AYOKI MERCHANTILE LIMITED

CIN: L17120MH1985PLC034972

REGD OFFICE ADDRESS: Laxmi Commercial Centre, Room No.405,
4th Floor, Senapati Bapat Marg, Dadar (west), Mumbai 400 028,
Email ayokimerchantile@gmail.com, www.ayokimerchantile.com

Date: 04.09.2018

The Bombay Stock Exchange Limited,
Mumbai. First Floor, New Trading Ring
Rotunda Building, P.J. Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir/Madam,

Sub : Regulation 34 of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015,

Scrip Code: 512063

Pursuant to **Regulation 34 of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015,** we wish to state that the Annual Report of the company "Ayoki Merchantile Limited" has been approved and adopted by the members of the company in the 34th Annual General Meeting as per the provisions of the Companies Act, 2013, held at the registered office of the company at Laxmi Commercial Centre, Room No.405, 4th Floor, Senapati Bapat Marg, Dadar (west), Mumbai 400 028, on Thursday the 30th day of August, 2018 at 12.30 P.M.

In this regard please find the adopted Annual Report of the company "Ayoki Merchantile Limited" enclosed herewith.

Kindly take the above on record and acknowledge receipt

Thanking you,

Yours Faithfully

FOR AYOKI MERCHANTILE LIMITED

Compliance Office

Encl as above:

AYOKI MERCHANTILE LIMITED

CIN: L17120MH1985PLC034972
REGD OFFICE ADDRESS: Laxmi Commercial Centre, Room No.405,
4th Floor, Senapati Bapat Marg, Dadar (west), Mumbai 400 028,
Email: ayokimerchantile@gmail.com Website: www.ayokimerchantile.com

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of the Shareholders of the Company will be held at the registered office of the company at Laxmi Commercial Centre, Room No.405, 4th Floor, Senapati Bapat Marg, Dadar (west), Mumbai 400 028 , on Thursday, the 30th day of August, 2018 at 12.30 P.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt :

   The Balance Sheet as at 31st March, 2018, the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.

2. To appoint a director in place of Smt Papri Dutta (holding DIN 01712778), who retires by rotation and being eligible, offers herself for re-appointment as Director.

Dated: 06/08/2018

By Order of the Board

G.L KUNDU
(Company Secretary)
Memb No: A3152

Regd. Office:
Laxmi Commercial Centre,
Room No.405, 4th Floor,
Senapati Bapat Marg, Dadar (west),
Mumbai 400 028

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY SHOULD BE DEPOSIT AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

2. The Company is registered with with Central Depository Services (India) Limited ('NSDL') for dematerialization of its Equity Shares which has been allotted the ISIN NE048E01013. Purva Sharegistry (India) Pvt. Ltd, having their registered office at Unit no. 9 Shiv Shakti Ind. Estt.J .R. Boricha marg Opp. Kasturba Hospital Lane Lower Parel (E) Mumbai 400 011 are the Registrar and Share Transfer Agents of the Company.

3. The Register of members and the Transfer Books of the Company will remain closed from 23rd August 2018 to 30th August 2018 both days inclusive.

4. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

5. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

6. The Company has engaged the services NSDL as the agency to provide the e-voting facility

7. The board of directors has appointed CS Mousumi Banerjee of M/s. Mousumi Banerjee & Associates, Practicing Company Secretaries (Membership No. FCS 8387) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

8. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.

9. 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.

10. **The instructions and information for e-voting are as under:**

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/
Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, yourPAN,your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting.Click on e-Voting. Then,click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1 Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mousumi.pcs@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request atevoting@nsdl.co.in

Dated: 06/08/2018

By Order of the Board

G.L KUNDU
(Company Secretary)
Memb No: A3152

Regd. Office:
Laxmi Commercial Centre,
Room No.405, 4th Floor,
Senapati Bapat Marg, Dadar (west),
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AYOKI MERCHANTILE LIMITED

CIN: L17120MH1985PLC034972
REGD OFFICE ADDRESS: Laxmi Commercial Centre, Room No.405,
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Email: ayokimerchantile@gmail.com Website: www.ayokimerchantile.

DIRECTORS REPORT

Your directors present their Annual Report together with the audited accounts of your company for the year ended **31/03/2018**

1) FINANCIAL RESULT (STANDALONE)

(Amount in Rupees)

For the year ended 31st March	2017	2018
Revenue from Operation	-	648000.00
Other Income	129485.00	79340.00
Total Income	**129485.00**	**727340.00**
Employees Benefit Expenses	144500.00	162000.00
Administrative & Other Expenses	837673.00	536549.00
Depreciation and Amortization Expenses	-	-
Total Expenses	**982173.00**	**698549.00**
Profit / Loss Before	(852688.00)	28791.00
Profit / Loss from ordinary activities before Finance Cost	(852688.00)	28791.00
Finance Cost	-	-
Profit / Loss from ordinary activities after Finance Cost	(852688.00)	28791.00
Current Tax	-	-
Excess Tax Provision for Earlier Year &Deferred Expenses	-	-
Deferred Tax	-	-
Profit / (Loss) for the year	**(852688.00)**	28791.00
Earning per share	(3.48)	0.12
Public Shareholding (No of shares)	215000	215000
Percentage of shareholding	87.76%	87.76%
Public Shareholding (No of shares)	30000	30000
Percentage of shareholding	12.24%	12.24%

2) **Dividend**: The Company has not declared any dividend for the year under report.

3) **Business Performance: Business Performance:**

Yours Directors are optimistic about company's business and hopeful of sound performance with lookout for revenue in next year. There was no change of the nature of the business of the company.

4) **Profit/ Loss: Profit amounted to Rs 28791.00 compared to Loss amounted to Rs 852688.00 during the previous year.**

5) **Corporate Governance**

The paid up Equity Capital and the Net worth of the company as on the last day of the previous year i.e 31st March 2018 were Rupees 24.50 Lakhs and Rupees 21.23 Lakhs respectively which is below the value as prescribed i,e 10 crores and 23 crores respectively in the relevant provisions of Regulation 27(2) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations 2015. Hence Corporate Governance provisions are not applicable to the company.

6) **Material Changes and Commitments, if any, affecting the financial position of the company which has occurred between the end of the financial year of the company to which the financial statements relate and the date of the report: NIL**

7) **Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operation in future:**

There have been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations.

8) **Deposits:** The Company has not accepted or renewed any deposit from the public during the year under report.

9) **AUDITORS AND AUDITORS' REPORT**

Statutory Auditors: M/s K. J. Shah & Associates Chartered Accountants, (Firm Registration No FRN 127308W), were appointed as Statutory Auditors of the Company pursuant to the provisions of Sections 139, 142 of the Companies Act, 2013 and the Rules made thereunder from the conclusion of the 33rd Annual General Meeting up to the conclusion of the next Sixth Annual General Meeting to be held after the 33rd Annual General Meeting.

Auditors' Report: The observations of the Auditors read with Notes on Accounts are self explanatory and do not warrant any further clarifications or comments. The Auditors have not submitted any special report to the Management. The Auditors' Report for the financial year ended 31st March, 2018 on the financial statements of the Company is a part of this Annual Report.

10) **Secretarial Auditor**: In terms of Section 204 of the Companies Act, 2013, the Board of Directors of the Company has appointed Mr Debasish Mukhopadhyay, Practicing Company Secretary (Certificate of Practice No. 5323), as the Secretarial Auditor to conduct an audit of the secretarial records. The Company has received consent from Mr Debasish Mukhopadhyay to act as the auditor for conducting audit of the Secretarial records. The Secretarial Audit Report for the financial year ended 31st March, 2018 is set out in the Annexure to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

None of the Auditors of the Company have reported any fraud as specified under the second proviso of Section 143 (12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

11) **Policies of the company** The Company is committed to good corporate governance and has consistently maintained its organizational culture as a remarkable confluence of high standards of professionalism and building shareholder equity with principles of fairness, integrity and ethics.

