

AYOKI MERCHANTILE LIMITED

CIN: L17120MH1985PLC034972

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

Email: ayokimerchantile@gmail.com Website: www.ayokimerchantile.com

To
The Deputy General Manager
Corporate Relationship Dept
Bombay Stock Exchange Ltd (BSE)
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai -400001

Date: 25.06.2019

Dear Sir,

Sub: Voting Results- Postal Ballot and Remote e-voting

Ref: Intimation under Regulation 44(3) SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

In terms of Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed detailed Voting Results of the Postal Ballot including Remote e-voting conducted by the Company between 26-05-2019 to 24-06-2019, as per the prescribed format along with the report of the Scrutinizer.

The resolution contained in the Notice of Postal Ballot was passed by the members, with requisite majority.

The above will also be available in the website of the Company
www.ayokimerchantile.com

Kindly take the same on your records.

Thanking You,



Compliance Officer



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DECLARATION OF RESULT OF POSTAL BALLOT AND E VOTING PROCESS

Pursuant to section 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 the Board of Directors of the company had accorded its approval to conducted a postal ballot to seek consent of the members of the company for the Special Resolution to be passed through postal ballot as specified in the Notice dated 24th May 2019.

The Board had appointed CS Mousumi Banerjee, Company Secretary in practice as the Scrutinizer for scrutinizing the postal ballot voting including e voting process in a true and fair manner. The Scrutinizer has submitted her Report on 25th Day of June 2019.

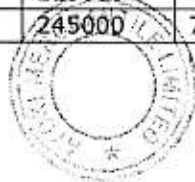
On the basis of the Report submitted by the Scrutinizer, the Company hereby declares that the resolutions as stated in the said Notice of Postal Ballot has been passed with requisite majority and such resolutions were deemed to have been passed on the last date of voting that is 24th day of June 2019.

SUMMARY OF POSTAL BALLOT AND E VOTING PROCESS

Item No . 1 – As Special Resolution

INSERTION OF NEW OBJECT

| 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 | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 |
| | Total | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| Public | e-voting | | 46000 | 46000 | 0 | 100 | 0 |
| | Postal Ballot | 215000 | 0 | 0 | 0 | 0 | 0 |
| | Total | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| Total | | 245000 | 76000 | 76000 | 0 | 100 | 0 |



Item No . 2 – As Special Resolution

ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013

| 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 | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 |
| | Total | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| Public | e-voting | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 |
| | Total | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| Total | | 245000 | 76000 | 76000 | 0 | 100 | 0 |

Item No .3 – As Special Resolution

MODIFICATION OF ARTICLES OF ASSOCIATION OF THE COMPANY TO ADOPTION IN SUBSTITUTION FOR, AND TO THE EXCLUSION, OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY.

| 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 | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 |
| | Total | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| Public | e-voting | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 |
| | Total | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| Total | | 245000 | 76000 | 76000 | 0 | 100 | 0 |



Item No .4 – As Special Resolution

BORROWING UNDER SECTION 180(1)(c)

| 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 | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | |
| | Total | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| Public | e-voting | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | |
| | Total | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| Total | | 245000 | 76000 | 76000 | 0 | 100 | 0 |

Item No .5 – As Special Resolution

SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

| 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 | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | |
| | Total | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| Public | e-voting | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | |
| | Total | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| Total | | 245000 | 76000 | 76000 | 0 | 100 | 0 |



Item No .6 – As Special Resolution

INVESTMENT(S), LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF COMPANIES ACT, 2013

| 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 | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 |
| | Total | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| Public | e-voting | | 46000 | 46000 | 0 | 100 | 0 |
| | Postal Ballot | 215000 | 0 | 0 | 0 | 0 | 0 |
| | Total | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| Total | | 245000 | 76000 | 76000 | 0 | 100 | 0 |

Thanking You,



Compliance Officer



MOUSUMI BANERJEE & ASSOCIATES
PRACTICING COMPANY SECRETARIE

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

Sir,

SUB: Report of Scrutinizer for the postal ballot process pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015 and pursuant to section 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Please find enclosed herewith the Scrutinizer's Report on the "remote e voting" and "voting through Postal ballot vide notice dated 26th May 2019 under section 108 and 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014."

