

ASHOKA MARKETING LIMITED

(CIN: L74899DL1948PLC005771)

Regd. Office: First Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002

Phone No.: 011-43540801 Email: ashokamarketing1@gmail.com,

Website :www.ashokamarketing.co.in

POSTAL BALLOT NOTICE

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2009 AS AMENDED FROM TIME TO TIME]

To,

The Shareholders,

Ashoka Marketing Limited.

NOTICE is hereby given, pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s), or re-enactment thereof for the time being in force (the “Act”) read with the Companies (Management and Administration) Rules, 2014, and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time (“**Delisting Regulations**”) and the Listing Agreement entered into by the Company with The Calcutta Stock Exchange Limited (the “CSE”), to the members of Ashoka Marketing Limited (“**the Company**”) to consider, and if thought fit, to pass resolution given hereunder as ‘*Special Resolution*’ by way of Postal Ballot including remote e-voting.

The proposed Special Resolution and the Explanatory Statement pertaining thereto setting out all the material facts concerning the resolution and the reasons thereof along with a Postal Ballot Form are appended below for the consideration of the shareholders of the Company. The attached Postal Ballot Form is to be used by the shareholders for the purpose of exercising vote in respect of the said resolution.

SPECIAL BUSINESS:

1. Voluntary Delisting of Equity Shares of the Company from The Calcutta Stock Exchange Limited

To consider and, if thought fit, to pass through postal ballot, the following resolution as a Special Resolution:

“Resolved that pursuant to the applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009,

Securities Contract (Regulation) Act, 1956, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws (including any statutory amendment, modification or re-enactment thereof for the time being in force and the rules framed there under), and subject to such approvals, permissions and sanctions, as may be necessary, and subject to compliance with other statutory formalities and subject to such conditions and modifications as may be prescribed or imposed by any authority while granting such approvals, permissions or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board") or persons authorized by the Board, the consent of the shareholders of the Company be and is hereby accorded for voluntary delisting of the equity shares of the Company from The Calcutta Stock Exchange Limited i.e. the only stock exchange where the shares of the Company are presently listed.

RESOLVED FURTHER THAT for the purpose of giving effect to the Voluntary Delisting of the equity shares of the Company as described herein, the Board be and is hereby authorised to do all such acts, deeds and things which it may consider proper and desirable and settle any question, difficulties or doubts that may arise in regard to voluntary delisting of the equity shares of the Company from The Calcutta Stock Exchange Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s) and/or officer(s) of the Company, to give effect to this resolution.”

**By Order of the Board
For Ashoka Marketing Limited**

**Priyanka Dwivedi
(Company Secretary)
M.No. A34763
Address: First Floor, Express building
9-10, Bahadurshah Zafar Marg
New Delhi-110002**

Place: Delhi

Date: 24th August, 2016

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of the business specified above and reasons for the proposed special resolution is annexed hereto along with the Postal Ballot Form for your consideration.
2. In accordance with Regulation 8(1)(b) of the Delisting Regulations read with Section 110 of the Companies Act, 2013, the item of business set out in the Notice is required to be passed through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the resolution contained in this Notice through postal ballot, with an option of remote e-voting.
3. The Board of Directors at their meeting held on 24th August, 2016 has appointed Mr. B. Unnikrishnan Nair, a Practicing Company Secretary (FCS No. 5546, CP No. 10778) of M/s. B. Nair and Company, as the Scrutinizer to conduct the voting through postal ballot as well as remote e-voting in accordance with law and in a fair and transparent manner.
4. The Scrutinizer shall after the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses who are not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against the proposed Special Resolution as the case may be.
5. The Scrutinizer will submit his report to the Chairman of the Board or a person authorised by the Chairman in writing after completion of scrutiny of postal ballot forms received.
6. The results shall be declared not later than the close of working hours on Wednesday, October 5, 2016 at the Registered Office of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.ashokamarketing.co.in and on the website of CDSL viz., www.evotingindia.com and communicated to The Calcutta Stock Exchange Limited. The date of passing of the special resolution shall be the last date specified (i.e. October 3, 2016) for receipt of duly completed postal ballot forms or e-voting.
7. Only a member who is entitled to vote is entitled to exercise his/her/its vote through postal ballot or e-voting. Voting rights of every member shall be reckoned on the paid-up value of equity shares whose names shall appear in the Register of Members as on Wednesday, the 24th day of August, 2016, and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
8. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members and the list of beneficial owners as on Wednesday, the 24th day of August, 2016.