12) **E-Voting Facility**

In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members shall be provided with the facility to cast their vote electronically, through the e-voting services in respect of all shareholders' resolution to be passed at the forthcoming Annual General Meeting of the Company.

13) **Board Meetings**

A calendar of Meetings is prepared and circulated in advance to the Directors. The Board met four times during the year, and the intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the Listing Regulations.

14) Audit committee

Audit Committee was constituted in the Company which has adopted a Charter for its functioning. The primary objective of the Committee is to monitor and provide effective supervision of the Management financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting.

The Committee met four times during the year. As of the date of this report, the Committee is comprised of the following members:

Mr. PARTHASARATHI BHATTACHARYA (Chairman), (Holding DIN 02208377)
Mr. ABHIK KUMAR DUTT, (Holding DIN 00590507)
Mr. KALACHAND MUKHERJEE (Holding DIN 03413917)
Mrs. PAPRI DUTTA (Holding DIN 01712778)

15) Internal Control System

The Company has an internal control system, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

16) Risk Management Policy

The Board of Directors has constituted Risk Management Committee which has adopted a Charter that outlines the role, responsibilities and power of the Committee and the procedure for organising the meeting of the Committee. The purpose of the Committee is to assist the Board of Directors in fulfilling its oversight responsibilities with regard to enterprise risk management. The Committee reviews the risk management practices and actions deployed by the Management with respect to identification, impact assessment, monitoring and mitigation and reporting of key risks while trying to achieve its business objectives.

Further, the Committee endeavours to assist the Board in framing, implementing and monitoring the risk management plan for the Company and reviewing and guiding the risk policy.

The Committee also guides Management in developing the risk management policy and in implementing an appropriate risk management system/framework for the Company.

17) Independent Directors Declaration

Sri Parthasarathi Bhattacharya and Sri Abhik Kumar Dutta are the independent Directors of the Board of the company. The independent directors hold office for a fixed term of five years and are not liable to retire by rotation.

The Company has received the necessary declaration from each Independent Directors in accordance with Section 149(7) of the Companies Act, 2013, confirming that they meet the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI Listing Agreement.

18) Company's policy on Directors appointment and remuneration

Based on the recommendations of the Nomination and Remuneration Committee, the Board has approved the Remuneration Policy for Directors, KMP and all other employees of the Company. This remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 ("Act") and the Equity Listing Agreement ("Listing Agreement") entered into by the Company with Stock Exchanges in India, as amended from time to time, while formulating this Policy, the Nomination and Remuneration Committee ("NRC") has considered the factors laid down under Section 178(4) of the Act. As part of the policy, the Company strives to ensure that:

a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
b) relationship between remuneration and performance is clear and meets appropriate performance benchmarks; and
c) remuneration to Directors, KMP and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance object is appropriate to the working of the Company and its goals.

Objective of the policy

To lay down criteria and terms and conditions with regards to the identification of persons who are qualified to become Directors (executive, non-executive and independent) including their qualifications, positive attributes and independence and who may be appointed as the Senior Management of the Company

Policy implementation

The NRC is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.

Review of the Policy

This Policy will be reviewed and reassessed by the NRC as and when required and appropriate recommendations shall be made to the Board to update this Policy based on changes that may be brought about due to any regulatory amendments or otherwise.

19) Disclosure as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. During the Financial Year 2017-18, the Company has not received any complaints of sexual harassment.

20) Vigil Mechanism

The company has framed a Vigil Mechanism/ Whistle Blower Policy that provide a formal mechanism for all Directors, employees and vendors of the Company to approach the Ethics of the Chairman of the Audit Committee of the Board and make protective disclosures about the unethical behavior, actual or suspected fraud or violation of company's Code of Conduct.

21) Annual Return The extract of the annual return in Form No. MGT-9 is annexed hereto and forms the part of the Boards Report. The annual return in Form No. MGT-7 shall be uploaded in the website of the company at www.ayokimerchantilelimited.com.

22) Conservation of energy , technology absorption and foreign exchange earnings and outgo

NIL

23) DIRECTORS AND KEY MANAGERIAL PERSONNEL

The composition of the Board consists of the following persons:

Key Managerial Personnel

(1) Mr. KALACHAND MUKHERJEE ~ Managing Director
(2) Mr. SUBIR KUMAR DUTTA ~ Chief Financial Officer
(3) Mr. GOURANGA LAL KUNDU ~ Company Secretary

Executive, Non-Independent Directors

(4) Mrs. PAPRI DUTTA
(5) Mr. KUMUD BHATTACHARJEE

Non-Executive, Independent Directors

(1) Mr. ABHIK KUMAR DUTT
(6) Mr. PARTHASARATHI BHATTACHARYA

In accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Mrs. Papri Dutta, Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offer for re-appointment.

The above re-appointments form part of the Notice of the Annual General Meeting.

24) Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 - NIL

25) Directors' Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

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

(f) Internal Financial Controls laid have been followed by the company and that such controls are adequate and are operating effectively.

26) Related Party Transactions

There have been no materially significant related party transactions between the Company and the Directors, the management, or the relatives except for those disclosed in the financial statements. Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) along with the justification for entering into such contract or arrangement in Form AOC-2 does not form part of the report.

27) Acknowledgements

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

Place: Mumbai
Dated: 06/08/2018

For and on behalf of the Board of Directors

Chairman

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

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	COMPANY LIMITED BY SHARES / INDIAN NON GOVERNMENT COMPANY
5.	Address of the Registered office & contact details	Laxmi Commercial Centre, Room No.405, 4th Floor, Senapati Bapat Marg, Dadar (west), Mumbai 400 028
6.	Whether listed company	YES
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	----		

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATES	% of shares held	Applicable Section
1	---------				
2	---------				

I. **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-2015]				No. of Shares held at the end of the year[As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) **Indian**									
a) Individual/ HUF	30000	----	30000	12.24	30000	----	30000	12.24	N.A
b) Central Govt	----	--	---	--	--	--	---	--	--
c) State Govt(s)	--	-	---	---	---	---	-	--	-
d) Bodies Corp.									
e) Banks / FI									
f) Any other									
Total shareholding of Promoter (A)	30000	----	30000	12.24	30000	----	30000	12.24	N.A
B. Public Shareholding									
1. Institutions	---	--	-	-	--	-	-	-	---
a) Mutual Funds	--		--	---	---	--	--	---	---
b) Banks / FI	--								
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									

(specify)									
Sub-total (B)(1):-	-----	----	-----	-----	------	------	-------	-------	-----
2. Non-Institutions									
a) Bodies Corp.									
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	108000	----	108000	44.08	108000	----	108000	44.08	N.A
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	107000		107000	43.67	107000	----	107000	43.67	N.A
c) Others (specify)									
Non Resident Indians									
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members									
Trusts									
Foreign Bodies - D R									
Sub-total (B)(2):	215000	----	245000	87.75	215000	----	215000	87.75	N.A
Total Public Shareholding (B)=(B)(1)+ (B)(2)									
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	245000	----	245000	100	245000	----	245000	100	N.A

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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**	**NIL**	**30000**	**12.24**	**NIL**	**N.A**
2	-----	----	-----	-----	------	------	-------	-------
3	-----	----	-----	-----	------	------	-------	-------
4	-----	----	-----	-----	------	------	-------	-------
5	-----	----	-----	-----	------	------	-------	-------

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**	---	---
	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**			
	At the end of the year	**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 Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	KABITA DAS	12200	4.98	12200	4.98
2	RUPKATHA DUTTA	12080	4.93	12080	4.93
3	SUJAN KUMAR BHADRA	12000	4.90	12000	4.90
4	SUBRATA DAS	12000	4.90	12000	4.90
5	PRADIP CHANDA	12000	4.90	12000	4.90
6	ASHIM SENGUPTA	12000	4.90	12000	4.90
7	JAHAR LAL SAHA	12000	4.90	12000	4.90
8	MAUSUMI MANDAL	12000	4.90	12000	4.90
9	TAPASH CHAKRABARTY	10720	4.38	10720	4.38
10	NIRMAL KANTI DEB	10000	4.08	10000	4.08

