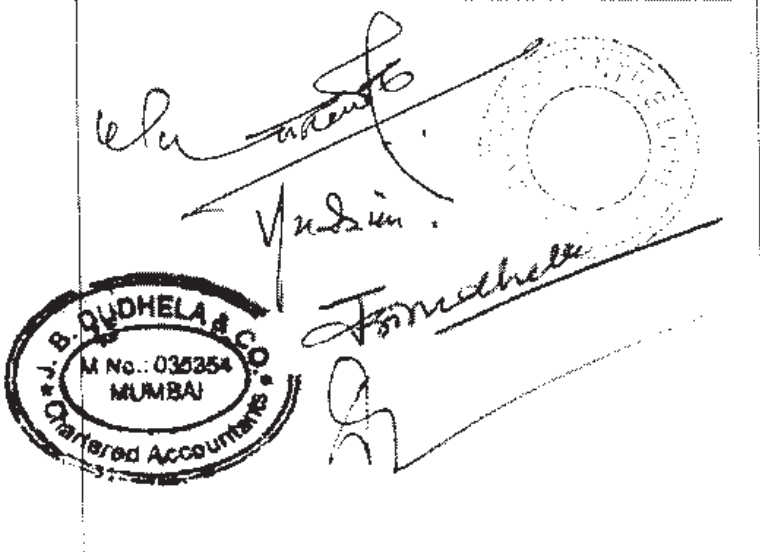


FORM A

1.	Name of the company	Ayoki Merchantile Limited
2.	Annual financial statements for the year ended	31 st March, 2015
3.	Type of Audit observation	Un-qualified / Matter of Emphasis
4.	Frequency of observation	Whether appeared first time...../ repetitive...../ since how long period.. N.A.
5.	To be signed by- . CEO/Managing Director . CFO . Auditor of the Company . Audit Committee Chairman	 <p>The right side of this row contains several handwritten signatures and stamps. At the top, there is a signature that appears to be 'V. Srinivas'. Below it, there is another signature that looks like 'J. Srinivas'. To the right of these signatures is a circular stamp with the text 'AYOKI MERCHANTILE LIMITED'. At the bottom left of this section is a circular stamp for 'J. B. QUICHELA & CO. Chartered Accountants' with 'M No.: 035354 MUMBAI' in the center. To the right of this stamp is another signature that appears to be 'J. Srinivas'.</p>

DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting their 31st Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

1. Financial summary or highlights/Performance of the Company (Standalone)

The Board's Report shall be prepared based on the stand alone financial statements of the company

Particulars	2014-2015	2013-14
Gross Profit	(93,712)	55,327
Profit Before Interest and Depreciation	(93,712)	55,327
Provision for Depreciation	Nil	Nil
Net Profit Before Tax	(93,712)	55,327
Provision for Tax	Nil	5,710
Net Profit After Tax	(93,712)	49,617
Balance of Profit brought forward	(51,793)	
Balance available for appropriation	(145,505)	49,617
Proposed Dividend on Equity Shares	Nil	Nil
Tax on proposed Dividend	Nil	Nil
Transfer to General Reserve	Nil	Nil
Surplus carried to Balance Sheet	Nil	49,617

2. Brief description of the Company's working during the year/State of Company's affair

Ayoki Merchantile Limited (the Company) is a public Company and is incorporated under the Companies Act, 1956. Its shares are listed on the Stock Exchange Mumbai. The Company is engaged in the business of trading goods & services – providing Advisory, Consultancy, Investment Services.

During the year under review the company has no business activity. However, the Company has interest income of Rs. 215479/- for the F.Y 2014-15 in comparison to Rs.210659/- for the F.Y 2013-14

3. **Change in the nature of business, if any**

There are no changes in the nature of business of the Company during the year.

4. **Dividend**

Due to in adequacy of profit, Your Board of Directors has not recommended any dividend for the year.

5. **Directors and Key Managerial Personnel**

There were no changes in the Directors and Key Managerial Personnel during the year.

6. **Particulars of Employees**

There were no employee which require disclosure Pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

7. **Meetings**

During the year six Board Meetings were convened and recorded in the Minute Book and five Audit Committee Meetings were convened and held the details shown below. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Audit Committee

The Audit Committee continued working under Chairmanship of Shri Parthasarathi Bhattacharya, Shri Kumud Bhattacharjee and Shri Abhik Kumar Dutt as members. During the year, the sub-committee met on five occasions with full attendance of all the members.

The composition of the Audit Committee and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Board Meetings held on				
		01/04/2014	01/07/2014	01/10/2014	01/01/2015	03/03/2015
KUMUD BHATTACHARJEE	Director	PRESENT	PRESENT	PRESENT	PRESENT	PRESENT
PARTHASARATHI BHATTACHARYA	Director	PRESENT	PRESENT	PRESENT	PRESENT	PRESENT
ABHIK KUMAR DUTT	Director	PRESENT	PRESENT	PRESENT	PRESENT	PRESENT

8. **Declaration by an Independent Director(s) and re- appointment, if any**

A declaration by an Independent Director(s) that he/they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 is enclosed.

9. **Remuneration Policy**

The company has no employee for both the F.Y 2013-14 & 2014-15. Hence, the clause for Remuneration Policy is practically inapplicable for the Company.

10. **Managerial Remuneration:**

There was no managerial remuneration during the year under review.

Details of Subsidiary/Joint Ventures/Associate Companies

The Company does not have Subsidiary/Joint Ventures/Associate Companies.

11. **AUDITORS:**

The Auditors, M/s J.B. Dudhela & Co Chartered Accountants (Registration No .FRN 10277W) & Associates, Chartered Accountants, retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment.

12. **AUDITORS' REPORT**

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

13. **Disclosure about Cost Audit**

According to the nature of business, the Company does not require cost Audit.

14. **Secretarial Audit Report**

In terms of Section 204/205 of the Act and Rules made there under, Mr Debasish Mukhopadhyay, Practicing Company Secretary have been appointed as Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure to this report. The report is self-explanatory and do not call for any further comments.

15. **Internal Audit & Controls**

There is an adequate internal control system commensurate with the size of the Company and nature of business.

16. **Issue of employee stock options**

The Company has not issued any share through employee stock options.

17. **Vigil Mechanism :**

The Company has no employee for both the F.Y 2013-14 and 2014-15, However in pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors to report genuine concerns has been established. The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Company shall oversee the vigil mechanism through Audit committee and if any of the members of the committee have a conflict of interest in a given case, he/ they should rescue themselves and the others in the committee would deal with the matter in hand.

Risk management policy

The company has no business operation for both the F.Y 2013-14 and 2014-15. It has also no fixed assets for both the said Financial Years. For both the said Financial Years the company has earned interest only on Fixed Deposits with Bank and/or income tax refund. Under this circumstances the Board of Directors of the Company has not perceived any significant risk which may threaten the existence of the company. However, the company has laid down a comprehensive risk assessment and minimization procedure which is reviewed by the Board time to time.

18. **EXTRACT OF ANNUAL RETURN:**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report.

19. **Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report**

Mr. Parthasarathi Bhattacharya and Mr. Abhik Kumar Dutt have been appointed as an Independent Directors for term of five years w.e.f. 1st April 2015. Mrs. Papri Dutta and Mr. Subir Kumar Dutta has been appointed as additional Director and Chief Financial Officer respectively

w.e.f. 1st April 2015. Further, Mr. Subir Kumar Dutta has resigned as Director of the Company w.e.f. 01.04.2015.

20. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

NIL

21. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.

There is an adequate internal control system commensurate with the size of the Company and nature of business..

22. Deposits

Your company has not accepted or renewed any fixed deposits from the public during the financial year ended 31st March, 2015. There were no unclaimed deposits as on 31st March, 2015.

23. Particulars of loans, guarantees or investments under section 186

Your company has not provided any loans, guarantees or investments under section 186.

24. Particulars of contracts or arrangements with related parties:

There were no contracts or arrangements with related parties during the year.

