

LYONS CORPORATE MARKET LIMITED
(CIN: L74140WB1994PLC061497)
Notice of Annual General Meeting

Notice is hereby given that the Twenty Fourth Annual General Meeting of Lyons Corporate Market Limited will be held at Calcutta Chamber of Commerce, 18-H, Park Street, Kolkata 700 071 on Thursday, the 21st day of September 2017 at 10.30 A.M. to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt :-
 - (a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and the report of Auditors thereon.
2. To appoint a Director in place of Sri Krishna Awatar Agarwal (DIN: 02460626) who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of M/s Mandawewala & Company, Chartered Accountants (Firm Registration No. 322130E) as the Statutory Auditor of the Company, to fix their remuneration and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to section 139 of the Companies Act, 2013 and the rule made thereunder, pursuant to the resolution passed by the members at the 21st Annual General Meeting (AGM) held on 27th September 2014 appointing M/s Mandawewala & Company, Chartered Accountants (Firm Registration No. 322130E), as the Statutory Auditor of the Company to hold office till the conclusion of the 26th Annual General Meeting of the Company and pursuant to the recommendations of the audit committee and the board of directors of the company, the appointment of the said Statutory Auditor of the company to hold office from the conclusion of the 24th AGM to the conclusion of the 25th AGM be and is hereby ratified and that the Board of Directors be and are hereby authorised to fix such remuneration as may be recommended by the audit committee in consultation with the auditors.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to 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. Suvabrata De (DIN : 07911004)**, who was appointed as an Additional Director of the Company w.e.f 18th August, 2017, whose term of office expires at the conclusion of this Annual General Meeting and in respect of whom the Company has received a Notice under section 160 in writing 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.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary 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) and on the recommendation of Nomination and Remuneration Committee, approval be and is hereby accorded to the appointment of **Mr. Suvabrata De (DIN : 07911004)**, as the Managing Director of the Company for a period of five years w.e.f 1st September, 2017 on the terms and conditions which are set out in the Explanatory Statement annexed to this notice.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution, including the alteration and variation in the terms and conditions of the said appointment and / or agreement so not to exceed the limit specified in schedule V to the Companies Act, 2013, or any amendment thereto as may be agreed between the Board of Directors and Mr. Suvabrata De.”

“RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Managing Director, the Company does not earn any Profits or earn inadequate Profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company shall pay to the Managing Director, the remuneration as specified in the aforesaid agreement as the minimum remuneration and subject to the requisite approvals.”

NOTES:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote in his place. The proxy need not be a member of the Company. Proxies to be valid must be deposited at the Registered Office of the Company at least 48 hours earlier of the time fixed for Annual General Meeting.
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 total 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 a proxy for any other person or shareholder.
3. Members holding shares in physical form are requested to notify change in their registered address mentioning full address in block letters with Pin Code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent and in case their shares are held in electronic form, this information should be given to their Depository Participants immediately.
6. The Register of Members and Share Transfer Register of the Company will remain closed from Friday, 15th September 2017 to Thursday, 21st September 2017 (both days inclusive).
7. Members are requested to bring their copy of the Annual Report to the Annual General Meeting. A member desirous of getting any information on the accounts of the company is requested to send the queries to the Company at least 10 days prior to the meeting, so that proper information can be made available at the meeting.
8. Members who hold shares in dematerialised form are requested to bring their Client ID and DP numbers for quick identification while recording attendance at the meeting.

9. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit details in the prescribed Form SH 13 for this purpose.

10. Voting through electronic means:

- I. In compliance with the provisions of Sections 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 members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM venue and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period shall commence on Monday, 18th September, 2017 (9:00 a.m.) and end on Wednesday, 20th September, 2017 (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. Thursday, 14th September, 2017, 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.
- V. The process and manner for remote e-voting are as under:
 - i. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - ii. Click on "Shareholders" tab.
 - iii. 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) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - iv. Next enter the Image Verification as displayed and Click on Login.
 - v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vi. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• 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.• 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.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none">• Please Enter the DOB or Bank Account Number in order to Login.• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iii).

vii. After entering these details appropriately, click on "SUBMIT" tab.

viii. 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.

ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x. Click on the EVSN for the relevant Company Name i.e. LYONS CORPORATE MARKET LIMITED on which you choose to vote.

xi. 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.

xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiii. 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.

xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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.
 - After receiving the login details they have to create a compliance user which 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 should be mailed to 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.
- xviii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- xix. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- VI. 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 20th September, 2017, upto 5:00 p.m. without which the vote shall not be treated as valid.
- VII. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 14th September, 2017. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- VIII. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners as at closing hours of business on 28th July, 2017.
- IX. The shareholders shall have one vote per equity share held by them as on the cut-off date of 14th September, 2017. The facility of e-voting would be provided once for every folio/ client-id, irrespective of the numbers of joint holders.

