

ESJAY COMMERCE LIMITED

CIN: L51226WB1982PLC035354

Registered Office: 8, Camac Street, Room No 15, 1st Floor, Kolkata - 700017

Tel No.:033-22828283 Email:esjaycom@yahoo.in Website: esjay.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

NOTICE IS HEREBY GIVEN PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 RELATING TO PASSING OF THE RESOLUTION BY POSTAL BALLOT READ WITH REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 & SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES), REGULATIONS 2021 ('**DELISTING REGULATIONS**').

To,
The Members,

Notice is hereby given, pursuant to Sections 108 and 110 of the Companies Act, 2013 ('**Companies Act**'), and all other applicable provisions, if any, read with the applicable rules framed under the Companies Act relating to passing of the resolution by Postal Ballot read with the General Circular No. 14/2020 dated April 08th, 2020, and General Circular No. 17/2020 dated April 13th, 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Act and the rules made thereunder on account of COVID-19" read with the General Circular No. 22/2020 dated June 15th, 2020, General Circular No.33/2020 dated September 28th, 2020, General Circular No.39/2020 dated December 31st, 2020, General Circular No. 10/2021 dated June 23rd, 2021, General Circular No. 20/2021 dated December 08th, 2021, General Circular No. 03/2022 dated May 05th, 2022 and General Circular No. 10/2022 dated 28th December, 2022 in relation to extension of the framework provided in the aforementioned circulars up to September 30, 2023, issued by the Ministry of Corporate Affairs, (hereinafter referred to as "**MCA Circulars**"), The Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 ("**SEBI Circulars**") and other applicable laws and Regulation 11 of the Delisting Regulations to the members of M/s. Esjay Commerce Limited ('**Company**') and pursuant to the requisition letter dated Tuesday, 14th February, 2023 received from Mr. Jitendra Kumar Nahata (being one of the Promoter of the Company) and the resolution passed by the Board of Directors of the Company at its meeting held on Friday, 24th February, 2023, to consider and if found fit, to pass the following resolution as a special resolution ('**Special Resolution**') through a postal ballot ('**Postal Ballot**') or, alternatively, through the e-voting facility offered by the Company in this regard.

The Special Resolution, the explanatory statement ('**Explanatory Statement**') containing all material facts along with details regarding electronic voting are enclosed with this Notice for your consideration. As permitted under the MCA Circulars, the Company is sending this Notice in electronic form only. In compliance with Regulation 44 of the SEBI (LODR) Regulations and pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form.

The Board of Directors of the Company has appointed Mr. Alok Purohit, Proprietor of M/s. Alok Purohit & Associates Practicing Company Secretary, No.: 48734, C.P. No.: 21797 as the scrutinizer ('**Scrutinizer**') for conducting Postal Ballot process in a fair and transparent manner. The members holding Equity Shares of the Company can vote through electronic means only.

Members are requested to read the instructions in the Notes under the section 'Voting through Electronic means'. Reference to Postal Ballot in this Notice means votes cast through remote e-voting. The remote e-voting period will commence on Sunday, 5th March, 2023 at 09:00 A.M. and will end on Monday, 3rd April, 2023 at 5:00 P.M.

Members may note that, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the members of the Company. Accordingly, the Company is providing an e-voting facility as an alternate, which would enable the members to cast vote electronically instead of dispatching the Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the notes to this Notice. Only members entitled to vote are entitled to use the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as intimation only.

The Scrutinizer will submit his report to the Directors of the Company after completion of scrutiny of the e-voting results received. The result of voting by the Postal Ballot will be announced on Wednesday, 5th April, 2023 at the Registered Office of the Company. Additionally, the result will be communicated to the Calcutta Stock Exchange Limited ('CSE') where the equity shares of the Company are listed and shall also be published in the newspapers. The results of the Postal Ballot will also be displayed on the Company's website and on the website of CDSL.

