

# **GOLDEN PROPERTIES & TRADERS LTD**

Regd. Offc: AD-76, Salt Lake City, Sector - I

Bidhannagar, Kolkata 700064

CIN: L70109WB1982PLC034972

Email: [rupesh\\_markvision@yahoo.co.in](mailto:rupesh_markvision@yahoo.co.in); website: [www.gptl.in](http://www.gptl.in); Contact: 033-6511-2111M-9830012564

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## **NOTICE OF POSTAL BALLOT**

**(Notice pursuant to Section 110 of the Companies Act, 2013)**

**Dear Member(s)**

**Notice** is hereby given pursuant to Section 110 ("the Act") and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) to the Members of Golden Properties & Traders Limited (hereinafter referred to as "the Company") to seek approval by way of postal ballot for changing the name of the Company from **GOLDEN PROPERTIES & TRADERS LIMITED** to **GARBI FINVEST LIMITED** and for shifting of the Registered Office of the Company from the **State of West Bengal** to the **State of Maharashtra**. The Explanatory Statement pursuant to the Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the aforesaid proposal is annexed hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company at its meeting held on 29<sup>th</sup> June, 2016 has appointed **CSRajib Kumar Das, Partner, S.R. & Associates, Company Secretaries** as Scrutinizer for conducting the Postal Ballot (physical & e-voting) process in accordance with law, in a fair and transparent manner.

The business of the Postal Ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company, in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, is pleased to provide the Members, whether holding shares in physical or dematerialized form, with the facility to exercise their right to vote on the matter set out in the Postal Ballot Notice by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited ("CDSL"). The e-voting period will commence on 10<sup>th</sup> July, 2016 (9:00 A.M.) and end on 08<sup>th</sup> August, 2016 (5:00 P.M.). Please read carefully and follow the instructions for e-voting as printed in this Notice.

However, those Members, who do not have access to e-voting facility, can send their assent or dissent in writing on the Postal Ballot Form attached herewith. Once the vote cast it cannot be changed subsequently. It is pertinent to note that the Member(s) can opt only one mode of voting i.e. either by e-voting or voting by physical mode through Postal Ballot. If Members are opting for e-voting, then do not vote by physical ballot and *vice versa*. However, in case Members cast their vote by physical ballot and e-voting,

then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the form duly completed and signed in the attached self-addressed envelope, so as to reach the Scrutinizer before the close of working hours (5:00 P.M.) on 08<sup>th</sup> August, 2016. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as if reply from the Member has not been received. Members who have not received Postal Ballot Form may apply to the Company and obtain duplicate thereof or form can be downloaded from the link <https://www.evotingindia.com> or <http://www.gptl.in>.

The Scrutinizer will submit his report to the Chairman or in his absence, any person authorized by him, after the completion of the scrutiny of the Postal Ballots (physical and e-voting). The results of the voting by the Postal Ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on 09<sup>th</sup> August, 2016 at the Registered Office of the Company. The result of the Postal Ballot, along with the Scrutinizer's Report, will on such announcement date, be posted on the Company's website <http://www.gptl.in> besides communicating to the Stock Exchanges where the Company's shares are listed. The date of declaration of the results of the Postal Ballot by the Company shall be deemed to be the date of passing of said resolution.

Members requiring any clarification on e-voting may contact CDSL by email at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on: 18002005533.

#### **PROPOSED SPECIAL BUSINESS:**

##### **ITEM NO. 1:**

##### **Change of Name of the Company:**

To consider and, if thought fit pass with or without modification, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 4(4) read with Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) subject to the approval of the Central Government or any other authority as may be necessary, the consent of the Members be and is hereby accorded to change the name of the Company from GOLDEN PROPERTIES & TRADERS LIMITED to GARBI FINVEST LIMITED.

**"RESOLVED FURTHER THAT** Clause I of the Memorandum of Association of the Company be substituted by the following:

The Name of the company is **GARBI FINVEST LIMITED**.