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	**4500**	**0.0001**	----	
	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**			
	At the end of the year	**4500**	**0.0001**	----	

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

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

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
		KALACHAND MUKHERJEE	----	----	---	
1	Gross salary					60000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-----	----	----	---	-----
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	---	---	---		---
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	---	---	---		---
2	Stock Option					---
3	Sweat Equity					
4	Commission - as % of profit - others, specify...					-----
5	Others, please specify					
	Total (A)	-----	----	----	---	60000
	Ceiling as per the Act					

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		-----	----	----	---	
1	Independent Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

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 (per month)		GOURANGA LAL KUNDU	SUBIR KUMAR DUTTA	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-----	42000	60000	102000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			---	---
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			---	---
2	Stock Option			---	---
3	Sweat Equity			---	---
4	Commission			---	---
	- as % of profit			---	---
	others, specify...			---	---
5	Others, please specify			---	---
	Total	-----	42000	60000	102000

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	-----	----	----	---	-----
Punishment	-----	----	----	---	-----
Compounding	-----	----	----	---	-----
B. DIRECTORS					
Penalty	-----	----	----	---	-----
Punishment	-----	----	----	---	-----
Compounding	-----	----	----	---	-----
C. OTHER OFFICERS IN DEFAULT					
Penalty	-----	----	----	---	-----
Punishment	-----	----	----	---	-----
Compounding	-----	----	----	---	-----

For and on behalf of the Board of Directors

Chairman

CA. KIRTI J. SHAH B.Com., F.C.A.

K. J. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
Office : Shop No. D-11, Sai Darshan - 'B', Rambaug Lane,
Opp. Mulji Nagar, Borivli (West), Mumbai - 400 092.
✆ : 2864 6766 • Mobile : 98212 80470
E-mail : kjshahca@yahoo.com

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
AYOKI MECHANTILE LIMITED.

Report on the Audit of Ind AS Financial Statements

We have audited the accompanying financial statements of AYOKI MECHANTILE LIMITED, ("the Company") which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss(including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information(hereafter referred to as Ind AS Financial statements")

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting fraud 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 adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Auditors' Responsibility

Our responsibility is to express an opinion on these Ind AS 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 and the Order under section 143(11) of the Act.

K. J. SHAH & ASSOCIATES
M. No. 038784
F. No. : 127308W
MUMBAI
CHARTERED ACCOUNTANTS

CA. KIRTI J. SHAH B.Com., F.C.A.

K. J. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
Office : Shop No. D-11, Sai Darshan - 'B', Rambaug Lane,
Opp. Mulji Nagar, Borivli (West), Mumbai - 400 092.
✆ : 2864 6766 • Mobile : 98212 80470
E-mail : kjshahca@yahoo.com

We conducted our audit of the Ind AS financial statements 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 Ind AS financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 and presentation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We are also responsible to conclude on the appropriateness of management's use of going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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:

(a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
(b) In the case of the Statement of Profit and Loss, of the Profit of the Company for the year ended on that date, and
(c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Other Matter

Corresponding figures for the year ended 31st March, 2017 have been audited by another auditor who expressed unmodified opinion dated 29th May, 2017 on the financial statements of the company for the year ended 31st March, 2017.

Our opinion on the Ind AS financial statements is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016, ("the Order") 'issued by the Central Government of India in terms of sub section (11) of section 143 of the Act and according to the information and explanations given to us, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

K. J. SHAH & ASSOCIATES
M. No.: 030784
F. No.: 127308W
MUMBAI
CHARTERED ACCOUNTANTS

CA. KIRTI J. SHAH B.Com., F.C.A.

K. J. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
Office : Shop No. D-11, Sai Darshan - 'B', Rambaug Lane,
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✆ : 2864 6766 • Mobile : 98212 80470
E-mail : kjshahca@yahoo.com

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 accounts as required by law, have been kept by the Company so far as appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the Books of Account.

d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of written representations received from the Directors as on March 31, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the Internal Financial Controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us;

i. The Company has disclosed its pending litigations in its Ind AS financial statements as referred to in Note 22 to the Ind AS financial statements.

ii. The Company did not have any long term contracts including derivative contracts; 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 K. J. Shah & Associates
Chartered Accountants
FRN : 127308W

K. J. Shah (Proprietor) KIRTI J. SHAH F.C.A.
Membership No. 030784.

K. J. SHAH & ASSOCIATES ★ M. No.: 030784 F. No.: 127308W MUMBAI ★ CHARTERED ACCOUNTANTS

Place : Mumbai
Date: 30.05.2018.

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 of the Independent Auditors' Report of even date to the members of AYOKI MERCHANTILE LIMITED on the financial statements as of and for the year ended March 31, 2018.

1. (a) The Company doesn't have any Fixed Assets. Therefore, the provision of clause 3(i)(a), (i)(b) (i)(c) are not applicable.

2. The company is providing Consultancy and other Services. Therefore, the provision of clause 3(ii) is not applicable.

3. According to the information and explanations given to us and on the basis of our examination of the books of account , the company has not granted any loans, secured or unsecured to the companies, firms, Limited Liability Partnership and other parties listed in the register maintained under section 189 of the Companies Act 2013. Therefore the provision of the clause 3 (iii), (iii)(a), (iii)(b) and (iii)(c) of the said order are not applicable to the company.

4. The company has not granted any loans or made any Investments or provided any guarantee or security to the parties covered under section 185 and 186. Therefore the provision of the clause 3(iv) of the said order are not applicable to the company.

5. The company has not accepted any deposit from the public within the meaning of section 73, 74, 75 and 76 of the Companies Act, 2013 and rules framed there under to the extent notified.

6. As informed to us, the Central Government has not prescribed maintenance of cost record under sub section (1) of section 148 of the Act.

7(a) According to the record, information and explanations given to us in respect of statutory dues, the company is generally regular in depositing with appropriate authorities undisputed amount of provident fund, employee state insurance, Income Tax, Sales Tax, Custom duty, Excise duty, Service Tax, Cess, and other statutory dues applicable to it and no undisputed amount payable were outstanding as at March 31 2018, for a period of more than Six months from the date they become payable.

(b) According to the information and explanations given to us, the dues in respect of Income Tax have not been deposited with appropriate authority, further as informed to us the company does not have any Income Tax paper regarding IT Demand for A.Y. 1985-86 of Rs. 2,60,964/- Details of the disputed amount as under.
Name of Statute: Income Tax Act, 1961.
Nature of dues: Demand of Rs. 2,60,964/as per Intimation U/s 143(1) dated 21/03/1987 not accepted by the management.
Period to which relates: A.Y. 1985-86.

8. According to the records of the company examined by us and the Information and explanation given to us, the company does not have any loans or borrowings from any Financial Institution, Bank, Government or debenture holders during the year. Accordingly the provision of Clause 3(viii) of the order is not applicable to the company.

9. The company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and Term Loans. Accordingly the provision of Clause 3(ix) of the order are not applicable to the company.

K. J. SHAH & ASSOCIATES
M. No.: 030784
F. No. : 127308W
MUMBAI
CHARTERED ACCOUNTANTS

10. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted Auditing practices in India and according to the information and explanation given to us, we have neither come across any instant of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.

11. The Company has paid / provided for Managerial Remuneration as per the provision of Sec 197 read with Schedule V of the Companies Act.

12. As the company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. The Provision of clause 3(xii) of the order are not applicable to the company.

13. The company has entered into Transaction with related parties in compliance with the provisions of section 177 and 188 of the Act. The details of such related party transaction have been disclosed in the Financial Statement as required under Accounting Standard (AS) 18. Related Party Disclosers specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.

14. During the year, the Company has not made any preferential allotment or private placement of Shares or fully or partly convertible Debentures during the year under review. Accordingly the provision of Clause 3(xiv) of the order are not applicable to the company.

