

# 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](mailto:ashokamarketing1@gmail.com),*

*Website :[www.ashokamarketing.co.in](http://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**  
**Sd/-**  
**Priyanka Dwivedi**  
**(Company Secretary)**  
**M.No. A34763**  
**Address: First Floor, Express building**  
**9-10, Bahadurshah Zafar Marg**  
**New Delhi-110002**

**Place: Delhi**

**Date: 24<sup>th</sup> 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 24<sup>th</sup> 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](http://www.ashokamarketing.co.in) and on the website of CDSL viz., [www.evotingindia.com](http://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 24<sup>th</sup> 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 24<sup>th</sup> 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](http://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](http://www.ashokamarketing.co.in) and on the website of CSDL viz., [www.evotingindia.com](http://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](http://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](http://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](mailto: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](mailto: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, 24<sup>th</sup> 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](http://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:** 16<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai – 400001.

**Email id:** [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com)

**Phone number:** 18002005533

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## **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 28<sup>th</sup> 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**  
**Sd/-**  
**Priyanka Dwivedi**  
**(Company Secretary)**  
**M.No. A34763**  
**Address: First Floor, Express building**  
**9-10, Bahadurshah Zafar Marg**  
**New Delhi-110002**

**Place: Delhi**  
**Date: 24<sup>th</sup> August, 2016**

**अशोका मार्केटिंग लिमिटेड**

(सीआईएन : L74899DL1948PLC005771)

पंजीकृत कार्यालय: पहली मंजिल, एक्सप्रेस बिल्डिंग, 9-10, बहादुर शाह ज़फर मार्ग,  
नई दिल्ली - 110002। ई-मेल: ashokamarketing1@gmail.com  
फोन नं.: 011-43540801 वेबसाइट: www.ashokamarketing.co.in

**शेयरधारकों को सूचना**

एतद्वारा सूचना दी जाती है कि कम्पनी (प्रबंधन एवं प्रशासन) विनियम, 2014 के साथ पठित कम्पनी अधिनियम, 2013 की धारा 110 के तहत, कम्पनी, 24 अगस्त, 2016 दिनांकित, डाक मतदान सूचना (डाक मतदान सूचना) में उल्लिखित विशेष प्रस्ताव पर डाक मतदान से स्वीकृति लेने की इच्छुक है। डाक मतदान में इलेक्ट्रॉनिक माध्यम से मतदान (ई-वोटिंग) भी शामिल है।

कम्पनी, डाक मतदान सूचना समेत, डाक मतदान पत्र और डाक भुगतान किया स्व-पता लिफाफा (यदि दस्तावेज़ भौतिक रूप में भेजी गई हैं) भेजने का काम, 3 सितंबर, 2016 को पूरा कर चुकी है। उल्लिखित दस्तावेज़ मेल कर दिए गए हैं, क) इलेक्ट्रॉनिक माध्यम से उन सदस्यों को भेज दिए गए जिनका ई-मेल पता कम्पनी या उनके डिपॉज़िटरी पार्टिसिपेंट में दर्ज है, और ख) मान्य माध्यम से भौतिक रूप में उन सदस्यों को जिनका ई-मेल पता उल्लिखित संगठनों में दर्ज नहीं है।

ई-वोटिंग की सुविधा प्रदान करने के लिए कम्पनी ने सेंट्रल डिपॉज़िटरी सर्विसेज़ (इंडिया) लिमिटेड (सीडीएसएल) को संलग्न कर दिया है। डाक मतदान सूचना में ई-वोटिंग के लिए निर्देश दिए गए हैं। डाक मतदान सूचना के साथ डाक मतदान पत्र कम्पनी की वेबसाइट [www.ashokamarketing.co.in](http://www.ashokamarketing.co.in) और सीडीएसएल की वेबसाइट भी [www.evotingindia.com](http://www.evotingindia.com) पर उपलब्ध है।

कम्पनी के सदस्यों की पंजी या डिपॉज़िटरी (शेयरों के डीमैट फॉर्म में होने पर) के पास रखी लाम अधिकारियों की पंजी में बुधवार, 24 अगस्त, 2016 को जिनका नाम दर्ज है उन्हें डाक मतदान (जिसमें ई-वोटिंग भी शामिल) से पारित करने के लिए प्रस्तावित प्रस्ताव पर मत देने का अधिकार होगा और यदि किसी ऐसे व्यक्ति को डाक मतदान सूचना मिलती है जिसे उल्लिखित तिथि में डाक मतदान करने का अधिकार नहीं है तो वह उसे केवल सूचना माने।