- X. 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 of 14th September, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- XI. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- XII. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 14th September, 2017 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.
- XIII. Sri 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 three days 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.
- XIV. 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 listed stock exchanges viz. Calcutta Stock Exchange & Bombay Stock Exchange.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 4

The Board of Directors at their meeting held on 18th August, 2017, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Suvabrata De as an Additional Director w.e.f 18th August, 2017. Under Section 161(1) of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013, he hold office only upto the date of the AGM of the Company. A notice has been received from a member proposing Mr. Suvabrata De as a candidate for the office of the Director of the Company at the forthcoming Annual General Meeting.

Mr. Suvabrata De 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.

Except Mr. Suvabrata De and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

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

Item Nos. 5

The Board of Directors at their meeting held on 18th August, 2017, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Suvabrata De as the Managing Director of the Company for a period of 5 Years from 1st September, 2017 to 31st August, 2022 on the following terms and conditions subject to approval by the members at this AGM. The remuneration payable to Mr. Suvabrata De is within the limits specified in Schedule V to the Companies Act, 2013. A brief profile of Mr. Suvabrata De is included as Annexure to the notice as per the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I. Salary:

Salary of Rs.30,000/- (Rupees Thirty 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.

Except Mr. Suvabrata De and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the notice for approval by the shareholders.

**ANNEXURE TO THE NOTICE
DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING
ANNUAL GENERAL MEETING**

{ In pursuance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings }

Name of the Director	Mr. Krishna Awatar Agarwal	Mr. Suvabrata De
DIN	02460626	07911004
Date of Birth	29.11.1957	22.12.1978
Date of First appointment on the Board	08.02.2000	18.08.2017
Qualifications	B.Com	B.Com
Shareholding in the Company	Nil	Nil
Directorship in other Companies	Nil	Nil
Membership / Chairmanship of Committees of other Board	Nil	Nil

Dated: 18.08.2017
Registered Office:
Chatterjee International Centre,
33A, Jawaharlal Nehru Road
Flat No. A-5, 6th Floor,
Kolkata-700 071

By Order of the Board
For Lyons Corporate Market Limited

RAM KARAN GUPTA
Chairman

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

ATTENDANCE SLIP

24th Annual General Meeting, Thursday, the 21st day of September, 2017 at 10:30 A.M. at Calcutta Chamber of Commerce, 18-H, Park Street, Kolkata-700 071

Name of the Shareholder	
Address	
Registered Folio/ DP ID & Client ID	
No of Shares held	
Name of the Proxy / Authorised Representative, if any	

I / We hereby record my / our presence at the 24th Annual General Meeting of the Company to be held on Thursday, the 21st day of September, 2017 at 10: 30 A.M. at Calcutta Chamber of Commerce, 18-H, Park Street, Kolkata-700 071

Signature of Shareholder/ Proxy/ Authorised Representative

Note: The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and hand over the same at the venue entrance.

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**FORM NO. MGT - 11****Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No. / *DP-ID & Client	

**Applicable for Investors holding shares in electronic form.*

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

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

Or falling him

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

Or falling 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 24th Annual General Meeting of the Company, to be held on Thursday, the 21st day of September, 2017 at 10:30 A.M. at Calcutta Chamber of Commerce, 18-H, Park Street, Kolkata-700 071 and at any adjournment thereof in respect of such resolutions as is/are indicated below:-

** I/We wish my/our above Proxy to vote in the manner as indicated in the box below:-

Item No.	Resolution(s)	For	Against
1.	Consider and adopt :		
	(a) Audited Financial Statements for the financial year ended 31 st March 2017 and the Reports of the Board of Directors and Auditors thereon		
	(b) Audited Consolidated Financial Statements for the financial year ended 31 st March 2017 and the Report of Auditors thereon		
2.	Re-appointment of Mr. Krishna Awatar Agarwal as Director, who retire by rotation.		
3.	Ratification of appointment of Auditor.		
4.	Appointment of Mr. Suvabrata De as a Director.		
5.	Appointment of Mr. Suvabrata De as the Managing Director.		

Signed this day of 2017.

Signature of Shareholder

Signature of Proxy holder(s):

Affix Re.1 Revenue Stamp

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. 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.
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 a proxy for any other person or shareholder.

5. **This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.