

# **GOLDEN PROPERTIES & TRADERS LIMITED**

**Regd. Office:-** AD-76, Salt Lake City, Sector – I, Bidhannagar, Kolkata – 700 064

**CIN:** - L70109WB1982PLC034972; **Mobile:** - 98300 12564

**Email Id:** - rupesh\_markvision@yahoo.co.in ; **Website:** - [www.gtpl.in](http://www.gtpl.in)

## **NOTICE**

**Notice** is hereby given that 33<sup>rd</sup> Annual General Meeting of the members of the Company will be held on Thursday, the 24<sup>th</sup> day of September, 2015 at 11.00 A.M. at the Registered Office of the Company situated at AD-76, Salt Lake City, Sector – I, Bidhannagar, Kolkata – 700 064 to transact with or without modification(s), as may be permissible, the following business:

### **ORDINARY BUSINESS**

#### **Item No.1 – Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015 together with the Report of the Directors' and Auditors' thereon.

#### **Item No.2 – Appointment of Director**

*To appoint a Director in place of Mr. Rajib Kumar Das (DIN: 00508105), who retires by rotation, and being eligible, offer himself for re-appointment.*

#### **Item No.3 – Re - appointment of Auditor and fixing their remuneration**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014, M/s. J B S & Co., Chartered Accountants (FRN: 323734E) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next AGM of the Company on such remuneration as may be agreed upon by the Board of Directors.”

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## **SPECIAL BUSINESS**

### **Item No.4 – Appointment of Ms. Sangita Kar (DIN: 07145123) as Woman Independent Director**

To consider and if, thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

**"RESOLVED THAT** pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Sangita Kar (DIN : 07145123), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Woman Independent Director of the Company

**Regd. Office:**

AD-76, Salt Lake City, Sector – I  
Bidhannagar  
Kolkata – 700 064

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

Richa Agarwalla  
SD/-

**Company Secretary**

Place: Kolkata  
Dated: 28.05.2015

## **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.
2. The Register of Member and Share Transfer Register of the company will remain closed from 18th day of September, 2015 to 24<sup>th</sup> day of September, 2015 (both days inclusive)
3. A statement pursuant to section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

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### **4. VOTING THROUGH ELECTRONIC MEANS**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 34B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. **The process and manner for remote e-voting are as under:**
  - (i) The remote e-voting period commences on 21<sup>st</sup> September, 2015 (10:00 am) and ends on 23<sup>rd</sup> September, 2015 (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 17<sup>th</sup> September, 2015 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.

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- (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:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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	<p>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</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <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.

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- (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. 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.

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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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- 5. 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 [sr\\_associates17@rediffmail.com](mailto:sr_associates17@rediffmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 23<sup>rd</sup> September, 2015 upto 5:00 pm without which the vote shall not be treated as valid.
- 6. 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 17<sup>th</sup> September, 2015
- 7. 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 7<sup>th</sup> August, 2015
- 8. The shareholders shall have one vote per equity share held by them as on the cut-off date of 17<sup>th</sup> September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- 9. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17<sup>th</sup> September, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- 10. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

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11. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 17<sup>th</sup> September, 2015 are requested to send the written / email communication to the Company at [rupesh\\_markvision@yahoo.co.in](mailto:rupesh_markvision@yahoo.co.in) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
12. Mr Nihar Ranjan Choudhury, Practising Cost Accountant having Membership No. 32327 have been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
13. The Results declared along with the Scrutinizer's Report shall be placed on the website of the company i.e. [www.gtpl.in](http://www.gtpl.in) or at the website of CDSL. The same will be communicated to the listed stock exchanges i.e. Calcutta Stock Exchange Ltd.

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## **Explanatory Statement**

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

### **Item No.4**

The Board of Directors has received a notice from the shareholder proposing the candidature of Ms. Sangita Kar (DIN: 07145123) as a Women Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013. The Company has received from Ms. Sangita Kar consent in writing to act as Women / Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, Ms. Sangita Kar proposed to be appointed, as a Women Independent Director, fulfill the conditions specified in the Companies Act, 2013 and the Rules made hereunder.