In the event the proposed resolution is approved by requisite majority of shareholders by means of e-voting, and also subject to that the vote cast by public shareholders in favour of the resolution is at least two times the number of vote cast by the public shareholders against the proposed resolution, the date of declaration of the result shall be deemed to be the date of passing of the said resolution.

SPECIAL BUSINESS:

Approval for Voluntary Delisting of the Equity Shares of the Company from The Calcutta Stock Exchange Limited ("CSE") i.e., the only Stock Exchange where the equity shares of the Company are listed:-

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

Special Resolution:

"RESOLVED THAT pursuant to (i) the letter dated Tuesday, 14th February, 2023 received from Mr. Jitendra Kumar Nahata, forming part of the Promoters / Promoter Group of the Company, conveying his intention to voluntarily delist the equity shares of the Company from the CSE in accordance with the Securities and Exchange Board of India (Delisting Of Equity Shares), Regulations 2021 as amended from time to time ("**Delisting Regulations**"); and (ii) the approval of the Board of Directors of the Company in its meeting held on Friday, 24th February, 2023 for the voluntary delisting of the equity shares of the Company from the CSE and subject to the applicable provisions of the Companies Act, 2013 and rules made thereunder, the Delisting Regulations, Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended from time to time and such other applicable provisions of the laws and receipt of the necessary approvals from CSE and such other approvals as may be required under applicable law and subject to the terms of such approvals, the approval of the Members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares of the Company from CSE through acquisition of equity shares held by the Public Shareholders of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company ("**the Board**", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and to make all necessary filings to facilitate the Delisting Offer in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to CSE for seeking the in-principle and final approval for the

Delisting Offer and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this regard or delegate the aforesaid authority to any person or to engage any consultant, as they may in their absolute discretion deem fit.”

“**RESOLVED FURTHER THAT** Mr. Dhanraj Chindalia (DIN: 00881779) and Mr. Sharad Nahata (DIN: 02725654), Directors of the Company, be and are hereby severally authorised to file all such deeds, applications, documents and other related correspondence as may be required before any regulatory authority and to appear before, represent and respond to all queries as may be requested for by any regulatory authority in connection with the aforesaid resolution.”

“**RESOLVED FURTHER THAT** all actions taken or required to be taken by the Board in connection with any matter referred to above or are contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board
For Esjay Commerce Limited**

Sd/-

Sharad Nahata

(Director)

DIN: 02725654

Date: 24.02.2023

Place: Kolkata

NOTES:--

1. The related explanatory statement pursuant to section 102 of the Companies Act, 2013, is annexed hereto.
2. All documents referred to in the accompanying notice and the explanatory statements are open for inspection at the registered office of the Company during working day in office hours from 11:00 A.M. up to 3:00 P.M.
3. In terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice in electronic form to all the members whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories as on Friday, 24th February, 2023 (hereinafter referred to as “**Cut-off Date**”) and who have registered their e-mail addresses in respect of electronic holdings with National Securities Depository Limited (hereinafter referred to as “**NSDL**”) or Central Depository Services (India) Limited (hereinafter referred to as “**CDSL**”) (hereinafter NSDL and CDSL are collectively referred to as “**Depositories**”). The physical copy of this Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for the Postal Ballot Notice in accordance with the requirements specified in the MCA Circulars. Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. Person who is not a member as on the cut-off date should treat this Notice for information purposes only. Accordingly, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only. Members may download the Notice from the Company’s website at www.esjay.in or from website of the CDSL at www.evotingindia.com.
4. Members holding shares in physical form and those members who have not yet registered their email addresses are requested to register the same for procuring user id and password. The shareholders whose email addresses are not registered with the Company/Registrar and Transfer Agents/Depositories Participants/Depositories, may request for registration of e-mail ids for remote e-voting for the resolutions set out in this Notice.
5. The scrutinizer will submit his report after completion of the scrutiny, addressed to the Directors of the Company on Tuesday, 4th April, 2023. The Director of the Company, will announce the result of voting by postal ballot on Wednesday, 5th April, 2023 at the Registered Office of the Company and the resolution will be taken as passed effectively on the date of announcement of the result by such authorized person, if the results of the postal ballot indicate that the requisite majority of the members has assented to the resolutions. The scrutinizer’s decision on the validity of the e - voting shall be final.

