



GOLDEN PROPERTIES & TRADERS LIMITED

AD-76, Salt Lake City, Sector - 1, Kolkata - 700 064, Ph. : 40142800

Mobile : 9830012564 | E-mail : rupesh_markvision@yahoo.co.in | Website : www.gptl.in

NOTICE

NOTICE is hereby given that 32nd Annual General Meeting of the Company will be held at its Registered Office situated at AD-76, Salt Lake City, Sector – I, Bidhannagar, Kolkata – 700 064 on Friday, the 26th day of September, 2014 at 10.00 A.M. to transact the following business:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss and Cash Flow Statement of the company for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri Kripa Shankar Mahawar (DIN: 01158668), who retires by rotation, and being eligible, offer himself for re-appointment.
3. To appoint auditors and to fix their remuneration.

Regd. Office:

AD-76, Salt Lake City
Sector – I, Bidhannagar

Kolkata-700064

Dated: 30.06.2014

By Order of the Board
M/s. Golden Properties & Traders Limited


Rajib Kumar Das

Director

NOTES

- 1) A member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself. Such a proxy need not be a member of the company. Proxies, in order to be valid and effective, must be delivered at the registered/corporate office of the company not later than forty-eight hours before the commencement of the meeting.



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- 2) The Register of Member and Share Transfer Register of the company will remain closed from **20th day of September, 2014 to 26th day of September, 2014** (both days inclusive)

3) **VOTING THROUGH ELECTRONIC MEANS**

I. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)

II. Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:

III. **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on September 20, 2014 at 10.00 A.M. and ends on September 22, 2014 at 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 08, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website 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.



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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 "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
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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.
 - After receiving the login details they have to create compliance user 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 and on approval of the accounts they would be able to cast their vote.



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- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour 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 under help section or write an email to helpdesk.evoting@cdslindia.com
- IV. 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 dchatterjee017@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before September 22, 2014, upto 6 pm. without which the vote shall not be treated as valid
- V. 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 (record date) of 08-August-2014.
- VI. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 08-August-2014.
- The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 08-August-2014. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- VII. Ms Deebika Chatterjee, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VIII. The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer’s Report shall be placed on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and will be communicated to Calcutta Stock Exchange Limited.



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ATTENDANCE SLIP

ANNUAL GENERAL MEETING Friday, 26th September, 2014

**Registered Folio /
DP ID and Client ID :**

**Name and Address of the
Sole/First Shareholder :**

Joint Holder 1 :

Joint Holder 2 :

I/We hereby record my/our presence at the 32nd ANNUAL GENERAL MEETING of the Company at AD-76, Salt Lake City, Sector – I, Bidhannagar, Kolkata – 700 064, on Friday, the 26th September, 2014 at 10.00 A.M

| Member's Folio/ DP ID-Client ID No. | Member's/ Proxy's name in Block Letters | Member's/Proxy's Signature |
|-------------------------------------|---|----------------------------|
|-------------------------------------|---|----------------------------|

NOTE : Please complete the Folio/ DP ID-Client ID No. and name of the Member/Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the meeting Hall

ELECTRONIC VOTING PARTICULARS

| EVSN | User ID | Password |
|------------------|--|-----------------|
| 140906067 | Please refer to Note No. 3 - III in the Notice of the AGM | |



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Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L70109WB1982PLC034972
Name of the Company: GOLDEN PROPERTIES & TRADERS LIMITED
Regd Office: AD-76, Salt Lake City, Sector – I, Bidhannagar, Kolkata – 700 064

Name of the member(s):
Registered Address:

E-mail id :
Folio No./DP Client ID :

I/We, being the member(s) of shares of the above Company, hereby appoint

- Name..... Address.....
E-mail id..... Signature..... or filing him
- Name..... Address.....
E-mail id..... Signature..... or filing him

