



## The Calcutta Stock Exchange Limited

### NOTICE

Notice is hereby given that the 97th Annual General Meeting of the members of The Calcutta Stock Exchange Limited (The Exchange/Company) will be held on Thursday, the 31st December, 2020 at 4.00 P.M.. Indian Standard Time ("IST"), through Video Conferencing / Other Audio Visual Means to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 (including Consolidated Financial Statement for the year ended on that date) together with the Reports of the Board of Directors and the Auditors thereon;
2. 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.

#### SPECIAL BUSINESS:

##### 3. **Appointment of Mr. Chimanlal Shantilal Shah as a Shareholder Director of the Company:**

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 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made there under [including any statutory modification(s) or re-enactment thereof, for the time being in force], the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 as may be amended from time to time and subject to approval of the Securities and Exchange Board of India and other approvals in this regard as may be necessary and subject to such condition(s) and modification(s) as may be prescribed and imposed by such authorities while granting such approval(s), permission(s) and sanction(s) Mr. Chimanlal Shantilal Shah [holding DIN: 00405469], a shareholder, who has served the Company a notice in writing pursuant to the provisions of Section 160 of the Act proposing his candidature and having consented to act as a Director, be and is hereby appointed as a Director of the Company in Shareholder Director category, whose period of office shall be liable to determination by retirement of Directors by rotation."

Place: Kolkata  
Date: 1st December, 2020

By Order of the Board of Directors  
Dr Bhaskar Banerjee  
Director  
DIN00603201



## The Calcutta Stock Exchange Limited

### NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ("the Act") setting out material facts relating to Special Business to be transacted at the Annual General Meeting is annexed hereto. The Board of Directors of the Company at its Meeting held on 01st December, 2020 considered that the special business under Item No.3, being considered unavoidable, be transacted at the 97th AGM of the Company.
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. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said Form can be downloaded from the website of the Company [www.cse-india.com](http://www.cse-india.com). Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to CB Management Services Private Limited in case the shares are held in physical form. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of shares who has made the nomination, by giving a notice of such cancellation or variation, to the company in Form No. SH-14. The cancellation or variation shall take effect from the date on which the notice of such variation or cancellation is received by the Company or by its Registrar and Share Transfer Agent.
4. All documents referred to in the Notice will be available for inspection by the members at the Registered Office of the Company between 10 A.M. to 1 P.M. on all working days prior to the date of the AGM and scanned copies will also be available at the meeting.
5. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their Bank particulars, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations and power of attorney as well as any change of name, address, Pin Code, E-mail IDs and mobile / other contact details, amongst others, 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 [M/s. CB Management Services Private Limited] to provide efficient services. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Share Transfer Agent.
6. Ministry of Corporate Affairs (MCA) has decided that, with effect from 2nd October, 2018 pursuant to Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 securities of all unlisted public companies shall be transferred only in dematerialized form and, therefore, members holding shares in physical form are advised to dematerialize their holding as early as possible. Further pursuant to Regulation 46 of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, the securities of a Recognized Stock Exchange are required to be maintained in Demat Form.
7. Members holding shares in physical form are also requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. The Company's equity shares have been admitted in NSDL and CDSL and ISIN: INE510101013 has been allotted. M/s CB Management Services Private Limited are the Registrar and Share Transfer Agents (RSTA). Members can contact the Company or Company's Registrar and Share Transfer Agent M/s. CB Management Services Pvt. Ltd. at P-22, Bondel Road, Kolkata - 700 019 for ease of knowing the process of dematerialization.
8. Mandatory submission of PAN: Government of India has mandated the submission of Permanent Account Numbers (PAN) by every participant in the securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their Demat Account. Members holding shares in physical form are requested to update their PAN with the Company's Registrar and Share Transfer Agent.
9. Non-resident Indian Members are requested to inform the Company's Registrar and Share Transfer Agent immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) 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.
10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member, as soon as possible. Members are advised not to leave their demat account(s) dormant for too long. Periodic statements of holdings should be obtained from the concerned Depository Participants and the holdings should be verified from time to time.