**"RESOLVED FURTHER THAT** sub clause i of Clause 2 of the Articles of Association of the company be substituted by the following:

"The Company" means **GARBI FINVEST LIMITED.**

**ITEM NO. 2:**

**Shifting of registered office of the Company from the State of West Bengal to the State of Maharashtra**

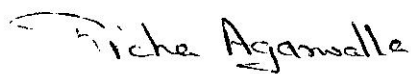
To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 12, 13, 110 and other applicable provisions of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of Regional Director or the Central Government / any other authority as may be prescribed from time to time and subject to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other Law for the time being in force or any statutory modification(s) or amendment(s) thereof, the consent of the Members be and is hereby accorded for shifting of Registered Office of the Company from the State of West Bengal to the State of Maharashtra and that the Clause II of the Memorandum of Association of the Company be substituted and replaced as the follows:

**II.** The Registered Office of the Company will be situated in the State of Maharashtra.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to including any persons(s) authorised and/or Committee which the Board may have constituted or herein after constitute to exercise its powers including the powers conferred by this Resolution) or any officer so authorised by the Board, be and is hereby authorised on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company."

By order of the Board of Directors  
**For Golden Properties & Traders Ltd.**



**Richa Agarwalla**  
Company Secretary

**Place:**Kolkata

**Date:**29<sup>th</sup> June, 2016

## NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 in respect of proposed special business is annexed hereto.
2. The Postal Ballot Notice is being sent to all Member whose names appear in the Register of Members/Beneficiary Position as in List received from Depositories as on 24<sup>th</sup> June, 2016.
3. Voting rights shall be reckoned on the paid-up value of the equity shares registered in the name(s) of Members/ Beneficial Owners as on 24<sup>th</sup> June, 2016.
4. The dispatch of the Postal Ballot Notices will be completed by 08<sup>th</sup> July, 2016. The voting through Postal Ballot/ E-Voting will commence on 10<sup>th</sup> July, 2016 at 9:00 A.M. and end on 08<sup>th</sup> August, 2016 at 5:00 P.M.
5. The Postal Ballot Form and self-addressed business envelope are enclosed for use by the members.
6. A Member who has not received the Postal Ballot Form may request the Company for a duplicate form. The Postal Ballot Form/duplicate Postal Ballot Form duly completed in all respect should reach the Scrutinizer before 5:00 P.M. on 08<sup>th</sup> August, 2016. The Postal Ballot received after the said date and time will be treated as if reply from the Member has not been received.
7. A member is not entitled to appoint a proxy to vote in his/her behalf by postal ballot.
8. Resolution passed by the Members through Postal Ballots is deemed to have been passed effectively at a General Meeting of the Members. The Special Resolution shall be declared as passed, if the number of votes cast in favor of the Resolution is not less than three times the number of votes cast against the Resolution.
9. The Board of Directors of the Company has appointed **CS RajibKumar Das (Mem. No. 29195), Partner, S.R. & Associates, Company Secretaries**, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman or in his absence, any person authorized by him.
10. Relevant documents referred in the Notice are open for inspection by the Members at the Registered Office of the Company on all working days between 10:00 A.M. to 6:00 P.M. except Saturday between 10:00 A.M. to 2:00 P.M. upto 08<sup>th</sup> August, 2016.
11. The Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman of the Company or in his absence, any person authorized by him, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolution. The result of the Postal Ballot will be

declared on 09<sup>th</sup> August, 2016 at 11:00 A.M., at the Registered Office of the Company at Kolkata. After declaration, the result of the Postal Ballot will also be posted on the Company's website <http://www.gptl.in> and CDSL e-voting website i.e. [www.evotingindia.com](http://www.evotingindia.com) besides communicating the same to the Stock Exchanges where the shares of the Company are listed.

12. The Postal Ballot Form and the self-addressed reply envelope are enclosed for use of Members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.

13. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 the Company has also extended e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a Member opts for e-voting, then he/she should not vote by Postal Ballot and vice-versa. However, in case Members cast their vote, via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by physical Postal Ballot shall be treated as invalid.

#### **14. GENERAL INSTRUCTIONS:**

(i) A shareholder can opt only for one mode for voting i.e. either Physical through Postal Ballot Form or e-voting. In case a shareholder opts for e-voting, he cannot exercise his vote through Postal Ballot Form and vice-versa. In case a shareholder opts for both the method, then voting cast through e-voting shall be considered.

(ii) Voting period commences on and from **July 10<sup>th</sup>, 2016 at 09.00 A.M. and ends on August 08<sup>th</sup>, 2016 at 5.00 P.M.**

(iii) The results of the Postal Ballot and e-voting will be announced on **09<sup>th</sup> August 2016** at the Registered Office of the Company and shall also be published in the newspapers.