15. The Company has not entered into any Non Cash Transaction with its Directors or person connected with him, during the year. Accordingly the provision of the Clause 3 (xv) of the order are not applicable to the company.

16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly the provision of the Clause 3 (xvi) of the order are not applicable to the company

For and on behalf of
K. J. Shah & Associates
Chartered Accountants.
FRN :. 127308W.

K. J. SHAH & ASSOCIATES ★ CHARTERED ACCOUNTANTS ★
M. No.: 030784
F. No. : 127308W
MUMBAI

(K.J. Shah)
Proprietor
Mem. No:. 030784.

KIRTI J. SHAH
F.C.A.

Place: Mumbai
Date: 30/05/2018

Annexure - B

(Referred to in Paragraph 2(f) of the Report on Other Legal and Regulatory Requirements' in our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub Section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. We have audited the internal financial controls over financial reporting of Ayoki Merchantile Limited ("the Company") as of 31 March, 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on internal controls over financial reporting criteria established by the company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act 2013 (" the Act").

Auditor' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under Section 143 (10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the Ind AS financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting.

K. J. SHAH & ASSOCIATES ★ CHARTERED ACCOUNTANTS ★ M. No.: 030784 F. No.: 127308W MUMBAI

....2....

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability if financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial reporting issued by ICAI.

For and on behalf of
K. J. Shah & Associates
Chartered Accountants.
FRN :. 127308W.

K. J. SHAH & ASSOCIATES ★ CHARTERED ACCOUNTANTS ★ M. No.: 030784 F. No.: 127308W MUMBAI

K. J. Shah KIRTI J. SHAH
Proprietor F.C.A.
Membership No. :- 030784.

Place :- Mumbai
Date : 30.05.2018

AYOKI MERCHANTILE LIMITED

CIN : L17120MH1985PLC034972

STATEMENT OF ACCOUNTS

FOR THE YEAR ENDED

31ST MARCH, 2018

AYOKI MERCHANTILE LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2018

PARTICULARS	NOTES	As At 31st March, 2018 Rupees	As At 31st March, 2017 Rupees	As At 01st April, 2016 Rupees
A ASSETS				
1. Non Current Assets				
Financial Assets				
(a) Income Tax Assests (Net)	6	**1,66,596**	1,26,262	1,12,718
Sub Total - Non Current Assets		**1,66,596**	1,26,262	1,12,718
2. Current Assets				
Financial Assets				
(a) Trade receivables	7	-	-	3,65,409
(b) Cash & Bank Balance	8	**21,17,718**	20,23,612	25,22,755
(c) Other Current Asset	9	**4,131**	6,636	8,837
Sub Total - Current Assets		**21,21,849**	20,30,248	28,97,001
TOTAL ASSETS		**22,88,445**	21,56,510	30,09,719
B EQUITY & LIABILITIES				
1.Equity				
(a) Equity Share Capital	10	**24,50,000**	24,50,000	24,50,000
(b) Other Equity	11	**(3,27,115)**	(3,55,906)	4,96,782
Sub Total - Share Holders' Fund		**21,22,885**	20,94,094	29,46,782
2. Non Current Liabilities		-	-	-
Sub Total - Non Current Liabilities		-	-	-
3. Current Liabilities				
Financial Liabilities				
(a) Other Current Liabilities	12	**1,65,560**	62,416	62,937
Sub Total - Current Liabilities		**1,65,560**	62,416	62,937
TOTAL LIABILITIES		**22,88,445**	21,56,510	30,09,719
Significant Accounting Policies and Notes on Financial Statements	**1 to 23**			

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

As per our report of even date
For K. J. SHAH & ASSOCIATES
Chartered Accountants
ICAI FRN : 127308W

K. J. SHAH & ASSOCIATES ★ CHARTERED ACCOUNTANTS ★ M. No.: 030784 F. No.: 127308W MUMBAI

K. J. SHAH KIRTI J. SHAH F.C.A.
(Proprietor)
Membership No. 030784

For and on behalf of the Board of Directors

Kalachand Mukherjee
(Managing Director)
DIN:03413910

Parthasarathi Bhattacharya
(Director)
DIN:02208377

Subir Kumar Dutta
CEO

G.L.Kundu
Company Secretary

Place : Mumbai
Date: 30-05-2018

AYOKI MERCHANTILE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

PARTICULARS	NOTES	YEAR ENDED 31.03.2018 AUDITED	31.03.2017 AUDITED
I. Revenue from Operations		**6,48,000**	-
II. Other Income	14	**79,340**	1,29,485
III.Total Revenue (I+II)		**7,27,340**	1,29,485
IV.EXPENDITURE			
Employees Benefits Expense	15	**1,62,000**	1,44,500
Other Expenses	16	**5,36,549**	**8,37,673**
Total Expenses		**6,98,549**	9,82,173
V.Profit before Tax(III-IV)		**28,791**	(8,52,688)
VI.Tax Expenses			
Current Tax		-	-
VII.Profit for the Year(V-VI)		**28,791**	**(8,52,688)**
VIII.Other Comprehensive Income			
Items that will not be reclassified to Profit or Loss - remeasurement of defined plans		-	-
		-	-
IX.Total Comprehensive Income (VII+VIII)		**28,791**	**(8,52,688)**
Earning Per Equity Share			
(1) Basic (of Rs. 10/- each)	17	**0.12**	(3.48)
(2) Diluted (of Rs. 10/- each)	17	**0.12**	(3.48)

Significant Accounting Policies
and Notes on Financial Statements 1-23

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

As per our report of even date
For K. J. SHAH & ASSOCIATES
Chartered Accountants
ICAI FRN : 127308W

K. J. SHAH & ASSOCIATES ★ M. No.: 030784 F. No.: 127308W MUMBAI ★ CHARTERED ACCOUNTANTS

K. J. SHAH
(Proprietor)
Membership No. 030784

KIRTI J. SHAH F.C.A.

For and on behalf of the Board of Directors

Kalachand Mukherjee
(Managing Director)
DIN:03413917

Parthasarathi Bhattacharya
(Director)
DIN:02208377

Subir Kumar Dutta
CFO

G.L.Kundu
Company Secretary

Place : Mumbai
Date: 30-05-2018

AYOKI MERCHANTILE LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018.

	PARTICULARS	2017-2018 RUPEES	2016-2017 RUPEES
(A)	**CASH FLOW FROM OPERATING ACTIVITIES :**		
	Net Profit/(Loss) Before Tax	**28,791**	(8,52,688)
	Other Comprehensive Income	-	-
	Total comprehensive income before tax	**28,791**	(8,52,688)
	Interest Received on Bank FD	**(79,340)**	(1,23,739)
	Operating Profit Before Working Capital Changes	**(50,549)**	(9,76,427)
	Adjustments for Changes in Operating Assets & Liabilities:		
	Adjustments for(Increase)/decrease in assets :		
	Trade Receivable	-	3,65,409
	Other Current Asset	**2,505**	2,201
	Adjustments for Increase/(decrease) in liabilities :		
	Other Current Liabilities	**1,03,142**	(521)
	Cash used in operations	**55,098**	(6,09,338)
	Taxes Paid (Net)	**(40,334)**	(13,544)
	NET CASH FLOW FROM OPERATING ACTIVITIES (A)	**14,765**	(6,22,881)
(B)	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Interest Received on Bank FD	79,340	1,23,739
	Proceeds from maturity of fixed deposit	6,30,814	3,39,313
	NET CASH (USED IN) INVESTING ACTIVITIES (B)	7,10,154	4,63,052
(C)	**CASH FLOW FROM FINANCING ACTIVITIES :-**		
	Proceeds / (Repayment) from Term Loan	-	-
	NET CASH FLOW USED IN FINANCING ACTIVITIES(C)	-	-
	Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	**7,24,919**	**(1,59,829)**
	Cash & Cash Equivalent at the beginning of the Year	**2,29,634**	3,89,463
	Cash & Cash Equivalent at the end of the Year	**9,54,554**	2,29,634
	Cash & Cash Equivalents		
	Cash on Hand	**1,86,142**	1,83,471
	Balances with banks in Current account	**7,68,412**	46,163
	TOTAL	**9,54,554**	2,29,634

