



# The Calcutta Stock Exchange Limited

## NOTICE

Notice is hereby given that the 101<sup>st</sup> Annual General Meeting of the members of The Calcutta Stock Exchange Limited (The Exchange/Company) will be held on Friday, 20<sup>th</sup> September, 2024 at 5.00 P.M. Indian Standard Time ("IST"), through Video Conference / Other Audio-Visual Mode, the deemed venue shall be the Registered Office of the Company situated at 7, Lyons Range, Kolkata – 700 001, to transact the following business:

### ORDINARY BUSINESS AND ORDINARY RESOLUTION:

1. To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the Reports of the Board of Directors and the Auditors thereon;

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company comprising of audited Balance Sheet as at 31<sup>st</sup> March 2024, the Statement of Profit and Loss for the period ended 31<sup>st</sup> March, 2024, Cash Flow Statement along with Notes on the accounts and the Reports of the Board and Auditors' thereon, as laid before the members of the Company at this meeting, be and are hereby received, approved and adopted."

- b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the Report of the Auditors thereon.

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

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company comprising of audited Balance Sheet as at 31<sup>st</sup> March 2024, the Statement of Profit and Loss for the period ended 31<sup>st</sup> March, 2024, Cash Flow Statement along with Notes on the accounts and the Reports of the Board and Auditors' thereon, as laid before the members of the Company at this meeting, be and are hereby received, approved and adopted."

2. To re-appoint Mr. Manas Dhar (DIN:-08651068), who retires by rotation and being eligible offered himself for re-appointment as Non-Independent (NID) (Shareholder Director-SHD) of the Exchange.

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

"RESOLVED THAT Mr. Manas Dhar (DIN:-08651088), being only Non-Independent (NID) (Shareholder Director-SHD) of the Company, who retires by rotation as a Director at this meeting pursuant to Section 152(6) of the Companies Act, 2013 and being eligible for re-appointment, be and is hereby re- appointed as a Non-Independent (NID) (Shareholder Director-SHD) of the Exchange, liable to retire by rotation."

By Order of the Board of Directors

Place: Kolkata

Dated: 2<sup>nd</sup> August, 2024

Deepankar Bose  
Chairman  
DIN: 09450920



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### NOTES:

1. Presently the Board of Directors comprises of Three Public Interest Directors nominated by Securities and Exchange Board of India [SEBI] whose appointment does not require approval of shareholders of the Company and one Director viz. Mr. Manas Dhar was appointed on 29<sup>th</sup> August, 2023 as Shareholder Directors on the Governing Board of the Company as per approval of SEBI. Additional information, pursuant to Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director(s) seeking appointment/re-appointment at the Annual General Meeting ('Meeting' or 'AGM') is furnished as an annexure to the Notice.
2. 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 the Company's Registrar and Share Transfer Agent M/s. 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.
3. 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 1.00 P.M. on all working days prior to the date of the AGM and scanned copies will also be available at the meeting.
4. 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.
5. Ministry of Corporate Affairs (MCA) has decided that, with effect from 2<sup>nd</sup> 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.
6. 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: INE510I01013 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 RASOI COURT, 20 R N Mukherjee Road, Kolkata-700 001 for ease of knowing the process of dematerialization.
7. 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.
8. 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.



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9. 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.
10. 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.
11. 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.
12. 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.
13. In terms of Section 124 of the Act the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account and corresponding shares are required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the Company will be transferring the dividends declared on 30<sup>th</sup> October 2017 and corresponding shares on or before 11<sup>th</sup> December, 2024. 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. Dividends remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account and corresponding shares upto the financial year ending 31st March 2017 stands transferred to IEPF.
14. The Company has uploaded information of unclaimed dividends as on date of the 100th Annual General Meeting held on 29<sup>th</sup> September 2023 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).
15. 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 101<sup>st</sup> AGM and the Annual Report of the Company for the financial year ended 31<sup>st</sup> March, 2024 including therein the Audited Financial Statements for the year 2023-24, 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 101<sup>st</sup> AGM of the Company along with the Annual Report for the year 2023-24 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 KYC documents in Form ISR-1, ISR-2 and SH-13 as mandated by SEBI with 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, AADHAAR) 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).
16. During the 101<sup>st</sup> 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).
17. Pursuant to the provisions of Section 108 of the Act read with rules thereof, Mr. Hansraj Jaria, Practising Company Secretary, (Membership No.F7703) 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



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manner. The Scrutinizer shall, after the conclusion of e-Voting at the AGM, make a consolidated Scrutinizer's Report.

