



The Calcutta Stock Exchange Limited

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the members of The Calcutta Stock Exchange Limited (The Exchange/Company) will be held on Friday, the 1st March, 2019 at 4.00 P.M. at the Registered Office of the Exchange 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 Special Resolution:

“RESOLVED THAT the Board of Directors be and is authorised to negotiate with Securities and Exchange Board of India (SEBI), the appropriate process of finalisation of settlement of the legal proceedings with the Exchange without prejudice and subject to agreement as to the assistances to be accorded by SEBI.”

“FURTHER RESOLVED THAT the final draft agreement in this regard shall be put up for shareholders’ approval in a subsequent General Meeting.”

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

“RESOLVED THAT pursuant to the provision of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 consent of the shareholders 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 Freehold land of the Exchange situated at Rajarhat New Township.”

Place: Kolkata

Date: 4th February, 2019

Dr Bhaskar Banerjee

Director

DIN00603201

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (Act), in respect of the business as set out in the Notice is annexed hereto.
2. 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.
3. Members/Proxy holder/ Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.
4. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
5. Electronic copy of the Notice is being sent to all the Members whose email addresses are registered with the Company/depository participant(s) 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 copy of the Notice is being sent in the permitted mode. Members may note that this Notice will also be available on the Company’s website i.e. www.cse-india.com.
6. The route map showing directions to reach the venue of the EGM is annexed and forms part of the Notice.
7. The term “Members” has been used to denote Shareholders of The Calcutta Stock Exchange Limited.
8. In case the mailing address mentioned on the Attendance Slip is without the PINCODE, Members are requested to kindly inform the PINCODE immediately.
9. 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.
10. 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.
11. 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.

12. 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.

13. 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.

14. 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.

15. 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.

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. 16. 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.

16. 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 Extra Ordinary 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 Extra ordinary 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 EGM ("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 Extra Ordinary General Meeting through physical ballot papers, which shall be made available at the venue of the EGM 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 EGM may also attend the EGM, but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 26th February, 2019 (9:00 am) and ends on 28th February, 2019 (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 February, 2019 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 EGM but before the cut-off date of 22nd February, 2019, 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. 22nd February, 2019.
- 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 EGM and remote e-voting process in a fair and transparent manner.

- IX. The Scrutinizer shall after the conclusion of voting at the EGM, 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 EGM, 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.

By Order of the Board of Directors

Dr Bhaskar Banerjee
Director
DIN00603201

Place: Kolkata
Date: 4th February 2019

EXPLANATORY STATEMENT PURSUANT TO SEC 102 OF THE COMPANIES ACT 2013

ITEM NO. 1

Calcutta Stock Exchange had received a letter no MRD/DSA/ OW/14535/2014 dated 21st May, 2014 in connection with the Exit Policy for De-recognised Stock Exchanges as per SEBI circular dated 30th May 2012.

The Board of the Calcutta Stock Exchange Ltd in an emergency meeting held on 22nd May 2014 had unanimously decided to give intimation of the aforesaid letter, as required in para 4 of the subject letter of SEBI, to all the shareholders of the company for expressing opinion on the future steps to ensure compliance or otherwise with the above mentioned letter.

In the EGM held on 20th June, 2014 the shareholders had decided to take necessary steps to ensure continuation of the Exchange rather than following an exit process as directed by SEBI.

Presently the matter is sub judice with two sets of appeals being FMA No. 4398 of 2016 (MAT No. 773 of 2016) and FMA No. 3446 of 2016 (MAT No. 772 of 2016) along with connected civil applications are pending before the Division Bench of the Hon'ble Calcutta High Court presided over by the Hon'ble Acting Chief Justice. The appellate proceedings are still pending and no progress could be made to expedite the hearing despite multiple mentioning attempts.

Recently a meeting was called by SEBI with the Governing Board of CSE on 19th December 2018 in the context of a letter issued by SEBI, questioning the steps taken by the CSE to invite Expression of Interest (EOI) for the land at Rajarhat, New Township, without seeking a formal approval from the Authority.

In this meeting for reviewing the general functioning of CSE, it was agreed that resolution of long pending issues between SEBI and CSE warranting regulatory intervention/facilitation would be initiated. Towards this, all proactive steps would be taken in the light of two factors:-

- a. Not much headway is being made in the issue in terms of the legal process.
- b. SEBI is prepared to consider the matter of offering concessions to CSE provided CSE examines the possibility of withdrawal of the Court case, subject to prior approval from shareholders.

The assistances that CSE intend to ask from SEBI in such an event, without prejudice to the contents of the present legal proceedings, are the following :

- Examine possibility of (a) creating a trading platform for CSE for small and medium companies including existing listed companies in CSE, (b) continuation of Section 13 trading with NSE and BSE under SCRA, c) operate in the areas of training and investor awareness in the Eastern and North Eastern States as an arm of NISM and others, (d) entering into advisory or other arrangements with neighbouring countries' Stock Exchanges such as Dhaka, Myanmar etc.
- Examine the issue relating to the major defaulters of the 2001 crisis in order to expedite the recovery of their dues to SEBI and CSE
- Allowing appropriate realisation of the two parcels of land and distribution of their proceeds
- Appropriate settlement of brokers' dues to SEBI without financial burden on CSE, subject to consideration of relevant factors.
- Generally offer all assistance in the above areas.

CSE subject to legal advice would explore the possibility of a Compromise Petition incorporating the above points as may be agreed by SEBI.

Accordingly, the special resolution as set out in agenda no. 1 is proposed for approval of the members at the ensuing Extra Ordinary General Meeting.

None of the Directors are interested in the aforesaid resolution.

ITEM NO. 2

In the EGM held on 20th June, 2014, the shareholders had approved the transfer/assignment/sub-lease/disposal of the leasehold land of the Exchange situated at E. M. Bypass, Kolkata. This was also in accordance with the approval of SEBI conveyed through SEBI's letter dated 26th May, 2014. This land was a pre-demutualisation asset.

The Board feels that in respect of the Freehold Land situated at Rajarhat New Township, the shareholders may approve the transfer, assignment, sub-lease and/or disposal of this land. This approval is being taken as an abundant precaution, although this land is a post-demutualisation asset.

Accordingly, the special resolution as set out in agenda no. 2 is proposed for approval of the members at the ensuing Extra Ordinary General Meeting.

None of the Directors are interested in the aforesaid resolution.

ROUTE MAP

