



The Calcutta Stock Exchange Limited
Regd. Office: Stock Exchange Building, 7, Lyons Range, Kolkata-700001
CIN: U67120WB1923PLC004707, Phone: 033-40253000, Fax: 033-40253019,
Email:slsingh@cse-india.com; Website: www.cse-india.com

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the members of The Calcutta Stock Exchange Limited (The Exchange/Company) to be held on Friday, the 25th April, 2025 at 4.00 P.M. Indian Standard Time (“IST”), through Video Conference / Other Audio-Visual Mode, the venue shall be the Registered Office of the Company situated at 7, Lyons Range, Kolkata – 700 001, to transact the following business:

SPECIAL BUSINESS:

1. TO AUTHORISE THE BOARD TO NEGOTIATE WITH SEBI WHILE EXITING FROM THE BUSINESS OF STOCK EXCHANGE:

To consider and, if thought fit, to pass the following resolutions as **Special Resolutions:**

“**RESOLVED THAT** the Board of Directors of the Company be and are hereby jointly and/ or severally authorized to negotiate with the Securities and Exchange Board of India (hereinafter called “SEBI”) for the getting better concessions for stakeholders while EXIT of the Stock Exchange business as per the decision of the Board.”

2. APPROVE FOR CONDUCTING BUSINESS OF STOCK BROKING IN THE SUBSIDIARY COMPANY TO PROVIDE TRADING OPPORTUNITY TO TRADING MEMBERS OF THE STOCK EXCHANGE AFTER EXIT :

To consider and, if thought fit, to pass the following resolutions as **Special Resolutions:**

“**RESOLVED THAT** the Board of the Company be and are hereby authorized jointly and /or severally to do and invest in CSE Capital Market Private Limited for the new business object of broking activity by CSE Capital Markets Private Limited (CCMPL), being the subsidiary of the Exchange and to obtain necessary trading facilities from the NSE, BSE or any other nationwide stock exchanges to facilitate its trading members and other authorized persons in line with the SEBI Circular dated 30th May, 2012.”

“**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, any two Directors of the Company be and are hereby jointly authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications to be made to nationwide Stock Exchanges.”

3. APPROVE THE PROPOSAL OF RATIONALISATION OF MANPOWER

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolution :

“RESOLVED THAT Approval of shareholders be and are hereby accorded for rationalization of manpower for reduction of the total manpower of the company.

By Order of the Board of Directors

**Deepankar Bose
Director
DIN : 09450920**

**Date: 11th March, 2025
Place: Kolkata**

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 Extra-Ordinary General Meeting is annexed hereto. The Board of Directors of the Company at its Meeting held on 11th March, 2025 considered that the special business under the above Item Nos, being considered unavoidable, be transacted at the EGM of the Company.
2. 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.
3. 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.
4. The term “Members” has been used to denote Shareholders of The Calcutta Stock Exchange Limited.
5. In case the mailing address mentioned on the Attendance Slip is without the “**PINCODE**”, Members are requested to kindly inform the PINCODE immediately.
6. All documents referred to in the Notice will be available for inspection by the members at the Registered Office of the Company between 10:00 A.M. to 1:00 P.M. on all working days prior to the date of the EGM and scanned copies will also be available at the meeting.
7. 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. 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.
8. Members holding shares in dematerialized 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.
9. 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.

10. 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 20, R.N. Mukherjee Road, Kolkata-700001 for ease of knowing the process of dematerialization.

11. 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.

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 R.N. Mukherjee Road, Kolkata-700001 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 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.

15. 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.

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 Notices, Circulars etc. from the Company electronically.

17. 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.

18. Pursuant to the MCA Circulars, in view of the prevailing situation, owing to the difficulties involved in dispatching of the physical copies of the Notice of the EGM of the Company for 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 will also be available on the Company's website www.cse-india.com and on the website of CDSL i.e. 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 EGM of the Company 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@cbmsl.com

b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant(s).

19. Pursuant to the provisions of Section 108 of the Act read with rules thereof, Mr. Hansraj Jaria, Practising Company Secretary, (Membership No. FCS-7703 & COP-19394) 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 EGM, make a consolidated Scrutinizer's Report.

20. The Results of voting will be declared within 48 hours from the conclusion of EGM. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company 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 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.