9. In accordance with the provisions of Section 110 of the Act and the postal ballot rules, notice of the postal ballot may be served on the members through electronic means. Members, who have registered their e-mail ids with the Company or their Depository Participants, are being sent this Notice of Postal Ballot by email and the members who have not registered their email ids will be sent the Notice of Postal Ballot along with the Postal Ballot Form by registered post, speed post or courier. Shareholders who have received the Postal Ballot Notice by email and who wish to vote through Physical Ballot Form, can download the Postal Ballot Form from the website of the Company at the link www.ashokamarketing.co.in or seek physical Postal Ballot Form from the Registered Office of the Company, fill in the relevant details and send it to the Scrutinizer.
10. A Postal Ballot Form and a self-addressed pre-paid postage envelope are attached to this Notice. The self-addressed pre-paid postage envelope bears the address to which duly completed Postal Ballot Form are to be sent by the shareholders.
11. No member can vote both, by post and e-voting, and if he votes, by both means, his vote by post shall be treated as invalid.
12. The date of dispatch of the notice of postal ballot will be announced through advertisements in at least 1 (one) English newspaper and 1 (one) Hindi newspaper, each with wide circulation in New Delhi, where the Registered Office of the Company is situated.
13. The shareholders are requested to carefully read the instructions and the notes and either: a) return the form duly completed in the attached self-addressed pre-paid postage envelope (the "Envelope"); or b) vote by electronic means in the manner set out herein, in each case, so as to ensure that the duly completed and signed ballot forms reach the Scrutinizer on or before October 3, 2016.
14. The Postal Ballot Notice shall be uploaded on the Company's website viz., www.ashokamarketing.co.in and on the website of CSDL viz., www.evotingindia.com.
15. The decision of the Scrutinizer on the validity of the votes cast through the postal ballot and remote e-voting and any other matter in this regard shall be final and binding.
16. The Special Resolution passed by the Members through Postal Ballot is deemed to have been passed as if that has been passed at a General Meeting of the Members.
17. Relevant documents, if any, referred to in the accompanying Notice are open for inspection by the Members at 10, Daryaganj, New Delhi-110002 on all working days during business hours upto the date of announcement of the results of the Postal Ballot.
18. **Instructions for casting votes using the Postal Ballot Form are furnished along with the postal ballot form.**
19. **The instructions for e – voting are as under:**

(I) In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and

Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the equity listing agreement, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form.

For this purpose, the Company has signed a Tripartite agreement with the Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting. The instructions for members for voting electronically are as under:-

- a. Log on to the e-voting website: www.evotingindia.com during the voting period.
- b. Click on “Shareholders” tab.
- c. Now Enter your User ID (as mentioned in the Postal Ballot Form) :
 - i For CDSL: 16 digits beneficiary ID,
 - ii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. 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.
- f. However, if you are a first time user, please use the e-Voting particular provided in the Postal Ballot Form and fill up the same in the appropriate boxes.
- g. After entering these details appropriately, click on “SUBMIT” tab.
- h. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach Password Creation’ menu wherein they are required to mandatory 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 resolution 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.
- i. For Members holding shares in physical form, the **details in Postal Ballot Form** can be used only for e-voting on the resolution contained in this Notice.
- j. Click on the relevant EVSN “**ASHOKA MARKETING LIMITED**” for which you choose to vote.
- k. 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.
- l. Click on the “Resolution File Link” if you wish to view the entire Resolution.

- m. 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.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. If Demat account holder has forgotten the **changed password** then enter the User ID and image verification code, click on Forgot Password & enter the details as prompted by the system.
- q. Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to **<https://www.evotingindia.co.in>** and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Authorised Person/Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (II) The e-voting period starts from 9:00 AM on Sunday, September 4, 2016 and shall end at 5:00 PM on Monday, October 3, 2016. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e, 24th August 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (III) Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.
- (IV) **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.**
- (V) Mr. B. Unnikrishnan Nair of M/s. B. Nair & Company (Membership No. FCS 5546 & C.P. No. 10778) Address: L 73/1, Sarsuna Satelite Township, Kolkata – 700 061 has been appointed as the Scrutinizer to scrutinize e-voting process in a fair and transparent manner.

(VI) 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 the undersigned-

Name: Mr. Rakesh Dalvi

Designation: Deputy Manager

Address: 16th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400001.

