

# 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*

## NOTICE

Notice is hereby given that the 67<sup>th</sup> (Sixty Seventh) Annual General Meeting of the Company will be held on Tuesday, September 27, 2016 at 12:30 P.M. at 10, Daryaganj, New Delhi-110002, to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2016 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Statutory Auditors to hold the office from the conclusion of this Meeting until the conclusion of the next 68<sup>th</sup> Annual General Meeting and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following Resolution **as Ordinary Resolution.**

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof and the Rules made thereunder, as amended from time to time, M/s K.N Gutgutia & Co. , Chartered Accountants (FRN 304153E), the retiring Auditors, be and is hereby appointed as Auditors of the Company to hold office from the Conclusion of this Annual General Meeting (AGM) till the conclusion of next (68th) AGM to be held in 2017, at such remuneration, as may be approved by the Board of Directors.”

M/s K.N. Gutgutia & Co., Chartered Accountants, New Delhi the retiring Statutory Auditors of the Company are eligible and willing to be appointed.

### **SPECIAL BUSINESS:**

3. To appoint Mr. Ashok Sen (DIN 00002109) as Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions ,if any, of the Companies Act, 2013(the Act), or any statutory modification(s) or re-enactment thereof, Mr. Ashok Sen (DIN 00002109) who was appointed as an Additional Director designated as Independent Director of the Company by the Board of Directors at its Meeting held on June 24, 2016 in terms of Sections 149,152 and 161 of the Act read with Article of Association of the Company and Schedule IV to the Act and who holds office up to the date of this Annual General Meeting and in respect of

whom the Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Ashok Sen for the office of Independent Director of the Company, be and is hereby appointed as Independent Director of the Company for a term of 5 (five) years effective from June 24, 2016 up to June 23, 2021” .

4. To appoint Mr. Rajagopalan Sundar (DIN 00008764) as Director and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act) or any statutory modification(s) or re-enactment thereof , Mr. Rajagopalan Sundar (DIN 00008764) who was appointed as Additional director of the company by the Board of Directors at its meeting held on June 24, 2016 in terms of Section 152, 161 of the Act read with Articles of Association of the company and who holds office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of director of the company, be and is hereby appointed as Director of the company, liable to retire by rotation.”

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

**Sd/-**

Priyanka Dwivedi  
(Company Secretary)

M.No. A34763

Address: H.no. 338, Sec-3  
Faridabad-121004,HR.

Place: New Delhi

Date: August 08, 2016

## NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, shall be kept open at the venue of Annual General Meeting of the Company.
3. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, shall be kept open for inspection at the venue of Annual General Meeting of the Company.
4. **Proxy:**

**A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**The proxies, in order to be effective, must be duly filled, signed, stamped and deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting. A blank proxy form is annexed to the Annual Report.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting. Copies of the Annual Report will not be distributed at the Meeting.

7. The route map showing directions to reach the venue of the Annual General Meeting is annexed.

8. **Book Closure:**

The Register of Members and Share Transfer Register of the Company will remain closed from Friday, 23<sup>rd</sup> day of September, 2016 to Tuesday, 27<sup>th</sup> day of September, 2016 (both days inclusive).

9. The Securities and Exchange Board of India (SEBI) vide its Circular Nos. MRD/DoP/ Cir-05/2009 and MRD/DoP/SE/RTA/Cir-03/2010 dated May 20, 2009 and January 07, 2010 respectively has made Income Tax Permanent Account Number (PAN) mandatory for all securities market transactions in physical form i.e. for transfer/ transmission/ transposition etc. It shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company/ RTAs for registration of such transfer of shares.

10. Members, who still hold the shares of the Company in physical form, are advised to contact their Depository Participant (DP) for dematerialization of their holding, to avail the various advantages offered by the Depository System. The Company's ISIN No. is **INE283F01013**.

11. As per the provisions of Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 Members still holding shares in physical form can avail of the **Nomination Facility** by sending duly filled Form SH-13 (in duplicate) to the Company. In case of Shares held in Electronic Form, the nomination has to be lodged with your Depository Participant (DP) directly.