(iv) The voting rights for the shares are one vote per equity share, registered in the name of shareholders/ beneficial owners of the Company as of the cut-off date of **24<sup>th</sup> June, 2016**.

(v) The Scrutinizer's decision on the validity of the Postal Ballot and e-voting will be final.

#### **a. INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM:**

(i) The members are requested to carefully read the instructions printed hereunder and return the Postal Ballot form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self addressed envelope, so as to reach the scrutinizer, on or before **08<sup>th</sup> August, 2016** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.

(ii) The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy is permitted thereof.

(iii) Envelopes containing postal ballot form if deposited in person or sent by courier at the expense of the registered member will also be accepted.

(iv) A member desiring to exercise his/her vote by postal ballot may complete this Postal Ballot Form (hereinafter called the 'Form') and send it to the Scrutinizer at the address in the attached self-addressed Business Reply Envelope. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited with the Company in person or if sent by courier at the expenses of the shareholder, shall also be accepted by the Company.

(v) There shall be one Postal Ballot for every Folio/Client ID irrespective of the number of the joint holder. A proxy shall not exercise the postal ballot.

(vi) The Form should be completed and signed by the registered member. In case of joint share holding, the Form should be completed and signed by the first named member and in his/her absence, by the next named member.

(vii) The signature of the member in the Form should be exactly similar to the specimen signature available on the records of our Registrar and Share Transfer Agent or the concerned Depository, as the case may be.

(viii) In case of minors, the Form should be signed by the natural guardian of the minor as per the records of our Registrar and Share Transfer Agent or the concerned Depository, as the case may be.

(ix) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution /appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.

(x) Unsigned Forms will be rejected. The scrutinizer's decision on the validity of the Form shall be final and binding.

(xi) A Member may request for duplicate Postal Ballot Forms, if so required. However, duly completed Postal Ballot Form should reach the Company/Scrutinizer not later than by the close of working hours of Monday, the 08<sup>th</sup> August, 2016. Forms received after this date will be strictly treated as if the reply from such member has not been received.

(xii) Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members by the close of working hours of 24<sup>th</sup> June, 2016 taken as the cut-off date.

(xiii) Members are requested not to send any other paper along with the Form in the enclosed self-addressed postage prepaid envelope, as such envelopes will be sent to the



Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

(xiv) The Scrutinizer will finalize his report on the scrutiny of the Forms received and submit his report to the Chairman of the Company. The decision of the Chairman on the basis of the said report shall be final, conclusive and binding. The result of the postal ballot finalized as above will be placed on the Notice Board of the Company at its Registered Office on Tuesday, the 09<sup>th</sup> August, 2016 and will also be posted on the Company's website <http://www.gptl.in>.

(xv) The date of declaration of postal ballot result will be taken as the date of passing of resolutions.

(xvi) Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to:

**Mr. Rupesh Kumar Pandey**

**Golden Properties & Traders Ltd.**

**AD-76, Salt Lake City, Sector - I Bidhannagar Kolkata 700064**

**Email: [rupesh\\_markvision@yahoo.co.in](mailto:rupesh_markvision@yahoo.co.in)**

**Contact: 033-6511-2111/M-9830012564**

#### **b. INSTRUCTIONS FOR VOTING BY ELECTRONIC VOTING MEANS:**

I. In compliance with provisions of Section 110 of the Companies Act, 2013, Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide e-voting facility to its shareholders to enable them to cast their vote electronically, as an alternative to vote through postal ballot, the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

**The process and manner for remote e-voting are as under:**

(i) The remote e-voting period commences on 10<sup>th</sup> July, 2016 (09:00 am) and ends on 08<sup>th</sup> August, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24<sup>th</sup> June, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

(ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.