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 32nd AGM of the Company, to be held on Friday, 26th September, 2014 at 10.00 a.m. at AD-76, Salt Lake City, Sector – I, Bidhannagar, Kolkata – 700 064 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

| Resolution No. | Resolution | For | Against |
|--------------------------|---|-----|---------|
| Ordinary Business | | | |
| 1 | Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss and Cash Flow Statement of the company for the year ended on that date together with the Reports of the Directors and Auditors thereon. | | |
| 2 | Ordinary Resolution to appoint a Director in place of Sri Kripa Shankar Mahawar (DIN: 01158668), who retires by rotation, and being eligible, offer himself for re-appointment. | | |
| 3 | Ordinary Resolution to appoint auditors and to fix their remuneration. | | |



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Signed this.....day of2014

Affix
Revenue
Stamp

.....
Signature of the member

.....
Signature of proxy

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

DIRECTOR'S REPORT

The Members,

Your Directors have pleasure in presenting the Annual Report of the Company together with the Audited Statement of Accounts for the year ended on 31st March, 2014 along with Auditors Report thereon.

Financial results:

| | Year ended 31.03.2014 Rs. | Year ended 31.03.2013 Rs. |
|----------------------------|--|--|
| Operating Revenue | 1,074,890 | 3,12,189 |
| Profit/(Loss) for the year | 2,24,832 | 50,278 |
| (Less) : Tax | (43,822) | (26,446) |
| Profit/(Loss) After Tax | 1,81,010 | 23,832 |

Performance

The Company achieved revenue of Rs. 10.75 lakhs for the year ended 31st March 2014 compared to Rs.3.12 lakhs in the previous year.

Public Deposits

During the year under review, the Company has neither accepted nor renewed any public deposits and has no overdue or unclaimed public deposit, as defined under Section 58A of Companies Act, 1956 read with Companies (Accepting of Deposits) Rules, 1975.

Dividend

In view of the planned business growth, your Directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the financial year ended 31st March, 2014.

Directors

Mr Kripa Shankar Mahawar, who retire by rotation and being eligible offer himself for re-appointment

Auditors

M/s JBS & Company, Chartered Accountants retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The company has obtained a certificate from them to the effect that, their re-appointment, if made would be in conformity with section 139 and 141 of Companies Act, 2013 and Companies (Audit & Auditors) Rules, 2014

Auditors' Report

Observations of auditors when read together with relevant notes on accounts and accounting policies are self-explanatory and do not require any further comments.

Particulars of Employees

There was no employee who was in receipt of remuneration as required to be disclosed under section 217(2A) of the Companies Act, 1956 read with Companies (Particulars with employees) Rules, 1975

Corporate Governance Report and Management Discussion and Analysis Report:

Pursuant to the allotment of 91,98,000 equity shares on Preferential basis on 23.10.2013, the Corporate Governance is applicable to the Company w.e.f Financial Year 2013-14. Accordingly, your Company is committed to maintain the highest standards of ethics and governance, resulting in enhanced transparency for the benefit of all stakeholders. As per the Clause 49 of the Listing Agreement with the Stock Exchanges, and the requirements set out by the Securities and Exchange Board of India, the Company confirms to the norms of Corporate Governance as envisaged in the Companies Act and the Listing Agreement with the Stock Exchanges w.e.f Financial Year 2013-14. A separate section on Report on Corporate Governance and Management Discussion and Analysis Report, are annexed to this report. The Company has adopted Code of Conduct, which is applicable to the Board members and senior management, in accordance with the recently enacted statutory changes as applicable to the Company w.e.f Financial Year 2013-14.

Listing of Equity Shares

The Company's equity shares are listed with The Calcutta Stock Exchange Limited (CSE). The Company has paid Annual listing fees to the Stock Exchange for the financial year 2014-2015.

Depository System

The shares of the Company are held in dematerialized mode in National securities Depository Limited (NSDL) .Your Company has made arrangement for dematerialization of shares in Central Depository Services (India) Limited (CDSL).

Conservation of energy, technology absorption and foreign exchange earning & outgo

The particulars of conservation of energy and technology absorption As Required Under Section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules,1988 are not applicable to the company. The Company has not incurred any foreign exchange earning & outgo during the financial year.