Email id: helpdesk.evoting@cdslindia.com

Phone number: 18002005533

EXPLANATORY STATEMENT

[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]

Delisting of Equity Shares from the Calcutta Stock Exchange Limited (CSE)

The Equity Shares of the Company were listed on the Delhi Stock Exchange Limited ("DSE") Since October 15, 1990. DSE vide its letter no. DSE/LIST/3009/751/409 dated July 8, 2014 and letter no. DSE/LIST/3009/8020/1033 dated September 29, 2014 informed the Company regarding exit policy for de-recognised and non-operational stock exchanges and requested it to explore listing on other recognised stock exchanges. Accordingly, the Company initiated the process of getting its equity shares listed on the Calcutta Stock Exchange Limited (CSE) and was listed on CSE on December 24, 2014. It stood listed both on DSE and CSE since that date. The Company subsequently informed DSE in April 2015 that it would not continue its listing with them in view of the migration to CSE.

There has been no trading of the shares of the Company for a long period of time, either on DSE or CSE. As a result, the continued listing of Company's Shares is not providing the intended liquidity benefit to the Shareholders. On the other hand, Company is incurring expenses towards payment of listing fees and other overheads towards compliance of listing agreement provisions etc. Therefore, no purpose is being served in continuing the listing of Company's equity shares with the CSE.

SEBI vide Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009, as amended from time to time, has prescribed special provisions for delisting of small companies which are applicable to Ashoka Marketing Limited. Accordingly, a Company is permitted to voluntary delist its equity shares from the stock exchange with the prior approval of the shareholders, and thereafter providing an exit opportunity to the public shareholders of the Company.

In this respect, M/s. Arth Udyog Limited , one of the shareholders of the Company, holding 1,915 equity shares (12.77% of the paid up share capital of the Company), vide its letter dated 28th July 2016 has conveyed its proposal to the Board of Directors of the Company to consider a Voluntary Delisting of the Equity Shares of the Company from CSE and also to provide an exit opportunity to the public shareholders of Ashoka Marketing Limited in compliance with the provisions of the SEBI (Delisting of Equity Shares) Regulations, 2009.

In view of the above, the Board of Directors of the Company in their meeting held on 24th August, 2016 has approved the voluntary delisting of equity shares from CSE, subject to the approval of the shareholders. The Company is therefore, seeking

your approval as required under the provision of Regulation 8(1)(b) of Securities and Exchange Board of India(Delisting of Equity Shares) Regulations, 2009 by way of Postal Ballot in accordance with Section 110 and applicable provisions of the Act, read with Rule 22 of the Companies (Management and Administration), Rules 2014, to approve the resolution.

Further, as per Regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009, the special resolution passed by the shareholders shall be acted upon if and only if the votes cast by public shareholders in favour of the delisting proposal amount to at least two times the number of votes cast by public shareholders against it. Members are requested to communicate their assent/dissent in writing in Postal Ballot Form attached herewith or through remote e-voting after carefully reading out the instructions set out therein. Please note that the duly completed and signed postal ballot should be sent to the Scrutinizer appointed by the Company and for this purpose, a pre-addressed envelope is attached herewith.

Relevant documents as referred to in the accompanying Notice are open for inspection by the Members at 10, Daryaganj, New Delhi-110002 on all working days during business hours upto the date of announcement of the results of the Postal Ballot.

The Board of Directors recommends the Special Resolution for approval of the shareholders. None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested in the resolution except to the extent of their shareholding, if any, in the Company.

**By Order of the Board
For Ashoka Marketing Limited**

**Priyanka Dwivedi
(Company Secretary)
M.No. A34763
Address: First Floor, Express building
9-10, Bahadurshah Zafar Marg
New Delhi-110002**

**Place: Delhi
Date: 24th August, 2016**

ASHOKA MARKETING LIMITED

(CIN: L74899DL1948PLC005771)

Regd. Office: First Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002

Phone No.: 011-43540801 Email: ashokamarketing1@gmail.com,

Website :www.ashokamarketing.co.in

POSTAL BALLOT FORM

[To be returned to the Scrutinizer appointed by the Company]

- 1 Name and Address of the :
Shareholder(s) of the first named
Shareholder (in Block Letters)
- 2 Name(s) of Joint holder(s), if any :
(in Block Letters)
- 3 Registered Folio No* :
(*Applicable to Shareholders
holding shares in Physical form)
- 4 DP ID No. & Client ID No.** :
(**Applicable to shareholders
holding shares in Dematerialized
form)
- 5 Number of shares held :
- 6 I / We hereby exercise my/our vote in respect of the **Special Resolution** to be passed through postal ballot for the special business stated in the Notice dated 24th August, 2016 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said Special Resolution by placing a tick mark (√) in the appropriate box below.

