

LYONS CORPORATE MARKET LIMITED

CIN: L74140WB1994PLC061497

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Notice is hereby given that the Twenty Ninth Annual General Meeting of Lyons Corporate Market Limited will be held on Monday, the 22nd day of August 2022 at 11:00 A.M. through video conferencing (VC) or other audio-visual means (OAVM), to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2022 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Suvabrata De (DIN: 07911004) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. To consider and if thought fit pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the relevant rules thereunder and pursuant to Reserve Bank of India Circular Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27th April, 2021, appointment of M/s SRB & Associates, Chartered Accountants, (FRN-310009E), as the Statutory Auditor of the Company to fill the casual vacancy caused by resignation of M/s. Mandawewala & Associates, Chartered Accountants (FRN:327768E) be and is hereby approved.’

“RESOLVED FURTHER THAT M/s SRB & Associates, Chartered Accountants, (FRN- 310009E) shall hold office as statutory auditors of the company w.e.f. 24th May 2022 until the conclusion of this 29th Annual General Meeting at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and approved by the Board of Directors of the Company.”

4. To consider and if thought fit pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the relevant rules thereunder and pursuant to Reserve Bank of India Circular Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27th April, 2021, M/s SRB & Associates, Chartered Accountants, (FRN- 310009E) be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a period of 3 (Three) years with effect from conclusion of the this Annual General Meeting of the Company till the conclusion of Annual General Meeting to be held in the year 2025 at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and approved by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT any of the Director and/or Company Secretary of the Company, be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To consider and if thought fit pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Daya Shankar Chaubey

(DIN: 00357660), who based on the recommendations of the Nomination & Remuneration Committee was appointed as an Additional Director of the Company w.e.f 31st March 2022 , whose term of office expires at the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director be and is hereby appointed as the Director of the Company and the period of his office shall be liable to determination by retirement by rotation.”

“RESOLVED FURTHER THAT any of the Director and/or Company Secretary of the Company, be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To consider and if thought fit pass the following resolution as an Ordinary Resolution: -

“RESOLVED THAT pursuant to the provisions of sections 149, 152 of the Companies Act, 2013 and all other applicable provisions if any, of the Companies Act, 2013 (“Act”) and the rules made there under, read with Schedule IV of the Act, (including any statutory modification or re-enactment thereof for the time being in force) consent of the members be and is hereby accorded for the change in designation of Ms. Madhumita Tapader (DIN: 07126692) who has submitted a declaration that she meets the criteria for independence as provided in Section 149 of the Companies Act, 2013, and who is eligible for appointment, from Non-Executive Director, by appointing her as an Independent Director of the Company for the period of five years effective from 30th April 2022.”

“RESOLVED FURTHER THAT any of the Director and/or Company Secretary of the Company, be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To consider and if thought fit pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members of the Company be and is hereby accorded to re-appoint Mr. Suvabrata De (DIN : 07911004), as the Managing Director of the Company for a period of five years w.e.f 1st September, 2022 on the terms and conditions which are set out in the Explanatory Statement annexed to this notice.”

“RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorised to enhance, enlarge, increase, widen, modify, alter and/or vary in such manner as it thinks fit in its absolute discretion and without any further reference to the members of the Company, the extent and scope of the remuneration and perquisites, including the monetary and non-monetary value thereof, payable to Mr. Suvabrata De within and in accordance with and subject to the applicable limits, if any, prescribed under the Companies Act, 2013 or any amendments thereto from time to time.”