Directors' Responsibility Statement

In accordance with the provisions of section 217(2AA) of the Companies Act, 1956, and based on the information provided by the management your Directors state that:

- 1) in the preparation of annual accounts, the applicable Accounting Standards have been followed by your company along with proper explanations relating to material departures, if any;
- 2) having 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 financial year 31st March and of the profit of the Company for the year under review.
- 3) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the Provisions of the Companies Act, 1956(to the extent applicable) and Companies Act,2013 (to the extent notified) for safeguarding the assets of the Company and to preventing and detecting frauds and other irregularities, if any.
- 4) annual accounts have been prepared on a going concern basis.

Appreciation

Your Directors would like to record their appreciation of the hard work and commitment of the Company's personnel and warmly acknowledge the unstinting support and cooperation extended by Bankers and other Associates of the Company and Statutory Authorities. Your Directors are also deeply grateful for the confidence and faith shown by the shareholders of the company in them.

**For and on behalf of the Board of Directors
Golden Properties & Traders Limited**

Place: Kolkata
Dated: 30.06.2014

(Mr Kripa Shankar Mahawar) (Mr. Rajib Kumar Das)

D I R E C T O R S

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement)

The Directors presents the Company's Report on Corporate Governance for the year ended March 31, 2014

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance strives for attaining the optimum level of transparency and accountability in all facets of its operations and all dealings with its shareholders, employees, lenders, creditors, customers and the Government. The Board of Directors aims at protecting the interest of all stakeholders.

The Company is in compliance with the requirements of the Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange.

2. WHISTLE BLOWER POLICY

- i) The Company has formulated a Whistle Blower Policy for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
- ii) The policy comprehensively provides an opportunity for adequate safeguards against victimization of director(s) / employee(s).
- iii) Employee/Director of the Company are given an opportunity to raise any issues concerning breaches of law, accounting policies or any act resulting in financial or reputation loss and misuse of office or suspected or actual fraud.
- iv) The policy provides for a mechanism to report concerns to the Audit Committee.
- v) The Whistle Blower Policy complies with the requirements of Vigil mechanism under Section 177 of the Companies Act, 2013.

3. CODE OF BUSINESS CONDUCT AND ETHICS

- 1) Directors shall maintain high level of integrity and ethical conduct.
- 2) Directors shall maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage.
- 3) Directors shall be true and faithful to the company in all respects.
- 4) Directors shall comply with all applicable law, rules and regulations and observe the highest standards of ethical conduct and integrity.
- 5) Directors shall ensure that they use the Company's assets, properties and services for official purposes only or as per the terms of appointment.
- 6) Directors shall not receive directly or indirectly any benefit from the company's business associates which, is intended or can be perceived as being given to gain favor for dealing with the company.
- 7) Directors shall not engage in any material business relationship or activity, which conflicts with their duties towards the Company.
- 8) Directors shall declare information about their relatives (spouse, children and parents) employed in the company.
- 9) Abstain from voting on any matter come before the Board in which they have potential conflicts of interest.
- 10) All Board members and senior management personnel shall affirm compliance with the code on an annual basis.

4. BOARD OF DIRECTORS

Presently, the Board comprises One Executive Director, One Non-Executive Director and One Independent Director. All Directors, have wide experience in their respective fields. The composition of the Board is in conformity with Clause 49 of the Listing Agreement. The Board functions either as a full Board or through committees constituted by it. The Board of Directors and its committees meet at regular intervals. The following are the sub-committees of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholder's Grievance Committee
4. Risk Management Committee

Details of Board meeting held during the year and attendance of Directors

In the year under review the Board of Directors met 4(four) times on 28.05.2013, 25.07.2013, 15.11.2013 and 30.01.2014

Details of Board meeting held during the year and attendance:

| Name | Date of Appointment | No. of other Director-ship held | No. of Meetings attended during F.Y. 01-04-2013 to 31-03-2014 |
|-----------------------|---------------------|---------------------------------|---|
| Rupesh Kumar Pandey | 12.10.2011 | 12 | 5 |
| Kripa Shankar Mahawar | 12.10.2011 | 7 | 5 |
| Rajib Kumar Das | 26.11.2009 | 10 | 5 |

Note: Mr. Rupesh Kumar Pandey is Non- Executive Director; Mr. Kripa Shankar Mahawar is Executive Director and Mr. Rajib Kumar Das is Independent Director of the company

5. AUDIT COMMITTEE

The role and terms of reference of the Audit Committee cover the matters specified for Audit Committees under Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013.