None of the Directors, Key Managerial Personnel or their relatives, except Ms. Sangita Kar for whom the Resolution relates, are interested or concerned in the Resolution. The Board seeks approval of the members for the appointment of Ms. Sangita Kar as Woman Independent Director of the Company pursuant to section 149 and other applicable provisions of the Act/ Rule made there under.

### **Regd. Office:**

AD-76, Salt Lake City, Sector – I,  
Bidhannagar  
Kolkata – 700 064

Place: Kolkata  
Dated: 28.05.2015

### **By Order of the Board**

**M/s. Golden Properties & Traders Limited**

Richa Agarwalla  
SD/-

**Company Secretary**



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## **ATTENDANCE SLIP**

**(To be handed over at the entrance of the meeting hall)**

**(Annual General Meeting - Thursday, 24th day of September, 2015)**

I/We hereby record my/our presence at the 33rd Annual General Meeting of the Company at AD-76, Salt Lake City, Sector – I, Bidhannagar, Kolkata – 700 064, on Thursday, the 24th day of September, 2015 at 11.00 A.M

Full Name of the member (in BLOCK LETTERS): \_\_\_\_\_

Folio No. \_\_\_\_\_, DP ID No. \_\_\_\_\_, Client ID No. \_\_\_\_\_

Full Name of Proxy (in BLOCK LETTERS): \_\_\_\_\_

Member/ Proxy(s) Signature: \_\_\_\_\_

**(Please cut here and bring the Attendance Slip duly Signed, to the meeting and hand it over the entrance. Duplicate slips will not be issued at the venue of the meeting.)**

# GOLDEN PROPERTIES & TRADERS LIMITED

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## PROXY FORM

(33<sup>rd</sup> Annual General Meeting - Thursday, 24th day of September, 2015)

### Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and 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

- |                 |                              |
|-----------------|------------------------------|
| 1. Name.....    | Address.....                 |
| E-mail id ..... | Signature..... or filing him |
| 2. 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 33rd AGM of the Company, to be held on Thursday, 24th day of September, 2015 at 11.00 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
<b>Ordinary Business</b>			
1	Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015, 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 Mr. Rajib Kumar Das (DIN: 00508105), who retires by rotation, and being eligible, offer himself for re-appointment.		
3	Ordinary Resolution for Re -appointing auditors and to fix their remuneration.		
<b>Special Business</b>			
4	Ordinary Resolution for Appointment of Ms. Sangita Kar (DIN: 07145123) as Woman Independent Director		

Signed this.....day of .....2015

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.

## **GOLDEN PROPERTIES & TRADERS LIMITED**

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**(Annexure to the Notice for the 33rd Annual General Meeting of the company to be held on 24th day of September, 2015)**

1. Name & Registered Address of Sole/First named Member:
2. Joint Holders Name (If any) :
3. Folio No. / DP ID & Client ID :
4. No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 34B of the Listing Agreement, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Thursday, the 24th day of September, 2015 at 11.00 A.M. at 195, Block – J , New Alipore, Kolkata – 700 053 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

<b>EVSN (Electronic Voting Sequence Number)</b>	<b>User ID</b>	<b>PAN / Sequence No.</b>
150827033		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
21 <sup>st</sup> September, 2015 at 10:00 A.M. (IST)	23 <sup>rd</sup> September, 2015 at 5:00 P.M. (IST)

Please read the instructions mentioned in Point No. 4 of the Notice before exercising you vote.

**Regd. Office:**

AD-76, Salt Lake City, Sector – I,  
Bidhannagar  
Kolkata – 700 064

Place: Kolkata  
Dated: 24.08.2015

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

Richa Agarwalla  
SD/-  
**Company Secretary**

**Encl: AGM Notice/Attendance Slip/Proxy Form/Ballot-Form/Annual Report**

# GOLDEN PROPERTIES & TRADERS LIMITED

Regd Office: AD-76, SALT LAKE CITY, SECTOR – I, BIDHANNAGAR, KOLKATA-700064

Mobile: - 98300 12564

E Mail Id: rkothari\_company@yahoo.com

CIN: L70109WB1982PLC034972

To,

To the Members,

The Board of Directors have pleasure in presenting their 33<sup>rd</sup> Annual Report of your company together with Audited Accounts for the year ended 31st March, 2015.

