

**Notice of Annual General Meeting**

Notice is hereby given that the 22nd Annual General Meeting of the Members of M/s Lyons Corporate Market Limited will be held on Wednesday, the 30th day of September, 2015 at 2.00 P.M. at Calcutta Chamber of Commerce Hall at 18/H, Park Street, Kolkata-700 071 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended 31st March, 2015 along with the Auditors' Report and Director's Report thereon.
2. To appoint a Director in place of Sri Krishna Awatar Agarwal (DIN: 02460626) who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of M/s Mandawewala & Company, Chartered Accountants (Firm Registration No. 322130E) as the Statutory Auditor of the Company, to fix their remuneration and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION :

"RESOLVED that pursuant to section 139 of the Companies Act, 2013 and the rule made thereunder, pursuant to the resolution passed by the members at the 21st Annual General Meeting (AGM) held on 27th September 2014 appointing M/s Mandawewala & Company, Chartered Accountants (Firm Registration No. 322130E), as the Statutory Auditor of the Company to hold office till the conclusion of the 26th Annual General Meeting of the Company and pursuant to the recommendations of the audit committee and the board of directors of the company, the appointment of the said statutory Auditor of the company to hold office from the conclusion of the 22nd AGM to the Conclusion of the 23rd AGM be and is hereby ratified and that the Board of Directors be and are hereby authorised to fix such remuneration as may be recommended by the audit committee in consultation with the auditors."

SPECIAL BUSINESS

4. To appoint Smt Madhumita Tapader (DIN: 07126692) as a Director liable to retire by rotation and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as ORDINARY RESOLUTION:

"RESOLVED that pursuant to the provisions of sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Smt Madhumita Tapader (DIN: 07126692), whose term of office as an Additional Director of the Company expires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company who will be liable to retire by rotation."

NOTES :

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote in his place. The proxy need not be a member of the Company. Proxies to be valid must be deposited at the Registered Office of the Company at least 48 hours earlier of the time fixed for Annual General Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.



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3. Members holding shares in physical form are requested to notify change in their registered address mentioning full address in block letters with Pin Code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent and in case their shares are held in electronic form, this information should be given to their Depository Participants immediately.
4. The Register of Members and Share Transfer Register of the Company will remain closed from 26th September 2015 to 30th September 2015 (both days inclusive).
5. Members are requested to bring their copy of the Annual Report to the Annual General Meeting. A member desirous of getting any information on the accounts of the company is requested to send the queries to the Company at least 10 days prior to the meeting, so that proper information can be made available at the meeting.
6. Members who hold shares in dematerialised form are requested to bring their Client ID and DP numbers for quick identification while recording attendance at the meeting.
7. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit details in the prescribed Form SH 13 for this purpose.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.

Item no 4

Smt Madhumita Tapader was appointed as additional director of the Company by the Board of Directors in the meeting held on 18th March, 2015. Pursuant to section 161 of the Companies Act, 2013, Smt Madhumita Tapader will hold office upto the date of forthcoming Annual General Meeting. A notice has been received from a member proposing Smt Madhumita Tapader as a candidate for the office of Director of the Company at the forthcoming Annual General Meeting.

Smt Madhumita Tapader is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given her consent to act as Director of the Company.

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

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

Dated: 29th August, 2015.
Place : Kolkata

By Order of the Board
RAM KARAN GUPTA
Chairman