The Current members of the Audit Committee are Mr. Rupesh Kumar Pandey and Mr. Rajib Kumar Das.

Terms of reference of Audit Committee:

- Recommendation for appointment, remuneration and terms of appointment of the auditors;
- Review and monitor auditor's independence and performance and effectiveness of the audit process;
- Examination of the financial statement and auditor's report;
- Approval or modification of related party transactions;
- Scrutiny of inter corporate loans and investments;
- Valuation of assets;
- Evaluation of internal financial controls and risk management systems;
- Monitoring of end use of funds of the public offers;
- Vigil mechanism.
- Access to Audit Committee Chairperson under vigil mechanism.
- Discuss issues with internal and statutory auditors;
- Audit Committee to call for comments of the auditors about internal control systems, scope of audit including the observations of the auditors and review of the financial statements before submission to the board;
- To review the findings of any internal investigations by internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- To review the Company's financial risk management policies.

- To look in to the reasons for substantial defaults, if any in the payment to the banks and creditors.
- Audit Committee to have an authority to investigate into any matter in relation to the items specified above or referred to it by the board and for this purpose the Audit Committee to have power to obtain professional advice from external sources and have full access to information contained in the records of the company.

Powers of Audit Committee:

The Audit Committee shall have powers, which should include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee

The role of the Audit Committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

- a. Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.);
 7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the company with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;

12. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern:

13. To review the functioning of the Whistle Blower mechanism;

14. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate:

15. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Review of information by Audit Committee

The Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions, submitted by management;
- Management letters issued by the statutory auditors;

6. NOMINATION AND REMUNERATION COMMITTEE

The current members of the Remuneration Committee of our Board are Mr. Rupesh Kumar Pandey and Mr. Rajib Kumar Das.

Remuneration policy: The remuneration policy of the company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the exiting industry practice.

The role of the committee shall, include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

2. Formulation of criteria for evaluation of Independent Directors and the Board;

3. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria lay down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

4. The Chairman of the nomination and remuneration committee could be present at the Annual General Meeting, to answer the shareholders' queries. However, it would be up to the Chairman to decide who should answer the queries.

7. STAKEHOLDER'S GRIEVANCE COMMITTEE

The current members of the said Committee are Mr. Rupesh Kumar Pandey and Mr. Rajib Kumar Das.

The major terms of reference of the Shareholders and Investors Grievances committee, inter alia, consists of review and redressal of shareholders and investors complaints like transfer of shares, non-receipt of Balance Sheet etc. The Committee expresses its satisfaction with the Company's performance in dealing with investor's grievances. The shareholders complaints are addressed to the committee for its noting/advice and redressal.

Details of Compliance Officer:

Name : Rupesh Kumar Pandey, Director

Phone: 9830012564

E-Mail id: rupesh_markvision@yahoo.co.in

Investors Grievance Email Id: rupesh_markvision@yahoo.co.in

8. RISK MANAGEMENT

The company has a Risk Management Committee. The current members of the Risk Management Committee of our Board are: Mr. Rupesh Kumar Pandey and Mr. Rajib Kumar Das.

Role of the Risk Management Committee includes:

- A. The company shall lay down procedures to inform Board members about the risk assessment and minimization procedures.
- B. The Board shall be responsible for framing, implementing and monitoring the risk management plan for the company.
- C. Reviewing of the risk management plan.