12. In pursuance of the provisions of the Companies Act, 2013 and the Rules made thereunder, the Company proposes to send documents like notice of general meeting, annual report, etc. to the shareholders through electronic mode. In case you have not registered your e-mail address so far, we request you to register your email ID (or change therein, if any) with your Depository Participant (where the shares are held in dematerialized form) or the Company (where the shares are held in physical form).

13. **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, Standard-2 of the Secretarial Standards on General Meeting and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with The Calcutta Stock Exchange Limited, the Company is pleased to provide Members facility to exercise their right to vote at the 67th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

**General information for voting electronically is as under:**

- (i) The remote e-voting period commences on Friday, September 23, 2016 (9.00 a.m. IST) and ends on Monday, September 26, 2016 (5.00 p.m. IST). During this period, Member of the Company, holding shares either in physical form or in dematerialized form as on the Cut-off date i.e. Wednesday, September 21, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) **The facility for voting through polling paper shall be available at the venue of the Meeting and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.**
- (iii) **Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.**
- (iv) Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently.
- (v) Mr. Pawan Kumar (Membership No. ACS 38674, CP no. 14435), the Practising Company Secretary who is willing to be appointed as Scrutiniser, has been appointed as the Scrutiniser to conduct the e-voting process in a fair and transparent manner.
- (vi) The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a Consolidated Scrutiniser'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.
- (vii) The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.ashokamarketing.co.in](http://www.ashokamarketing.co.in), Notice Board of the Company at its Registered Office and on the website of CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com) within three days from the date of AGM after the results declared by the Chairman on receipt of the consolidated Scrutinizer's Report from the Scrutinizer. The results shall simultaneously be communicated to the Stock Exchange.
- (viii) Subject to requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. September, 27, 2016.
- (ix) **The instructions for e-voting are as under:**

**Login to E-Voting Website**

- (A) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (B) Click on "Shareholders" tab.

- (C) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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. Sequence number is printed on the covering letter enclosed with the Annual Report.</li> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (G) After entering these details appropriately, click on "SUBMIT" tab.
- (H) 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.
- (I) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (J) Click on the EVSN for the “Ashoka Marketing Limited”.
- (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 “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (P) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- a. 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**(Q) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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.

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](mailto: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.**

**Phone number: 18002005533**

- (x) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 21, 2016 may follow the same instructions as mentioned above for e-Voting and that a person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

### **THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

#### **Item No. 3**

The Board of Directors of the Company on the recommendation of Nomination & Remuneration Committee and in pursuance to the provisions of Section 149 read with Schedule IV, 152 and 161 of the Companies Act, 2013 (the “Act”) and the Articles of Association of the Company and subject to the shareholders’ approval, has appointed Mr. Ashok Sen as an Additional Director designated as Independent Director of the Company effective June 24, 2016 and who holds office up to the date of the ensuing Annual General Meeting.

The Company has received notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Ashok Sen for the office of Independent Director of the Company.

Mr. Ashok Sen is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received a declaration from Mr. Ashok Sen that he meets the criteria of independence as prescribed in Section 149(6) of the Act.

In the opinion of the Board, Mr. Ashok Sen fulfills the conditions specified in the Act and the rules made thereunder for appointment of Independent Director and is independent of the



management. Further, his appointment shall benefit the Board of the Company in efficient decision making.

The Article of Association of the Company and Copy of the draft Letter for appointment of Mr. Ashok Sen as Independent Director setting out the terms and conditions is available for inspection by Members during office hours at the Registered Office of the Company and at the Annual General Meeting.