“RESOLVED FURTHER THAT any of the Director and/or Company Secretary of the Company, be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board
For Lyons Corporate Market Limited**

**Place: Kolkata
Date: 23/07/2022**

**Prity Agarwal
Company Secretary**

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. **The Register of Members and Share Transfer Register of the Company will remain closed from Tuesday, 16th August 2022 to Monday, 22nd August 2022 (both days inclusive).**
3. In view of COVID-19 pandemic, Ministry of Corporate Affairs relaxed the provisions of Companies Act, 2013 (the Act) and allowed conducting Annual General Meeting through Video Conferencing (VC)/Other Audio Visual Means (OAVM) and dispensed personal presence of the members at a common venue. Accordingly, the Ministry of Corporate Affairs issued Circular No.14/2020 dated April 08, 2020, Circular No.17/2020d dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No.2/2022 dated May 05, 2022 (collectively referred to as "said Circulars") and the Securities and Exchange Board of India vide its circulars dated May 12, 2020 and January 15, 2021 prescribed the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circular, the 29th AGM of the members will be held through VC/OAVM from its Registered Office, i.e, 33A, Jawaharlal Nehru Road, 6th Floor, Chatterjee International Centre, Kolkata-700071 which shall be deemed to be venue of the meeting. Hence, members can attend and participate in the AGM through VC/OAVM only.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars the Company is providing facility of remote e-voting (facility to cast vote prior to the AGM) and also e-voting during the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
5. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.lyonscorp.com. The Notice can also be accessed from the website of the Stock Exchanges at www.cse-india.com and www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM) at www.evotingindia.com.
6. In terms of Sections 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder and MCA/SEBI Circulars, Notice calling the AGM and the Annual Report for the financial year ended 31st March 2022, comprising of Board's Report, Independent Auditors' Report, Financial Statements, etc. will be sent to the members through email only. Members are requested to register/update their email ID by following the steps mentioned in subsequent pages in General Instructions on e-voting, to receive these documents through email. The Annual Report for the financial year ended 31st March 2022 will also be available on the website of the Company at www.lyonscorp.com and on the website of the Stock Exchanges at www.cse-india.com and www.bseindia.com.
7. The Notice of the Annual General Meeting and Annual Report will be sent to the members, whose names appear in the register of members / beneficiary owners as at closing hours of business on Friday, 22nd July 2022.
8. Investors, who became members of the Company subsequent to the dispatch of the Notice through Email and hold the shares as on the cut-off date i.e. Monday, 15th August 2022 are requested to send the written email communication to the Company at lyonscorp@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting

9. 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. Monday, 15th August 2022 shall only be entitled to vote and attend the AGM through VC/OAVM. A person who is not a member as on cut-off date should treat this notice for information purpose only.
10. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
12. **ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE AGM THROUGH VC/OAVM.**
Pursuant to the MCA Circulars, the facility to appoint proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route map are not annexed hereto. However, pursuant to Section 113 of the Companies Act, 2013, corporate members are entitled to appoint authorised representative to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
13. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Monday, 15th August 2022 and not casting their vote electronically by remote e-voting, may only cast their vote at the Annual General Meeting.
14. The shareholders shall have one vote per equity share held by them as on the cut-off date of Monday, 15th August 2022. The facility of e-voting would be provided once for every folio/ client-id, irrespective of the numbers of joint holders.
15. 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 on or before 21st August 2022 upto 5:00 p.m. without which the vote shall not be treated as valid.
16. The scanned copies of Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts and Arrangements in which directors are interested and the relevant documents referred to in this notice will be available electronically for inspection by the members during the AGM.
17. Members desirous of getting any information about the financial statements and/or operations of the Company are requested to address their queries to the Company at least 10 (Ten) days in advance of the AGM i.e. by 12th August 2022, so that proper information can be made available at the AGM.
18. Pursuant to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed unless the securities are held in dematerialised form with a depository. Therefore, members are requested to consider dematerialising shares held by them in physical form.