9. GENERAL BODY MEETING

Locations and time, where last three AGMs were held:

| Financial Year | 2011-2012 | 2012-2013 | 2013-2014 |
|-----------------------|----------------------|----------------------|----------------------|
| Date: | 20.08.2012 | 07.09.2013 | 26.09.2014 |
| Time: | 11.00 A.M | 11.30 A.M | 11.00 A.M |
| Venue: | At registered office | At registered office | At registered office |

10. DISCLOSURE

- a) The company has no related party transactions during the financial year.
- b) Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years : NIL

- c) Statutory Auditor's Certificate certifying, as stipulated in clause 49 of the Listing Agreement with Stock Exchange that the company has complied with the conditions of Corporate Governance, is annexed to the Report. The certificate will be forwarded to the Stock Exchanges along with the Annual Report of the company.
- d) Whistle Blower policy and affirmation that no personnel has been denied access to the audit committee.
- e) Information is disclosed in accordance with the prescribed standards of accounting, financial and non-financial disclosure.
- f) The company maintains minutes of the meeting
- g) The company implements the prescribed accounting standards in the preparation of financial statements taking into consideration the interest of all stakeholders and ensures that the annual audit is conducted by an independent, competent and qualified auditor.
- h) The remuneration of Non-Executive Directors have been disclosed.
- i) The shareholding of Non-Executive Directors has been disclosed.
- j) The Quarterly results and Annual Report of the company are put on the company's website.
- k) The Board delegates the maintenance of share transfer records to the Registrar and Transfer Agents.
- l) No director have been appointed or resigned during the year under review.

11. MEANS OF COMMUNICATION

Timely disclosure of consistent, comparable, reliable information on corporate financial performance is at the core of good corporate governance.

- The un-audited quarterly results of the Company are published within forty-five days of completion of each quarter and for the last quarter, audited financial result for the year were submitted within sixty days of the end of the financial year. Quarterly Limited Review Reports have been submitted to the Stock Exchanges within forty-five of completion of the quarter. Such quarterly results are normally published in The Echo of India (English) and Arthik Lipi (Bengali).

- Information relating to shareholding pattern is submitted to the Stock Exchanges and also has been posted on the EDIFAR website of SEBI.
- The Directors' Report forming part of the Accounts includes all aspects of the Management Discussion and Analysis Report.
- The Company has developed a website www.knitworthexports.com.

12. General Shareholder Information

| | | | |
|---------------|----------------|---|---|
| AGM Details : | | | |
| | Date | : | 26.09.2014 |
| | Venue | : | At registered office of the company |
| | Time | : | 10.00 a.m |
| | Financial year | : | 2013-2014 |
| | Book closure | : | 20.09.2014 to 26.09.2014 |
| | Dividend | : | No dividend was declared for last financial period. |

Listing on Stock Exchange:

The Company's Equity Shares are listed/traded at:

| | Name of Stock Exchange | Scrip Code |
|-----|-----------------------------|------------|
| 01. | Calcutta Stock Exchange Ltd | 17148 |

The Listing fee for the financial year 2013-14 has been paid to the Stock Exchange.

Registrars and Share Transfer Agents (RTA)

| | | |
|------------------|----|--|
| Name And Address | :: | Niche Technologies Pvt. Ltd D511 Bagree Market-71, BRB BasuRoad Kolkata-700001 |
| Phone | :: | 033 2235-7270/7271/2234-3576 |
| E-mail | :: | nichetechpl@nichetechpl.com |

Shareholding Pattern as on 31.03.2014

Category of Shareholders:

| Category | No. of Shares | %of Shareholding |
|---|---------------|------------------|
| Promoters | 75,49,450 | 64.356% |
| Mutual Fund & Unit Trust of India | NIL | NIL |
| Banks, Financial Institutions & Insurance Companies | NIL | NIL |
| Foreign Institutional Investors | NIL | NIL |
| Others (Non-promoters) | 41,81,230 | 35.644% |
| Total | 1,17,30,680 | 100.00% |

Dematerialization of Equity Shares and Liquidity

The shares of the Company are traded in dematerialized form with both the depositories, viz National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

As on 31st March, 2014 -594990 number of Equity shares of the Company have been dematerialized.

