

THE CALCUTTA INVESTMENT CO. LIMITED

CIN: L67120WB1936PLC008746
9, BIPLABI TRAILOKYA MAHARAJ SARANI, 3rd FLOOR,
(FORMERLY BRABOURNE ROAD)
KOLKATA- 700 001

NOTICE of 89th Annual General Meeting

**TO
THE SHAREHOLDERS,**

NOTICE is hereby given that the EIGHTY-NINTH (“89TH”) ANNUAL GENERAL MEETING (“AGM”) of the Shareholders of THE CALCUTTA INVESTMENT CO LIMITED (“the Company”) will be held on **SATURDAY, THE 20TH DAY OF SEPTEMBER, 2025** at **11.00 A.M.** (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Balance Sheet (Standalone & Consolidated) and Statement of Profit and Loss for the year ended March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon.**

“**RESOLVED THAT** the Audited Balance Sheet (Standalone & Consolidated) and Statement of Profit and Loss for the year ended March 31, 2025, together with annexures thereto and the Reports of the Board of Directors and the Auditors thereon on, of the Company as placed before the meeting, be and are hereby adopted.”

- 2. To re-appoint Ms. Sandhya Goenka (DIN: 03174340) who retires by rotation and being eligible offer herself for re-appointment.**

“**RESOLVED THAT** Ms. Sandhya Goenka (DIN: 03174340) who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company and that her period of office be liable to determination by retirement of Directors by rotation.”

SPECIAL BUSINESS

- 3. Appointment of Secretarial Auditor**

To consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, M/s. K Shaw & Associates, Practising Company Secretaries (FRN: S2025WB1027800) be and is hereby appointed as Secretarial Auditor of the Company, for a period of 5 consecutive financial years, from Financial Year 2025-26 to 2029-30, at such remuneration and on such terms & conditions as may be determined by the Board of Directors (hereinafter referred to

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as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board).

RESOLVED FURTHER THAT the Board be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By Order of the Board of Directors
The Calcutta Investment Co. Limited

Sd/-

Mr. K. P. Chaudhary
(Whole-time Director & Company Secretary)

Place: Kolkata
Date: 26th August, 2025

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Notes:

1. Pursuant to the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023 and the latest being 09/2024 dated 19th September 2024, read with other relevant circulars issued by the Ministry of Corporate Affairs (MCA)(collectively referred to as MCA Circulars), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (SS-2) and other applicable provisions of the Act, for the time being in force and as amended from time to time, the Company is convening the AGM through VC/OAVM, without the physical presence of the Members. The deemed venue for the AGM will be the Registered Office of the Company at 9, Biplabi Trailokya Maharaj Sarani, 3rd Floor, (Formerly Brabourne Road) Kolkata – 700 001.
2. As the AGM shall be conducted through VC / OAVM, **the facility for appointment of Proxy by the Members is not available for this AGM** and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

However, body corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and cast their votes through e-voting.
3. For enabling the Members to participate at the AGM, the Company has provided VC/OAVM facility and e-voting facility for the Annual General Meeting.
4. The Register of Members and the Share Transfer Books of the Company shall remain closed from 14th September, 2025 to 20th September, 2025 (both days inclusive).
5. The Notice of the AGM along with the Annual Report for the year 2024-25 is being sent only through electronic mode to Members whose e-mail address is registered with the Company's Registrar and Share Transfer Agent ("RTA")/ Depository Participants as on **Friday, 15th August, 2025**. The Company shall provide hard copy of the Annual Report for the Financial Year 2024-25, upon request.

Members may note that the Notice of AGM along with Annual Report for the Financial Year 2024-25, is available on the website of the Company at www.calinvest.in and on the website of NSDL at www.evoting.nsdl.com.

6. VOTING THROUGH ELECTRONIC MEANS

- Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for

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this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

- 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 for all members as on the cut-off date.
- 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
- AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA and SEBI Circular issued from time to time.

7. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **17th September, 2025 (Wednesday) at 9:00 A.M. and ends on 19th September, 2025 (Friday) at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **13th September, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **13th September, 2025**.

PROCEDURE FOR E-VOTING

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process can be downloaded from the link <https://www.evoting.nsdl.com>.

The e-voting period commences on September 17, 2025 (9:00 am) and ends on September 19, 2025 (5:00 pm). During this period Shareholders' of the Company, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The procedure to login to e-Voting website is given below:

1. Open the attached PDF file "**e-Voting.pdf**" giving your Folio No. (In case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting

THE CALCUTTA INVESTMENT CO. LIMITED

CIN: L67120WB1936PLC008746
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2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>
3. Click on “Shareholder - Login”.
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com.
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
7. Select “EVEN” of **The Calcutta Investment Co Limited i.e. 135511**. Members can cast their vote online from September 17, 2025 (9:00 am) and ends on September 19, 2025 (5:00 pm).
8. **Note: e-Voting shall not be allowed beyond said time.**
9. Now you are ready for “e-Voting” as “Cast Vote” page opens.
10. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
11. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to calinvest@rediffmail.com with a copy marked to evoting@nsdl.com

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through e-voting platform facilitated by NSDL.

