

NOTICE

C L S LIMITED

Regd. Office: 20, Salkia School Road, Salkia, Howrah – 711106

E-mail – clsld1863@gmail.com, Website: www.clsld.co.in

Notice is hereby given that the **158th** Annual General Meeting of C L S Limited (CIN : L50403WB1863PLC000114) will be held on Thursday, 29th day of September, 2022, at 11.30 A.M. at “Swapnalok Building” 20, Salkia School Road, Salkia, Howrah – 711106 to transact the following business:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March 2022 including Audited Balance Sheet as at 31st March, 2022 and the Statement of Profit & Loss Account and Statement of Cash Flow, for the year ended as on that date together with the reports of the Board of Directors.
2. To re- appoint a Director INDU SINGH (DIN 00838252) who retires by rotation and being eligible, seeks herself for reappointment.
3. To re- appoint a Director BINAY CHANDRA JHA (DIN 08936938) who retires by rotation and being eligible, seeks himself for reappointment.

“FURTHER RESOLVED THAT the Board be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:

20, Salkia School Road
Howrah – 711106
CIN : L50403WB1863PLC000114
E-mail – clsld1863@gmail.com
Website – www.clsld.co.in
Howrah, 05/09/2022

By Order of the Board

Jyoti Dhanuka
S/d-
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.** A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
2. Proxies submitted on behalf of Limited Companies, Body corporate, Societies etc. must be supported by appropriate resolution/authority, as applicable. Blank Proxy form is attached.
3. There is no special business to be conducted and hence there is no requirement arises for Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.
4. Corporate members intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Register of Members and Share Transfer Books of the Company will remain closed from 22.09.2022 to 28.09.2022 (both days inclusive).
6. Brief resume of the Directors being appointed, nature of the expertise in specific functional areas, names of Indian Public Limited Companies in which he holds Directorship and Membership/Chairmanship of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the annexure which is forming part of the Notice.
7. The Company's Shares are listed on the The Calcutta Stock Exchange Limited with Scrip Code 10013103.
8. Members are requested:
 - a) To bring their attendance slip along with their Annual Report to the Meeting;
 - b) To quote their ledger Folio No./DP ID and Client ID in all communications addressed to the Company;
 - c) To notify immediately any change in your address (including pin code), bank details to Company in case the shares are held in physical form; and
9. **Voting through electronic means:**

Pursuant to 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 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members

facility to exercise their right to vote at the **158th** Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

PROCEDURE FOR E-VOTING

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/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 along with printed Attendance Slip and Proxy Form.

The e-voting period commences on September 26, 2022 (9:00 am) and ends on September 28, 2022 (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 facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

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

1. Open the attached PDF file “**e-Voting.pdf**” giving your Client ID (in case you are holding shares in demat mode) or 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
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 **(C L S Limited)**. Members can cast their vote online from **September 26, 2022 (9:00 am) till September 28, 2022 (5:00 pm)**. **Note: e-Voting shall not be allowed beyond said time.**
8. Now you are ready for “e-Voting” as “Cast Vote” page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.

10. 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 cs.arvindbajpai@gmail.com with a copy marked to evoting@nsdl.co.in.

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 ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and there after 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.

Mr. Arvind Bajpai, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the electronic voting process at the AGM in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through 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 authorised by him in writing, who shall countersign the same. The Chairman or the authorised person shall declare the result of the voting forthwith.

Other information:

- Login to 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 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN THE 158TH ANNUAL GENERAL MEETING.