Additional notes to Cash Flow Statement:

1. Figures in brackets indicate outflows.
2. Cash and Bank balances includes Cash equivalents (Refer Note 8)
3. Previous year figures have been regrouped/restated wherever necessary

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

As per our report of even date
For K. J. SHAH & ASSOCIATES
Chartered Accountants
ICAI FRN : 127308W

K. J. SHAH KIRTI J. SHAH F.C.A.
(Proprietor)
Membership No. 030784

K. J. SHAH & ASSOCIATES ★ CHARTERED ACCOUNTANTS ★ M. No.: 030784 F. No.: 127308W MUMBAI

For and on behalf of the Board of Directors

Kalachand Mukherjee
(Managing Director)
DIN:03413917

Parthasarathi Bhattacharya
(Director)
DIN:02208377

Subir Kumar Dutta
CFO

G.L.Kundu
Company Secretary

Place : Mumbai
Date: 30-05-2018

AYOKI MERCHANTILE LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018

A. SHARE CAPITAL	Notes	No of Shares	Rupees
Equity shares of Re. 1 each issued, subscribed and fully paid:			
Balance as on April 1, 2016	10	2,45,000	24,50,000
Balance as on March 31, 2017	10	2,45,000	24,50,000
Balance as on March 31, 2018	10	2,45,000	24,50,000

B. OTHER EQUITY

Particulars	Profit and Loss Account	TOTAL
Balance on April 1, 2016 as per previous GAAP	4,96,782	4,96,782
Dividends (including tax)	-	-
Other Comprehensive Income / (Loss) for the year	-	-
Balance at the beginning of the reporting period April 1, 2016 as per Ind AS	**4,96,782**	**4,96,782**
Dividends (including tax)	-	-
Profits/ (Loss) for the year 2016-17	(8,52,688)	(8,52,688)
Other Comprehensive Income / (Loss) for the year	-	-
Balance at the end of the reporting period March 31, 2017 as per Ind AS	**(3,55,906)**	**(3,55,906)**
Dividends (including tax)	-	-
Profits/ (Loss) for the year 2017-18	28,791	28,791
Other Comprehensive Income / (Loss) for the year	-	-
Balance at the end of the reporting period March 31, 2018 as per Ind AS	**(3,27,115)**	**(3,27,115)**

As per our report of even date
For K. J. Shah & Associates
Chartered Accountants
FRN: 127308W

K. J. SHAH & ASSOCIATES
M. No.: 030784
F. No.: 127308W
MUMBAI
CHARTERED ACCOUNTANTS

Kirti J. Shah
(Proprietor)
Membership No. 030784

KIRTI J. SHAH
F.C.A.

For and On behalf of the Board of Directors
For Ayoki Merchantile Limited

Kalachand Mukherjee
(Managing Director)
DIN:03413917

Parthasarathi Bhattacharya
(Director)
DIN:02208377

Subir Kumar Dutta
CFO

G.L.Kundu
Company Secretary

Place : Mumbai
Date: 30-05-2018

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

1 CORPORATE INFORMATION

Ayoki Merchantile Limited is a Public Company and is incorporated under the provisions of The Comapnies 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.

2 SIGNIFICANT ACCOUNTING POLICIES

A BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Company's Financial Statement have been prepared in accordance with the provisions of the Companies Act 2013 and the Indian Accounting Standards("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 issued by Ministry of Corporate Affairs in respect of sections 133 read with sub section (1) of Section 210A of the Companies Act, 1956 (1 of 1956). In addition, the guidance notes/ announcements issued by the Institute of Chartered Accountants of India(ICAI) are also applied except where compliance with other statutory promulgations require a different treatment. The financials for the year ended March 31, 2018 of the company are the first financials statements prepared in compliance with Ind AS. The date of transition to Ind AS is April 1, 2016. The Financial statement upto the year ended March 31, 2016 were prepared in accordance with the accounting standards notified under the Companies(Accounting Standards) Rules, 2006("I-GAAP") and other relevant provisions of the Act. The figures for the year ended March 31, 2017 have now been restated as per Ind AS to provide comparability. These financial statements have been approved for issue by the Board of Directors at their meeting help on May 30, 2018.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTD.)

A REVENUE RECOGNITION

Revenue from rendering services is recognised when the performance of agreed contractual task has been completed.

INTEREST INCOME

Interest on Investments is recognised on a time proportion basis taking into account amounts invested and the rate of interest applicable.

B PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognised when the Company has a present obligation(legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent liability is disclosed in case of :

a) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation ; and

b) a present obligation arising from past events, when no reliable estimate is possible.

Contingent assets are disclosed where an inflow of economic benefits is probable.

K. J. SHAH & ASSOCIATES
M. No.: 030784
F. No.: 127308W
MUMBAI
CHARTERED ACCOUNTANTS

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTD.)

C TAX EXPENSES

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or equity. In which case, the tax is also recognised in other comprehensive income or equity.

- Current Tax

Current Tax assets and liabilities are measured at the amount expected to be recovered from / paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance Sheet date

- Deferred Tax

Deferred Tax is recognised on temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the rates that are expected to apply in the period in which the liability is settled or the asset realised, based on the tax rates(and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

D EMPLOYEE BENEFIT EXPENSES

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

E CASH AND CASH EQUIVALENT

Cash and Cash Equivalents components comprise cash at bank and on hand. It also include fixed deposits, margin money deposits, earmarked balances with bank and other balances which have restrictions on repatriation. Short term and liquid investments being subject to more than significant risk of change in value, are not included as part if cash and cash equivalents.

F EARNING PER SHARE

Basic Earning per share is calculated by dividing the Net Profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

4 FIRST TIME ADOPTION OF IND AS

The Company has adopted Ind AS with effect from April 1st, 2017 with comparatives being restated. Accordingly the impact of transition has been provided in the Opening Reserves as at April 1st, 2016. The figures for the previous period have been restated, regrouped and re classified wherever required to comply with requirement of Ind AS and Schedule III.

5 EXEMPTIONS AND EXECPTIONS AVAILED

In the Ind AS Opening Balance Sheet as on April 1st, 2016, the carrying amounts of assets and liabilities from the Indian GAAP as on March 31st, 2016 are generally recognised and measured accordingly to Ind AS in effect as on March 31st, 2018. For certain individual cases, however, Ind AS 101 provides for optional exemptions and mandatory exceptions to the general principles or retrospective application of Ind AS.

AYOKI MERCHANTILE LIMITED

Note 6		INCOME TAX ASSETS (NET) (NON CURRENT)	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
		Advance tax	1,61,706	1,21,372	1,07,828
		MAT Credit Entitlement	4,890	4,890	4,890
		TOTAL	1,66,596	1,26,262	1,12,718

Note 7		TRADE RECEIVABLES	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
		Unsecured			
		Considered Good	-	-	3,65,409
		TOTAL	-	-	3,65,409

Note 8		CASH AND BANK BALANCES	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
		(a) Cash and Cash Equivalents			
		Cash In Hand	1,86,142	1,83,471	1,93,782
		Balances with banks	7,68,412	46,163	1,95,681
		Total Cash and Cash Equivalents (a)	9,54,554	2,29,634	3,89,463
		(b) Other Bank Balances			
		Term Deposit with Bank original maturity fror more than 3 months but less than 12 months	11,63,164	17,93,978	21,33,292
		Total-Other Bank Balances (b)	11,63,164	17,93,978	21,33,292
		TOTAL(a+b)	21,17,718	20,23,612	25,22,755

Note 9		OTHER CURRENT ASSETS	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
		Interest Accrued on Term deposit	4,131	6,636	8,837
		TOTAL	4,131	6,636	8,837