19. Pursuant to Circular dated 3rd November, 2021 issued by Securities and Exchange Board of India (“SEBI”), furnishing of PAN, KYC details and Nomination are mandatory for all holders of physical securities. The folios wherein any one of the cited document/details are not available on or after 1st April, 2023, shall be frozen by the Registrar. If the securities continue to remain frozen as on 31st December, 2025, the Registrar/Company shall refer such securities to the administering authority under the Prohibition of Benami Property Transactions Act, 1988 and/or Prevention of Money Laundering Act, 2002. Members holding shares of the Company in physical form are requested to go through the communication dated 16th March 2022 sent by the Company in this regard and submit Form ISR-1 and/or Form ISR-2 to the Registrar to keep their folios KYC Compliant, if they have not done so already. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the member may submit the same in Form ISR-3 or Form SH-14, as the case may be. These forms are available for download on the websites of the Company and Registrar at www.lyonscorporate.com.
20. Members holding the Company’s shares in dematerialised form are requested to intimate all changes relating to their bank account, registered address, PAN, e-mail ID, nomination, Electronic Clearing Service (ECS) mandates etc. to their respective DPs, if they have not done so already.
21. Mr. Babu Lal Patni (FCS 2304), practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
22. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.lyonscorporate.com and on the website of CDSL. The same will be communicated to the Calcutta Stock Exchange and Bombay Stock Exchange where the shares of the company are listed.

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING, E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM.

REMOTE E-VOTING

- i) The remote e-voting period shall commence on Friday, 19th August 2022 (9:00 a.m.) and end on Sunday, 21st August 2022 (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. Monday, 15th August 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL 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.

<u>Mode of e-voting</u>	Through Depositories		Through Depository Participant(s)
	CDSL	NSDL	
Individual shareholders holding securities in demat mode	<p>1. 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.</p> <p>2. After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-</p>	<p>1. 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 "Lo gin" 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</p>	<p>1. 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 authentication, wherein you can see e-Voting feature. Click on company name or e-Voting</p>

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/ KARVY/ LINKINTIME 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

services and you will be able to 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.

2. If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/secureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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

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 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

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.
- It is Mandatory that, 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.

VOTING AT THE ANNUAL GENERAL MEETING

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting earlier and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM

1. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

2. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
3. Further, shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request by their registered email address in advance at least 2(Two) days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at company's email id lyonscorp@gmail.com. The shareholders who have registered themselves as a speaker latest by 4 p.m. on Friday, 19th August 2022 will only be allowed to express their views or ask questions during the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 (Ten)days prior to the meeting i.e. by Friday, 12th August 2022 mentioning their name, demat account number/folio number, email id, mobile number at company's email id lyonscorp@gmail.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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 & joining virtual meetings through Depository.**
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 attending AGM & 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

LYONS CORPORATE MARKET LIMITED

CIN: L74140WB1994PLC061497

Regd. Office: 33A Jawaharlal Nehru Road, 6th Floor, Flat No. A-5

Chatterjee International Centre, Kolkata-700071

Telephone: +91 33 4012-3123

Fax No.-+91 33 2288 7591

Email: lyonscorp@gmail.com

Website: www.lyonscorporate.com

ANNEXURE TO THE NOTICE

Explanatory statement pursuant to section 102 of the Companies Act, 2013

ITEM NO. 3

The Members of the Company at its 26th Annual General Meeting held on 30th September had appointed M/s. Mitra Kundu & Basu, Chartered Accountants, (FRN: 302061E), as the Statutory Auditors of the Company for a period of 5 consecutive years from the conclusion of that Annual General Meeting until the conclusion of Annual General meeting to be held in the year 2024.

Pursuant to the rotation requirement of RBI circular DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 M/s. Mitra Kundu & Basu tendered their resignation from the position of Statutory Auditors of the Company vide their letter dated February 24, 2022 resulting into casual vacancy in the office of Statutory Auditor of the Company under section 139(8) of the Companies Act, 2013.

Based on the recommendation of the Audit Committee and the Board of Directors of the Company, the members of the company through postal ballot approved the appointment of M/s. Mandawewala & Associates, Chartered Accountants (FRN 327768E) as the Statutory Auditor of the Company to hold office from 22nd May 2022 upto the date of ensuing Annual General Meeting. However, due to disagreements relating to their term of appointment, they resigned w.e.f. 24th May, 2022.