(iii) Click on "Shareholders" tab.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"><li>• Please Enter the DOB or Bank Account Number in order to Login.</li><li>• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).</li></ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



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

(xi) Click on the EVSN for the relevant Company Name i.e. **"GOLDEN PROPERTIES & TRADERS LIMITED"** on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders & Custodians:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533

(xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 24<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

c) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at af2011@rediffmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 08<sup>th</sup> August 2016, upto 5:00 pm without which the vote shall not be treated as valid.

d) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24<sup>th</sup> June, 2016.

e) The shareholders shall have one vote per equity share held by them as on the cut-off date of 24<sup>th</sup> June, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

f) The Notice of Postal Ballot will be sent to all the members, whose names appear in the register of members / Beneficiary Position List received from the Depositories as at closing hours of business, on 24<sup>th</sup> June, 2016. The Notice of the Postal Ballot will also be sent electronically to those members whose e-mail IDs are registered with the Company / Depository Participant(s).

g) **CS RajibKumar Das (Mem. No. 29195), Partner, S.R. & Associates, Company Secretaries** has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting through postal ballot in a fair and transparent manner. The Scrutinizer will submit within a period not exceeding 48 hours from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

h) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.gptl.in> and on the website of CDSL. The same will be communicated to the Stock Exchanges where the Company's shares are listed.

By order of the Board of Directors  
**For Golden Properties & Traders Ltd.**



**Richa Agarwalla**  
Company Secretary

**Place:** Kolkata

**Date:** 29<sup>th</sup> June, 2016

## **EXPLANATORY STATEMENT**

**(Pursuant to Section 102 of the Companies Act, 2013)**

### **ITEM NO. 1:**

- a. In order to reflect the main business activities of the Company, it is proposed to change the name of the Company from GOLDEN PROPERTIES & TRADERS LIMITED to GARBI FINVEST LIMITED whose assent of Name availability was received by the Company from ROC on 21.06.2016 which will require the approval of shareholder in General Meeting.
- b. In financial year 2015-16, 99.91% of total turnover of the Company was from Non-Banking Financial Activities.
- c. He further informed that the change of name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company.
- d. Hence, it is submitted for your approval to permit the Company to change the name. The Board of Directors of the Company recommends the said resolution for approval.
- e. None of the Directors of the Company, the Key Managerial Personnel and the relatives of the Director and Key Managerial Personnel are interested in the said resolution.

### **ITEM NO. 2:**

- a. The Board of Directors in their meeting held on 29<sup>th</sup> June, 2016 analyzed that the shifting of the registered office is in the best interest of the Company, shareholders and all concerned parties and shall in no manner adversely affect the existing client base, creditors or operations or employees of the Company.
- b. In terms of the provisions of Section 12, 13, 110 of the Companies Act 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association requires the approval of Members by way of Special Resolution through Postal Ballot and further requires approval by Regional Director / Central Government.
- c. A copy of the Memorandum as on date and a copy indicating the proposed amendment is available for inspection at the registered office of the Company on any working day during office hours 10:00 A.M. to 6:00 P.M. except Saturday between 10:00 A.M. to 2:00 P.M. upto 08<sup>th</sup> August, 2016.
- d. The Board recommends the Resolution as set out at Item No. 2 for approval of the Members as Special Resolution.
- e. None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution.

By order of the Board of Directors  
**For Golden Properties & Traders Ltd.**



**Richa Agarwalla**  
Company Secretary

**Place:** Kolkata

**Date:** 29<sup>th</sup> June, 2016

## **GOLDEN PROPERTIES & TRADERS LTD**

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Bidhannagar, Kolkata 700064

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Email: [rupesh\\_markvision@yahoo.co.in](mailto:rupesh_markvision@yahoo.co.in); website: [www.gptl.in](http://www.gptl.in); Contact: 0336511-2111 M-9830012564

### **CALENDAR OF EVENTS FOR CONDUCTING POSTAL BALLOT**

<b>Sl. No.</b>	<b>Particulars of Event</b>	<b>Date</b>	<b>Day</b>
1	Intimation of Board Meeting	21.06.2016	Tuesday
2	Consent given by Scrutinizer	21.06.2016	Tuesday
3	Board Meeting and Passing of Resolution	29.06.2016	Wednesday
4	Authorising any one Director or the Company Secretary to be responsible for postal ballot process	29.06.2016	Wednesday
5	Date for reckoning the voting rights (Cut-off Date)	24.06.2016	Friday
6	Dispatch of postal ballot forms	08.07.2016	Friday
7	Date of publication of notice in newspaper for completion of dispatch of postal ballot forms along with explanatory statement and notices	09.07.2016	Saturday
8	Start date for E-voting	10.07.2016 (09:00 AM)	Sunday
9	End date of e-voting	08.08.2016 (05:00 PM)	Monday
10	Last date for receiving Postal Ballot papers by the Scrutinizer	08.08.2016 (05:00 PM)	Monday
11	Preparation and submission of Scrutinizer report to the Chairman	09.08.2016	Tuesday
12	Declaration of Result to BSE, and CSE and uploading of result on the website of the Company	09.08.2016	Tuesday
13	Signing of minutes book by the Chairman in which result of Ballot is recorded	09.08.2016	Tuesday
14	Returning of Ballot papers, registers and other related papers to the Chairman by Scrutinizer	09.08.2016	Tuesday
15	Advertisement in the newspaper for result of the Postal Ballot	10.08.2016	Wednesday