Description	No. of Shares	I/We assent to the Resolution (For)	I/ We dissent to the Resolution (Against)
Special Resolution for the Voluntary Delisting of the equity shares of the Company from The Calcutta Stock Exchange Limited.			

Place:

Date:

(Signature of the Member)

Note: Kindly read the instructions printed overleaf before filling the form.

INSTRUCTIONS

1. A Member entitled to vote and desirous of exercising his/her/its vote by Postal Ballot may complete this Postal Ballot Form ("Form") and send it to the Scrutinizer in the attached self-addressed pre-paid envelope. Inland Postage will be borne and paid by the Company. However, any envelope containing postal ballot if deposited in person or sent by courier at the expenses of the Member will also be accepted.
2. A member may convey his/her/its dissent in the postal ballot form. The consent of the Member must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate column. Assent or dissent received in any other form or manner will not be considered valid.
3. This Form must be completed and signed by the Member. In case of Joint-holding, this Form must be completed and signed (as per the specimen signature registered with the Company/Depository Participant) by the first named Member and in his absence, by the next named Member. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
4. The Postal ballot vote shall not be exercised by a proxy.
5. Where an authorized representative of a body corporate has signed the Postal Ballot Form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
6. In case of shares held by companies, trust, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution / authority. A member may sign the Postal Ballot Form through an attorney appointed specifically for this purpose, in which case an attested true copy of the power of attorney should be attached to the Postal Ballot Form.
7. Members are requested to communicate their assent or dissent in writing in the Postal Ballot Form sent herewith in accordance with these instructions in the attached self-addressed postage paid envelope, so as to reach the Scrutinizer Mr. B. Unnikrishnan Nair, a Practicing Company Secretary (FCS No. 5546, CP No. 10778) of M/s. B Nair and Company at their office situated at L-73/1, Sarsuna Satelite Township, Kolkata – 700 061 on or before 5.00 PM of Monday, the 3rd day of October, 2016. All Postal Ballot Forms received after this date will be treated as if reply from such member has not been received.
8. Members are requested not to send extraneous paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be taken cognizance of and shall be destroyed by the Scrutinizer.
9. There will be one Postal Ballot Form for every Registered Folio / Client ID, irrespective of the number of joint holders.
10. A member neither needs to use all his/her/its votes nor cast his/her/its votes in the same way.
11. A member may request for a duplicate Postal Ballot Form, if so required by sending an email to ashokamarketing1@gmail.com. However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified above.
12. Voting rights of Members shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on 24th August, 2016.
13. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
14. Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.
15. The Company is pleased to offer e-voting facility as an alternate option, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Evoting is optional. The detailed procedure is enumerated under Notes to the Postal Ballot Notice.
16. The Postal Ballot Form shall be considered invalid on any of the following grounds:
 - a) It has not been signed by or on behalf of the Member;
 - b) Signature on the form doesn't match the specimen signatures with the Company/Depository Participant;
 - c) It is not possible to determine without any doubt the assent or dissent of the member;
 - d) Neither assent nor dissent is mentioned;
 - e) Any competent authority has given directions in writing to the Company to freeze the voting rights of the member;
 - f) The envelope containing the Postal Ballot Form is received after the last date prescribed; i.e. Monday, October 03, 2016 (upto 5:00 P.M.);

- g) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - h) The Postal Ballot Form is torn, defaced or mutilated in such a manner that the signature of the member could not be verified or it is difficult for the scrutinizer to identify the member or the number of votes cast or to ascertain whether the votes are for 'Assent' or 'Dissent', or one or more of these grounds;
 - i) The member has made any amendment to the Resolution or imposed any condition while exercising his/ her vote.
 - j) A form other than one issued by the Company has been used.
17. Any query in relation to the proposed resolution to be passed by the Postal Ballot may be addressed to Ashoka Marketing Limited, Ms. Priyanka Dwivedi – Company Secretary, Address-First Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002, Phone: 011-43540801, Email: ashokamarketing1@gmail.com
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