The Board of Directors at its meeting held on 24th May 2022, as per the recommendation of the Audit Committee and pursuant to the provisions of section 139(8) of the Companies Act, 2013 appointed M/s SRB & Associates Chartered Accountants, (FRN- 310009E) to hold office as the Statutory Auditor of the Company till the conclusion of the 29th Annual General Meeting at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and approved by the Board of Directors of the Company.

The Company has received a consent letter and eligibility certificate from M/s SRB & Associates Chartered Accountants, (FRN- 310009E) to act as Statutory Auditors of the Company in place of M/s. Mandawewala & Associates, Chartered Accountants (FRN 327768E).

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution as set out in item no 3 of the accompanying notice for the approval of the members.

ITEM NO. 4

The Board of Directors at its meeting held on 24th May 2022, as per the recommendation of the Audit Committee and pursuant to section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and pursuant to RBI circular DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, recommends the appointment of M/s SRB & Associates, Chartered Accountants, (FRN- 310009E), as the Statutory Auditor of the Company to hold office for a period of 3(Three) years from the conclusion of this 29th Annual General Meeting, till the conclusion of the Annual General Meeting to be held in the year 2025 at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and

recommended by the Audit Committee in consultation with the Auditors and approved by the Board of Directors of the Company.

The Company has received a consent letter and eligibility certificate from M/s SRB & Associates Chartered Accountants, (FRN- 310009E) to act as Statutory Auditors of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution as set out in item no 4 of the accompanying notice for the approval of the members.

ITEM NO. 5

The Board of Directors at their meeting held on 31st March 2022, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Daya Shankar Chaubey (DIN: 00357660) as an Additional Director w.e.f 31st March 2022. Under Section 161(1) of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013, he holds office only upto the date of ensuing Annual General Meeting of the Company. A notice in writing has been received from a member proposing Mr. Daya Shankar Chaubey as a candidate for the office of the Director of the Company at the forthcoming Annual General Meeting.

Mr. Daya Shankar Chaubey is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director of the Company. The Board recommends the Resolution set out at Item No. 5 of the notice for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Daya Shankar Chaubey, to whom the resolution relates, are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

ITEM NO. 6

Based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, the Board of Directors of the Company in their meeting held on 30th April 2022 has approved the change in designation of Ms. Madhumita Tapader (DIN: 07126692), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and who is eligible for appointment, from Non-Executive Director to Independent Director of the Company, for the period of five years effective from 30th April 2022, in accordance with the provisions of Section 149 of the Companies Act, 2013 ('the Act') read with Schedule IV.

Other Details of her are provided in Annexure to the Notice forming part of it, pursuant to the Provisions of the Act and Secretarial Standard on General Meeting, issued by the Institute of Company Secretaries of India.

Ms. Madhumita Tapader is a MSc (Economics) Post Graduate from the Calcutta University. She has a work experience of 28 years. She has extensive knowledge in the field of Accountancy and applicable taxation. She has been associated with your company as a Director since 18th March 2015 and her contribution to company's functioning is remarkable. Her appointment as an Independent Director would help the Company in bringing her Independent judgment on various key areas for balanced decision making.

The Board recommends the ordinary resolution set out at Item No. 6 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel and their relatives except Ms. Madhumita Tapader (DIN: 07126692), to whom the resolution relates, are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution

ITEM NO. 7

At the Annual General Meeting of the Company held on 21st September 2017, the Members of the Company had approved the appointment and terms of remuneration of Mr. Suvabrata De (DIN: 07911004), as the Managing Director of the Company for a period of 5(Five) years w.e.f.1st September 2017. Accordingly, his term of office as Managing Director is expiring on 31st August 2022.

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience and exposure in management and accounting, the Board of Directors of the Company at its meeting held on 30th May 2022, has resolved to recommend to the members of the company, re-appointment of Mr. Suvabrata De (DIN: 07911004) as the Managing Director of the Company for a second term of 5(Five)years w.e.f 1st September 2022.