Brief Resume of Mr. Ashok Sen:

<b>Name of Directors recommended for reappointment</b>	<b>Mr. Ashok Sen</b>
Age	56 years
Qualification	Commerce Graduate and a Bachelor of Law (LLB)
Experience	30 years and above in various corporate fields.
Date of Appointment	June 24, 2016
Shareholding in the Company, if any	None
Relationship with other Directors/Manager/KMP's	None
No. of Board Meeting attended during the year	2 (Two) Board Meeting after his appointment
List of Companies in which Directorships held	<ol style="list-style-type: none"> <li>1. Times Journal India Limited</li> <li>2. Punjab Mercantile and Traders limited</li> <li>3. Times Digital Limited</li> <li>4. Rajdhani Printers Limited</li> <li>5. Times for India Org</li> <li>6. Jacaranda Corporate Services Limited</li> </ol>
Membership/Chairmanships of Committees of Board of other Companies	None

Mr. Ashok Sen is interested in the Resolution set out at Item No. 3 of the Notice with regard to his appointment.

The relatives of Mr. Ashok Sen may be deemed to be interested in the Resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, "financially or otherwise, in the Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

#### **Item No. 4**

The Board of Directors of the Company on the recommendation of Nomination & Remuneration Committee and in pursuance to the provisions of Section 152 and 161 of the Companies Act, 2013 (the “Act”) and the Articles of Association of the Company and subject to the shareholders’ approval, had appointed Mr, Rajagopalan Sundar as an Additional Director of the Company effective June 24, 2016 and who holds office up to the date of the ensuing Annual General Meeting.

The Company has received notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Rajagopalan Sundar for the office of Director of the Company.

In the opinion of the Board, Mr. Rajagopalan Sundar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Article of Association of the Company is available for inspection by Members during office hours at the Registered Office of the Company and at the Annual General Meeting.

Brief Resume of Mr. Rajagopalan Sundar:

<b>Name of Directors recommended for reappointment</b>	<b>Mr. Rajagopalan Sundar</b>
Age	60 years
Qualification	Economic Graduate and Masters in Marketing Management
Experience	30 years and above in various Corporate Management .
Date of Appointment	June 24, 2016
Shareholding in the Company, if any	None
Relationship with other Directors/Manager/KMP’s	None
No. of Board Meeting attended during the year	1 (One) meeting after his appointment
List of Companies in which Directorships held	1. Camac Commercial Company Limited 2. Times Journal India Limited 3. Bennett Advisory Services Limited 4. Rajdhani Printers Limited 5. Times for India Org 6. Babajob Services Pvt. Limited 7. 21st Century Constructions Limited 8. Times Centre for Media and Management Studies 9. Times School of Journalism 10. Times School of Marketing & Management 11. Cyber Space Infotainment Limited

Membership/ <del>Chairmanships</del> of Committees of Board of other Companies	Mr. R Sundar is in following committees of Camac Commercial Company Limited 1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders Relationship Committee
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Mr. Rajagopalan Sundar is interested in the Resolution set out at Item No. 4 of the Notice with regard to his appointment.

The relatives of Mr. Rajagopalan may be deemed to be interested in the Resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, "financially or otherwise, in the Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

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

**Sd/-**

Priyanka Dwivedi  
(Company Secretary)