## 1. Financial Highlights

Particulars	For the year ended	
	31-03-2015	31-03-2014
	Rs.	Rs.
Profit/(Loss) before tax	4,19,631	2,24,832
Less: Provision for Taxation (including deferred tax)	1,66,999	43,822
Profit/(Loss) after taxation	2,52,632	1,81,010
Balance as per last financial statements	(1,63,936)	(3,08,354)
Balance Profit/(Loss) transferred to Reserves & Surplus	38,170	(1,63,936)

## 2. Extract of the annual return

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as **Annexure-A**.

### **3. Number of meetings of the Board of Directors.**

Number of Meetings of the Board held during the financial year ended on 31.03.2015 is detailed as below:

<b>SL No.</b>	<b>Date of Meeting</b>	<b>Names of Directors attended</b>	<b>Name of special invitee, if any</b>
1.	11.04.2014	MR.RUPESH KUMAR PANDEY MR. RAJIB KUMAR DAS MR. KRIPA SHANKAR MAHAWAR	NA
2.	23.04.2014	MR.RUPESH KUMAR PANDEY MR. RAJIB KUMAR DAS MR. KRIPA SHANKAR MAHAWAR	NA
3.	05.05.2014	MR.RUPESH KUMAR PANDEY MR. RAJIB KUMAR DAS MR. KRIPA SHANKAR MAHAWAR	NA
4.	30.06.2014 (2)	MR.RUPESH KUMAR PANDEY MR. RAJIB KUMAR DAS MR. KRIPA SHANKAR MAHAWAR	NA
5.	08.08.2014	MR.RUPESH KUMAR PANDEY MR. RAJIB KUMAR DAS MR. KRIPA SHANKAR MAHAWAR	NA
6.	12.11.2014	MR.RUPESH KUMAR PANDEY MR. RAJIB KUMAR DAS MR. KRIPA SHANKAR MAHAWAR	NA
7.	09.02.2015	MR.RUPESH KUMAR PANDEY MR. RAJIB KUMAR DAS MR. KRIPA SHANKAR MAHAWAR	NA
8.	31.03.2015	MR.RUPESH KUMAR PANDEY MR. RAJIB KUMAR DAS MR. KRIPA SHANKAR MAHAWAR	MS. SANGITA KAR

### **4. Directors' Responsibility Statement**

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

disclosure of which has been given in the financial statement under the head “**Non Current Investments.**”

7.3 During the year under review, the Company has not provided any guarantees to other bodies corporate.

**8. Particulars of contracts or arrangements with related parties:**

The Company has not entered any transaction with related parties during the year as defined under Section 188 of Companies Act, 2013.

**9. Brief description of the Company's working during the year**

The Company was incorporated on 14<sup>th</sup> day of June, 1982 having CIN No L70109WB1982PLC034972 in the state of West Bengal. The Company has been carrying on the business of investment in shares and securities and is an NBFC registered with RBI under the category of Non-acceptance of public deposits and its major revenue is from these activities. The Board of Directors is pleased to inform that the Company has achieved reasonable success during the year under report. Efforts will be made for better prospects and overall development of the company in the ensuing year.

**10. Reserves**

The Company has transferred Rs. 50,526/- in reserves during the year under review.

**11. Dividend**

In order to conserve the resources of the company, the Board of Directors of the Company has not recommended any dividend for the year ended 31st March, 2015.

**12. Material Changes Affecting the Financial Position of the Company**

There is no material change in the financial position of the Company since balance sheet date which will affect the Company.



**13. Particulars of the technology absorption, conservation of energy and foreign exchange earning & outgo**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

Conservation of Energy	:	Not Applicable
Technology Absorption	:	Not Applicable
Foreign Exchange Earnings	:	Nil
Foreign Exchange Outgo	:	Nil

**14. Risk Management Policy**

The Company is in the process of adoption of Risk Management Policy.