Under the depository system, the International Securities Identification Number (ISIN) allotted to the company is

Financial Calendar 2013-2014

The Financial Year of the Company is from 1st April to 31st March, Publication of results for the year 2013-14 was/will be as follows:

| Sl. No. | Unaudited Financial Results | Month for approving the Results (Tentative) |
|----------------|------------------------------------|--|
| 1. | First Quarter | Aug,2013 |
| 2. | Second Quarter (Half Yearly) | Nov,2013 |
| 3. | Third Quarter | Feb,2014 |
| 4. | Fourth Quarter (Annual) | May,2014 |

13. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Development

The company is involved in the business of investment in shares and securities. The company plays a crucial role in broadening access to financial services, enhancing competition and diversification of financial sector.

Outlook, Opportunities and Threats and Risks and Concerns

The Company continues to explore the possibilities of expansion and will make necessary investments when attractive opportunities arise. The Indian financial sector has growth potential. There is a significant growth opportunity for the Company in changing economic scenario. The overall growth is expected to firm up on policies supporting investment, but is expected to remain below trend. The Company is making its best efforts to realize maximum from its customers. Market conditions, in particular the performance of equity markets,

contribute substantially to the Company's growth. The management continuously assesses the risks and monitors the business and risk management policies to minimize the risk.

Internal Control and their Adequacy

The company has an adequate system of internal controls commensurate with the size and nature of business. The company is complying with all the mandatory requirements of Corporate Governance as laid down in Clause 49 of the Listing Agreement. This has improved the management of the affairs of the company and strengthened transparency and accountability.

Human Resources

The Company has potential appraisal systems for identifying and developing talent of Employees. The Company is confident of attracting, developing and nurturing the best talent in the industry in view of the company's inherent strengths gained over the years. As in the past, the Company has enjoyed cordial relations with the employees at all levels.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the company's present position, objectives, expectations or predictions may be "forward looking" statements within the meaning of applicable laws and regulations.

14. CEO/CFO CERTIFICATION

We, in our official capacity, do hereby confirm and certify that –

1. We have reviewed financial statements and the cash flow statement for the year ended on 31st March, 2014 and that to the best of our knowledge and belief.
2. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
3. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

4. There are, to the best of our knowledge and belief, no transactions entered into by the company during the financial year 2013-2014 which are fraudulent, illegal or violative of the company's code of conduct.

5. We accept responsibility for establishing and maintaining internal control and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps have been taken or proposed to rectify these deficiencies.

6. We have indicated to the auditors and the Audit Committee that there are no -

- i) Significant changes in internal control during the year ended on 31st March, 2014;
- ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system

REGISTERED OFFICE AND ADDRESS FOR CORRESPONDENCE

GOLDEN PROPERTIES & TRADERS LTD.

Registered Office:

AD-76, Salt Lake City, Sector-I

Kolkata-700064

Website: www.gtpl.in

J. B. S. & Company

CHARTERED ACCOUNTANTS

60, BENTINCK STREET, 4TH FLOOR

KOLKATA - 700 069

Phone : 2225 4828

2225 4829

Fax : 4007 0735

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members

Golden Properties & Traders Ltd

AD-76, Salt Lake City, Sector-I

Kolkata-700064

We have reviewed the records concerning the Company's Compliance with the clause 49 of Listing Agreement for the Financial Year beginning on 01st April, 2013 and ending on 31st March, 2014.

The Compliance of conditions of Corporate Governance is the responsibility of the management. The objective of our review is to give our opinion on whether the company have complied the provisions of clause 49 of the Listing Agreement. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

Our examination is on the basis of the relevant records and documents maintained by the company and furnished to us, and the information and explanations given to us and representations made by the company. Based on such examination, in our opinion the company has complied with Clause 49 of the Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For J.B.S & Company
Chartered Accountants