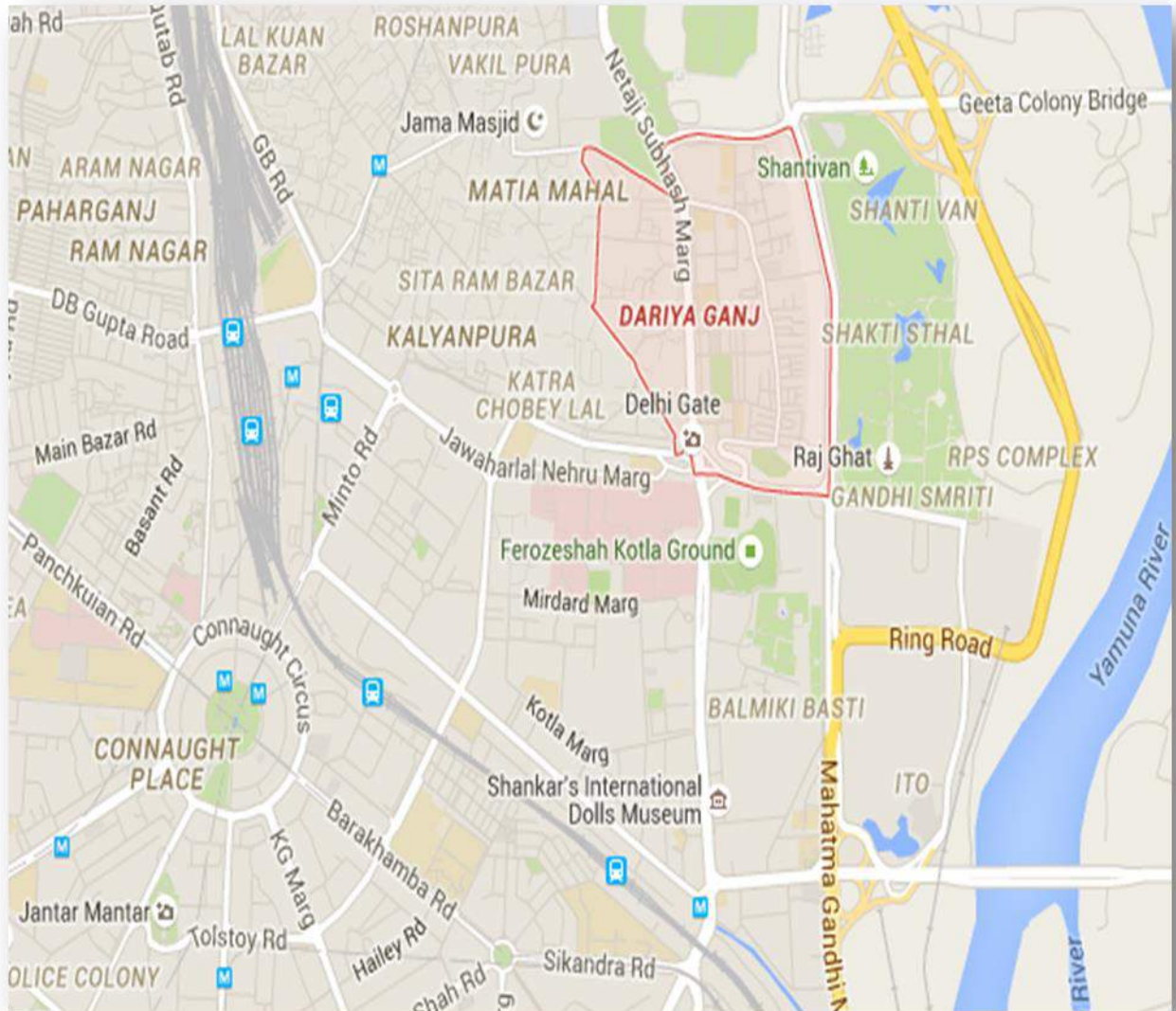
M.No. A34763

Address: H.no. 338, Sec-3  
Faridabad-121004,HR.

Place: New Delhi

Date: August 08, 2016

**ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING TO BE HELD AT DARIYAGANJ, NEW DELHI**



# 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*

## ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Folio No./DP Id/ Client Id	
Name	
Address of Shareholders	
No. of shares	

1. I hereby record my presence at the 67<sup>th</sup> Annual General Meeting of the Company, to be held on the September 27, 2016 (Tuesday) at 12:30 P.M at 10, Daryaganj, New Delhi-110 002.

2. Signature of the Shareholder/Proxy Present.

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3. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

4. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of Annual Report for reference at the meeting.