25. Corporate Governance Certificate

As per Annexure to SEBI circular no. CIR/CFD/POLICY CELL/7/2014 September 15, 2014 compliance with the provisions of Clause 49 shall not be mandatory for our company

26. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has no employee for both the F.Y. 2013-14 and 2014-2015. However, the Board of Directors of the company consists of a woman member. No case under the SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 has been filed during the F.Y. 2014-2015. Hence, disposal of the same under the Act does not arise in the case of the company.

27. Conservation of energy, technology absorption

The company did not have any activity related to conservation of energy, and technology absorption.

28. Foreign exchange earnings and Outgo

There was neither Foreign Exchange Earning nor Foreign Exchange outgo during the year under review.

29. Corporate Social Responsibility (CSR)

Due to lack of profit your Company could not take part any social activity.

30. Directors' Responsibility Statement

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

31. Transfer of Amounts to Investor Education and Protection Fund

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

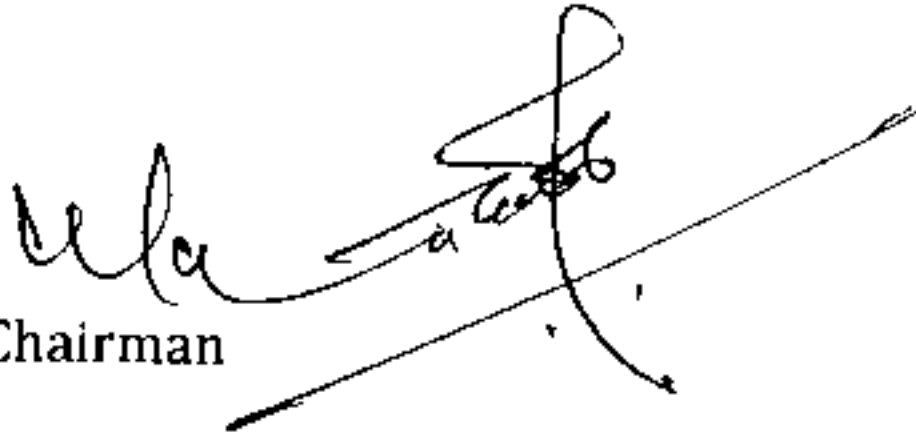
32. LISTING WITH STOCK EXCHANGES:

Your Company listed with BSE only.

33. Acknowledgements

Acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors

A handwritten signature in black ink, appearing to be 'M. A. ...', is written over a diagonal line that extends from the bottom left towards the top right.

Chairman

Place: Mumbai

Date: 14.08.2015

Annexure

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L17120MH1985PLC034972
2.	Registration Date	03/01/1985
3.	Name of the Company	AYOKI MERCHANTILE LIMITED
4.	Category/Sub-category of the Company	
5.	Address of the Registered office & contact details	LAXMI COMMERCIAL CENTRE, ROOM NO.405, 4TH FLOOR, SENAPATI BAPAT MARG, DADAR (WEST), MUMBAI, Maharashtra
6.	Whether listed company	Listed with BSE
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Purva Sharegistry (India) Pvt. Ltd. Unit no. 9 Shiv Shakti Ind. Estt. J .R. Boricha marg Opp. Kasturba Hospital Lane Lower Parel (E) Mumbai 400 011

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)



S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	NIL	-	-
2			
3			

III. **PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)**

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	NIL	-	-
2			
3			

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters	30000		30000	12.24%	30000		30000	12.24%	No Change
(1) Indian									
a) Individual/HUF	30000		30000	12.24%	30000		30000	12.24%	No Change

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b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)	30000	0	30000	12.24%	30000	0	30000	12.24%	0
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0

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e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FII's	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0

Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	215000	0	215000	87.76%	215000	0	215000	87.76%	0
i) Individual shareholders holding nominal share capital up to Rs. 1 Lakh	108000		108000	44.08%	108000	0	108000	44.08%	0

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ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	107000	0	107000	43.67%	107000	0	107000	43.67%	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - DR	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	215000		215000	87.76%	215000		215000	87.76%	No change
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	245000		245000	100%	245000		245000	100%	NO change

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B) Shareholding of Promoter-

S N	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in sharehol ding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	ABIRA MAJUMDER	30000	12.24%	0	30000	12.24%	0	No Change

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	30000	12.24%	30000	12.24%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	No Change	No Change
	At the end of the year	30000	12.24%	30000	12.24%

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year	Cumulative Shareholding during the year

uf

	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	117000	47.69%	NA	NA
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	No change	No Change
At the end of the year				

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NA	NA	NA	NA
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No change	No change	No change
	At the end of the year	NA	NA	NA	NA

F) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

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	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NA	NA	NA	NA
i) Principal Amount	NA	NA	NA	NA
ii) Interest due but not paid	NA	NA	NA	NA
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
* Addition	NIL	NIL	NIL	NIL
* Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
			----	----	---	
1	Gross salary	NIL				NIL
	(a) Salary as per provisions contained in section 17(1) of the					

ep

	Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL				
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL				
2	Stock Option	NIL				
3	Sweat Equity	NIL				
4	Commission -as % of profit - others, specify...	NIL				
5	Others, please specify	NIL				
	Total (A)	NIL				
	Ceiling as per the Act					

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	---	
1	Independent Directors	NIL	NIL	NIL	NIL	
	-					
	Fee for attending board	NIL	NIL	NIL	NIL	
	committee meetings	NIL	NIL	NIL	NIL	
	Commission	NIL	NIL	NIL	NIL	
	Others, please specify	NIL	NIL	NIL	NIL	
	Total (1)	NIL	NIL	NIL	NIL	
2	Other Non-Executive Directors	NIL	NIL	NIL	NIL	
	Fee for attending board					
	committee meetings	NIL	NIL	NIL	NIL	

	Commission	NIL	NIL	NIL	NIL	
	Others, please specify	NIL	NIL	NIL	NIL	
	Total (2)	NIL	NIL	NIL	NIL	
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN

MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	others, specify...	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL

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XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



The Board of Directors
Ayoki Merchantile Limited
Laxmi Commercial Centre, Room No.405, 4th Floor
Senapati Bapat Marg , Dadar(West), Mumbai
Maharasthtra-400028

Dated- 31/03/2015

Sub: Declaration meeting the criteria of Independence Pursuant to Section 149(6) and 149(7) of the Companies Act ,2013

Dear Sir/Madam

I, Parthasarathi Bhattacharya,do confirm that

1. I meet the Criteria of Independence specified under sub-section (6) of section 149 of the Companies Act 2013,read with Rule 5 of the Companies (Appointment and qualification of Directors)Rules 2014 for holding the position of Independent Director.

This Declaration may be taken on Record.

Yours faithfully



(Parthasarathi Bhattacharya)
DIN-02208377

The Board of Directors
Ayoki Merchantile Limited
Laxmi Commercial Centre, Room No.405, 4th Floor
Senapati Bapat Marg , Dadar(West), Mumbai
Maharasthtra-400028

Dated- 31/03/2015

Sub: Declaration of Independence Pursuant to Section 149(6) and 149(7) of the Companies Act ,2013

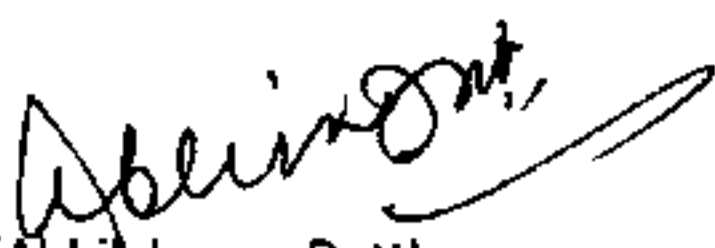
Dear Sir/Madam

I,Abhik Kumar Dutt ,do confirm the following –

1. I am currently not holding a position of an Independent Director of the Board of any other Company.
2. I meet the Criteria of Independence specified under sub-section (6) of section 149 of the Companies Act 2013,read with Rule 5 of the Companies (Appointment and qualification of Directors)Rules 2014 for holding the position of Independent Director.
3. I have Read the "Code For Independent Directors" as per schedule IV of the Companies Act ,2013 and will abide with the same .