The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to abhishhek.tulshyan@gmail.com (the e-mail ID of Scrutinizer) with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User

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Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 calinvest@rediffmail.com (Company email id).
2. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

1. The Company will provide VC / OAVM facility to its Members for participating at the AGM.
2. Members are requested to follow the procedure given below:

Launch internet browser (chrome / firefox / safari) to visit **Google Meet**
Website: <https://meet.google.com/landing> and to join the video meeting, click this link:
<https://meet.google.com/ako-iohx-dpn>

For any **Technical Support** for participating VC / OAVM facility, please Contact : **Mr. Vishal Chaudhary** (+917687978482)

3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. Shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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CIN: L67120WB1936PLC008746
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KOLKATA- 700 001

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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.
3. 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.
4. Shareholders who have voted through Remote e-Voting will not be eligible to vote at the AGM.
5. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at calinvest@rediffmail.com with a copy marked to mdpldc@yahoo.com/evoting@nsdl.com on or before **13th September, 2025 till 5 P.M.** without which the vote shall not be treated as valid.
6. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date of 13th September, 2025**. A person who is not a member as on cut-off date should treat this notice for information purpose only.
7. Notice of AGM along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s).
8. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 15th August, 2025 are requested to send the written / email communication to the Company at calinvest@rediffmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
9. **Sri Abhishek Tulshyan of Kolkata, Practicing Company Secretaries (C.P. No. 19989) has been appointed as the Scrutinizer** to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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10. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.calinvest.in and website of NSDL.

By Order of the Board of Directors
The Calcutta Investment Co. Limited

Sd/-

Mr. K. P. Chaudhary
(Whole-time Director & Company Secretary)

Place: Kolkata
Date: 26th August, 2025

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

Item No. 3: Appointment of Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 (“the Act”) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board’s Report, a Secretarial Audit Report in Form MR-3, issued by a Practising Company Secretary.

Further, the Securities and Exchange Board of India (“SEBI”) vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated 12th December, 2024 has mandated appointment or re-appointment of an audit firm registered with the Institute of Company Secretaries of India as Secretarial Auditor for not more than two (2) terms of five (5) consecutive years with the approval of its shareholders in its Annual General Meeting w.e.f. April 1, 2025. However, any association of the firm as the Secretarial Auditor of the listed entity before 31st March, 2025 shall not be considered for the purpose of calculating the tenure under 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”).

In compliance with the aforesaid provisions and SEBI Circular no. SEBI/HO/CFD/CFD–PoD–2/CIR/P/2024/185 dated 31st December, 2024, the Board of Directors of the Company, on the recommendation of the Audit Committee, and subject to approval of shareholders vide its meeting held on 22nd May, 2025, has appointed M/s. K Shaw & Associates, Practising Company Secretaries (FRN: S2025WB1027800) as Secretarial Auditor of the Company for a period of 5 consecutive financial years, from Financial Year 2025-26 to 2029-30.

The firm has consented to the said appointment, and confirmed that their appointment, if made, would be within the limits specified under the Act. They have further confirmed that they are eligible for the proposed appointment as Secretarial Auditors of the Company and has not incurred any of the disqualifications as specified vide the said SEBI Circular.

Brief Profile:

M/s. K Shaw & Associates is a firm of Practising Company Secretaries led by CS Kavita Shaw, Practising Company Secretary. Mrs. Shaw is a member of the Institute of Company Secretaries of India since 2015 and is having more than 10 years of extensive experience in company law, SEBI matters, capital markets, corporate restructuring, business planning and other gamut of corporate affairs.

The Firm is having expertise in legal, secretarial, financial and other allied subjects. The Firm leverages a modern infrastructure and a network of associates across India to meet the dynamic evolving needs of the corporate world. Mrs. Shaw is having the Peer Review Certificate from the Institute of Company Secretaries of India.

Terms and conditions:

- Term of appointment: 5 (five) consecutive financial years commencing from the financial year 2025-26 to 2029-30.
- Remuneration: The remuneration of the Secretarial Auditor for conducting the Secretarial Audit, along with applicable taxes and other out-of-pocket expenses incurred in connection with the audit, is as follows:

Financial Year	Fees per Financial Year (in ₹)
FY 2025-26	15,000

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FY 2026-27	17,500
FY 2027-28	17,500
FY 2028-29	20,000
FY 2029-30	20,000

The Board of Directors, based on the recommendation of the Audit Committee, are authorised to review and revise the remuneration from time to time during the tenure of the appointment.

The Audit Committee and the Board of Directors have approved and recommended the resolution contained in item no. 3 taking into account the profile and expertise of the firm in providing Secretarial Audit related services and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

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Details of Directors as per Secretarial Standard – 2 on General Meeting and Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Details of Directors seeking appointment/re-appointment at the Annual General Meeting

Name of Director	Ms. Sandhya Goenka
DIN	03174340
Date of Birth / Age	3 rd November, 1972
Qualifications	Graduation
Brief resume / Experience (including expertise in specific functional area)	She has come from business family and has possessed good business sense and administrative capabilities.
Remuneration last drawn / Remuneration proposed to be paid	NIL
Date of Initial Appointment	24.03.2011
No. of shares held in the Company	9,260
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Sister of Jyoti Goenka, Director of the Company
Number of meetings of the Board attended during the financial year (FY 2024-25).	As mentioned in the Directors Report
Directorships in the Boards of other Listed entities as on 31 st March, 2025	1. Beetle Investment Co. Ltd. 2. Shri Ashtavinayak Food Paradise Private Limited
Membership / Chairmanship of Committees of other Listed entities in India as on 31 st March, 2025	NIL
Names of listed entities from which the person has resigned in the past three years	NIL