5. Please read the instructions carefully before exercising your vote.

# 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)

(67th Annual General Meeting-September 27, 2016)

## PROXY FORM

Pursuant to section 105(6) of Companies Act, 2013 and Rule 19(3) of the Companies Act, (Management & Administration Rules), 2014

Name of the member (s):  
Registered address:  
E-mail Id:  
Folio No/ Client Id/ DP ID:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....  
Address: .....  
E-mail Id: .....  
Signature:....., or failing him

2. Name: .....  
Address: .....  
E-mail Id: .....  
Signature:....., or failing him

3. Name: .....  
Address: .....  
E-mail Id: .....  
Signature:.....

,as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 67<sup>th</sup>Annual General Meeting of the Company, to be held on Tuesday, 27<sup>th</sup> day of September, 2016 At 12:30 P.M. at 10, Daryaganj, New Delhi-110 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolution		
Ordinary Business		For	Against
1.	To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2016 and the Reports of the Board of Directors and the Auditors thereon.		
2.	To Appoint M/s K.N. Gutgutia & Co.Chartered Accountants, New Delhi as Statutory Auditors and to fix their remuneration.		
Special Business			
3.	To appoint Mr. Ashok Sen (DIN 00002109) as Independent Director of the Company.		
4.	To appoint Mr. Rajagopalan Sundar (DIN 00008764) as Director of the Company.		

Signed this..... day of..... 2016  
Signature of Proxy holder(s)

Signature of shareholder

Affix revenue stamp of appropriate value

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Press release of Notice of AGM and E-voting related Information of the Company Published in Naya India (Delhi Edition) and Mint (All Edition) on September 06, 2016

**ASHOKA MARKETING LIMITED**

(CIN : L74899DL1948PLC005771)

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

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Website: [www.ashokamarketing.co.in](http://www.ashokamarketing.co.in)

**NOTICE**

Notice is hereby given that:

- 1) The 67th Annual General Meeting (AGM) of the members of the Company will be held on Tuesday, September 27, 2016 at 12:30 PM at 10, Daryaganj, New Delhi - 110 002 to transact the business as stated in the notice thereof.
- 2) The Register of Members and Share Transfer Register of the Company will remain closed from Friday, September 23, 2016 to Tuesday, September 27, 2016 (both days inclusive).
- 3) Copies of the Notice of 67th AGM and Annual Report for Financial Year 2015-16 have been sent to all members at their registered address by permitted mode.
- 4) In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the electronic voting (remote e-voting) are given hereunder:
  - (a) The Business to be transacted at the AGM may be transacted by remote e-voting.
  - (b) The remote e-voting shall commence from 9:00 A.M. on September 23, 2016.
  - (c) The remote e-voting shall end at 5.00 p.m. on September 26, 2016. The e-voting module shall be disabled thereafter.
  - (d) The Cut-off date is September 21, 2016. 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 AGM through polling paper.
  - (e) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 21, 2016 may follow the same instructions as mentioned above for e-Voting and that a person who is not a Member as on the cut off date should treat this Notice for information purposes only.
  - (f) The facility for voting through polling paper shall be made available at the AGM
  - (g) The members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - (h) The detailed e-voting procedure is given in Clause 13 of the notes to the Notice convening the AGM.
  - (i) The Notice is also available on the Company's Website [www.ashokamarketing.co.in](http://www.ashokamarketing.co.in) and on the website of the CDSL [www.evotingindia.com](http://www.evotingindia.com).
  - (j) In case of any queries/ issues regarding e-voting, shareholders may contact Mr. Rakesh Dalvi, Designation: Deputy Manager, CDSL Address: 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001, Email id: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), Phone number: 18002005533. Members may also write to the Company Secretary at [ashokamarketing1@gmail.com](mailto:ashokamarketing1@gmail.com) or Company's registered office.

