating to remote e-voting are given in the Notice under Note No. 23. 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.

**23. 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 94<sup>th</sup> 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 7th October, 2017 (9:00 am) and ends on 9th October, 2017 (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. 3<sup>rd</sup> October, 2017 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b># PAN</b>	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.
<b># DOB</b>	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.
<b># Dividend Bank Details</b>	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](mailto: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](mailto: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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 3<sup>rd</sup> October, 2017, 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 forty-eight hours of conclusion of the meeting.

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. 3<sup>rd</sup> October, 2017.

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, M/s Rakesh Agrawal & Co, Practicing

Company Secretary, (Membership No. FCS 8792) 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](http://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.

**Place: Kolkata**

**By Order of the Board of Directors  
Dr Bhaskar Banerjee**

**Date: 30<sup>th</sup> August, 2017**

**Director  
DIN00603201**

**The following statement is an integral part of the Notice of AGM**

Details of Directors seeking appointment at the 94<sup>th</sup> AGM to be held on **Tuesday, the 10<sup>th</sup> October, 2017** at 4.00 P.M.

Name of Director	Ravi Poddar	Sanjay Budhia
Director Identification Number (DIN)	00031201	00119611
Date of Birth	22.01.1950	26.05.1960
Qualifications	B. Com	B. Com (Hons)
Expertise in specific functional area	Automotive distribution, Real Estate development	Industrialist
Category Represented	Shareholder	Shareholder
Other Directorship in Public Limited Companies	Ravi Auto Limited	Patton International Limited Patton Overseas Limited Patton Finvest Limited
Chairman/Member of the Committee of the Board of Directors of the other Companies in which he is a Director (Only Audit Committee & Shareholder/Investors' Grievance Committee)	Chairman : Ravi Auto Ltd.	Nil
Equity shares held in the Exchange	1000 Equity Shares held by Mr. Ravi Poddar in his personal name	Nil

## Route Map to AGM Venue