## The Calcutta Stock Exchange Limited

11. 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.
12. 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.
13. Members desiring any information about accounts, to be explained at the meeting are requested to inform the Company at least 5 [Five] days in advance, so that the papers relating thereto may be made available.
14. In terms of Section 124 of the Act read with MCA General Circular No. 16/2020 dated 13 April 2020, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the Company will be transferring the dividends for the financial year ended 31st March, 2013 and corresponding shares on or before 31st December, 2020. Members are requested to ensure that they claim the dividends and shares referred above, before they are transferred to the said Fund. The due dates for transfer of unclaimed dividend to IEPF are provided in the report on Corporate Governance.
15. The Company has uploaded information of unclaimed dividends as on date of the 96th Annual General Meeting held on 23rd October, 2019 on the websites of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and of the Company [www.cse-india.com](http://www.cse-india.com).
16. Pursuant to the MCA Circulars, in view of the prevailing situation, owing to the difficulties involved in despatching of the physical copies of the Notice of the 97th AGM and the Annual Report of the Company for the financial year ended 31st March, 2020 including therein the Audited Financial Statements for the year 2019-2020, the afore-mentioned documents are being sent only by email [electronic mode] to the Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website [www.cse-india.com](http://www.cse-india.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com). Therefore, Members whose email addresses are not registered with the Company or with the Registrar and Share Transfer Agent (RTA) or with their respective Depository Participant/s (DPs), and who wish to receive the Notice of the 97th AGM of the Company along with the Annual Report for the year 2019-2020 and all other communications from time to time, can get their email addresses registered by following the steps as mentioned herein below:-
  - a. For Members holding shares in physical form, please send a scanned copy of the signed request letter mentioning your Folio Number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA's email address – [rta@cbmspl.com](mailto:rta@cbmspl.com)
  - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant(s).
17. In terms of power vested under third proviso to Section 96(1) of the Companies Act, 2013 (all the Registrar of Companies) including Registrar of Companies, West Bengal, Kolkata vide its Order No. ROC/WB/Admin/2020/2717 dated 08.09.2020 approval of extension of holding AGM for a period of three months from the due date has been granted without any action on the part of the company. Accordingly, the due date for holding the AGM stands extended till 31.12.2020.
18. During the 97th AGM, Members may access the scanned copies of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and the Memorandum and Articles of Association of the Company, upon Log-in to CDSL e-Voting system at [www.evotingindia.com](http://www.evotingindia.com).
19. Pursuant to the provisions of Section 108 of the Act read with rules thereof, Mr. Debabrata Dutt, Practising Company Secretary, (Membership No. FCS - 5401) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and/or vote through the e-Voting system during the Meeting in a fair and transparent manner. The Scrutinizer shall, after the conclusion of e-Voting at the AGM, make a consolidated Scrutinizer's Report.
20. The Results of voting will be declared within 48 hours from the conclusion of AGM. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company [www.cse-india.com](http://www.cse-india.com) and on the website of CDSL. Such results will also be displayed on the Notice Board at the Registered Office of the Company.
21. The term 'Members' has been used to denote Sharehold-



## The Calcutta Stock Exchange Limited

- ers of the Calcutta Stock Exchange Limited.
22. Instructions and other information relating to remote e-voting are given in the Notice under Note No. 23 and 24 below.
23. General instruction for accessing and participating in the 97th AGM through **Video Conferencing (VC)/ Other Audio Visual Means (OVAM)** facility:
- A. In view of the outbreak of the COVID-19 pandemic, physical distancing is a norm to be followed. Considering the continuing restriction on movement of persons at several places in the country and pursuant to the General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and in compliance with the provisions of the Act, the 97th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 97th AGM shall be the Registered Office of the Company situated at 7, Lyons Range, Kolkata – 700 001. Hence, Members can attend and participate in the AGM through VC/OAVM only.
- B. The Company has engaged the services of Central Depository Services (India) Limited (CDSL), as the authorized agency for conducting the e-AGM and providing remote e-voting and e-voting facility for/during the 97th AGM of the Company. The instructions for participation by Members are given in the subsequent paragraphs.
- C. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no requirement for the appointment of proxies. Accordingly, the facility to appoint proxies to attend and cast vote for the Members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Act, the Body Corporate(s) are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes during the 97th AGM of the Company. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting at least three (3) days before the AGM.
- D. Since the AGM will be held through VC / OAVM facility, the Route Map is not annexed to this Notice.
- E. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- F. In line with MCA Circulars, the Notice of 97th AGM along with Financial Statements, Auditor’s Report and Directors’ Report are being sent only by electronic mode to the Members and all other persons so entitled at their email address registered with Company / its Registrar and Share transfer Agent.
- G. During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act.
- H. Members are encouraged to join the Meeting through Laptops for better experience. Accordingly, all members are requested to get connected through a laptop with webcam / a device with a video / camera along with stable internet speed. When the meeting is in progress, please keep your laptop / device under ‘Mute’ mode, except when you would be allowed to be a speaker by the Chairman and are invited to speak at the AGM.
- I. Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, strongly recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- J. In case of joint holders attending the meeting, only such joint holder whose name appears first in the Register of Members will be entitled to vote.
- K. The voting will be conducted through Remote E-Voting or Insta Poll. All members who will participate at the meeting through VC/OAVM shall be eligible to vote at the meeting.
24. **Voting through electronic means:**  
**CDSL e-Voting System – For Remote e-voting and e-voting during AGM**
1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular



