

# RAKESH AGRAWAL & Co.

PRACTISING COMPANY SECRETARY

TODI MANSION, 1, LU SHUN SARANI,  
11<sup>TH</sup> FLOOR, ROOM NO.1111  
KOLKATA- 700 073,  
Ph.: 033-66078104, 9831214920  
Email- rakesh220466@yahoo.co.in

Date: 2<sup>nd</sup> March, 2019

To  
The Chairman  
Extra Ordinary General Meeting of  
M/s The Calcutta Stock Exchange Limited (CIN- U67120WB1923PLC004707)  
held on Friday, 1<sup>ST</sup> March, 2019 at 7, Lyons Range  
Kolkata-700001. at 04.00 p.m.

Sub: Scrutinizer's Report on the "Remote E- Voting and " Voting through Ballot at the Meeting, in respect of agenda items/resolutions contained in the notice of the Extra Ordinary General Meeting of The Calcutta Stock Exchange Limited held on 1<sup>ST</sup> of March, 2019.

Dear Sir,

Please find enclosed herewith The Scrutinizer's Report dated 02<sup>nd</sup> March 2019 on the "Remote E- Voting and " Voting through Ballot at the Meeting, in respect of agenda items/resolutions contained in the notice of the 95<sup>th</sup> Annual General Meeting of The Calcutta Stock Exchange Limited held on 1<sup>st</sup> of March, 2019.

Thanking You,

Yours truly,

For Rakesh Agrawal & Co.  
Practising Company Secretary

Rakesh Agrawal  
(Proprietor)

FCS - 8792 / CP - 9014

Place : Kolkata

Date : 02<sup>nd</sup> March, 2019

**Form No MGT-13**

**REPORT OF SCRUTINIZER**

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014] as amended by the Companies (Management and Administration) Amendment Rules, 2015]

Date: 02<sup>nd</sup> March, 2019

To  
The Chairman  
Extra Ordinary General Meeting of  
M/s The Calcutta Stock Exchange Limited (CIN- U67120WB1923PLC004707)  
held on Friday, 1<sup>st</sup> March, 2019 at 7, Lyons Range  
Kolkata-700001. at 04.00 p.m.

Dear Sir,

I, Rakesh Agrawal, Proprietor of Rakesh Agrawal & Co., Company Secretary in Practice (FCS – 8792 /CP – 9014), have been appointed by the Board of Directors of M/s The Calcutta Stock Exchange Limited (CIN- U67120WB1923PLC004707) (hereinafter referred to as 'the Company' or 'the Exchange') as a Scrutinizer for the purpose of Scrutinizing the e-voting process and by use of Ballot in a fair and transparent manner and ascertaining the requisite majority of voting, carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies(Management and Administration) Rules, 2014] as amended by the Companies(Management and Administration) Amendment Rules, 2015 in respect of the below mentioned resolutions proposed at the Extra Ordinary Annual General Meeting of the company held on Friday, 1<sup>st</sup> March, 2019 at 7, Lyons Range, Kolkata-700001. at 04.00 p.m.

The Notice dated 4<sup>th</sup> February 2019, convening the Extra Ordinary General Meeting of the Company setting out material facts in respect of the resolutions mentioned therein was sent to the shareholders of the company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means and through Poll at the meeting on the "Resolutions" contained in the Notice to the shareholders of the Company. My responsibility as a scrutinizer for the e-voting process and voting by use of Ballot at the meeting is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions and "invalid votes", based on the reports generated from the e-voting system provided by Central Depository Services (India) Ltd., the authorized agency to provide e-voting facilities, engaged by the Company.

I submit my Report as under :

1. The Company provided e-voting facility offered by CDSL to its shareholders. At the Annual General Meeting , the Company provided voting facility through poll to the shareholders who did not cast their vote through e-voting.