22. Instructions and other information relating to remote e-voting are given in the Notice under Note No. 26. 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.

23. General instruction for accessing and participating in the EGM through Video Conferencing (VC)/ Other Audio Visual Means (OVAM) facility:

A. Considering the continuing restriction on movement of persons at several places in the country and pursuant to the General Circular No. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, read with Circular Nos. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021 and General Circular No- 2/2022 dated May 5, 2022 (collectively referred to as 'MCA Circulars') and in compliance with the provisions of the Act, the EGM 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 EGM shall be the Registered Office of the company situated at 7, Lyons

Range, Kolkata –700001. Hence, Members can attend and participate in the EGM through VC / OAVM only.

B. 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.

C. Members of the company, instead of casting their votes by the aforesaid “Remote E-voting” may cast their vote, who have not cast their vote by remote e-voting within the extended time period after the end of the EGM.

D. 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.

E. The remote e-voting period commences on 22nd April, 2025 (9:00 am) and ends on 24th April, 2025 (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.18th April 2025 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.

F. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM 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 EGM 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 EGM through VC / OAVM and participate there at and cast their votes during the EGM 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 EGM.

G. Since the EGM will be held through VC/OAVM facility, the Route Map is not annexed to this Notice.

H. Members attending the EGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

I. In line with MCA Circulars, the Notice of EGM along is 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.

J. During the EGM, 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.

K. 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 / advice 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 EGM.

L. 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.

M. 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.

N. 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.

CDSL e-Voting System– Fore-voting and Joining Virtual meetings.

A. As you are aware, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, read with Circular Nos. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021 and General Circular No- 2/2022 dated May 5, 2022 (collectively referred to as 'MCA Circulars'). The forthcoming EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

B. 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 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 EGM. 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 EGM will be provided by CDSL.

C. The Members can join the EGM 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 EGM 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 and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

D. The attendance of the Members attending the EGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

E. Pursuant to MCA 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, read with Circular Nos. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021 and General Circular No- 2/2022

dated May 5, 2022 (collectively referred to as 'MCA Circulars'), the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. 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 EGM through VC/OAVM and cast their votes through e-voting.

F. In line with the Ministry of Corporate Affairs (MCA) 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, read with Circular Nos. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021 and General Circular No- 2/2022 dated May 5, 2022 (collectively referred to as '**MCA Circulars**'), the Notice calling the EGM has been uploaded on the website of the Company at www.cse-india.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

G. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, read with Circular Nos. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021 and General Circular No- 2/2022 dated May 5, 2022 (collectively referred to as 'MCA Circulars').

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

(i) The voting period begins on 22nd day of April, 2025 (9.00 a.m.) and ends on 24th day of April 2025 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on EOD of 18th April 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting hereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

(iii) It has been observed that the participation by the public non-institutional shareholders /retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to companies in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

(iv) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(v) Accordingly, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access –Voting facility.

Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System My easi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per</p>
	<p>the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi /Easiest, option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/Evoting_Login. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also Able to directly access the system of all e-Voting Service Providers.</p>

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL:https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register On line for IDeAS” Portal or click at: https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL:https://www.evoting.nsd.com /either on a Personal Computer or on a mobile. Once the homepage of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member ’section. A new screen will open. You will have to</p>
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	enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in Demat mode) Login through their Depository Participants	You can also log in using the login credentials of your demat account Through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication ,wherein you Can see e-Voting feature. Click on company name or e-Voting service Provider name and you will be redirected to e-Voting service provider Website for casting our vote during the remote e-Voting period or joining Virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Help desk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.:1800 1020 990 and 1800224430

(vi) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual Shareholders holding shares in Demat.	
PAN	<ul style="list-style-type: none"> • 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 sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details OR 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.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholder s holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter the ir 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of The Calcutta Stock Exchange Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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 cast your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvi) 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.

(xvii) Additional Facility for Non-Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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 e-mailed to 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 and on approval of the accounts they would be able to cast the 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 and to the Company at the email address viz pduitta@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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.

4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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 the

irrespective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. 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 at least 5 (FIVE) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number atpducta@cse-india.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 5 (FIVE) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number atpducta@cse-india.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express the views /ask questions during the meeting.

9. Only those shareholders, who are present in the EGM 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 EGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM 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.