Request you to Kindly take these Declaration on Record.

Yours faithfully


(Abhik kumar Dutt)
DIN-00590507

AYOKI MERCHANTILE LIMITED

Regd Office Address:Laxmi Commercial Centre, Room No.405,4th Floor, Senapati Bapat Marg,
Dadar (west), Mumbai 400 028, CIN : L17120MH1985PLC034972
Email ayokimerchantile@gmail.com

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the members of Ayoki Merchantile Limited will be held at its Registered office at Laxmi Commercial Centre, Room No.405, 4th Floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028 on Wednesday 30th day of September, 2015 at 11.30 A.M. for the transaction of the following businesses:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015, the statement of Profit and Loss for the year ended on that date together with the Reports of Directors, Auditors and Secretarial Auditors thereon.
2. To appoint a Director in place of Mr. Kumud Bhattacharjee (DIN-00003450), who retires by rotation and being eligible offers himself for re-Appointment.
3. Mrs. Papri Dutta (DIN-01712778) Who has appointed as Additional Director with effect from 1st April 2015 by the Board of Directors and who holds office up to the date of ensuing Annual General Meeting be and is hereby re-appointed as Director of the Company.
4. To appoint Auditors and to fix their remuneration, M/s J.B. Dudhela & Co Chartered Accountants (Registration No .FRN 10277W), Mumbai, the retiring auditors are eligible for re-appointment.

Special Business:

5. To regularize / confirm the appointment of Mr. Partha Sarathi Bhattacharya as Director of the Company who was appointed as Independent Director by the Board and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

AYOKI MERCHANTILE LIMITED

Regd Office Address:Laxmi Commercial Centre, Room No.405,4th Floor, Senapati Bapat Marg,
Dadar (west), Mumbai 400 028, CIN : L17120MH1985PLC034972
Email ayokimerchantile@gmail.com

“RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act ,2013 and the Companies (Appointment and Qualification of Directors)Rules,2014(including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement , Mr. Parthasarathi Bhattacharya (DIN: 02208377), Director of the Company who was appointed as Independent Director by the Board be and is hereby regularize / confirm the appointment to hold office for a period of 5(five) consecutive years from 1st April 2015 to March 31,2020.”

6. To regularize / confirm the appointment of Mr. Abhik Kumar Dutt (DIN:0090507) as Director of the Company who was appointed as Independent Director by the Board and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act ,2013 and the Companies (Appointment and Qualification of Directors)Rules,2014(including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement , Mr. Abhik Kumar Dutt (DIN:0090507), Director of the Company who was appointed as Independent Director by the Board be and is hereby regularize / confirm the appointment to hold office for a period of 5(five) consecutive years from 1st April 2015 to March 31,2020.”

7. To regularize / confirm the appointment of Mr. Kalachand Mukherjee (DIN:03413917), who was above 70 years of Age and appointed as Managing Director by the Board and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as Special Resolution:

AYOKI MERCHANTILE LIMITED

Regd Office Address:Laxmi Commercial Centre, Room No.405,4th Floor, Senapati Bapat Marg,
Dadar (west), Mumbai 400 028, CIN : L17120MH1985PLC034972
Email ayokimerchantile@gmail.com

“RESOLVED THAT in accordance of the provisions of Sections 2(54), 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act ,2013 and the Companies (Appointment and Remuneration of Managerial Person)Rules, 2014 (including any statutory modification(s) or re –enactment thereof for the time being in force), the appointment of Shri Kalachand Mukherjee (DIN:03413917) who was above 70 years of Age, appointed as Managing Director by the Board, be and is hereby approved for a period of 5(five years) with effect from 1st April 2015 to March 31,2020 on the Terms & Conditions including remuneration as set out in the appointment letter subject to the limits specified under Schedule V to the Companies Act 2013 or any statutory modification(s) or re-enactment thereof.”

By order of the Board
For AYOKI MERCHANTILE LIMITED



(KALACHAND MUKHERJEE)

(Managing Director)

DIN-03413917

Place: Mumbai

Date: 05.09.2015

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed not later than forty-eight hours before the commencement of the meeting. A proxy form is attached herewith. Proxies submitted on behalf of the limited companies must be supported by an appropriate resolution.

AYOKI MERCHANTILE LIMITED

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2. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2015 to 30.09.2015 (both days inclusive).
3. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agent (i.e. Purva Sharegistry (India) Pvt Ltd). Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and Company's Registrars and Transfer Agent (i.e. Purva Sharegistry (India) Pvt Ltd) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Company's Registrars and Transfer Agents (i.e. Purva Sharegistry (India) Pvt Ltd).
5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Company's Registrars and Transfer Agent (i.e. Purva Sharegistry (India) Pvt Ltd), for assistance in this regard.
6. Members are requested to bring their attendance slip along with Copy of the Report and Accounts to the AGM.
7. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35 B of the listing agreement, the Company is pleased to provide the facility of remote e-voting to all members as per the applicable Regulations relating to e-voting. A separate e-voting instructions slip has been sent explaining the process of e-voting with necessary
8. User id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on September 30, 2015.
9. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company /Registrar and Share Transfer Agent for registration of such transfer of shares.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-

AYOKI MERCHANTILE LIMITED

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mail address with the Company are requested to submit their request with their valid e-mail address to M/s Purva Sharegistry (India) Pvt Ltd. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

11. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Company's Registrars and Transfer Agent (i.e. Purva Share registry (India) Pvt Ltd).

For & on behalf of the Board
For AYOKI MERCHANTILE LIMITED



(KALACHAND MUKHERJEE)

(Managing Director)

DIN-03413917

Place: Mumbai

Date: 05.09.2015

AYOKI MERCHANTILE LIMITED

Regd Office Address:Laxmi Commercial Centre, Room No.405,4th Floor, Senapati Bapat Marg,
Dadar (west), Mumbai 400 028, CIN : L17120MH1985PLC034972
Email ayokimerchantile@gmail.com

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5

According to Section 149(4) of the Companies Act 2013, every listed Company should have at least one-third of its total number of Director, should be of Independent Director, accordingly the Board appointed Mr. Partha Sarathi Bhattacharya as Independent Director, at their meeting held on 31st March 2013 subject to approval of Shareholders.

The Board of Directors of the Company recommends passing of resolution.

None of the Directors of the Company is interested in this resolution except as such Director.

Item No. 6

According to Section 149(4) of the Companies Act 2013, every listed Company should have at least one-third of its total number of Director, should be of Independent Director, accordingly the Board appointed Mr. Abhik Kumar Dutt as Independent Director, at their meeting held on 31st March 2013 subject to approval of Shareholders.

The Board of Directors of the Company recommends passing of resolution.

None of the Directors of the Company is interested in this resolution except as such Director.

Item No. 7

In accordance of the provisions of Sections 2(54), 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act ,2013 and the Companies (Appointment and Remuneration of Managerial Person)Rules, 2014 (including any statutory modification(s) or re – enactment thereof for the time being in force), the Company require to appoint a Managing Director, accordingly the Board decided to appoint Mr. Kalachand Mukherjee as Managing Director since he is very senior experience person having more than 30 years of experience managing the Corporates.

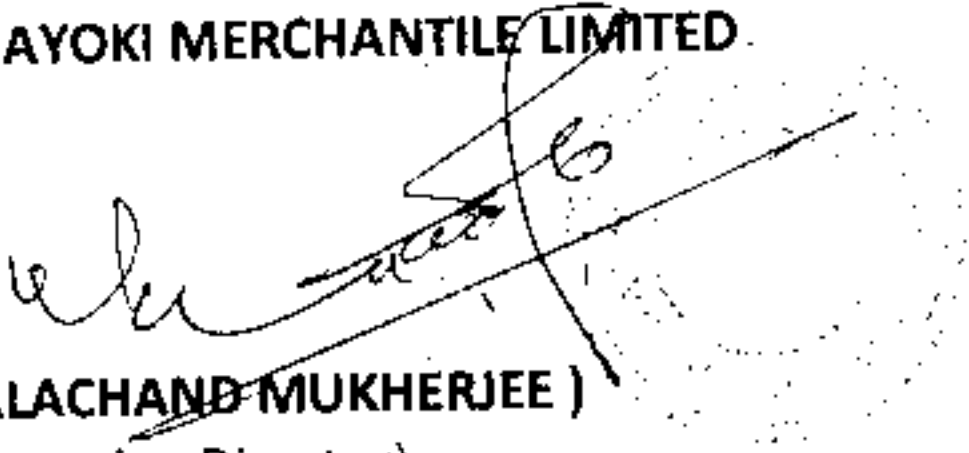
AYOKI MERCHANTILE LIMITED

Regd Office Address: Laxmi Commercial Centre, Room No.405, 4th Floor, Senapati Bapat Marg,
Dadar (west), Mumbai 400 028, CIN : L17120MH1985PLC034972
Email ayokimerchantile@gmail.com

The Board of Directors of the Company recommends passing of resolution.