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Note 10		EQUITY SHARE CAPITAL	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
		Authorised Share Capital			
		75,00,000 (75,00,000) equity shares of Rs.10/-each	7,50,00,000	7,50,00,000	7,50,00,000
			7,50,00,000	7,50,00,000	7,50,00,000
		Issued, Subscribed & Paid-up			
		2,45,000 (2,45,000) Equity Shares of Rs. 10/- each fully paid up	24,50,000	24,50,000	24,50,000
		TOTAL	24,50,000	24,50,000	24,50,000

10.1	The Reconciliation of the number of shares outstanding is set out below :	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
	Particulars	No. of Shares	No. of Shares	No. of Shares
	Equity Shares at the beginning of the year	2,45,000	2,45,000	2,45,000
	Equity Shares at the end of the year.	2,45,000	2,45,000	2,45,000

10.2	The Details of Shareholders Holding more than 5% Shares :	As at 31.03.2018		As at 31.03.2017		As at 01.04.2016	
	Name of Shareholder	No. of Shares	%Held	No. of Shares	% Held	No. of	%
	Abira Majumder	30,000	12.24%	30,000	12.24%	30,000	12.24%

10.3 **Terms / Rights attached to the Equity Shares**
The Company has only one class of Equity shares having a par value of Re. 10.00 per share (previous year Rs. 10.00 per share) Each holder of the equity share is entitled to one vote per share.

Note 11		OTHER EQUITY (REFER TO THE STATEMENTS OF CHANGES IN EQUITY)	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
	(a)	Profit & Loss A/c			
		As per last Balance Sheet	(3,55,906)	4,96,782	9,40,154
		Add : Profit for the Year	28,791	(8,52,688)	(4,43,372)
		TOTAL	(3,27,115)	(3,55,906)	4,96,782

Note 12		OTHER CURRENT LIABILITIES	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
		Others	1,65,560	62,416	62,937
		TOTAL (A+B)	1,65,560	62,416	62,937

K. J. SHAH & ASSOCIATES
M. No.: 030784
F. No.: 127308W
MUMBAI
CHARTERED ACCOUNTANTS

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018			
Note 13	**REVENUE FROM OPERATIONS**	2017-18	2016-17
	Income from Service Charges	6,48,000	-
	TOTAL	6,48,000	-

Note 14	**OTHER INCOME**	2017-18	2016-17
	Interest		
	From Fixed deposit with Bank	79,340	1,22,405
	From Others	-	7,080
	TOTAL	79,340	1,29,485

Note 15	**EMPLOYEES BENEFITS EXPENSES**	2017-18	2016-17
	Salaries	1,62,000	1,44,500
	TOTAL	1,62,000	1,44,500

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018			
Note 16	**OTHER EXPENSES**	2017-18	2016-17
	Administration & Other Expenses :		
	Auditors Remuneration :		
	Audit Fees	25,000	17,250
	For Other Services	14,000	17,980
	BSE Listing Fees	2,87,500	2,35,840
	Professional Fees	71,300	76,300
	Publishing Charges	61,048	65,718
	Professional Tax - Company	2,500	2,500
	Sundry Debtors Written off	-	3,65,409
	Telephone Expenses	-	685
	Bank Charges	2,535	1,998
	Connectivity Charges	10,350	10,305
	Conveyance	1,300	600
	Printing & Stationery	200	-
	Membership Fees	2,500	-
	ROC Filing Fees	2,400	3,600
	Income Tax Filing Fees TDS	179	176
	Share Registry Fees	48,576	33,237
	Service Charges for News Paper Publising	200	-
	Interest on TDS	86	-
	Trade License Fees	2,150	1,850
	Website Expenses	4,725	4,225
	TOTAL	5,36,549	8,37,673

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018			
Note 17	**EARNINGS PER SHARE (EPS)**	2017-18	2016-17
	Net Profit after tax as per Statement of Profit and Loss	28,791	(8,52,688)
	Weighted Average number of equity shares used as denominator for calculating EPS	2,45,000	2,45,000
	Weighted Average number of equity shares used as denominator for calculating DEPS	2,45,000	2,45,000
	Basic Earnings per share	0.12	(3.48)
	Diluted Earnings per share	0.12	(3.48)
	Face Value per equity share	10.00	10.00

Note 18	**Expenditure and Earning in Foreign Exchange.**		
	Particulars	**31.03.2018**	**31.03.2017**
	Expenses.	Nil	Nil
	Earning in Foreign Exchange	Nil	Nil
Note 19	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.		
Note 20	**Segment informatiom**		
	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 Indian Accounting Standard - 108, is not applicable.		
Note 21	Figures of Previous year have been rearranged / regrouped as and when necessary in terms of Current year's grouping.		
Note 22	**Contingent Liabilities**		
	Claims against the company not acknowledged as liabilities in respect of	**31.03. 2018**	**31.03.2017**
	Income Tax Matters	Rs. 2,93,284/-	Rs. 2,60,964/-
Note 23	**Related party disclosures under Accounting Standard – 18**		
	KEY MANAGEMENT PERSONNEL: KALACHAND MUKHERJEE - Managing Director		
	SUBIR DUTTA - CFO		
	G.L.KUNDU-Company Secretary		
	NATURE OF TRANSACTIONS:	**31.03.2018**	**31.03.2017**
	i) Director Remuneration		
	KALACHAND MUKHERJEE - Managing Director	60,000	60,000
	SUBIR DUTTA - CFO	60,000	60,000
	ii) Remuneration of Company Secretary		
	G.L.KUNDU	42,000	-
	Iii) Outstanding Receivable / Payable		
	Debit Balance Outstanding Receivable	-	-
	Credit Balance Outstanding Payable	13,500	35,000
	a) The Transactions entered with related parties are in ordinary course of business and on arm's length basis of the Company.		
	b) Related party relationships is as identified by the management and relied by the auditor		
	c) No amounts in respect of related parties have been written off / written back during the year ,nor has provision been made for doubtful debts/receivable.		

K. J. SHAH & ASSOCIATES
M. No.: 030784
F. No.: 127308W
MUMBAI
CHARTERED ACCOUNTANTS

GROUPINGS OF STATEMENT OF BALANCE SHEET AS ON 31.03.2018

PARTICULARS	YEAR ENDED		
OTHER INCOME			
a) **Interest Received**	March 31, 2018 (Audited)	March 31, 2017 (Audited)	March 31, 2016 (Audited)
Bank FDR Interest	79,340	1,22,405	1,69,002
- From Long Term Investments			
- From Others			
Interest on IT Refund	-	1,334	1,260
Others	-	5,746	-
	-	7,080	1,260

GROUPINGS OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2018

PARTICULARS	YEAR ENDED		
Salary & Wages :-	March 31, 2018 (Audited)	March 31, 2017 (Audited)	March 31, 2016 (Audited)
Directors' Remuneration	1,20,000	1,20,000	1,20,000
Salaries & Allowances	42,000	24,500	-
TOTAL	1,62,000	1,44,500	1,20,000

GROUPINGS OF STATEMENT OF BALANCE SHEET AS ON 31.03.2018

PARTICULARS	YEAR ENDED		
Advance tax & TDS (LONG TERM)	March 31, 2018 (Audited)	March 31, 2017 (Audited)	March 31, 2016 (Audited)
A.Y. 2017-18	-	-	-
A.Y. 2018-19	-	-	-
Tax Deducted at Source - A.Y. 2018-19	40,334	-	-
Tax Deducted at Source - A.Y. 2017-18	12,210	12,210	-
Tax Deducted at Source - A.Y. 2016-17	16,901	16,901	16,901
Tax Deducted at Source - A.Y. 2015-16			21,236
TDS on Interest (Old)	69,691	69,691	69,691
I. T Refund Receivable - A.Y. 2015-16	22,570	22,570	-
	1,61,706	1,21,372	1,07,828
MAT CREDIT ENTITLEMENT			
A.Y. 2014-15	4,890	4,890	4,890
	4,890	4,890	4,890