**By Order of the Board
For Esjay Commerce Limited
Sd/-**

Date: 24.02.2023
Place: Kolkata

Sharad Nahata
(Director)
DIN: 02725654

EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

1) As on date 3499370 fully paid-up equity shares of face value of Rs. 10/- each of M/s Esjay Commerce Limited (**‘Company’**) are presently listed on the CSE. The Acquirer or Promoters/ Promoter Group of the Company collectively hold 252637 equity shares of the Company constituting 72.19% of the subscribed and paid-up equity share capital of the Company.

2) The Board of Directors of the Company have received an intent letter dated Tuesday, 14th February, 2023 (**‘Letter from Promoter Group’**) from Mr. Jitendra Kumar Nahata, forming part of the Promoters/Promoter Group of the Company to delist the equity shares of the Company from the CSE and also an Initial Public Announcement dated Tuesday, 14th February, 2023 from M/s. VC Corporate Advisors Private Limited, Merchant Banker on behalf of Mr. Jitendra Kumar Nahata. In the said Letter, it is notified about the intention to acquire along with the other constituents of the Promoter Group, as the case maybe, the Equity Shares held by the public shareholders of the Company (**‘Public Shareholders’**) by providing an exit opportunity through a voluntary delisting offer (**‘Delisting Offer’**) in accordance with Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2021 (**‘Delisting Regulations’**) for acquiring 97300 fully paid-up equity shares collectively representing 27.81% of the Equity Share Capital held by the public shareholders, in order to delist the Equity Shares from the CSE, the stock exchange where the equity shares of the company are presently listed.

3) The objective in making the Delisting Offer is to obtain absolute ownership of the Company which will provide the Promoters to enhanced operational flexibility. Additionally, the Promoters believe that the proposed Delisting Offer would provide an exit opportunity to the Public Shareholders as the equity shares have not been traded in either Stock Exchange for many years.

4) Pursuant to the intimation received from the Promoter and the Initial Public Announcement, the Board of Directors of the Company, appointed Mr. Arun Kumar Jaiswal, Proprietor of M/s Jaiswal A & Co., Practicing Company Secretary as **“Peer Reviewed Company Secretary”** for carrying out due diligence as required in terms of regulation 10(3) of the Delisting Regulations. The Board of Directors in its meeting held on Friday, 24th February, 2023 took on the record the due diligence certificate issued by the Peer Reviewed Company Secretary and valuation report issued by the Merchant Banker. The Peer Reviewed Company Secretary in its report certified that Acquirer and its related entities have not carried out any transaction to facilitate the success of the delisting offer which is not in compliance with the provisions of sub-regulation (5) of Regulation 4 of the Delisting Regulations. On receipt of the Due Diligence Report dated Thursday, 23rd February, 2023 from the Peer Reviewed Company Secretary, the Board of Directors in their meeting held on Friday, 24th February, 2023 approved the proposed delisting in terms of Regulation 10(1) of the Delisting Regulations subject to approval of public shareholders of the Company. The result of the meeting of the Board of Directors of the Company held for approving the Delisting Offer was notified to CSE on Friday, 24th February, 2023.

5) The Board of Directors in accordance with Regulation 10(4) of the SEBI Delisting Regulations certified that:

- a) The Company is in compliance with applicable provisions of the securities law;
- b) The Acquirer and its related entities are in compliance with applicable provisions of securities laws in terms of the report of the ‘Peer Review Company Secretary’ including compliance with Regulation 4 (5) of the SEBI Delisting Regulations;
- c) The Delisting Proposal is in the interest of the shareholders of the Company;

6) In terms of Regulation 11 of the Delisting Regulations, the Delisting Offer requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot (e-voting only) in accordance with the Delisting Regulations. As per regulation 11(4) of the Delisting Regulations, the special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the Delisting proposal are at least two times the number of votes cast by the public shareholders against it.