FRN: 323734E

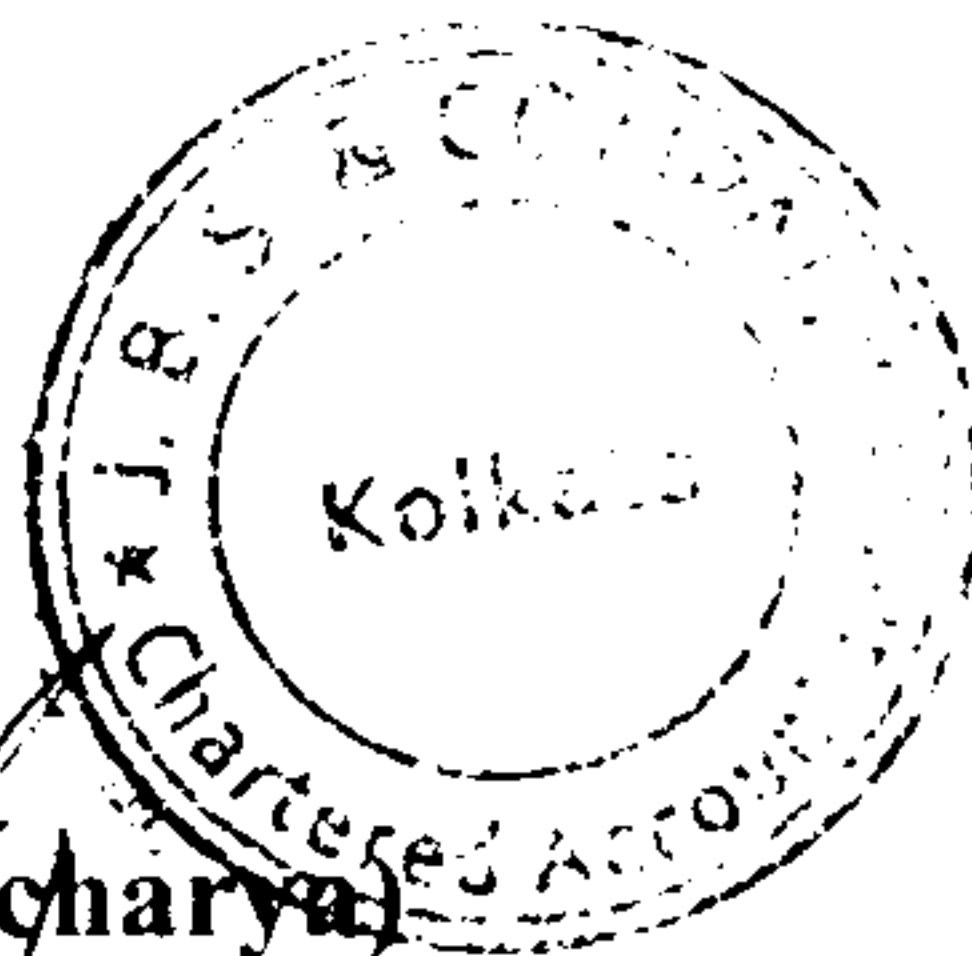
(CA. Pankaj Bhusan Bhattacharya)
(CA. Pankaj Bhusan Bhattacharya)

Partner

Membership No-015416

Place: Kolkata

Dated: 30.06.2014



J. B. S. & Company

CHARTERED ACCOUNTANTS

60, BENTINCK STREET, 4TH FLOOR
KOLKATA - 700 069

Phone : 2225 4828

2225 4829

Fax : 4007 0735

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS
GOLDEN PROPERTIES & TRADERS LIMITED