PROCESS FOR THOSE SHAREHOLDERS WHO SE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

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 at pducta@cse-india.com or to RTA at rta@cbmsl.com**

2. For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

4. If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738and022-23058542/43.

5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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:tohelpdesk.evoting@cdslindia.com) or callon022-23058542/43.

By Order of the Board of Directors

Deepankar Bose
Director
DIN : 09450920

Date: 11th March, 2025

Place: Kolkata

EXPLANATORY STATEMENT PURSUANT TO SECTION 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-recognized Stock Exchanges as per SEBI Circular dated 30th May, 2012.

Shareholders of the Calcutta Stock Exchange Ltd. vide its EGM dated 1st March 2019 have authorized the Board of Directors to negotiate with SEBI the appropriate process of finalization of settlement of legal proceedings and subject to agreement as to the assistance to be accorded by SEBI. Subsequently the division Bench of Hon'ble High Court, Calcutta has given opportunity to CSE vide its order dated 19th February 2024 to form a Clearing Corporation/ Tie-up with Any other Clearing Corporation within 6 months from the date of the Order. CSE has subsequently, appealed to the Division Bench for further extension of time to form Clearing Corporation/ tie-up with any other Clearing Corporation as CSE was in process of forming Clearing Corporation as per the Guidance of Deloitte Touche Tohmatsu Limited out of the proceeds of sub-leasing of E.M. Bypass land and after hearing, the Division Bench vide its Order dated 19th August 2024, has pleased to grant another 6 months' time from the date of the Order. In this connection, in terms of SEBI approval dated 26th May, 2014 for sub-leasing of E. M. Bypass land and shareholders' approval dated 20th June, 2014 thereon, CSE had initiated the process of sub-lease of the above land and had appointed JLL to carry out the bid process which has since been finalized for alienation. The above will be finally alienated after receiving the approval of SEBI.

SEBI before the expiry of the extended time, i.e., 18th February 2025 has moved SLP in the matter of cancellation of extension so granted by the Hon'ble High Court, Calcutta. In view of the stance taken by SEBI, in not allowing CSE to restart it's operations, the Board of the Calcutta Stock Exchange Ltd in it's Board Meeting held on 20th December, 2024 had taken a decision not to pursue the court cases regarding starting the trading operation of the Exchange and setting up of Clearing Corporation.

The Board is in the process of negotiation with SEBI and in this regard approval is sought for from the shareholders

ITEM NO 2:

As per SEBI Exit Circular dated 30th May, 2012, the Exchange to provide trading opportunity to their trading members to trade on stock exchanges having nationwide terminals through their subsidiary company, which will function as normal broking entity in terms of SEBI Circular dated 29th December, 2008. The subsidiary company shall continue to function as broking entity in compliance with the provisions of the SEBI (Stock Brokers and Sub-Brokers) Regulations, 1992.

In this regard, shareholders' approval is sought for conducting business of stock broking in the subsidiary company to provide trading opportunity to trading members of the stock exchange after exit

ITEM NO 3:

Consequent upon the application made to SEBI for EXIT of the Stock Exchange business, there would not be continuation of the present line of business and it is inevitable to rationalize the manpower of the company. Presently, around Rs.9.50 Cores is being incurred annually on account of employees benefit cost which needs to be rationalized in order to arrest the depletion of funds. Considering the Exit, Board thought it fit to rationalize the manpower by way of launching VRS to all the employees which will have an one time annual outgo which is equivalent to just more than

twice the present outgo of employees' benefit related expenses. This one time VR compensation will lead to savings of Rs.10 Crores per year. After the VRS given to employees Board will take the decision to engage need based employees purely on contractual basis. Some employees who have accepted the VRS, may also be engaged on contractual terms as per requirement for continuity of regulatory compliances

The VRS so approved by the Board have been accepted by all the employees by exercising their options for VRS and accordingly 5% of compensation of VRS had already been disbursed to their respective accounts based on the acceptance of VR Applications submitted by the employees. Remaining amount will be disbursed within 31st May, 2025 or any other date as may be decided by the Board based on the development made in the EXIT process with the SEBI.

In this regard, shareholders' approval is required for rationalization of manpower.

None of the Directors are interested in the aforesaid resolution.

By Order of the Board of Directors

Deepankar Bose
Director
DIN : 09450920

Date: 11th March, 2025
Place: Kolkata