7) In the event that this special resolution is passed by the Members as set out above, subject to receipt of in-principle approval of CSE and other applicable statutory approval as may be deemed necessary from time to time, an Offer Letter will be sent to all the public shareholders for their response to the Delisting Offer.

8) In Compliance with the provisions of Regulation 35(2)(b) of the Delisting Regulations, the Exit Price has been determined in terms of Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with Regulation 35 of Delisting Regulations. In this regard VC Corporate Advisors Private Limited, Merchant Banker, have derived the fair value of the equity shares of the Company at Rs. 228.09/- (Rupees Two Hundred Twenty Eight and Nine Paise Only) vide their report dated Tuesday, 14th February, 2023. The Promoter Acquirer is giving the Delisting Offer at the Offer Price of Rs. 230/- (Rupees Two Hundred and Thirty Only) for each fully paid-up equity share, i.e., higher than the fair value determined by the Merchant Banker. The Public Shareholders of the Company may offer their equity shares at the Offer Price during the Delisting Offer.

9) The approval of the members is sought for the aforesaid special resolution, after which the Promoter will proceed, subject to receipt of necessary regulatory approvals, to make the Delisting Offer to the members of the Company in accordance with the provisions of the Delisting Regulations. The Board of Directors of the Company, therefore, place the proposed resolution for your consideration and recommends that it is passed as a special resolution.

10) The Board recommends the Special Resolution for approval of the shareholders. None of the Directors, Managers, Key Managerial Personnel and their relatives, in any way, is concerned or interested in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

**By Order of the Board
For Esjay Commerce Limited
Sd/-**

Date: 24.02.2023
Place: Kolkata

Sharad Nahata
(Director)
DIN: 02725654

INSTRUCTIONS

Member(s) can opt only one mode for voting i.e. through e-voting.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING:

In compliance with the MCA Circulars physical copy of the Postal Ballot Notice and Postal Ballot Form are not being sent to the shareholders.

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 and applicable SEBI LODR, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited ('CDSL').

The instructions for members voting electronically are as under:

The remote e-voting period shall commence on **Sunday, 5th March, 2023 at 09:00 A.M. and will end on Monday, 3rd April, 2023 at 5:00 P.M.** During the period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, 24th Day of February, 2023**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, 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 listed entities 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.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

The Members are being provided with the facility to cast their vote electronically, through the modes listed below, on the resolution set forth in this Notice, by way of remote e-voting.

Mode of E-voting:

Individual shareholders holding securities in demat mode

Through Depositories (CDSL):

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 log in to Easi/Easiest is <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
2. After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
5. Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542 - 43.

THROUGH DEPOSITORY PARTICIPANTS:

1. 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 e-Voting period.
2. Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
3. Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

Non-individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

- 1) The shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character 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 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:

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 as mentioned in instruction (iv).

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

vi) 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 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.

vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

viii) Click on the EVSN for the relevant Company i.e. ESJAY COMMERCE LIMITED on which you choose to vote.

ix) 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.

x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xi) 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

xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xiv) 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 and enter the details as prompted by the system.

xv) FACILITY FOR NON- INDIVIDUAL SHAREHOLDERS AND CUSTODIAN :

LI Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

~ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

~ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

~ The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast 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 esjaycom@yahoo.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

GENERAL INSTRUCTIONS ON E-VOTING

1. Process for those shareholders whose email/mobile no. are not registered with the company/depositories

- a. 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/RTA email id**.
- b. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- c. 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.

1. Members who are unable to retrieve User ID & Passwords are advised to use Forget User ID and Forget Password option available at above mentioned website.
2. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43.
3. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N.M. Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to helpdesk evoting@cdslindia.com or call on 022-23058542-43.

**By Order of the Board
For Esjay Commerce Limited
Sd/-**

Date: 24.02.2023
Place: Kolkata

Sharad Nahata
(Director)
DIN: 02725654