Report on the Financial Statements

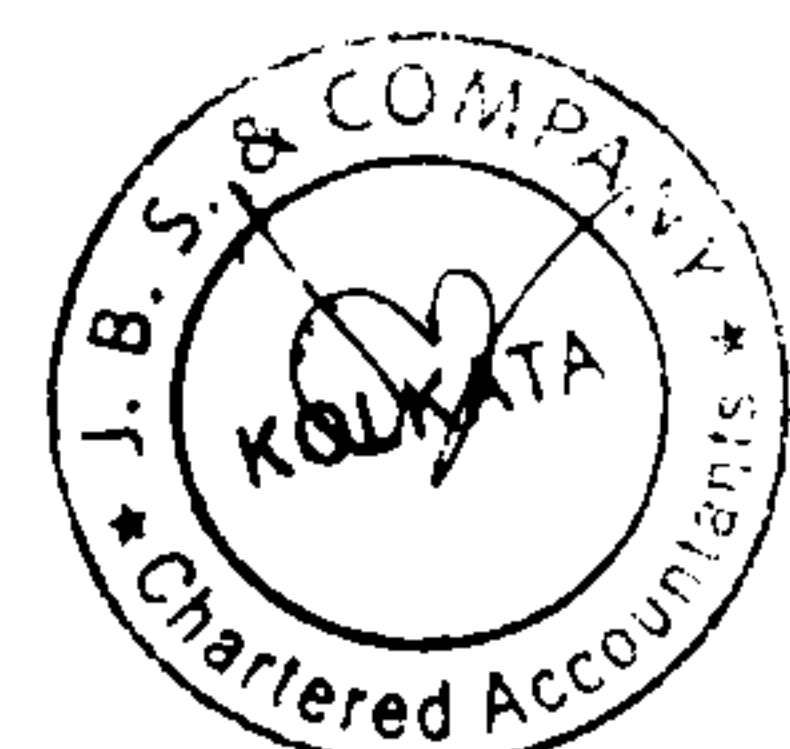
We have audited the accompanying financial statements of **GOLDEN PROPERTIES & TRADERS PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2014, the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 notified under the Companies Act, 1956 read with the general circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

1. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
2. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.



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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with the 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 Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of Statement of Profit and Loss, of the Profit of the Company for the year ended on that date;

And

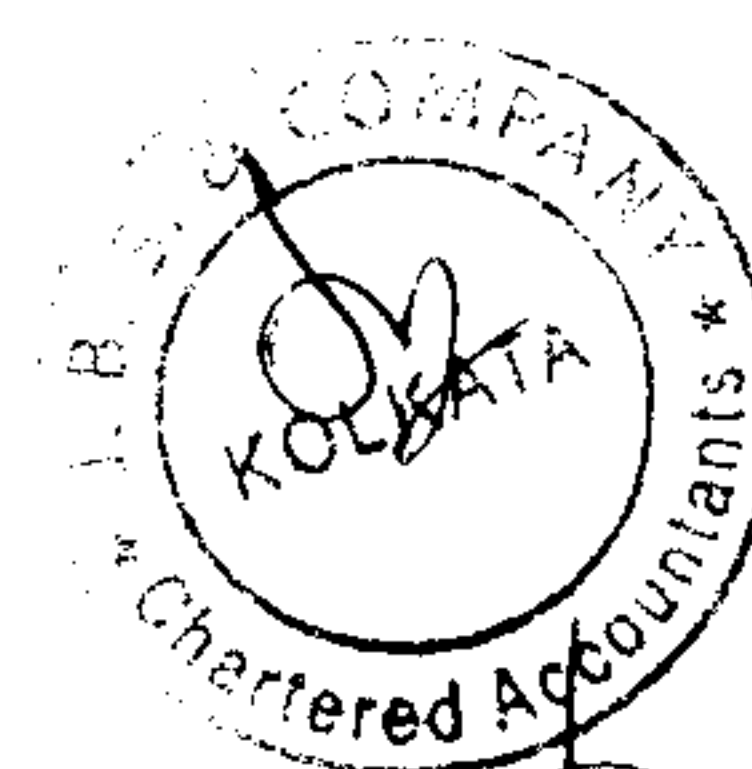
- (c) In the case of Cash Flow Statement, of the Cash Flow of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
- i. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - ii. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - iii. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.



- iv. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 notified under the Companies Act, 1956 read with the general circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.
- v. On the basis of written representations received from the directors as on 31st March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.



For J.B.S & Company
Chartered Accountants
FRN: 323734E

Pankaj Bhushan Bhattacharya
(CA Pankaj Bhushan Bhattacharya)
(Partner)

Membership Number: 015416

Place: Kolkata

Date:

