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pallavi@salarpuriagroup.biz

Notice to the Shareholders

NOTICE is hereby given that the 1/EGM/2020-21 Extra-ordinary General Meeting (EGM) of the Members of **EASUN CAPITAL MARKETS LIMITED** (CIN: L51109WB1982PLC034938) will be held on Friday, February 12, 2021 at 3:00 P.M. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

SPECIAL BUSINESS

ITEM NO. 1: APPOINTMENT OF STATUTORY AUDITORS TO FILL THE CASUAL VACANCY

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (*"the Rules"*) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as *"Listing Regulations"*) (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 approval of the Board of Directors, the approval of the Members of the Company be and is hereby accorded to appoint **M/s. V. K. Tulsyan & Co. LLP**, Chartered Accountants (ICAI Firm Registration No. 326740E), having office at "Aradhana", P-2, New C.I.T Road, Unit #210, Kolkata - 700 073 as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. M. Jhunjhunwala & Associates, Chartered Accountants (ICAI Firm Regn. Number 328750E) to hold office till the ensuing 39th Annual General Meeting at such remuneration as mutually agreed upon."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution including filing of eform with the Ministry of Corporate Affairs and for all matters connected therewith or incidental thereto."

By the Order of the Board
For Easun Capital Markets Limited



Pallavi Moonka
Company Secretary

Date: 18-01-2021

Place: Kolkata

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020 and Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 39/2020 dated December 31, 2020,

- physical attendance of the Members to the EGM venue is not required and extra-ordinary general meeting (EGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the EGM through VC/OAVM.
3. 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 this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
 4. Corporate Members are requested to send at Company's Registered Office, a duly certified copy of the Board Resolution authorizing their representative together with attested specimen signature of the representative(s) under the said Board Resolution to attend and vote at the EGM.
 5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time i.e. February 12, 2020 at 3:00 P.M. of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 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 etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
 6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 7. REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS WILL REMAIN CLOSED from Saturday, February 06, 2021 to Friday, February 12, 2021 (BOTH DAYS INCLUSIVE).
 8. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants. Members holding shares in physical form can submit their PAN to the Company / its Registrar.
 9. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. Accordingly, the Company/ Registrar and Share Transfer Agent has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of Dematerialization.
 10. The Company would affect electronic delivery of notice of 1/EGM/2020-21 Extra-ordinary General Meeting (EGM) to those shareholders, whose email-ids were registered with the respective Depository Participants and down-loadable from the Depositories viz., NSDL / CDSL. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically.
 11. Shareholders holding shares in physical form are requested to notify to the Company's Registrar and Share Transfer Agent [M/s. Niche Technologies Private Limited, 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata - 700017], quoting their folio number, any change in their registered address with PIN CODE/mandate/bank details and in case the shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
 12. As per the provisions of the Companies Act, 2013, the facility for making/varying/cancelling nominations is available to individuals holding shares in the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Registrar and Share Transfer Agent/Company. The Members holding shares in demat form may contact their respective depository participants for making such nominations.
 13. In compliance with the provisions of Section 108 of the Act and Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.
 14. The instructions for e-voting are as under:
VOTING THROUGH ELECTRONIC MEANS
In compliance with provisions of Section 108 of the Companies Act, 2013, 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 the SEBI (LODR) Regulations, 2015 (as amended), the revised Secretarial Standard on General Meeting (SS-2) issued by ICSI and the Circulars issued by the Ministry of Corporate Affairs, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra-ordinary General Meeting (EGM) 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 EGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by CDSL. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

15. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, the Notice convening the EGM has been uploaded on the website of the Company at [www. http://easuncapitalmarkets.com/](http://easuncapitalmarkets.com/).

The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and Calcutta Stock Exchange of India Limited at www.bseindia.com and www.cseindia.com respectively and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility).

16. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 22/2020 dated June 15, 2020, MCA Circular No. 33/2020 dated September 28, 2020, MCA Circular No. 39/2020 dated December 31, 2020, SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021.