None of the Directors of the Company is interested in this resolution except as such Director.

For & on behalf of the Board
For AYOKI MERCHANTILE LIMITED.



(KALACHAND MUKHERJEE)
(Managing Director)
DIN-03413917

Place: Mumbai

Date: 05.09.2015

Ref. No.

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2015**

Date :

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule
No.9 of the Companies (Appointment and Remuneration Personnel)
Rules, 2014]*

To
The Members,
AYOKI MERCHANTILE LIMITED
Laxmi Commercial Centre, Room No. 405, 4th Floor
Senapati Bapat Marg, Dadar (West)
Mumbai-400028

CIN: L17120MH1985PLC034972

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by AYOKI MERCHANTILE LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of AYOKI MERCHANTILE LIMITED's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by AYOKI MERCHANTILE LIMITED ("the Company") for the financial year ended on 31.03.2015 and according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder,
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings-Not Applicable.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:- Not Applicable.
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992-Not Applicable.
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999-Not Applicable.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008-Not Applicable.
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009-Not Applicable
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998-Not Applicable.



Ref. No.

Date :

(vi) There is no other law, which is specifically applicable to the Company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India-Not Applicable as it came into force w.e.f. 01.06.2015.
- (ii) The Listing Agreements entered into by the Company with Mumbai Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above except that the Company has not appointed Whole-Time Company Secretary. However, in course of carrying the audit, the management confirmed that efforts are being made to appoint suitable person as Whole-Time Company Secretary.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes occur in the composition of the Board of Directors of the Company during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period no specific events/actions have taken place having a major bearing on affairs of the Company in pursuance of the above referred laws, rules, regulations, guidelines etc. referred to above.

Place : Kolkata
Date : 06/08/2015



D. Mukhopadhyay
(DEBASISH MUKHOPADHYAY)
ACS NO: 9680
C.P. NO:5323

ROOM NO. 1, BLDG. NO. 1, SINDHI COLONY, RAM NAGAR, NEAR KORA KENDRA, BORIVLI (W) MUMBAI – 400092
TEL: (O): 28082624, (M) 9820123371. EMAIL ID: cajbdudhela@gmail.com

INDEPENDENT AUDITORS' REPORT

To,
The Members of **Ayoki Merchantile Limited**

Report on the Financial Statements

We have audited the accompanying financial statements of Ayoki Merchantile Limited (“the Company”) which comprise the Balance Sheet as at 31 March 2015, the statement of profit and loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Management and Board of Directors of company are responsible for the matters stated in section 134(5) of the Companies Act 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and Cash Flow of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the company and for preventing and detecting the frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statement, that give true & fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Management and Board of Director's, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

ROOM NO. 1, BLDG. NO. 1, SINDHI COLONY, RAM NAGAR, NEAR KORA KENDRA, BORIVLI (W) MUMBAI – 400092
TEL: (O): 28082624, (M) 9820123371. EMAIL ID: cajbdudhela@gmail.com

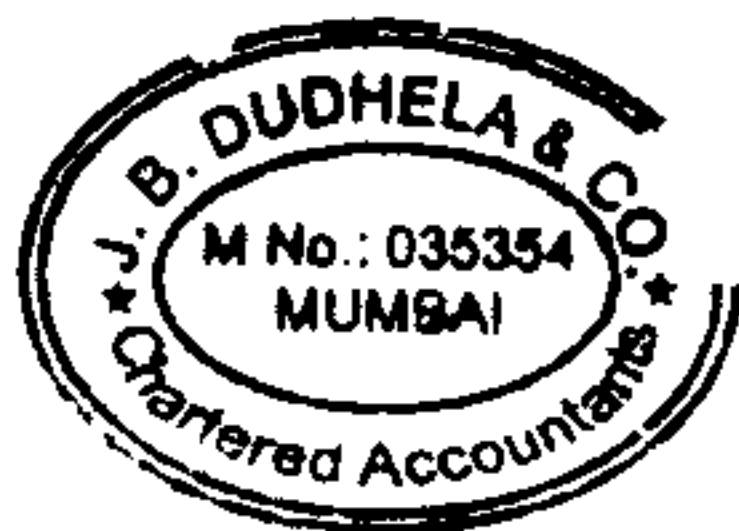
Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2015
- (ii) in the case of the statement of profit and loss, of the loss for the year ended on that date
- (iii) in the case of the Cash Flow Statement, of the Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2. As required by section 143(3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, and Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014.
 - e. on the basis of written representations received from the directors as on 31 March 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015, from being appointed as a director in terms of section 164(2) of the Act.
 - f. in our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 :
 - i. The company does not have any pending litigations which would impact its financial position.
 - ii. The company did not have any long term contract including derivative contract, as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. There has not been an occasion in case of the company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise



For J.B.DUDHELA & CO
Chartered Accountants
FRN : 102777W

(J.B.DUDHELA)
Proprietor
Memb. No. 035354

PLACE: Mumbai
DATE: 28/05/2015

ROOM NO. 1, BLDG. NO. 1, SINDHI COLONY, RAM NAGAR, NEAR KORA KENDRA, BORIVLI (W) MUMBAI – 400092
TEL: (O): 28082624, (M) 9820123371. EMAIL ID: cajbdudhela@gmail.com

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

Referred to our Report of even date on the accounts of **Ayoki Merchantile Limited**. for the year ended 31st March, 2015.

On basis of such checks as we considered and appropriate and according to the information and explanation given to us during the course of our audit we report that :

1. The Company does not have any fixed assets, hence maintaining of proper records showing full particulars including quantitative details and situation of Fixed Assets and Clause (b) and (c) are not applicable to the company.
2. The Company is engaged in the business of providing Advisory, Consultancy, and Investment Services. Accordingly, it does not hold any Physical inventories. Thus paragraph 3 of the order is not applicable.
3. The company has neither granted nor taken any loans, secured or unsecured to/from the companies ,firms and other parties covered in the register maintained under section 189 of the Act. Thus sub clause (a) and (b) are not applicable to the company .
4. In our opinion and according to the information and explanation given to us, there is an adequate internal control system commensurate with the size of the company and nature of its business , for the purchase of Fixed Assets and for Sale of Services. Further , on the basis of our examination of the books and records of the comapany and according to the information and explanation given to us , no major weakness has not been noticed or reported
5. In our opinion and according to the information and explanation given to us the company has not accepted any deposits from the public covered under sections 73 to 76 of the Companies Act 2013 .
6. As informed to us the maintenance of cost records has not been prescribed by the Central Government U/s 148 (1) (d) of the Act,
7. a) According to the information and explanation given to us , and on the basis of our examination of the records of the company. The company is regular in depositing the undisputed statutory dues including Investor Education and Protection Fund , Provident Fund , Employees ' State Insurance , Income Tax, Wealth Tax , Sales Tax , Service Tax, Custom Duty, Excise duty and other material Statutory dues as applicable , with the appropriate authorities in India.