**15. Corporate Social Responsibility Policy**

The Company does not fall under the criteria of Section 135 of Companies Act, 2013.

**16. Change in the nature of business, if any**

There is no change in the nature of the business of the Company during the year.

**17. Details of Directors and Key Managerial Personnel:**

Ms. Sangita Kar was appointed as Additional Director of the Company u/s 161 of the Companies Act, 2013, with effect from 31/03/2015. As per the provisions of said section of the Act, Ms. Sangita Kar shall hold office only up-to the date of the Annual General Meeting of the Company. The Board has proposed a resolution at the ensuing Annual General Meeting to appoint Ms. Sangita Kar as Director of the Company.

Ms. Richa Agarwalla was appointed as Company Secretary and Compliance Officer of the Company u/s 203 of the Companies Act, 2013 with effect from 08/08/2014.

**18. Details of Subsidiary, Joint Ventures or Associates**

The Company has no subsidiary or Associates. It has not entered into any joint ventures during the year under review.

**19. Deposits**

During the year under review the Company has not accepted or renewed any deposits under Section 73 to 76 of Companies Act, 2013 read with Companies (Accepting of Deposits) rules, 2014 from Public during the year under review.

**20. Details of significant material orders passed by the Regulators, Court or tribunal**

There is no significant/ material order as passed by the Regulators, Court or tribunal affecting the company during the year under review.

**21. Statement in Respect of Adequacy of Internal Financial Control with reference to the Financial Statement{Rule 8 of Company(Accounts) Rules,2014}**

The Company has adequate internal financial control system commensurate with the operations of the company including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information and -to monitor and ensure compliance with applicable laws, rules and regulations.

**22. Employees:**

Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable for the Company.

**23. Fraud Reporting (Required by the Companies Amendment Act,2015)**

The Company has adopted best practices for fraud prevention and it follows confidential, anonymous reporting about fraud or abuse to the appropriate responsible officials of the Company. No fraud on or by the company has been reported by the Statutory Auditors.

**24. Issue of Equity Shares with Differential Voting Rights, Sweat Equity, ESOS, etc**

Disclosure of issue of Equity Shares with Differential Voting Rights, Sweat Equity, ESOS, etc is not applicable for the Company.

**25. Disclosure in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates**

Section 67(3) read with Rule 16 of Companies (Share cap & Debenture) Rules,2014 is not applicable for the Company.

**26. Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has not appointed any women employee; hence the provisions of the above mentioned Act, will not be applicable to the Company.

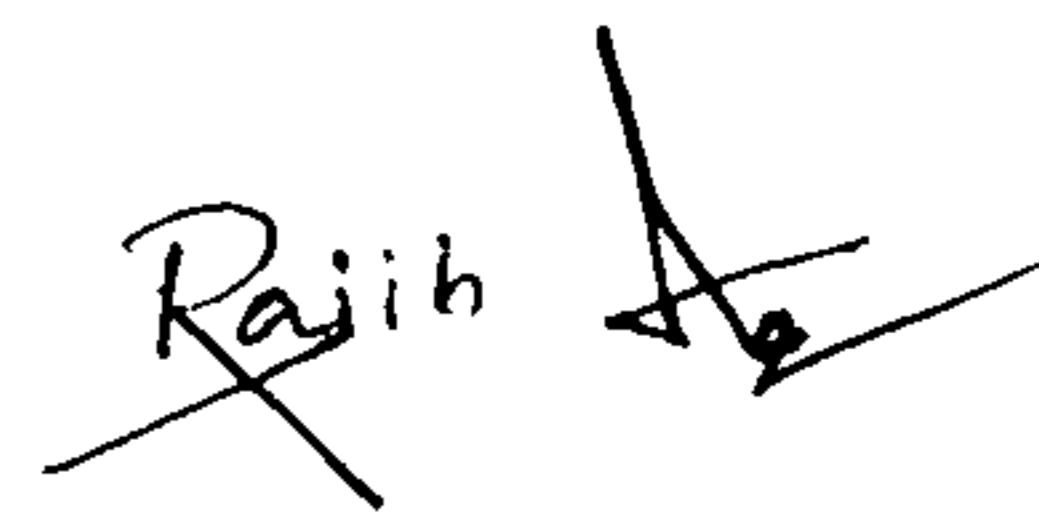
**27. Acknowledgements**

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors



Director



Director

Place: Kolkata

Date: 28.05.2015

## **GOLDEN PROPERTIES & TRADERS LIMITED**

### **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, 2015.

#### **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. CODE OF BUSINESS CONDUCT AND ETHICS**

Directors shall maintain high level of integrity and ethical conduct.