The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on Tuesday, February 09, 2021 (9:00 AM) and ends on Thursday, February 11, 2021 (5:00 PM). During this period, members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, February 05, 2021, 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. **Note: E-Voting shall not be allowed beyond said time.**
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) 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) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **EASUN CAPITAL MARKETS LIMITED** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - 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 they have to create a compliance user which 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 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
17. 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, i.e., Friday, February 05, 2021. Thus, the facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders. A person who is not a member as on cut-off date should treat this notice for information purpose only.
18. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds shares as on the cut-off date i.e. Friday, February 05, 2021 are requested to send the written / email communication to the company at pallavi@salarpuriagroup.biz mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
19. Mr. Rajan Singh, practicing Company Secretary (COP No.: 13599), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner. The Scrutinizer will submit, not later than forty eight (48) hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer shall after the conclusion of e-Voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report
20. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.easuncapitalmarkets.com> and on the website of CDSL. The same will be communicated to the stock exchange where the shares of the Company are listed viz. The Calcutta Stock Exchange Limited and BSE Limited.

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:

21. 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 pallavi@salarpuriagroup.biz.
22. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to pallavi@salarpuriagroup.biz.
23. Alternatively member may send an e-mail request to helpdesk.evoting@cdslindia.com for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

24. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
25. Only those Members/ shareholders, who will be present in the EGM 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 in the EGM.
26. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
27. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

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

28. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of CDSL.
29. Members are encouraged to join the Meeting through Laptops for better experience.
30. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
31. 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.
32. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at pallavi@salarpuriagroup.biz latest by 5:00 P.M. (IST) on Friday, February 05, 2021.
33. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at pallavi@salarpuriagroup.biz latest by 5:00 P.M. (IST) on Friday, February 05, 2021. The same will be replied by the company suitably.
34. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
35. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
36. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.
37. Members who need assistance before or during the EGM, can contact CDSL on <https://www.evotingindia.com> under the help section or write to the undersigned at the registered office address of the Company or email ID: pallavi@salarpuriagroup.biz or tel. 033 4014 5400.

By the Order of the Board
For Easun Capital Markets Limited



Pallavi Moonka
Company Secretary

Date: 18-01-2021

Place: Kolkata

Easun CAPITAL MARKETS LTD.

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Website: <http://www.easuncapitalmarkets.com> **Email:** cs.sgroup2013@gmail.com
pallavi@salarpuriagroup.biz

ANNEXURE TO THE NOTICE

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

ITEM NO. 1: APPOINTMENT OF STATUTORY AUDITORS TO FILL THE CASUAL VACANCY

In accordance with the provision under Regulation 33 (1) (d) of SEBI (LODR) Regulations, 2015 every listed entity shall ensure that the limited review or audit reports submitted to the stock exchange(s) are given only by an auditor who has subjected himself to the peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI).

M/s. M. Jhunjhunwala & Associates, Chartered Accountants (ICAI Registration No. 328750E) at the time of taking up the assignment of Statutory Audit of the Company for the FY 2018 to 2022 had provided their consent to the Company that they shall subject themselves to the process of Peer Review and obtain a valid certificate from the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) at the earliest.

However, due to various reasons they have informed the Company *vide* their resignation letter that they have not been able to subject themselves to the process of Peer Review which resulted in a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013 ("Act"). In compliance with the provisions of Section 139 of the Act read with SEBI Regulations, the Board of Directors of the Company based on the recommendation of the Audit Committee, proposed **M/s. V. K. Tulsyan & Co. LLP**, Chartered Accountants (ICAI Registration no. 326740E), having office at "Aradhana", P-2, New C.I.T Road, Unit #210, Kolkata - 700 073, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. M. Jhunjhunwala & Associates, Chartered Accountants.

M/s. V. K. Tulsyan & Co. LLP, Chartered Accountants (ICAI Registration no. 326740E) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and in compliance with the provisions of SEBI (Listing Obligations And Disclosure Requirements) Regulations.

None of the Directors, Key Managerial Persons or their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the members.

*By the Order of the Board
For Easun Capital Markets Limited*


Pallavi Moonka
Company Secretary

Date: 18-01-2021
Place: Kolkata