(b) According to the information and explanation given to us , there is no undisputed amount payable in respect of Investor Education and Protection Fund , Provident Fund , Employees ' State Insurance , Income Tax, Wealth Tax , Sales Tax , Service Tax, Custom Duty, Excise duty and other material Statutory dues were outstanding , at the year end , for a period of more than 6 months from the date of they became payable

(c) According to the information and explanations given to us, the dues in respect of Income Tax have not been deposited with appropriate authority on accounts of inadequate details as under. Income Tax Department shows outstanding demand for A.Y. 1985-86 U/s 271(1)(c). As per the intimation U/s 143(1) dt. 26-03-2015 the arrears of outstanding demand Rs. 34,405/- excluding interest U/s 220(2).

ROOM NO. 1, BLDG. NO. 1, SINDHI COLONY, RAM NAGAR, NEAR KORA KENDRA, BORIVLI (W) MUMBAI – 400092
TEL: (O): 28082624, (M) 9820123371. EMAIL ID: cajbdudhela@gmail.com

8. According to the information and explanation given to us the company does not have any accumulated losses at the end of the financial Year, and has incurred cash losses in the financial year but not in the immediately preceding financial year.
9. According to the the records of the company examined by us and as per the information and explanations given to us , the company has not availed any loans from any financial institution or banks and has not issued any debentures .
10. According to to the information and explanation given to us , the Company has not given any guarantees for loans taken by others from a bank or financial instituion during the year .
11. The Company has not obtained any term loan during the financial year.
12. Based on the audit procedures performed and the information and explanation given to us, we report that no fraud on or by the company has been noticed or repoted during the year, nor have we been informed of such case by the management.



For J.B.DUDHELA & CO
Chartered Accountants
FRN : 102777W

A handwritten signature in black ink, appearing to read "J. B. Dudhela", written over a horizontal line.

(J.B.DUDHELA)
Proprietor
Memb. No. 035354

PLACE: Mumbai
DATE: 28/05/2015

AYOKI MERCHANTILE LIMITED

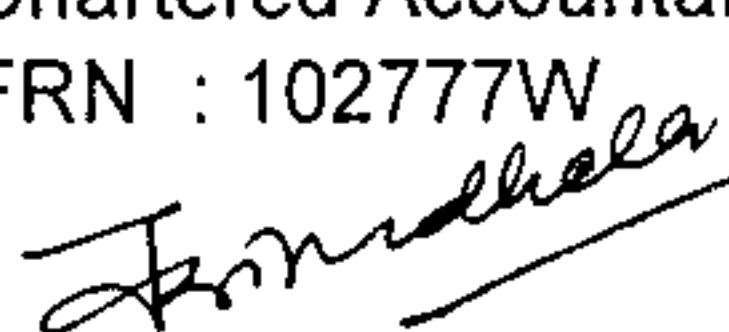
CIN : L17120MH1985PLC034972

Balance Sheet as at 31st March, 2015

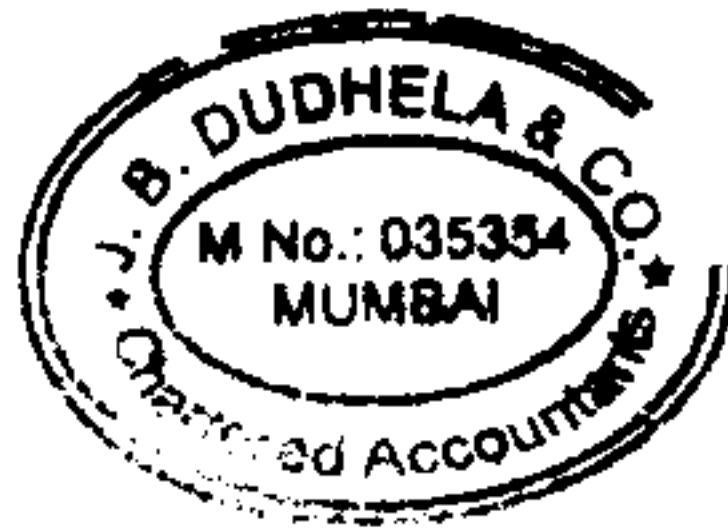
Particulars	Note No	AS AT 31ST MARCH, 2015 Rupees	AS AT 31ST MARCH, 2014 Rupees
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	2,450,000	2,450,000
(b) Reserves and Surplus	2	940,154	1,085,659
(2) Current Liabilities			
(a) Other current liabilities	3	51,316	47,358
(b) Short-term provisions	3	2,731	1,518
Total		3,444,201	3,584,535
II. Assets			
(1) Non-current assets			
(a) Long term loans and advances	4	106,283	134,260
(2) Current assets			
(a) Trade receivables	5	365,409	365,409
(b) Cash and cash equivalents	6	2,967,745	3,077,105
(c) Other current assets	7	4,764	7,761
Total		3,444,201	3,584,535

The Notes referred to above form an integral part of the Financial Statements

As per our report of even date
For J. B. DUDHELA & Co.
Chartered Accountants
FRN : 102777W

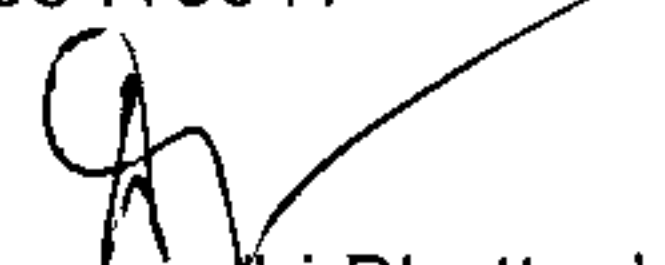

J. B. DUDHELA

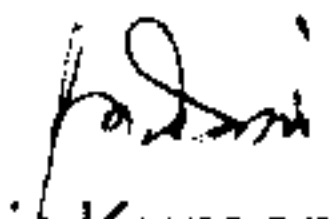
(Proprietor)
Membership No. 035354
Place : Mumbai
Date: 28/05/2015