Pursuance to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name of Director	INDU SINGH
DIN	00838252
Date of Birth	06/01/1965
Nationality	Indian
Qualification	Graduation
Expertise in specific functional areas	Business Expertise
Directorships held in other Public Companies (excluding foreign companies and section 8 companies)	NIL
Memberships / Chairmanships of committees of other Public Companies (includes only Audit Committee and Stakeholders' Relationship Committee.	NIL
Number of shares held in the Company	12960

Pursuance to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name of Director	BINAY CHANDRA JHA
DIN	08936938
Date of Birth	25/02/1958
Nationality	Indian
Qualification	Graduation
Expertise in specific functional areas	Business Expertise
Directorships held in other Public Companies (excluding foreign companies and section 8 companies)	NIL
Memberships / Chairmanships of committees of other Public Companies (includes only Audit Committee and Stakeholders' Relationship Committee.	NIL
Number of shares held in the Company	0

Registered Office:

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CIN : L50403WB1863PLC000114
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Howrah, 05.09.2022

By Order of the Board

Jyoti Dhanuka
S/d-
Company Secretary

CLS LIMITED

Registered Office: 20, Salkia School Road, Salkia, Howrah - 711106, Telephone: 033-26659272,
Email: clsltd1863@gmail.com, CIN No.L50403WB1863PLC000114.

ATTENDANCE SLIP

Venue of the meeting: “Swapnalok Building” 20, Salkia School Road, Salkia, Howrah -711106

Date & Time: 29th day of September, 2022, at 11.30 A.M.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP Id	
Client Id	
Folio No.	
No. of shares held	

*Applicable for investors holding shares in Electronic form.

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the **158th** Annual General Meeting of C L S Limited (CIN : L50403WB1863PLC000114) will be held on Thursday, 29th day of September, 2022, at 11.30 A.M. at “Swapnalok Building” 20, Salkia School Road, Salkia, Howrah – 711106

*Applicable for shareholders holding shares in electronic form.

Signature of Member / Proxy

Note:

1. Electronic copy of the Annual Report for 2022 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2022 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email ids are not registered with the Company or have requested for a hard copy.

CLS LIMITED

Registered Office: 20, Salkia School Road, Salkia, Howrah- 711106, Telephone: 033-26659272,
Email: cls ltd1863@gmail.com, CIN No.L50403WB1863PLC000114.

Form No. MGT 11

Proxy Form

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of Companies
(Management and Administration) Rules, 2014]**

Venue of the meeting : “Swapnalok Building” 20, Salkia School Road, Salkia, Howrah -711106

Date & Time : 29th day of September, 2022, at 11.30 A.M.

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE
OF THE MEETING VENUE**

Name	
Address	
DP Id	
Client Id	
Folio No.	
No. of shares held	

*Applicable for investors holding shares in Electronic form.

I/We _____ of _____
_____ being a member/members of CLS Limited hereby appoint the following as
my/our Proxy to attend vote (for me/us and on my/our behalf at the 158th Annual General Meeting of
the Company to be held on 29th day of September, 2022, at 11.30 A.M. and at any adjournment
thereof) in respect of such resolutions as are indicated below;

1. Mr/Mrs _____ (Name & Signature of the Proxy) or
failing him/her _____ Registered address
_____ Email id _____ Signature
_____.
2. Mr/Mrs _____ (Name & Signature of the Proxy) or
failing him/her _____ Registered address
_____ Email id _____ Signature
_____.
3. Mr/Mrs _____ (Name & Signature of the Proxy) or failing
him/her _____ Registered address
_____ Email id _____ Signature
_____.

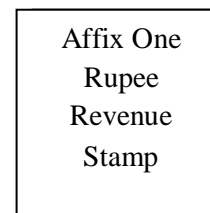
** I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

Sl. No.	Resolution	For	Against
Ordinary Business			
1.	Adoption of audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2022 and reports of the Board of Directors and the Auditors thereon.		
2.	To re- appoint a Director INDU SINGH (DIN 00838252) who retires by rotation and being eligible, seeks herself for reappointment.		
3	To re- appoint a Director BINAY CHANDRA JHA (DIN 08936938) who retires by rotation and being eligible, seeks himself for reappointment		

This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.

Signature (s) of Member(s)

1. _____
2. _____
3. _____



Signed this ----- day of ----- 2022.

Notes:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns “For” or “Against” as appropriate.

Route Map for coming to the venue of 20, Salkia School Road, Salkia , Howrah – 711106