अन्य विवरण निम्नवत् हैं:

1. मतदान (डाक मतदान और ई-वोटिंग) की आरंभिक तिथि एवं समय: 04 सितंबर, 2016 (0900 बजे)
2. मतदान (डाक मतदान और ई-वोटिंग) की अंतिम तिथि एवं समय: 03 अक्टूबर, 2016 (शाम 05.00 बजे तक)
3. 03 अक्टूबर, 2016 (शाम 05.00 बजे तक) के बाद पहुँचने वाले सदस्यों के डाक मतदान पत्र मान्य नहीं होंगे और कथित तिथि एवं समय के बाद डाक मतदान या ई-वोटिंग की अनुमति नहीं दी जाएगी।
4. एक सदस्य एक ही माध्यम से मतदान करने का चुनाव कर सकता है - डाक मतदान या ई-वोटिंग। यदि एक सदस्य दोनों माध्यमों से मतदान करता है तो ई-वोटिंग कायम रहेगा और भौतिक रूप में किए गए डाक मतदान को अमान्य करार दिया जाएगा।
5. यदि किसी व्यक्ति का नाम डाक मतदान सूचना भेजने के बाद पंजी में आता है और वह कट-ऑफ तिथि को शेयरधारक है तो डाक मतदान सूचना में उल्लिखित प्रक्रिया से यूजर आईडी और पासवर्ड प्राप्त कर सकता है। यह सूचना कम्पनी की वेबसाइट और सीडीएसएल की वेबसाइट पर उपलब्ध है। यदि सदस्य का पहले से सीडीएसएल में नाम दर्ज है तो वह वर्तमान यूजर आईडी और पासवर्ड से रिमोट ई-वोटिंग से मतदान कर सकता है।
6. यदि किसी सदस्य/सदस्यों को डाक मतदान पत्र नहीं मिला है या ई-मेल से मिला है जबकि वह भौतिक रूप में डाक मतदान करना चाहता है तो कम्पनी की वेबसाइट ([www.ashokamarketing.co.in](http://www.ashokamarketing.co.in)) से डाक मतदान पत्र डाउनलोड कर सकता है। कम्पनी के पंजीकृत कार्यालय से भी डाक मतदान पत्र की एक प्रति प्राप्त की जा सकती है।
7. यदि किसी सदस्य को ई-वोटिंग समेत डाक मतदान संबंधी कोई सवाल/समस्या हो तो अधोहस्ताक्षरी से संपर्क कर सकते हैं:

<p><b>नाम:</b> प्रियंका द्विवेदी <b>पद:</b> कंपनी सेक्रेटरी <b>पता:</b> पहली मंजिल, एक्सप्रेस बिल्डिंग, 9-10, बहादुर शाह ज़फर मार्ग, नई दिल्ली - 110002 <b>ई-मेल आईडी:</b> ashokamarketing1@gmail.com <b>फोन नं.:</b> 011-43540801</p>	<p><b>नाम:</b> श्री. राकेश दलवी <b>पद:</b> उप-प्रबंधक, सीडीएसएल <b>पता:</b> 16वीं मंजिल, फ़िरोज़ जीजीभॉय टावर्स, दलाल स्ट्रीट, फ़ोर्ट, मुंबई - 400001। <b>ई-मेल आईडी:</b> helpdesk.evoting@cdslindia.com <b>फोन नं.:</b> 18002005533</p>
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8. डाक मतदान के परिणाम अधिकतम बुधवार, 05 अक्टूबर, 2016 तक कम्पनी के पंजीकृत कार्यालय में घोषित कर दिए जाएंगे। डाक मतदान के परिणाम समेत जांचकर्ता की रिपोर्ट भी कम्पनी के पंजीकृत कार्यालय में सूचना पट्ट पर प्रकाशित कर दी जाएगी। परिणाम कम्पनी की वेबसाइट [www.ashokamarketing.co.in](http://www.ashokamarketing.co.in) और सीडीएसएल की वेबसाइट [www.evotingindia.com](http://www.evotingindia.com) पर भी प्रसारित किए जाएंगे।