For and on behalf of the Board of Directors


Kalachand Mukherjee
(Managing Director)
DIN:03413917


Parthasarathi Bhattacharya
(Director)
DIN:02208377


Subir Kumar Dutta
CFO

Place : Mumbai
Date: 28/05/2015

AYOKI MERCHANTILE LIMITED

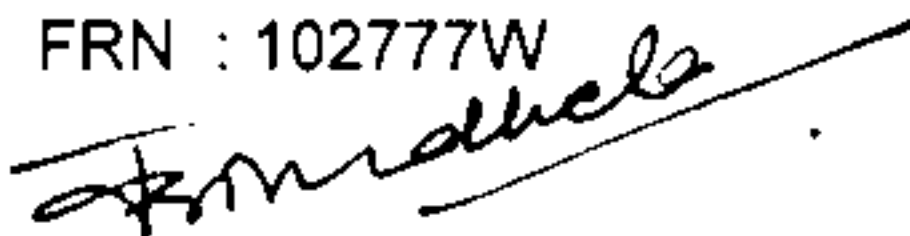
CIN : L17120MH1985PLC034972

Statement of Profit and Loss for the year ended 31st March, 2015

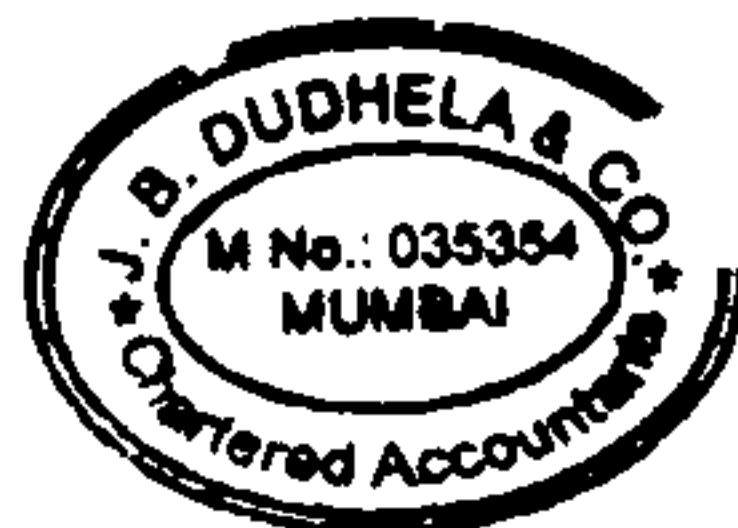
	Particulars	Note No	FOR THE YEAR ENDED ON 31.03.2015 Rupees	FOR THE YEAR ENDED ON 31.03.2014 Rupees
I	Revenue from operations (Gross)	8		
	Less: Excise duty		-	-
	Revenue from operations (Net)		-	-
	Other Income	9	215,479	210,659
	Total Revenue (I)		215,479	210,659
II	Expenses:			
	Employee benefit expense	10	-	-
	Other expenses	11	309,191	155,332
	Total Expenses(II)		309,191	155,332
III	Profit before exceptional and extraordinary items and tax (I - II)		(93,712)	55,327
IV	Exceptional Items		-	-
V	Profit before extraordinary items and tax (III-IV)		(93,712)	55,327
VI	Extraordinary Items		-	-
VII	Profit before tax (V - VI)		(93,712)	55,327
VIII	Tax expense:			
	(1) Current tax		-	10,600
	(2) MAT Credit Entitlement		-	(4,890)
IX	Profit/(Loss) from the period from continuing operations (VII-VIII)		(93,712)	49,617
	Add : Prior Period Adjustment		(51,793)	-
	Profit/(Loss) for the Year		(145,505)	49,617
	Earning per equity share:			
	(1) Basic		(0.38)	0.20
	(2) Diluted		(0.38)	0.20

The Notes referred to above form an integral part of the Financial Statements

As per our report of even date
For J. B. DUDHELA & Co.
Chartered Accountants
FRN : 102777W



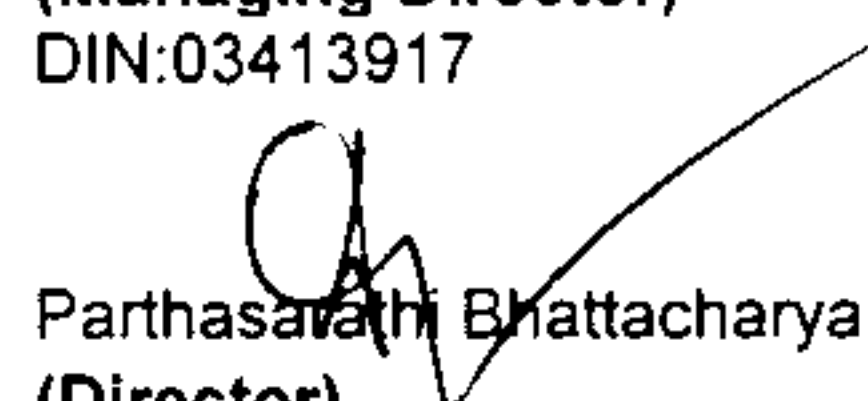
J. B. DUDHELA
(Proprietor)
Membership No. 035354
Place : Mumbai
Date: 28/05/2015



For and on behalf of the Board of Directors



Kalachand Mukherjee
(Managing Director)
DIN:03413917



Parthasarathi Bhattacharya
(Director)
DIN:02208377



Subir Kumar Dutta
CFO

Place : Mumbai
Date: 28/05/2015

AYOKI MERCHANTILE LIMITED
CIN : L17120MH1985PLC034972

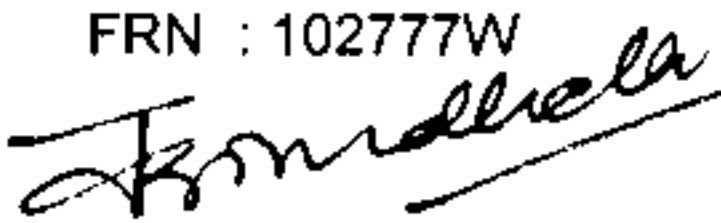
Cash Flow Statement Pursuant to clause 32 of the Listing
Agreement for the year ended 31st MARCH , 2015

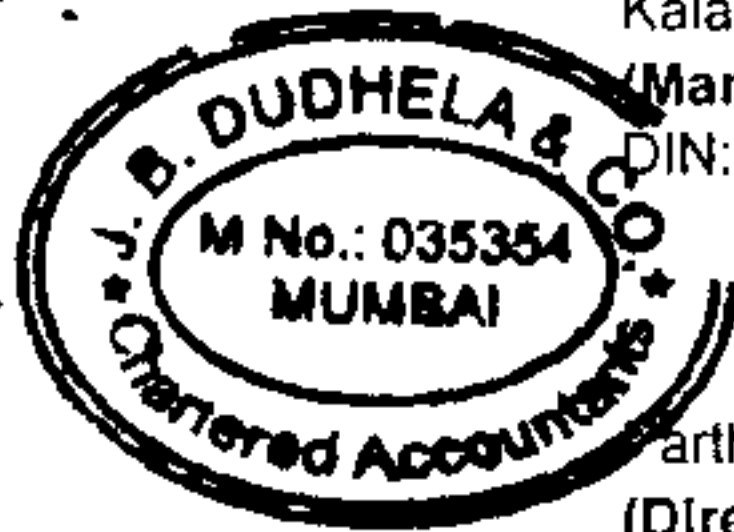
(Amount in Rs.)

PARTICULARS	For Period ended	For Period ended
	March	March
	31, 2015	31, 2014
1 CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before taxes	(93,712)	55,327
Adjustment for:		
Depreciation	-	-
Interest & Finance charges	-	-
(Profit) / Loss on sales of fixed assets	-	-
(Profit) / Loss on sales of investments	-	-
Proceeds from sale of investments (Net)	-	-
Interest Income	(215,479)	(210,659)
Operating Profit before working capital changes	(309,191)	(155,332)
Changes in Working Capital:		
Change in Trade & Other Receivables	2,997	3,437
Change in Trade Payables	5,171	5,794
Cash generated from operations	(301,023)	(146,101)
Taxes paid	(21,236)	(21,066)
Cash provided by operating activities before prior period adjustment	(322,259)	(167,167)
Prior period Adjustment	(2,580)	-
Net Cash generated / (used) by operating activities	(324,839)	(167,167)
2 CASH FLOW FROM INVESTING ACTIVITIES		
Purchase / Sale of fixed assets	-	-
Purchase of Bonds	-	-
(Purchase)Sale of Investment	-	-
Interest Received	215,479	210,659
Net Cash Generated / (used) in investing activities	215,479	210,659
3 CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Loans	-	-
Net Cash Generated / (used) in financing activities	-	-
Net increase / (decrease) in Cash and Cash equivalents	(109,360)	43,492
Add: Cash and cash equivalents at the beginning of the year	3,077,105	3,033,612
Cash and cash equivalents at the end of year	2,967,745	3,077,105

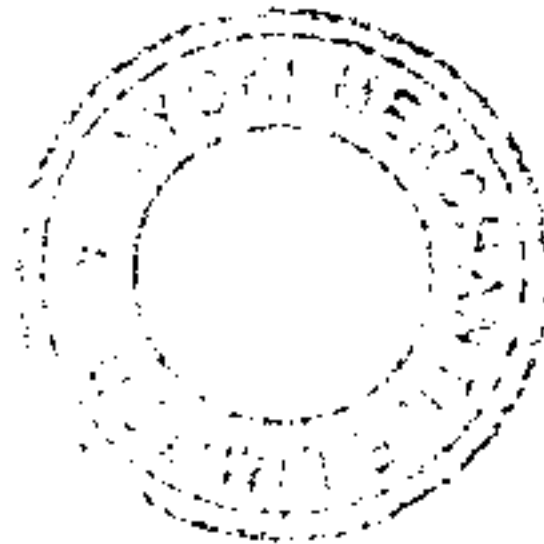
The Notes referred to above form an integral part of the Financial Statements

As per our report of even date
For J. B. DUDHELA & Co.
Chartered Accountants
FRN : 102777W


