

LYONS CORPORATE MARKET LIMITED

CIN: L74140WB1994PLC061497

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NOTICE OF POSTAL BALLOT

**[Pursuant to Section 110 of the Companies Act, 2013 read with Companies
(Management and Administration) Rules, 2014]**

To

The Members of Lyons Corporate Market Limited,

Notice ('Notice') is hereby given pursuant to Section 110 of the Companies Act, 2013 ('Act') and other applicable provisions, if any, of the Act read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 09/2023 issued by the Ministry of Corporate Affairs read with other circulars issued for this purpose from time to time ('MCA Circulars'), all other applicable rules framed under the Act, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and the Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the Members of Lyons Corporate Market Limited ('Company'), to consider and if thought fit to pass the Resolution as set out below which is proposed to be passed through postal ballot by electronic means only ('remote e-voting').

The proposed Resolution along with the explanatory statement pursuant to Section 102 of the Act and other applicable laws, setting out the material facts and the reasons thereof, is appended to this Notice. Only Members of the Company as on Friday, 6th February, 2026 (i.e., the cut-off date) are entitled to vote on the proposed Resolution, and any other person who is not a Member of the Company as of the cut-off date shall treat this Notice for information purpose only.

In compliance with the MCA Circulars, the Company is sending the Notice only in electronic form. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the Company is providing the remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The Members can vote on Resolution only through remote e-voting facility. Assent or dissent of the Members on the Resolution mentioned in the Notice would be taken only through the remote e-voting.

The Company has availed the services of M/s Niche Technologies Private Limited, who is also the Registrar & Share Transfer Agent of the Company, for providing remote e-voting facility for exercising postal ballot.

The Board of Directors of the Company has appointed Mr. Babu Lal Patni, Practicing Company Secretary (Membership No. 2304) as the Scrutinizer, who consented to act as such, to conduct the process of the postal ballot by electronic means, in a fair and transparent manner. The remote e-voting period commence at **9:00 a.m. on Wednesday, 18th February 2026 and ends at 5:00 p.m. on Thursday, 19th March 2026**. The Resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e., Thursday, 19th March 2026. You are requested to peruse the proposed Resolution along with the explanatory statement and thereafter record your assent or dissent by means of remote e-voting facility, as provided by the Company.

Special Business:

Appointment of Mrs. Madhu Jain (DIN: 07129506) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder, and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'),(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Madhu Jain (DIN: 07129506), who was appointed as an Additional Director of the Company by the Board of Directors effective 30th December 2025 in terms of Section 161 of the Act, being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years with effect from 30th December 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

**By Order of the Board
For Lyons Corporate Market Limited
Sd/-**

**Place: Kolkata
Date: 31/01/2026**

**Prity Agarwal
Company Secretary**

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide General Circular No. 09/2023 read with other circulars issued for this purpose from time to time ('MCA Circulars') has permitted the companies to transact items through postal ballot in accordance with the framework provided therein, in compliance with the applicable provisions of the Companies Act, 2013 ('Act') & the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').
2. The **CUT-OFF date** for recognising the eligibility of members to vote on Postal Ballot shall be **Friday, 6th February 2026**. A person whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the **Cut-Off date i.e. Friday, 6th February 2026** "End of Business Hours" only shall be entitled to avail the facility of e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only
3. The relevant Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
4. The vote in this Postal Ballot cannot be exercised through proxy.
5. Members seeking further information on any matter contained in the Notice, are requested to write to the Company from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period Wednesday, 18th February 2026 and Thursday, 19th March 2026 through email at lyonscorp@gmail.com.
6. In compliance with the applicable Circulars, Notice of the Postal Ballot is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA. Members may note that the Notice of the Postal Ballot will also be available on the Company's website www.lyonscorporate.co.in websites of the Stock Exchange i.e. The Calcutta Stock Exchange Limited at www.cse-india.com and Bombay Stock Exchange at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
7. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to patnibl@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com
8. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to lyonscorp@gmail.com
9. The e-voting period commences on Wednesday, 18th February 2026 (9:00 am) and ends on Thursday, 19th March 2026 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-Off date** of Friday, 6th February 2026 (end of business hours), may cast their vote by e-voting. The e-voting module will be disabled by CDSL for voting upon the expiry of the above period. **Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.**
10. The voting rights of the members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the **Cut-Off Date** i.e. **Friday, 6th February 2026**.
11. The Scrutinizer, after scrutinizing the votes cast at the postal ballot voting process through e-voting, will, not later than two working days from the conclusion of the e-voting, make a consolidated scrutiniser's report and submit the same to the Chairman or a person authorized by him in writing. The results declared along with the consolidated scrutiniser's report shall be placed on the website of the Company- www.lyonscorporate.co.in and on the website of CDSL. The results shall be simultaneously communicated to the Stock Exchanges.

12. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the last date specified for E-Voting for the postal ballot voting process i.e. Thursday, 19th March 2026.
13. The Company has engaged the services of M/s. Central Depository Services(India) Limited (CDSL) as the Agency to provide e-voting facility.

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING

- i) The remote e-voting period shall commence on Wednesday, 18th February 2026 (9:00 a.m.) and end on Thursday, 19th March 2026 (5:00 p.m.). During the period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 6th February 2026 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL & NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

The Members are being provided with the facility to cast their vote electronically, through the modes listed below, on all resolutions set forth in this Notice, by way of remote e-voting.

Mode of e-voting	Through Depositories		Through Depository Participant(s)
	CDSL	NSDL	
Individual shareholders holding securities in demat mode	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to log in to Easi/Easiest is https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e- 	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL:https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and 	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful

voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
5. Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting.

2. If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/securityWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Log in" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
3. Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- iv) **Non-individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. 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).

- v) After entering these details appropriately, click on “SUBMIT” tab
- vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii) Click on the EVSN for the relevant Company i.e. LYONS CORPORATE MARKET LIMITED on which you choose to vote.
- ix) 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.
- x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi) 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
- xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page
- xiv) 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 and enter the details as prompted by the system.

xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details 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 will be mapped automatically & can be delink in case of any wrong mapping.
- 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
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution /Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address lyonscorp@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

GENERAL INSTRUCTIONS ON E-VOTING

1. Process for those shareholders whose email/mobile no. are not registered with the company/depositories

- a) For Physical shareholders -Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
 - b) For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP).
 - c) For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.
2. Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
 3. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
 4. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N.M. Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Enclosures:

Annexure

EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING ITEMS OF SPECIAL BUSINESS

In terms of the provisions of Section 102 of the Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following statement sets out the material facts relating to item no. 1 of this postal ballot notice.

Item No. 1

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on 30th December 2025 had appointed Mrs. Madhu Jain (DIN: 07129506) as an Additional Director in the capacity of Non-Executive Director of the Company for a first term of Five (5) years effective from 30th December 2025, not liable to retire by rotation, subject to approval of the shareholders of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received declaration from Mrs. Madhu Jain that she meets the criteria of independence, as prescribed, both under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Mrs. Madhu Jain for office of Director of the Company.

In the opinion of the Board, Mrs. Madhu Jain fulfills the conditions for appointment as an Independent Director, as specified in the Act, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mrs. Madhu Jain is independent of the management and does not hold any shares in the Company.

Therefore, it is proposed to appoint Mrs. Madhu Jain as an Independent Director under Section 149 of the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to hold office for 5 (Five) consecutive years with effect from 30th December 2025 to 29th December, 2030.

Brief resume of Mrs. Madhu Jain, nature of her expertise in specific functional areas and names of Companies in which she holds directorships and memberships/chairmanships of Board and Committees, shareholding and relationships between Directors inter-se are provided in Annexure to this Notice.

Copy of the draft letter for appointment of Mrs. Madhu Jain as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Save and except Mrs. Madhu Jain and her relatives, to the extent of their shareholding interest, if any, in the Company, 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 set out in the Notice.

Brief Profile of Mrs. Madhu Jain is as under:

Mrs. Madhu Jain aged 66 years is a BA Graduate. She has vast experience in the field of accounts and financial sector of a listed company. She fulfils the conditions for appointment as an Independent Director of the Company as per Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She is already serving as an Independent Director of a listed company.

Mrs. Madhu Jain is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given her consent to act as Director.

ANNEXURE

Details of Director seeking appointment at the forthcoming General Meeting
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement)
Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the director	Mrs. Madhu Jain
Date of Birth	15/09/1959
Nationality	Indian
Date of Appointment on the Board	30/12/2025
Qualifications	B.A. (Hons.)
Expertise in specific functional area	Accounts and Finance
Number of shares held in the Company	NIL
List of the directorships held in other companies*	The Ganges Manufacturing Company Ltd.
Number of Board Meetings attended during the FY 2024-25	Not Applicable
Chairman/ Member in the Committees of the Boards of companies in which she is Director*	Chairperson: NIL Member: Name of the Co. - The Ganges Manufacturing Co. Ltd. Committee – Audit Committee
Relationships between Directors inter-se	NIL

* Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

Place: Kolkata
Date: 31/01/2026

By Order of the Board
For Lyons Corporate Market Limited
Sd/-
Prity Agarwal
Company Secretary