The Board recommends the special resolution set out at Item No. 7 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Suvabrata De (DIN: 07911004), to whom the resolution relates, are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution

The terms and conditions on which Mr. Suvabrata De is proposed to be re-appointed as Managing Director are as under:

I. Salary:

Salary of Rs. 47,000/- (Rupees Forty - Seven Thousand Only) per month and such other allowances as per Company's policies.

The increment in the Salary shall be as per the Company's Policies.

II. Perquisites:

Perquisites shall be restricted to an amount equal to the annual salary. Perquisites are classified into two categories 'A' and 'B'.

CATEGORY 'A'

(i) Bonus:

Bonus and Ex-gratia equivalent to one-month salary per annum.

(ii) Leave Travel Concession:

For self and family once a year equivalent to one-month salary per annum.

For the purpose of Category 'A' 'family' means spouse, dependent children and dependent parents.

CATEGORY 'B'

(i) Encashment of Leave:

The appointee shall be entitled to encashment of leave as per Rules of the Company.

III. OTHER TERMS APPLICABLE TO THE ENTIRE TENURE:

(i) The appointment may be terminated by either party by giving one-month notice in writing.

(ii) The Managing Director, so long he functions as such, shall not be paid any sitting fees for attending meetings of the Board of Directors or Committee thereof from the date of his appointment."

IV. MINIMUM REMUNERATION:

In the event of loss or inadequacy of profits in any financial year, Mr. Suvabrata De shall be paid remuneration by way of salary and perquisites as specified above within the overall limits specified in Schedule V of the Companies Act, 2013.

Additional Information on Director seeking appointment/re-appointment at the Annual General Meeting

Details of director seeking appointment/re-appointment at the forthcoming annual general meeting as per Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings.

Name	Daya Shankar Choubey	Suvabrata De	Madhumita Tapader
DIN	00357660	07911004	07126692
Date of Birth	07/01/1951	22/12/1978	13/11/1972
Date of First appointment on the Board	31/03/2022	18/08/2017	18/03/2015
Qualifications	B.Com & LLB	M.Sc	M.Sc
Shareholding in the Company	Nil	Nil	Nil
Directorship in other Companies	As per MBP-1 submitted to the Company.	As per MBP-1 submitted to the Company.	As per MBP-1 submitted to the Company.
Membership/ Chairmanship of Committees of other Board	Nil	Nil	Nil
Expertise in specific functional area	Marketing	Accounting	Accounting
Relationships between Directors inter-se	None	None	None

**By Order of the Board
For Lyons Corporate Market Limited**

**Place: Kolkata
Date: 23/07/2022**

**Prity Agarwal
Company Secretary**

LYONS CORPORATE MARKET LIMITED

CIN: L74140WB1994PLC061497

Regd. Office: 33A Jawaharlal Nehru Road, 6th Floor, Flat No. A-5
Chatterjee International Centre, Kolkata-700071

Telephone: +91 33 4012-3123

Fax No.-+91 33 2288 7591

Email: lyonscorp@gmail.com

Website: www.lyonscorporate.com

**(ANNEXURE TO THE NOTICE FOR THE 29TH ANNUAL GENERAL MEETING OF THE COMPANY
TO BE HELD ON 22-08-2022)**

Name & Registered Address
of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the 29th Annual General Meeting (AGM) to be held on Monday, 22nd August 2022 at 11:00 A.M. through video conferencing (VC) or other audio-visual means (OAVM) and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
220723008		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
Friday, 19 th August 2022 from 9.00 a.m.	Sunday, 21 st August 2022 upto 5.00 p.m.

Please read the instructions mentioned in the Notice before exercising your vote.

**By Order of the Board
For Lyons Corporate Market Limited**

**Place: Kolkata
Date: 23/07/2022**

**Prity Agarwal
Company Secretary**