J. B. DUDHELA
(Proprietor)
Membership No. 035354




Place : Mumbai
Date: 28/05/2015



For and on behalf of the Board of Directors


Kalachand Mukherjee
(Managing Director)
DIN:03413917


Parthasarath Bhattacharya
(Director)
DIN:02208377


Subir Kumar Dutta
CFO

Place: Mumbai
Date: 28/05/2015

AYOKI MERCHANTILE LIMITED

CIN: L17120MH1985PLC034972

Notes forming part of the financial statements as on 31.03.2015

			AS AT 31ST MARCH, 2015 Rupees	AS AT 31ST MARCH, 2014 Rupees
Note 1:	(a)	SHARE CAPITAL Authorised Share Capital 75,00,000 (75,00,000) equity shares of Rs.10/-each	75,000,000	75,000,000
			75,000,000	75,000,000
		Issued, Subscribed & Paid-up 2,45,000 (2,45,000) Equity Shares of Rs. 10/- each fully paid up	2,450,000	2,450,000
		Total	2,450,000	2,450,000
Note 1:	(b)	Reconciliation of Shares Outstanding	No of Shares	Amt. Rs.Lacs
		Balance at the beginning of the year	245000	24.5
		Issued during the year	----	----
		Balance at the end of the year	245000	24.5
Note 1:	(c)	Details of Shareholders holding more than 5% shares in the Company :	No of Shares	% of Shares
	1)	Mrs. Abira Majumdar	30000	12.24%
Note 1:	(d)	Rights, Preferences & Restrictions attach to equity shares The Company has one class of Equity shares having par value of Rs 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Equity Shareholder are eligible to receive the remaining assets of the company after distribution to all preferential amounts, in proportion to their shareholding.		
Note 2:		Reserves and Surplus Profit & Loss A/c As per last Balance Sheet Add: Profit/(Loss) for the year Less: Appropriations and allocations Prior period Adjustments	1,085,659 (145,505) -	1,036,041 49,617 -
		Total	940,154	1,085,659
Note 3:		Current Liabilities : Other current liabilities Other Liabilities Short-term provisions Current income taxes (net) Duties & Taxes	51,316 - 2,731	47,358 - 1,518
		Total	54,047	48,876
Note 4:		Long Term loans and advances Advance Tax & TDS (Net of Provisions)	106,283	134,260
Note 5:		Trade receivables Unsecured : Receivable Outstanding for a period exceeding Six months from the date they are due for payment Considered good Others : Considered Good	365,409 -	365,409 -
		Total	365,409	365,409
Note 6:		Cash and Cash equivalents Balances with banks in Current A/c Axis Bank Ltd. In Deposit Account (FDR) Cash on hand	500,621 2,285,938 181,186	193,674 2,692,651 190,780
		Total	2,967,745	3,077,105



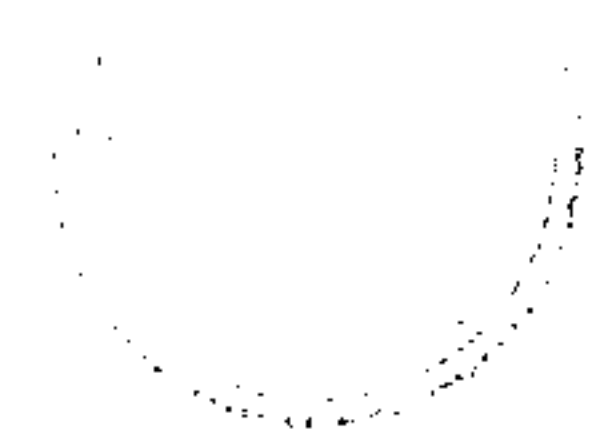
AYOKI MERCHANTILE LIMITED

CIN: L17120MH1985PLC034972

Notes forming part of the financial statements as on 31.03.2015

			AS AT 31ST MARCH, 2015 Rupees	AS AT 31ST MARCH, 2014 Rupees
Note 7:		Other current assets Interest Accrued on FDR Total	 4,764 4,764	 7,761 7,761
Note 8:		Revenue from Operations Income From Consultancy Services Total	 - -	 - -
Note 9:		Other Income Interest on FD with UTI Bank Interest on I.T. Refund Total	 212,899 2,580 215,479	 210,659 - 210,659
Note 10:		Employee Benefits Expense Salaries, Allowances & Bonus to Staff Total	 - -	 - -
Note 11:		Other Expenses : Administration & Other expenses : BSE Listing Fees Professional Fees Publishing Charges Professional Tax - Company Telephone Expenses Auditors Remuneration : Audit Fees For Other Services Other Miscellaneous Expenses Total	 112,360 37,371 74,316 2,500 2,459 13,484 13,485 53,216 309,191	 16,854 12,056 65,444 2,500 2,734 11,236 10,112 34,396 155,332

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AYOKI MERCHANTILE LIMITED

CIN : L17120MH1985PLC034972

Notes forming part of the financial statements as on 31.03.2015**Particulars**

Note 12:	Corporate information
	Ayoki Merchantile Limited (the Company) is a Public Company and is incorporated under the provisions of The Companies Act, 1956. Its shares are listed on Stock Exchange Mumbai. The company is engaged in the Business of trading in Goods & Services - providing Advisory, Consultancy, Investments Services.
Note 13:	Significant accounting policies
	13.1 Basis of accounting and preparation of financial statements
	The financial statements are prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956 read with General Circular 8/2014 dated April 4, 2014 issued by the Ministry of Corporate Affairs. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year and comply with the mandatory accounting standards and statements issued by Institute of Chartered Accountants of India (ICAI).
	Assets and Liabilities are classified as current if it is expected to realise or settle within 12 months after Balance Sheet date.
	13.2 Use of estimates
	The preparation of the financial statements in conformity with Indian Generally Accepted Accounting Principles (Indian GAAP) requires the Management to make judgements, estimates and assumptions that affect the application of Accounting Policies and reported amounts of Assets and Liabilities, Income and Expenses and disclosure of Contingent Liabilities at the end of Financial Statements. The Management believes that the estimates made in the preparation of the financial statements are prudent and reasonable. Actual results could differ from those estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.
	13.3 Tangible fixed assets
	Fixed assets, are stated at cost less accumulated depreciation / amortisation and impairment loss if any. cost comprises the purchase price and any attributable cost of bring the assets to its working conditions for its intended use.
	13.4 Depreciation and amortisation
	Pursuant to the enactment of the Companies Act, 2013 ('the Act), becoming effective from 1st April, 2014, the Company has applied the estimated useful life as specified in the schedule II, accordingly depreciation is Provided on Revised Carrying Amount of the Assets over it's remaining useful life on WDV Method.
	Depreciation in respect of Assets acquired / Purchased / sold / dicarded during the year has been provided on pro-rata basis.
	13.5 Investments
	Long term investments are stated at cost less provision, for diminution which is other than temporary in nature. Current investments stated at lower of cost or market value.
	13.6 Revenue recognition
	Revenue from services rendered is recognized as and when services are rendered and related costs are incurred in accordance with the terms of the contractual agreement.
	Income from the Consultany services and commission is recongnised on proportionate completion method based on agreed terms & Contract.
	Interest, as and when applicable, on refunds from statutory authorities is recognized when such interest is determinable, based on completed proceedings. Other interest income is recognized using time proportion method, based on interest rate implicit in the transactions. Profit on sale of investments is recognized on completion of transactions.
	13.7 Expenses
	All materials known expenses and liabilities are provided for according to mercantile system on the basis of available information or estimates.
	13.8 Foreign currency transactions
	Transactions denominated in foreign currency are recorded at the exchange rates prevailing on the date of transactions. Exchange difference arising on foreign exchange transactions settled during the year are recognized in the profit and loss accounts of the year.

AYOKI MERCHANTILE LIMITED

CIN : L17120MH1985PLC034972

Notes forming part of the financial statements as on 31.03.2015

13.9 Employee benefits

Short term employee benefits are recognized as expenses at the undiscounted amounts in the year in which the related service is rendered.

Post employment and other long term employee benefits are recognized as an expense in the Profit and Loss Account of the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable, determined as per Actuarial Valuations. Actuarial gains and losses in respect of post employment and long term employee benefits are recognized in the Profit and Loss Account.