Date: 25. 06.2019



Thanking you,
Yours faithfully,

Mousumi

MOUSUMI BANERJEE
Practising Company Secretaries
FCS 8783



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

Sir,

SUB: Report of Scrutinizer for the postal ballot process pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015 and pursuant to section 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

1. In the meeting of the Board of Directors of Ayoki Merchantile Limited held on 29th April 2019, I, Mousumi Banerjee of M/S Mousumi Banerjee & Associates was appointed as the Scrutinizer for scrutinizing the postal ballot voting including e voting process.
2. I submit my report as under: The dispatch of the Postal Ballot Notice dated May 24, 2019 was completed on May 26, 2019 to the Members whose names appeared on the Register of Members/ List of Beneficial Owners as received from the Central Depository Services (India) Limited (CDSL) as on April 26, 2019. The Postal Ballot Notice dated 24th May was sent to the Members of the Company along with the statement setting out material facts under section 102 of the Companies Act 2013.
3. The e voting period was remained open from Sunday, May 26, 2019 at 9:00 am (IST) and ends on Monday, June 24, 2019, 2019 at 5:00 pm (IST).
4. Votes cast have been entered in the register separately maintained for the purpose.

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

5. No postal ballot forms were received up to 5.00 pm (IST) on June 24, 2019 being the last time and date fixed by the company for receipt of the forms.
6. The votes cast through electronic means were unblocked on June 24, 2019 at 5.01 P.M. in the presence of two witnesses who were not in the employment of the company and was downloaded and collected from the website.
7. The postal ballot forms and votes cast through electronic means were scrutinized and the shareholding was matched / confirmed with the Register of Members of the company / list of beneficiaries as on Friday, April 26, 2019.
8. All postal ballot forms and votes cast through electronic means received up to 5.00 pm (IST) on June 24, 2019 being the last time and date fixed by the company for receipt of the forms and votes cast through electronic means were considered for my scrutiny.
9. No envelope containing postal ballot form was received after June 24, 2019 up to the date of this report.
10. A summary of votes cast through postal ballot and votes cast through electronic means is given in **Annexure I**.
11. I have handed over the related papers/ registers and records for safe custody to the Company Secretary.
12. You may accordingly declare the result of the voting by Postal Ballot.





MOUSUMI BANERJEE & ASSOCIATES
PRACTICING COMPANY SECRETARIES

Annexure I

SUMMARY OF POSTAL BALLOT AND E VOTING PROCESS IS GIVEN BELOW:

Item No . 1 – As an Special Resolution

INSERTION OF NEW OBJECT

| 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 | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| Public | e-voting | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| Total | | 245000 | 76000 | 76000 | 0 | 100 | 0 |

Item No . 2 – As Special Resolution

ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013

| 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 | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| Public | e-voting | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| Total | | 245000 | 76000 | 76000 | 0 | 100 | 0 |

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



**MOUSUMI BANERJEE & ASSOCIATES**

PRACTICING COMPANY SECRETARIES

Item No.3 – As Special Resolution**MODIFICATION OF ARTICLES OF ASSOCIATION OF THE COMPANY TO ADOPTION IN SUBSTITUTION FOR, AND TO THE EXCLUSION, OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY.**

| 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 | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| Public | e-voting | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| Total | | 245000 | 76000 | 76000 | 0 | 100 | 0 |

Item No.4 – As Special Resolution**BORROWING UNDER SECTION 180(1)(c)**

| 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 | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| Public | e-voting | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| Total | | 245000 | 76000 | 76000 | 0 | 100 | 0 |

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MOUSUMI BANERJEE & ASSOCIATES
PRACTICING COMPANY SECRETARIES

Item No .5 – As Special Resolution

SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

| 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 | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| Public | e-voting | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| Total | | 245000 | 76000 | 76000 | 0 | 100 | 0 |

Item No .6 – As Special Resolution

INVESTMENT(S), LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF COMPANIES ACT, 2013

| 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 | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 30000 | 30000 | 30000 | 0 | 100 | 0 |
| Public | e-voting | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 215000 | 46000 | 46000 | 0 | 100 | 0 |
| Total | | 245000 | 76000 | 76000 | 0 | 100 | 0 |

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MOUSUMI BANERJEE & ASSOCIATES
PRACTICING COMPANY SECRETARIES

Result: All the resolutions have secured the requisite majority of votes, the respective resolutions may be considered to have been passed.

Therefore we recommend that the company may declare the result of voting.

Date : 25. 06.2019

Thanking you,
Yours faithfully,



MOUSUMI BANERJEE
Practising Company Secretaries
FCS 8783