Date: September 3, 2016

Place: New Delhi

For Ashoka Marketing Limited

Sd/-

Priyanka Dwivedi  
Company Secretary

## 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

### सूचना

एतद्वारा सूचित किया जाता है कि:

- 1) कम्पनी की 67वीं वार्षिक आम बैठक मंगलवार, 27 सितंबर, 2016 को दोपहर 12.30 बजे 10, दरियागंज, नई दिल्ली-110002 में होगी जिसका उद्देश्य सूचना में उल्लिखित कार्यों का संपादन करना है।
- 2) कम्पनी के सदस्यों और शेयर अंतरण की पंजी शुक्रवार, 23 सितंबर, 2016 से मंगलवार, 27 सितंबर, 2016 (दोनों दिन शामिल) बंद रहेंगी।
- 3) 67वीं वार्षिक आम बैठक की सूचना और वित्त वर्ष 2015-16 की सालाना रिपोर्ट की प्रतियां मान्य माध्यम से सभी सदस्यों के पंजीकृत पते पर भेज दी गई हैं।
- 4) कम्पनी अधिनियम, 2013 की धारा 108 के साथ पठित कम्पनी (प्रबंधन एवं प्रशासन) विनियम, 2014 के नियम 20, समय-समय पर यथा संशोधित एवं सेबी (सूचीकरण दायित्व एवं प्रकटीकरण आवश्यकतायें) विनियम, 2015 के विनियम 44 के प्रावधानों का अनुपालन करते हुए इलेक्ट्रॉनिक वोटिंग (रिमोट वोटिंग) के विवरण नीचे दिए गए हैं:  
क) एजीएम के कार्य रिमोट ई-वोटिंग से किए जा सकते हैं।  
ख) रिमोट ई-वोटिंग 23 सितंबर, 2016 प्रातः 9.00 बजे से आरंभ होगी।  
ग) रिमोट ई-वोटिंग 26 सितंबर 2016 शाम 5.00 बजे समाप्त होगी। इसके बाद ई-वोटिंग मॉड्यूल को अक्रिय कर दिया जाएगा।  
घ) कट-ऑफ की तिथि 21 सितंबर 2016 है। कट-ऑफ की तिथि पर जिस व्यक्ति का कम्पनी के सदस्यों की पंजी या डिपॉजिटरी के पास रखी लाभ के अधिकारियों की पंजी में नाम दर्ज है उसे रिमोट ई-वोटिंग के साथ-साथ एजीएम में मतदान पत्र माध्यम से मतदान करने का अधिकार है।  
ङ) यदि कोई व्यक्ति एजीएम की सूचना भेजे जाने के बाद कम्पनी का सदस्य बनता है और कट-ऑफ तिथि अर्थात् 21 सितंबर 2016 को कम्पनी का शेयरधारक है तो बैठक की सूचना में उल्लिखित प्रक्रिया से यूजर आईडी और पासवर्ड प्राप्त कर सकता 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।  
च) एजीएम में मतदान पत्र माध्यम से मतदान करने की सुविधा होगी।  
छ) एजीएम से पूर्व रिमोट ई-वोटिंग से मताधिकार का प्रयोग करने वाले सदस्य एजीएम में भाग ले सकते हैं पर उन्हें बैठक में दुबारा मतदान करने की अनुमति नहीं होगी।  
ज) विस्तृत ई-वोटिंग की प्रक्रिया का एजीएम आयोजन की सूचना के नोट्स के क्लॉज़ 13 में विवरण है।  
झ) सूचना 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 उपलब्ध है।  
ञ) यदि ई-वोटिंग संबंधी कोई सवाल/समस्या हो तो शेयरधारक संपर्क कर सकते हैं:  
श्री राकेश दलवी, पदनाम : उप प्रबंधक, सीडीएसएल पता : तल 16, फीरोज जीजीभाई टावर्स, दलाल स्ट्रीट, फोर्ट, मुंबई - 400001, ई-मेल ईडी-helpdesk.evoting@cdslindia.com, दूरभाष सं.: 18002005533 सदस्य कम्पनी सचिव को [ashokamarketing1@gmail.com](mailto:ashokamarketing1@gmail.com) पर या कम्पनी के पंजीकृत कार्यालय को भी लिख सकते हैं।

तिथि: सितंबर 03, 2016  
स्थान: नई दिल्ली

कृते अशोका मार्केटिंग लिमिटेड  
हस्ता.  
प्रियंका द्विवेदी  
कम्पनी सचिव