तिथि: सितंबर 03, 2016  
स्थान: नई दिल्ली

कृते अशोका मार्केटिंग लिमिटेड  
हस्ता.  
प्रियंका द्विवेदी  
कम्पनी सचिव

**ASHOKA MARKETING LIMITED**

(CIN : L74899DL1948PLC005771)

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

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

Website: www.ashokamarketing.co.in

**NOTICE TO SHAREHOLDERS**

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is seeking approval of shareholders, by way of postal ballot which includes voting by electronic means (e-voting), in respect of the Special Resolution set out in the Postal Ballot Notice dated August 24, 2016 (Postal Ballot Notice).

The Company has completed dispatch of Postal Ballot Notice together with Postal Ballot Form and postage pre-paid self-addressed business reply envelope (in case of documents sent in physical form) on September 3, 2016. The aforesaid documents have been mailed; a) electronically to those members who have registered their e-mail addresses with the Company or their Depository Participant and, b) in physical form by the permitted mode to the members who have not registered their e-mail addresses as specified above.

The Company has engaged Central Depository Services (India) Limited (CDSL) to provide e-voting facility. The instructions for e-voting are given in the Postal Ballot Notice. The Postal Ballot Notice together with Postal Ballot Form is also available on the website of the Company at [www.ashokamarketing.co.in](http://www.ashokamarketing.co.in) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)

A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories (in case the shares are held in demat form) as on Wednesday, August 24, 2016 shall be entitled to vote on the resolution proposed to be passed by postal ballot (including e-voting) and any recipient of Postal Ballot Notice who has no voting rights as on the aforesaid date should treat the same as intimation only.

The other details are as under:

1. Date and time of commencement of voting (postal ballot and e-voting): 04th September, 2016 (0900 Hours)
2. Date and time of end of voting (postal ballot and e-voting): 03rd October, 2016 (upto 1700 Hours)
3. The Postal Ballot Forms received from the Members after 03rd October, 2016 (upto 1700 Hours) will not be valid and voting whether by post or e-voting shall not be allowed beyond the said date and time.
4. A member can opt for only one mode of voting i.e. either by physical Postal Ballot Form or e-voting. In case a Member casts vote(s) through both the modes, voting done through e-voting shall prevail and the voting done by Physical Ballot Forms shall be treated as invalid.
5. A person, whose name appears in the register after dispatch of the Notice of Postal Ballot and holding shares as on the cut-off date, may obtain the USER ID and password by following the detailed procedure as provided in the Notice of Postal Ballot which is available on the Company's website and CDSL's website. If the member is already registered with CDSL for e-voting then he can use his existing USER ID and password for casting the vote through remote e-voting.
6. Members who have not received Postal Ballot Form or who have received the same by e-mail and wish to vote through Physical Ballot Form can download Postal Ballot Form from the website of the Company ([www.ashokamarketing.co.in](http://www.ashokamarketing.co.in)). They may also seek a duplicate Postal Ballot Form from the Registered Office of the Company.
7. In case you have any queries/grievances connected with voting by Postal Ballot including e-voting, the Members may contact the undersigned-

**Name:** Priyanka Dwivedi**Designation:** Company Secretary**Address:** First Floor, Express Building,  
9-10, Bahadur Shah Zafar Marg,  
New Delhi-110002**Email Id:** ashokamarketing1@gmail.com**Phone Number:** 011-43540801**Name:** Mr. Rakesh Dalvi**Designation:** Deputy Manager, CDSL**Address:** 16th Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai - 400001.**Emailid:** helpdesk.evoting@cdslindia.com**Phone number:** 18002005533

8. The Results of the Postal Ballot shall be announced not later than the close of working hours on Wednesday, October 05, 2016 at the Registered Office of the Company. The Result of the Postal ballot along with the Scrutinizer Report shall be displayed on the Notice Board of the Company at its Registered Office and shall be hosted on the Company's Website [www.ashokamarketing.co.in](http://www.ashokamarketing.co.in) and the Website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

**Date:** September 3, 2016**Place:** New Delhi**For Ashoka Marketing Limited**  
Priyanka Dwivedi  
Company Secretary