2. In terms of the aforesaid notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies ( Management and Administration )Rules, 2014, as amended, the e-voting period commenced at 9.00 A.M. (IST) on 26<sup>th</sup> February, 2019 and ended at 5 P.M. (IST) on 28<sup>th</sup> February, 2019.
3. The members holding shares either in physical form or in dematerialized form, as on the "cut off" date, i.e. 22<sup>nd</sup> February, 2019 were entitled to vote on the proposed resolutions
4. The members and/or their proxy at the meeting exercised their voting rights at the poll conducted at the venue stated above.
5. After conclusion of voting at the Extra Ordinary General Meeting the votes casted were counted first .The votes casted through e-voting were unblocked on Saturday, 2<sup>nd</sup> March, 2019 at 01:16 P.M. IST in the presence of two witnesses, namely, Ms. Alpana Agrawal and Ms. Megha Maheshwari (who are not in employment of the Company) in accordance with the Rule 20 of the Companies ( Management and Administration) Rule, 2014.
6. Thereafter the details containing *inter alia*, list of Equity members, who voted "for" and "against" and "invalid" on each resolutions that were put to vote, were derived from the e-voting website of Central Depository Services (India) Ltd i.e. [www.evotingindia.co.in](http://www.evotingindia.co.in) and based on such reports generated from CDSL as well as the ballot forms received at the poll conducted at the meeting , the result of the voting is annexed.
7. 41 members have cast their votes through remote e-voting and such votes are valid. 03 members and /or their proxy have cast their votes through poll at the EGM Venue, out of which nil ballot is invalid.

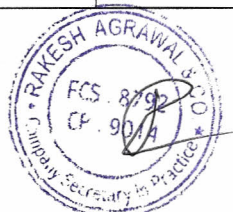
I, now submit my consolidated report as under on the result of e-voting and poll conducted at the meeting.

**Item No. 1 as an Special Business:**

"RESOLVED THAT the Board of Directors be and is authorised to negotiate with Securities and Exchange Board of India(SEBI), the appropriate process of finalization of settlement of the legal proceeding with the Exchange without prejudice and subject to agreement as to the assistance 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."

	1. NUMBER OF VOTES CAST THROUGH E-VOTING		2.NUMBER OF VOTES CAST THROUGH POLL AT THE MEETING		TOTAL (1)+(2)=3		% OF TOTAL NUMBER OF VALID VOTES CAST
	NUMBER OF FOLIOS VOTED	VOTES	NUMBER OF FOLIOS VOTED	VOTES	NUMBER OF FOLIOS VOTED	VOTES	
1.VOTED IN FAVOUR OF THE RESOLUTION	40	52702	3	51792	43	104499	99.99
2.VOTED AGAINST THE RESOLUTION	1	5	0	0	1	5	0.01
TOTAL	41	52707	3	51792	44	104499	100
3.INVALID VOTES	0		0		0		0





b) **Item No. 2** as an Special Business: .

"RESOLVED THAT pursuant to the provision of Section 180(1)(a) and other applicable provision, if any, of the Companies Act,2013 consent of the shareholder of the company be and is hereby accorded to Board of Director to exercise its power to transfer, assign, sub-lease, deal with, dispose of or part with the possession of the Freehold ;and of the Exchange situated at Rajarhat New Township."

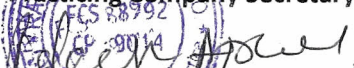
	1. NUMBER OF VOTES CAST THROUGH E-VOTING		2.NUMBER OF VOTES CAST THROUGH POLL AT THE MEETING		TOTAL (1)+(2)=3		% OF TOTAL NUMBER OF VALID VOTES CAST
	NUMBER OF FOLIOS VOTED	VOTES	NUMBER OF FOLIOS VOTED	VOTES	NUMBER OF FOLIOS VOTED	VOTES	
1.VOTED IN FAVOUR OF THE RESOLUTION	40	52702	3	51792	43	104499	99.99
2.VOTED AGAINST THE RESOLUTION	1	5	0	0	1	5	0.01
TOTAL	41	52707	3	51792	44	104499	100
3.INVALID VOTES	0		0		0		0

Based on the aforesaid results, the resolutions no(s) 1 to 2, as contained in the Notice have been passed with the requisite majority.

The physical ballot forms, remote e-voting register and other related papers /registers and records is under my safe custody and will be handed over to the company for preserving safely after the minutes of the Meeting are signed.

Thanking You,  
Yours truly,

For Rakesh Agrawal & Co.  
Practicing Company Secretary



Rakesh Agrawal  
(Proprietor)

FCS – 8792 / CP - 9014

Place : Kolkata

Date : 2<sup>nd</sup> March, 2019