18. 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.
19. The term 'Members' has been used to denote Shareholders of the Calcutta Stock Exchange Limited.
20. Instructions and other information relating to remote e-voting are given in the Notice under Note No. 21 and 22 below.
21. General instruction for accessing and participating in the 101<sup>st</sup> AGM through Video Conferencing (VC)/ Other Audio-Visual Means (OVAM) facility:
  - A. The Ministry of Corporate Affairs ('MCA'), inter-alia, vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 and General Circular No- 9/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, the 101<sup>st</sup> 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 101<sup>st</sup> 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 101<sup>st</sup> 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 101<sup>st</sup> 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 101<sup>st</sup> 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. 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.
- H. 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.



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1. 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.
22. Voting through electronic means:
- CDSL e-Voting System – For e-voting and Joining Virtual meetings.
1. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM) as various circulars issued by MCA. 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 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 and Stakeholders Relationship Committee, Auditors, Scrutinizers 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 [www.cse-india.com](http://www.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 INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:
    - (i) The voting period begins on 17th September 2024 at 9:00 a.m. to 19th September 2024 at 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 23rd August 2024 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 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. 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.
    - (iv) Accordingly, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.



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Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-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	<ol style="list-style-type: none"> <li>1) 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) 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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at: <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page 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 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 &amp; voting during the meeting.</li> </ol>



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Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login 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 your 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 abovementioned 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	Helpdesk 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) 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](http://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 DP ID 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](http://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	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.

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

(vii) 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



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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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of The Calcutta Stock Exchange Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) 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](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 and to the Company at the email address viz [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.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM 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 login 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 AGM.
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 their respective 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 at [pdutta@cse-india.com](mailto:pdutta@cse-india.com). The shareholders who do not wish to speak during the AGM 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 at [pdutta@cse-india.com](mailto:pdutta@cse-india.com). These queries will be replied to by the company suitably by email.





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8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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.

### PROCESS FOR THOSE SHAREHOLDERS WHOSE 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 [pductta@cse-india.com](mailto:pductta@cse-india.com) or to RTA at [rta@cbmsl.com](mailto: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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

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 Futorex, 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.

Details of Director seeking Reappointment at the 101th AGM to be held on 20.08.2024, the Friday at 5.00 P.M.

Particulars	Description
Name of Director	Mr. Manas Dhar
Director Identification Number (DIN)	08651068
Date of Birth	27-09-1958
Qualifications	B.Sc (Agriculture) Hons.
Expertise in specific functional area	Expertise in Banking Sectors and Finance matters
Category Represented	Non-Independent (NID) (Shareholder Director-SHD)
Board Meeting Attendance and Remuneration	Mr. Dhar has attended 6 Board meetings out of 8 Board Meetings that were held during the financial year 2023-24. Mr. Dhar was entitled to a remuneration of Rs. 1,20,000/-including sitting fees for attending the meetings of the Board.
Other Directorship in Public Limited Companies	Yes West Bengal Infrastructure Development Finance Corpn Ltd (WB Govt Company) Designation: Managing Director
Chairman/Member of the Committee of the Board of Directors of the other Companies in which he is a Director (Only Audit Committee & Shareholder/Investors' Grievance Committee)	Nil
Equity shares held in the Exchange	Nil



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

The following statement sets out all material facts relating to Item No. 3 mentioned in the accompanying Notice.

Item No. 3: Amendment of the Articles of Association of the Company

The new Companies Act, 2013 is now in force. Importantly, the substantive Sections of the Companies Act, 2013 which deal with the general working of companies stand notified. The existing Articles of Association ("AOA") of the Company are based on the Companies Act, 1956. Moreover, the Articles of Association of the Company was not amended after coming out of Securities Contracts (Regulations) (Stock Exchanges and Clearing Corporation) Regulations, 2018. (in short "SECC Regulations-2018). Not only do several regulations in the existing AOA contain references to the specific Sections of the Companies Act, 1956 and old SECC Regulations before amendment, but these regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 and Securities Contracts (Regulations) (Stock Exchanges and Clearing Corporation) Regulations, 2018.

It is therefore considered expedient to replace the existing AOA with an entirely new set of AOA. The substitution of the existing AOA with the new AOA is proposed to align the AOA of the Company with the provisions of the Companies Act, 2013 and SECC Regulations, 2018 (as amended).

None of the Directors or Key Managerial Personnel (KMP) and their relatives are concerned or interested in the aforesaid resolution.

The Board recommends the resolution as set out at Item No. 3 for approval of the members as Special resolution.

By Order of the Board of Directors

Place: Kolkata

Dated: 2<sup>nd</sup> August, 2024

Deepankar Bose  
Chairman  
DIN: 09450920