K. J. SHAH & ASSOCIATES
M. No.: 030784
F. No.: 127308W
MUMBAI
CHARTERED ACCOUNTANTS

AVOKI MERCHANTILE LIMITED

GROUPINGS OF STATEMENT OF BALANCE SHEET AS ON 31.03.2018

PARTICULARS	YEAR ENDED		
Cash on hand	March 31, 2018 (Audited)	March 31, 2017 (Audited)	March 31, 2016 (Audited)
Cash on hand	1,86,142	1,83,471	1,93,782
	1,86,142	1,83,471	1,93,782

Balances with Scheduled Banks :	March 31, 2018 (Audited)	March 31, 2017 (Audited)	March 31, 2016 (Audited)
In current account:			
Axis Bank Ltd	7,68,412	46,163	1,95,681
Term Deposit with Axis Bank Ltd	11,63,164	17,93,978	21,33,292
	19,31,576	18,40,141	23,28,973

GROUPINGS OF STATEMENT OF BALANCE SHEET AS ON 31.03.2018

PARTICULARS	YEAR ENDED		
Other Liabilities	March 31, 2018 (Audited)	March 31, 2017 (Audited)	March 31, 2016 (Audited)
Salaries & Wages Payable	13,500	35,000	15,000
TDS on Contract Payable	179	-	-
TDS on Commission & Brokerage Payable	1,050	-	750
TDS on Professional Fees Payable	1,000	1,900	5,000
Central GST Payable A/C	49,083		
State GST Payable A/C	49,083		
Others	51,665	25,516	42,187
	1,65,560	62,416	62,937

H. SHAH & ASSOCIATES
M. No.: 030784
F. No.: 127308W
MUMBAI
CHARTERED ACCOUNTANTS

AVOKI MERCHANTILE LIMITED

DEBASISH MUKHERJEE

B.COM. (H), A.C.S.
Practising Company Secretary

49, REGENT COLONY, TOLLYGUNGE
KOLKATA-700040

MOBILE : 93398 30469

Ref. No..... *Date.....*

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2018

[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 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 31.03.2018, 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 31.03.2018, the Company 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) 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;

D. MUKHERJEE KOLKATA COMPANY SECRETARY

DEBASISH MUKHERJEE
B.COM. (H), A.C.S.
Practising Company Secretary

49, REGENT COLONY, TOLLYGUNGE
KOLKATA-700040

MOBILE : 93398 30469

Ref. No.....

Date.....

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
(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;
(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
(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

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

Secretarial Standards issued by The Institute of Company Secretaries of India as amended upto date.
In this regard it may be stated that the Company concerned is listed with the Bombay Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

a) the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. However, there is no change in the composition of the Board of Directors during the period under review;

b) adequate Notice is given to all the 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 meetings and for meaningful participation at the meetings;

c) majority decisions are carried through while the dissenting members views are captured and recorded as part of the Minutes.

D. MUKHERJEE KOLKATA COMPANY SECRETARY

DEBASISH MUKHERJEE

B.COM. (H), A.C.S.
Practising Company Secretary

49, REGENT COLONY, TOLLYGUNGE
KOLKATA-700040

MOBILE : 93398 30459

Ref. No.....

Date.....

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;

during the audit period no such events/actions have taken place having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: Kolkata
Date: 30th day of May, 2018

D. MUKHERJEE
Practising Company Secretary
C P No. 5323

ANNUXRE III

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MOUSUMI BANERJEE & ASSOCIATES
PRACTICING COMPANY SECRETARIES

To
The Chairman
Ayoki Merchantile Limited
Laxmi Commercial Centre,
Room No.405, 4th Floor,
Senapati Bapat Marg,
Dadar (west), Mumbai 400 028

Dear Sir,

Sub: Scrutinizer's Report on the "remote e voting and "voting through ballot at the meeting " in respect of the resolutions contained in the notice of the 34th Annual General Meeting of "Ayoki Merchantile Limited" held on 30th August 2018.

Please find enclosed herewith the Scrutinizer's Report on the "remote e voting and "voting through ballot at the meeting " in respect of the resolutions contained in the notice of the 34thd Annual General Meeting of "Ayoki Merchantile Limited" held on 30th August 2018.

MOUSUMI BANERJEE & ASSOCIATES ★ KOLKATA F8783 ★ COMPANY SECRETARIES

Thanking you,

Yours faithfully,

Date : 30.08.2018

MOUSUMI BANERJEE, FCS 8783
Practising Company Secretaries
Scrutiniser for Remote E Voting and through ballot paper AGM venue

Ballygunge New Market (A.C) Room no-254, 2nd floor, 46/31/1, Gariahat Road, Kolkata – 700029
e- mail Id: mousumi.pcs@gmail.com / moumi77prof@yahoo.co.in , ph: 9836283112

MOUSUMI BANERJEE & ASSOCIATES
PRACTICING COMPANY SECRETARIES

To
The Chairman
Ayoki Merchantile Limited
Laxmi Commercial Centre,
Room No.405, 4th Floor,
Senapati Bapat Marg,
Dadar (west), Mumbai 400 028

Dear Sir,

Sub: Scrutinizer's Report on the "remote e voting and "voting through ballot at the meeting " in respect of the resolutions contained in the notice of the 34th Annual General Meeting of "Ayoki Merchantile Limited" held on 30th August 2018.

Ref : Annual General Meeting of the members of Ayoki Merchantile Limited held on 30th August 2018 at Laxmi Commercial Centre, Room No.405, 4th Floor, Senapati Bapat Marg, Dadar (west), Mumbai 400 028.

Dear Sir,

1. I, Mousumi Banerjee of Mousumi Banerjee & Associates, Company Secretaries have been appointed as the Scrutinizer by the Board of Directors of Ayoki Merchantile Limited vide resolution dated 6th August 2018 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote electronic voting process held between Monday, August 27, 2018 (9.00 a.m. IST) and ends on Wednesday, August 29, 2018 (5.00 p.m. IST) and voting through ballot paper carried out at the Annual General Meeting venue and ascertaining the requisite majority on remote electronic voting and voting through ballot paper undertaken as per the provisions of Section 108 of the Companies act, 2013, read with Rule 20 of the (Companies Management and administration) Rules, 2014 including amendments thereunder on the Resolutions contained in the Notice of the 34th AGM of the members of the company held on 30th August, 2018 a 10.30 A.M at : Laxmi Commercial Centre, Room No.405, 4th Floor, Senapati Bapat Marg, Dadar (west), Mumbai 400 028.

2. The Management of the Company is responsible to ensure the compliance of the requirements of the Companies Act and Rules relating to voting through electronic means and through ballot on the resolutions contained in the Notice of AGM. Purva Sharegistry (India) Pvt Ltd shall provide data on the members of the members entitled to vote on the cutoff date.

3. My responsibility as a scrutinizer for the remote electronic voting and voting through ballot paper carried out at the Annual General Meeting venue is restricted to make Scrutinizer's Report of the votes cast " in favour " or "against" the stated in the Notice based on the Reports generated from the "e voting" system provided by karvi computer share private limited, the authorised agency to provide e voting facilities, engaged by the company and provide ballot papers made available at the AGM venue.

