

# AYOKI MERCHANTILE LIMITED

REGD OFFICE ADDRESS: Laxmi Commercial Centre, Room No.405, 4<sup>th</sup> Floor, Senapati Bapat Marg, Dadar (west), Mumbai 400 028, CIN: L17120MH1985PLC034972

Email: ayokimerchantile@gmail.com Website: www.ayokimerchantile.com

## NOTICE

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Shareholders of the Company will be held at the registered office of the company at Laxmi Commercial Centre, Room No.405, 4th Floor, Senapati Bapat Marg, Dadar (west), Mumbai 400 028 , on Friday, the 30th day of September, 2016 at 10.30 A.M. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt :

The Balance Sheet as at 31st March, 2016, the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.

2. To appoint a director in place of Mrs. PAPRI DUTTA (holding DIN 01712778), who retires by rotation and being eligible, offers herself for re-appointment as Director.
3. To appoint Auditors and to fix their remuneration. M/s J.B DUDHELA & Co Chartered Accountants, (Firm Registration No FRN 102777W), the retiring auditors are eligible for re-appointment.

#### Regd. Office:

Laxmi Commercial Centre,  
Room No.405, 4<sup>th</sup> Floor,  
Senapati Bapat Marg, Dadar (west),  
Mumbai 400 028

Dated: 12/08/2016

By Order of the Board



(Managing Director)

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY SHOULD BE DEPOSIT AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Company is registered with with Central Depository Services (India) Limited ('CSDL') for dematerialization of its Equity Shares which has been allotted the ISIN NE048E01013. Purva Sharegistry (India) Pvt. Ltd, having their registered office at Unit no. 9 Shiv Shakti Ind. Estt.J .R. Boricha marg Opp. Kasturba Hospital Lane Lower Parel (E) Mumbai 400 011 are the Registrar and Share Transfer Agents of the Company.
3. The Register of members of the company will remain closed from 24th September 2016 to 30th September 2016 both days inclusive.
4. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited ("Karvy") on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
5. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
6. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the agency to provide the e-voting facility
7. The board of directors has appointed CS Mousumi Banerjee of M/s. Mousumi Banerjee & Associates, Practicing Company Secretaries (Membership No. FCS 8387) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
8. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
9. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

10. The instructions and information for e-voting are as under:

(I) A person whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 23<sup>rd</sup> September 2016, only shall be entitled to avail the facility of remote e-voting.

**(II) A.** In case a Member receives an email from Karvy [for members whose email IDs are registered with the Company / Depository Participants (s)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" .
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

**B.** (I) In case of Members receiving physical copy of Notice [for members whose email IDs are not registered with the Company / Depository Participants (s)]

(i) E-Voting Event Number, User ID and Password is provided in the Ballot Form.

(ii) Please follow all steps from Sl. No. A (i) to (xi) and B. above to cast your vote by electronic means.

**(III)** In case of voting by using Ballot Forms:

(i) In terms of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company, in order to enable its Members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, is enclosing a Ballot Form along with Annual Report.

(ii) A Member desiring to exercise voting by using Ballot Form shall complete the enclosed Ballot Form with assent (FOR) or dissent (AGAINST) and send it to the Scrutinizer, duly appointed by the Board of Directors of the Company, in the enclosed postage prepaid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted at the Registered Office of the Company.

(iii) Please convey your assent in Column "FOR" and dissent in the column "AGAINST" by placing a tick ( ) mark in the appropriate column in the Ballot Form only. The assent / dissent received in any other form / manner will not be considered.

(iv) Duly completed and signed Ballot Forms shall reach the Scrutinizer on or before Monday, September, 26, 2016 (5.00 p.m. IST). The Ballot Forms received after the said date / time shall be strictly treated as if the reply from the Member has not been received.

(v) Unsigned / incomplete Ballot Forms will be rejected. Scrutinizer's decision on validity of the Ballot Form shall be final.

(vi) A Member may request duplicate Ballot Form, if so required, by writing to the Company at its Registered Office or by sending an email on ayokimerchantile@gmail.com by mentioning their Folio No. / DP ID and Client ID. However, the duly filled in duplicate Ballot Form should reach the scrutinizer not later than Monday, September, 26, 2016 (5.00 p.m. IST).

(vii) A Member can opt for only single mode of voting i.e. either through e-voting or by Ballot Form. If a Member casts votes by both modes then voting done through e-voting shall prevail and vote by Ballot shall be treated as invalid. Members who have cast their votes by e-voting prior to the meeting may also attend the general meeting; however those members are not entitled to cast their vote again in the general meeting.

**(IV) Other Instructions:**

- i. In case of any queries, you may refer Help & FAQ section of <https://evoting.karvy.com> (Karvy Website) or call KCPL on 44655000 & Toll Free No.1800 3454 001.
- ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

(iii).Members may send an e-mail request to evoting : [evoting@karvy.com](mailto:evoting@karvy.com)

**11.** Please follow all steps from Sl. No. 10. **(I) to (IV)** above, to cast vote.

**12.** Voting at AGM: The Members, who have not cast their vote either electronically or through Ballot Form, can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue.

**13.** The e-voting period will commence from Saturday, September 24, 2016 (9.00 a.m. IST) and ends on Monday, September 26, 2016 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 23, 2016 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by Karvy Computershare Private Limited (“Karvy”) for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.

**14.** The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. 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 Meeting through electronic voting system or poll paper.

**15.** Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@karvy.com](mailto:evoting@karvy.com).

**16.** The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, 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 make, not later than three days of conclusion of the Meeting,

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.

- 17.** The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.ayokimerchantile.com](http://www.ayokimerchantile.com) immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.