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Bidhannagar, Kolkata 700064

CIN: L70109WB1982PLC034972

Email: [rupesh\\_markvision@yahoo.co.in](mailto:rupesh_markvision@yahoo.co.in); website: [www.gptl.in](http://www.gptl.in); Contact: 0336511-2111 M-9830012564

## **POSTAL BALLOT FORM**

Sr. No. \_\_\_\_\_

1	Name and Registered Address of Sole / First named Shareholder/ Member/ Beneficial Owner	
2	Name of Joint holder(s), if any	
3	DP ID No. / Client ID No. / Registered Folio No.	
4	Number of Equity Shares held	

I/We hereby exercise my/our vote in respect of the Resolutions set out in the Notice to be passed by means through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick mark (✓) at the appropriate box below:

Type of Resolution	Description	No. of Equity Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Special Resolution	Change of name of the Company from GOLDEN PROPERTIES & TRADERS LIMITED to GARBI FINVEST LIMITED			
Special Resolution	Shifting of Registered Office of the Company from Kolkata in the State of West Bengal to Mumbai in the State of Maharashtra			

Place: \_\_\_\_\_

Date: \_\_\_\_\_, 2016

\_\_\_\_\_  
Signature of Member / Beneficial Owner

## ***ELECTRONIC VOTING PARTICULARS***

<b>EVSN (Electronic Voting Sequence No.)</b>	<b>USER ID</b>	<b>PAN/SEQUENCE NUMBER</b>
160629004		

### **NOTES:**

- i) Please read carefully the instructions mentioned in the notice and overleaf before exercising your vote.*
- ii) The duly completed Postal Ballot Form should reach the Scrutinizer by 08.08.2016 till 5.00 P.M.*
- iii) The Voting period will start on 10.07.2016 at 09.00 A.M. and will end on 08.08.2016 at 5.00 P.M.*
- iv) Please refer to e-voting instructions mentioned in the Notice.*

## **INSTRUCTIONS**

### **1. GENERAL INFORMATION**

- a) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- c) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

### **2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT**

- a) A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed and pre-paid postage envelope. The envelopes containing the Postal Ballots should reach the Scrutinizer not later than the close of working hours at 5.00 P.M. on 08<sup>th</sup> August, 2016. All forms received after this date will be treated as if reply from the shareholders has not been received.
- b) The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the company as on 24<sup>th</sup> June, 2016.
- c) The self-addressed pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- d) This Form should be completed and signed by the Sole/ First named Shareholder. In the absence of the First named Shareholder in a joint holding, the Form may be completed and signed by the next named shareholder. (However, where the Form is sent separately by the First named Shareholder and Joint Holder(s), the vote of First named Shareholder would be valid).
- e) There will be One Postal Ballot Form for every Folio irrespective of the number of joint shareholder(s).



- f) In case of shares held by companies, trusts etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority, with signatures of Authorized Signatories.
- g) Members are requested not to send any other matter along with Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
- h) Incomplete, unsigned or incorrectly filled Postal Ballot Forms are subject to rejection by the Scrutinizer.
- i) The votes should be cast either in favor of or against by putting the (√) in the column provided for assent or dissent. Postal Ballot Forms bearing tick mark in both columns will render the Form incorrect and votes contained therein invalid.
- j) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registered Address:

**GOLDEN PROPERTIES & TRADERS LTD**

AD-76, Salt Lake City, Sector - I  
Bidhannagar, Kolkata 700064.

*Note:*

*Member (s) who wishes to cast their vote by E-Voting, so please refer the Procedure of E-Voting in Notice of the Postal Ballot.*