## The Calcutta Stock Exchange Limited

No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming Annual General Meeting (AGM) will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020 the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice

calling the AGM has been uploaded on the website of the Company at [ww.cse-india.com](http://ww.cse-india.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

### THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Monday, the 28th December, 2020 at 9.00 AM and ends on Wednesday, the 30th December, 2020 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 24-12-2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASI-EST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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 e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:



## The Calcutta Stock Exchange Limited

For Shareholders 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). Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for The Calcutta Stock Exchange Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

### PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

### INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera



## The Calcutta Stock Exchange Limited

- and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 (Three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance [at least 3 (Three) days prior to meeting] mentioning their name, demat account number/folio number, email id, mobile number at [slsingh@cse-india.com](mailto:slsingh@cse-india.com). These queries will be replied to by the company suitably by email.
  - Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

### INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
  - Note for Non-Individual Shareholders and Custodians**
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
    - 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 a Compliance User should be created 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 linked in the login 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer or to the Company at the email address [pdutta@cse-india.com](mailto:pdutta@cse-india.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542). All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

### Explanatory statement to notice of 97th Annual General Meeting pursuant to section 102 of the Companies Act, 2013: Item No. 3:

The Company has received a notice in writing, pursuant to the provisions of Section 160 of the Companies Act, 2013 from Mr. Chimanlal Shantilal Shah, a shareholder [holding DIN: 00405469] alongwith requisite deposit proposing himself as a candidate for the office of Shareholder Director of the Company along with consent in writing to act as a Director pursuant to Section 152 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation to the effect that he is



## The Calcutta Stock Exchange Limited

not disqualified under Section 164(2) of the Companies Act, 2013.

The provisions of Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014 require the Company to inform its members, at least seven days before the general meeting, of the candidature of a person for the office of a director (a) by serving individual notices, on the members through electronic mode who have provided their email addresses to the company for communication purposes, and in writing to all other members; and (b) by placing notice of such candidature on the website of the company, if any. Accord-

ingly, the item of Special Business embodied this notice along with the statement of material facts is being construed as the service of notices to all the shareholders and this notice is also being placed on the website of the Company. Mr. Chimanlal Shantilal Shah has proposed himself as a Non Executive Shareholder Director of the Company. The appointment of Mr. Chimanlal Shantilal Shah, if approved by the shareholders at this AGM, will be effective post approval of Securities and Exchange Board of India (SEBI).

As stated in the Notice the brief particulars of the Director seeking appointment is as follows:

Particulars	Description	
Name of the Director	Mr. Chimanlal Shantilal Shah	
Date of Birth	04/03/1941	
Age	79 years	
Qualification	Eleventh Standard	
Experience	Merchant and Stock Broker	
Terms and Conditions of appointment	If appointed, shall be liable to retire by rotation and the applicable terms and conditions as mentioned under Companies Act, 2013 and the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 shall be applicable to him.	
Remuneration last drawn from the Company	Nil	
Remuneration sought to be paid	If appointed, he shall be entitled to receive sitting fees.	
Details of other Directorships	<b>Name</b>	<b>CIN</b>
	Hanuman Share and Stock Brokers Limited	U01135GJ1995PLC026507
	Maruti Business Services Limited	U24231GJ1988PLC010705
Membership/Chairmanship of Committees of other Boards	Chairman-Maruti Business Services LtdChairman-Hanuman Share & Stock Brokers Limited	

Mr. Chimanlal Shantilal Shah is not related to any Director or Key Managerial Personnel of the Company and holds 500 equity shares of the Company.

The aforesaid notice under section 160 of the Act as received, is available for inspection at the Registered Office of the Company till the date of the Annual General Meeting and the scanned copy of the same will also be accessible to participants at the AGM. Save and except Mr. Chimanlal Shantilal Shah, being the appointee, no other Director of key managerial personnel or their relatives are concerned or interested, financially or otherwise in the subject resolution.

This Explanatory Statement may also be regarded as a disclosure under Secretarial Standards on General Meetings (SS-2) of ICSI.

**Trading Members or their associates and agents as on cut-off date shall not be eligible to vote on Item No 3 of the Notice.**

**By Order of the Board of Directors**

**Place: Kolkata**

**Date: 1st December, 2020**

**Dr Bhaskar Banerjee**  
**Chairman**  
**DIN00603201**