- 1) 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.
- 2) Directors shall be true and faithful to the company in all respects.
- 3) Directors shall comply with all applicable law, rules and regulations and observe the highest standards of ethical conduct and integrity.
- 4) Directors shall ensure that they use the Company's assets, properties and services for official purposes only or as per the terms of appointment.
- 5) 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.
- 6) Directors shall not engage in any material business relationship or activity, which conflicts with their duties towards the Company.
- 7) Directors shall declare information about their relatives (spouse, children and parents) employed in the company.
- 8) Abstain from voting on any matter come before the Board in which they have potential conflicts of interest.
- 9) All Board members and senior management personnel shall affirm compliance with the code on an annual basis.

#### **3. 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. BOARD OF DIRECTORS

Presently, the Board comprises of One Executive Director and three Non-Executive Directors. All Directors, have wide experience in their respective fields. 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 9 (Nine) times on 11.04.2014, 23.04.2014, 05.05.2014, 30.06.2014(twice), 08.08.2014, 12.11.2014, 09.02.2015 and 31.03.2015.

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. 01-04-2014 to 31-03-2015
RUPESH KUMAR PANDEY	12/10/2011	8	9
RAJIB KUMAR DAS	26/11/2009	9	9
KRIPA SHANKAR MAHAWAR	12/10/2011	5	9
SANGITA KAR	31/03/2015	--	1

### 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.

Mr. Rajib Kumar Das is the Chairman of the Audit Committee. The other members of the Audit Committee are Mr. Rupesh Kumar Pandey and Mr. Kripa Shankar Mahawar. In the year under review the Audit Committee met 4 (Four) times on 05.05.2014, 08.08.2014, 12.11.2014 and 09.02.2015.

Details of Audit Committee meeting held during the year and attendance:

Name	Date of Appointment	No. of other Director-ship held	No. of Meetings attended during F.Y. 01-04-2014 to 31-03-2015
RUPESH KUMAR PANDEY	12/10/2011	8	4
RAJIB KUMAR DAS	26/11/2009	9	4
KRIPA SHANKAR MAHAWAR	12/10/2011	5	4

***Terms of reference of Audit Committee:***

- c Recommendation for appointment, remuneration and terms of appointment of the auditors;
- c Review and monitor auditor's independence and performance and effectiveness of the audit process;
- c Examination of the financial statement and auditor's report;
- c Approval or modification of related party transactions;
- c Scrutiny of inter corporate loans and investments;
- c Evaluation of internal financial controls ;
- c Monitoring of end use of funds of the public offers;
- c Discuss issues with internal and statutory auditors;
- c 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;
- c 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.
- c To look in to the reasons for substantial defaults, if any in the payment to the banks and creditors.
- c 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;

Name	Date of Appointment	No. of other Director-ship held	No. of Meetings attended during F.Y. 01-04-2014 to 31-03-2015
RUPESH KUMAR PANDEY	12/10/2011	8	4
RAJIB KUMAR DAS	26/11/2009	9	4
KRIPA SHANKAR MAHAWAR	12/10/2011	5	4

***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;
- Evaluation of internal financial controls ;
- Monitoring of end use of funds of the public offers;
- 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 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, if any.
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. 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**

Mr. Rajib Kumar Das is the Chairman of the Nomination and Remuneration Committee. The other members of the Nomination and Remuneration Committee are Mr. Rupesh Kumar Pandey and Mr. Kripa Shankar Mahawar.

In the year under review there was no meeting of the Nomination and Remuneration Committee.