Ballygunge New Market (A.C) Room no-254, 2nd floor, 46/31/1, Gariahat Road, Kolkata – 700029
e- mail Id: mousumi.pcs@gmail.com / moumi77prof@yahoo.co.in , ph: 9836283112

MOUSUMI BANERJEE & ASSOCIATES * COMPANY SECRETARIES * KOLKATA F8783

4. Further to above I submit my report as under:

- The company has provided the remote e voting facility through National Securities Depository Limited (NSDL), the authorised agency on their website https://www.evoting.nsdl.com/. The Company had uploaded all the items of businesses to be transacted on the website of the company to facilitate their shareholders to cast their vote through remote e-voting.
- As per the information provided to me by the officers of the company, the notices were sent (both through email and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules 2014
- As prescribed in the said Rules, the company has also published an advertisement in the News paper on 14th August 2018 in Business Standard and in Mumbai Lakhswadeep and it carried the required information as specified in the said Rules.
- The chairman at the Annual General Meeting, held on 30th August 2018 had announced that the members who have not exercised their votes through "remote e voting", can exercise their votes through ballot at the AGM.
- The Members of the company as on the cut off date i e 23rd August, 2018 were entitled to vote on the resolutions (item 1 to 2) as set out in the notice of the AGM.
- The remote e voting was started on 27th August 2018 (9.00 A.M) and ends on 29th August 2018 (5.00 P.M).
- The portal that is https://www.evoting.nsdl.com/ where " remote e voting" process was provided was blocked on on 29th August 2018 at 5.00 P.M.
- The "e votes" cast were unblocked after the voting by physical ballots were completed and counted at the AGM that is on 30th August 2018, in the presence of 2 witnesses Mr Jaydev Chakraborty and Ms Rupa Chakraborty who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Jaydev Chakraborty

i Mr Jaydev Chakraborty

R. Chakraborty

ii Ms Rupa Chakraborty

MOUSUMI BANERJEE & ASSOCIATES * COMPANY SECRETARIES * KOLKATA F8783

- The results of votes cast by "remote e voting" mode has been downloaded from the aforesaid portal of the NSDL (National Securities Depositories Limited), the authorised agency which was appointed by the company to provide and maintain and which provide and maintained the "remote e voting" platform in respect of the aforesaid three resolutions.

- My combined Report on the results of voting through remote e voting and voting through ballot papers at the AGM is under :

Item No . 1 – As an Ordinary Resolution

To receive, consider and adopt the Audited Financial statements for the Financial year ended on 31st March 2018 together with Auditors Reports and the Directors Report thereon.

Category	Mode of voting	No of Shares held	No of votes polled	No of votes cast		% of votes cast	
				Favour	Against	Favour	Against
Promoter/Promoter Group	e-voting	0	0	0	0	0	0
	Ballot at the AGM	30000	30000	30000	0	100	0
	Total	30000	30000	30000	0	100	0
Public	e-voting	0	0	0	0	0	0
	Ballot at the AGM	215000	61000	61000	0	100	0
	Total	215000	61000	61000	0	100	0
Total		245000	91000	91000	0	100	0

Item No . 2 – As an Ordinary Resolution

To appoint a director in place of Smt PAPRI DUTTA (holding DIN 01712778), who retires by rotation and being eligible, offers herself for re-appointment as Director.

Category	Mode of voting	No of Shares held	No of votes polled	No of votes cast		% of votes cast	
				Favour	Against	Favour	Against
Promoter/Promoter Group	e-voting	0	0	0	0	0	0
	Ballot at the AGM	30000	30000	30000	0	100	0
	Total	30000	30000	30000	0	100	0
Public	e-voting	0	0	0	0	0	0
	Ballot at the AGM	215000	61000	61000	0	100	0
	Total	215000	61000	61000	0	100	0
Total		245000	91000	91000	0	100	0

Ballygunge New Market (A.C) Room no-254, 2nd floor, 46/31/1, Gariahat Road, Kolkata – 700029
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MOUSUMI BANERJEE & ASSOCIATES ★ KOLKATA F8783 ★ COMPANY SECRETARIES

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MOUSUMI BANERJEE & ASSOCIATES
PRACTICING COMPANY SECRETARIES

- The registers, all other papers and relevant records relating to "remote e voting" shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to Mr G L Kundu, Company Secretary for safe keeping.
- You may accordingly declare the result of voting by "e voting" "voting through ballot paper" at the AGM.

Thanking you,

Yours faithfully,

Date: 30.08.2018

MOUSUMI BANERJEE & ASSOCIATES ★ KOLKATA F8783 ★ COMPANY SECRETARIES

MOUSUMI BANERJEE, FCS 8783
Practising Company Secretaries
Scrutiniser for Remote E Voting and through ballot paper AGM venue

Countersigned
Mr Kalachand Mukherjee
Chairman

Ballygunge New Market (A.C) Room no-254, 2nd floor, 46/31/1, Gariahat Road, Kolkata – 700029
e- mail Id: mousumi.pcs@gmail.com / moumi77prof@yahoo.co.in . ph: 9836283112

AYOKI MERCHANTILE LIMITED

CIN: L17120MH1985PLC034972

REGD OFFICE ADDRESS: Laxmi Commercial Centre, Room No.405,
4th Floor, Senapati Bapat Marg, Dadar (west), Mumbai 400 028,
Email: ayokimerchantile@gmail.com Website: www.ayokimerchantile.com

Voting Results of of 34th Annual General Meeting Ayoki Merchantile Limited

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015, enclosed herewith please find the details regarding the results of the voting on the business transacted at the AGM of the Company held on Thursday the 30th August 2018, in the prescribed format along with the consolidated report of the Scrutinizer on e-voting and voting through ballot paper at the AGM

SL No.	PARTICULARS	DETAILS
1.	DATE OF THE AGM	30TH AUGUST 2018 , THURSDAY
2.	TOTAL NO SHAREHOLDERS AS ON THE DATE OF THE RECORD DATE i.e 23RD AUGUST 2018	28
3.	NO OF SHAREHOLDERS PRESENT AT THE MEETING EITHER IN PERSON OR THROUGH PROXY PROMOTERS AND PROMOTERS GROUP PUBLIC	 1 5
4.	NO OF SHAREHOLDERS WHO ATTENDED THE MEETING THROUGH VEDIO CONFERENCING	N.A

AGENDAWISE

ITEM NO	AGENDA	RESOLUTION REQUIRED (ORDINARY/ SPPECIAL)	MODE OF VOTING(POLL /E-VOTING)	RESULT
1.	To receive, consider and adopt : The Audited Financial statements for the Financial year ended on 31st March 2018 together with Auditors Reports and the Directors Report thereon.	ORDINARY	BALLOT PAPER POLL	PASSED UNANIMOUSLY
2.	To appoint a director in place of Smt Papri Dutta (holding DIN 01712778),, who retires by rotation and being eligible, offers herself for re-appointment as Director	ORDINARY	BALLOT PAPER POLL	PASSED UNANIMOUSLY

Details for disclosing as per Regulation 44(3) of SEBI (LODR) Regulations, 2015

Item No . 1 – As an Ordinary Resolution

To receive, consider and adopt the Audited Financial statements for the Financial year ended on 31st March 2018 together with Auditors Reports and the Directors Report thereon.

Category	Mode of voting	No of Shares held	No of votes polled	No of votes cast		% of votes cast	
				Favour	Against	Favour	Against
Promoter/Promoter Group	e-voting	0	0	0	0	0	0
	Ballot at the AGM	30000	30000	30000	0	100	0
	Total	30000	30000	30000	0	100	0
Public	e-voting	0	0	0	0	0	0
	Ballot at the AGM	215000	61000	61000	0	100	0
	Total	215000	61000	61000	0	100	0
Total		245000	91000	91000	0	100	0

Item No . 2 – As an Ordinary Resolution

To appoint a director in place of Smt Papri Dutta (holding DIN 01712778), who retires by rotation and being eligible, offers herself for re-appointment as Director.

Category	Mode of voting	No of Shares held	No of votes polled	No of votes cast		% of votes cast	
				Favour	Against	Favour	Against
Promoter/Promoter Group	e-voting	0	0	0	0	0	0
	Ballot at the AGM	30000	30000	30000	0	100	0
	Total	30000	30000	30000	0	100	0
Public	e-voting	0	0	0	0	0	0
	Ballot at the AGM	215000	61000	61000	0	100	0
	Total	215000	61000	61000	0	100	0
Total		245000	91000	91000	0	100	0

All the above Resolutions are passed with requisite majority.

Thanking you,
Yours Faithfully
FOR AYOKI MERCHANTILE LIMITED

Compliance Officer