13.10 Taxes on income

Income Tax expense comprises of current tax & deferred tax charges or credit. Deferred tax resulting from timing differences between book & tax profit is accounted at the current rate of tax, to the extent the timing difference are expected to crystallize, as deferred tax charge / benefit in the Profit & Loss account and as deferred tax assets / liabilities in the balance sheet. Where there is carry forward loss, deferred tax assets are recognised only if there is virtual certainty of realization in future.

13.11 Provisions and contingencies

A provision is recognised when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably may not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likely hood of outflow of resources is remote, no provision or disclosure is made. Loss contingencies arising from claims, litigations, assessments, fines, penalties etc. are recorded when it is probable that the liability has been incurred and the amount can be reasonably estimated.

13.12 Payment to Auditors

Particulars	31.03. 2015	31.03.2014
Audit Fees	Rs.13484	Rs.11236
For other services	Rs.13485	Rs.10112

13.13 As regards compliance of Provision as per the requirement of Sec 22 of the Micro, Small and Medium enterprises act 2006 relating to dues to the Micro, Small and Medium enterprises. The company has not received from any parties claim to be small scale industries and the said information is not given.

13.14 Segment Information

The Company is primarily engaged in the business of Consultancy and other Services. This is the only segment of the Company and therefore, segment reporting, as required under Accounting Standard - 17, is not applicable.

13.15 Related party disclosures under Accounting Standard - 18

There are No transactions with Related Parties

13.16 In the opinion of the Board, Current Assets, Loans & Advances are approximately of the value stated, if realized in the ordinary course of the business. The provision for all known liabilities is adequate and not in excess of the amount reasonably necessary

13.17 Earnings Per Share

Particulars	31.03.2015	31.3.2014
Net profit /(Loss)for the year as per profit and loss account considered as numerator for calculating earnings per share [Rupees]	(93,712)	49,617
Number of equity share [Nos.]	245000	245000
Nominal value per share	10	10
Earnings per share – Basic and diluted [Rupees]	(0.38)	0.20

13.18 Retirement Benefits

Long Term Employee Benefits are not provided because no employee has completed full year of service.

13.19 Provision for Taxes

No Provision for taxation in veiw of the Loss incurred during the year .

13.20 Deferred Tax Assets / Liabilities

Since there are no timing differences between taxable income and accounting income capable of being reversal in subsequent periods, Deferred Tax Asset / liability has not been created.

13.21 The figures of the previous year have been regrouped, rearranged and reclassified wherever necessary.

AYOKI MERCHANTILE LIMITED

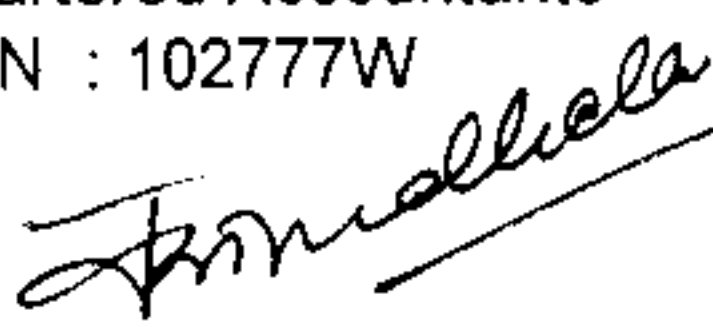
CIN : L17120MH1985PLC034972

Notes forming part of the financial statements as on 31.03.2015

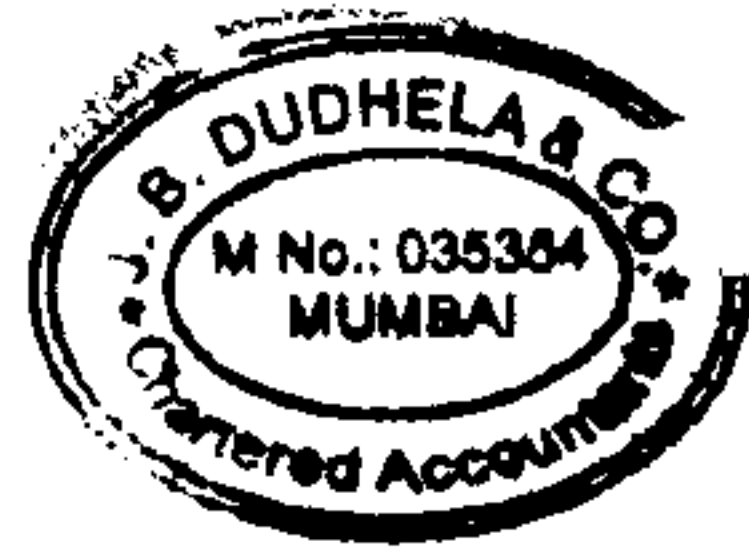
13.22 Loans and Advances, Unsecured Loans balances are subject to confirmation.

As per our report of even date

For J. B. DUDHELA & Co.
Chartered Accountants
FRN : 102777W



J. B. DUDHELA
(Proprietor)
Membership No. 035354

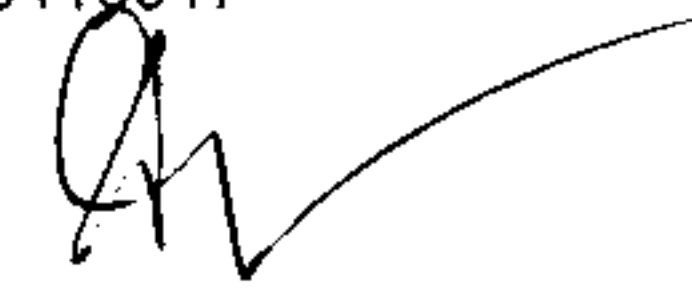


Place : Mumbai
Date: 28/05/2015

For and on behalf of the Board of Directors



Kalachand Mukherjee
(Managing Director)
DIN:03413917



Parthasarathi Bhattacharya
(Director)
DIN:02208377



Subir Kumar Dutta
CFO

Place : Mumbai
Date: 28/05/2015

AYOKI MERCHANTILE LIMITED

CIN : L17120MH1985PLC034972

Grouping of Balance Sheet for the year ended 31.03.2015

		AS AT 31ST MARCH, 2015 Rupees	AS AT 31ST MARCH, 2014 Rupees
Note 3:	Other Liabilities : J B Dudhela & Co Hirtej Advertising & Marketing Purva Share registry India Pvt. Ltd. SRM & Co.	38,205 5,527 7,584 -	28,652 - 13,650 5,056
	Total	51,316	47,358
	Short-term Provisions Duties & Taxes TDS Payable	- - 2,731	- - 1,518
	Total	2,731	1,518
Note 4:	Long term loans and advances Advance Tax & Tax Deducted Source Tds on consultancy A.Y. 2011-12 Tds on Interest A. Y. 2011-12 Tds for the A.Y. 2012-13 Tds for the A.Y. 2013-14 Tds on Interest- Old Tds for the A.Y. 2014-15 Tds for the A.Y. 2015-16 MAT Credit Entitlement Ass. Yr. 2014-15 Less : Provision for Taxation A.Y.2012-13 Provision for Taxation for the A.Y. 2014-2015 Current Income Tax & TDS (Net)	- - - - 69,691 21,066 21,236 4,890 116,883 - 10,600 106,283	19,000 4,059 7,380 18,274 70,791 21,066 - 4,890 145,460 600 10,600 134,260
	Total	106,283	134,260
Note 5:	Trade receivables Receivable Outstanding for a period exceeding Six months from the date they are due for payment Considered good Aman Industries MAN Industries Others : Considered Good	- 119,135 246,274 -	- 119,135 246,274 -
	Total	365,409	365,409
Note 11:	Other Expenses : Misc. Other expenses : Bank Charges Connectivity Charges Postage & Courier Printing & Stationery ROC Filing Fees Income Tax Filing Fees Share Registry Fees Service Charges Trade License Fees Shop & Establishment Fees Interest on TDS	333 6,741 - 230 7,800 155 33,708 - 1,850 1,600 800	3,371 6,741 - 1,000 1,000 210 20,224 - 1,850 - -
	Total	53,216	34,396



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