

GARBI FINVEST LIMITED

(formerly Golden Properties & Traders Ltd)

CIN: L70109WB1982PLC034972

Regd. Offc: AD-76, Salt Lake City, Sector – I, Bidhannagar, Kolkata 700064

Email: rupesh_markvision@yahoo.co.in; website: www.gptl.in; Contact: 033 4014 2800

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 Garbi Finvest Limited (hereinafter referred to as “the Company”) to seek approval by way of postal ballot for making alteration in and adopting new set of Memorandum of Association and Articles of Association of the Company.

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 20th January, 2017 has appointed **CS Rajib 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 29th January, 2017 (09:00 A.M.) and end on 27th February, 2017 (05:00 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 (05:00 P.M.) on 27th February, 2017. 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 28th February, 2017 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 or call on: 18002005533.

PROPOSED SPECIAL BUSINESS:

ITEM NO. 1: ALTERATION IN MAIN OBJECT OF MEMORANDUM OF ASSOCIATION:

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Members of the Company be and is hereby accorded to insert following as sub clause (1) of clause III (A) of the Memorandum of Association of Company:

"1. To carry on the business or businesses of an investment company, and to buy, underwrite and to invest in and acquire and hold shares, stocks, debentures, debenture stock, bonds, obligation or securities of companies or body corporates or any other entities whether in India or elsewhere either singly or jointly with any other person(s), body corporate or any other entity carrying out or proposing to carry out any activity whether in India or elsewhere and to lend and advance money and assets of all kinds or give credit on any terms or mode and with or without security to any individual, body corporate or any other entity (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company whether or not associated in any way with, the company), to enter into guarantees, contracts of indemnity and suretyship of all kinds, to receive money loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person or company (including without prejudice to the generality of the foregoing any

holding company, subsidiary or fellow subsidiary of , or any other company associated in any way with, the company).”

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any of the Directors of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

ITEM NO. 2: ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally or jointly authorised to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 3: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally or jointly authorised to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors
For Garbi Finvest Ltd.

Sd/-

Richa Agarwalla

Company Secretary

Place:Kolkata

Date: 20th January, 2017

GARBI FINVEST LIMITED

(formerly Golden Properties & Traders Ltd)

CIN: L70109WB1982PLC034972

Regd. Off: AD-76, Salt Lake City, Sector – I, Bidhannagar, Kolkata 700064

Email: rupesh_markvision@yahoo.co.in; website: www.gptl.in; Contact: 033 4014 2800

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 13th January, 2017.
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 13th January, 2017.
4. The dispatch of the Postal Ballot Notices will be completed by 28th January, 2017. The voting through Postal Ballot/ E-Voting will commence on 29th January, 2017 at 09:00 A.M. and end on 27th February, 2017 at 05:00 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 05:00 P.M. on 27th February, 2017. 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 Rajib Kumar 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 27th February, 2017.

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 28th February, 2017 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 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 **January 29th, 2017 at 09.00 A.M. and ends on February 27th, 2017 at 05.00 P.M.**

(iii) The results of the Postal Ballot and e-voting will be announced on **28th February 2017** 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 **13th January, 2017.**

(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 27th February, 2017 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 27th February, 2017. 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 13th January, 2017 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 Monday, the 27th February, 2017 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

Garbi Finvest Ltd.

(formerly Golden Properties & Traders Ltd.)

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

Email: rupesh_markvision@yahoo.co.in

Contact: 03340142800/ 03332623716

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 29th January, 2017 (09:00 AM) and ends on 27th February, 2017 (05:00 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 13th January, 2017, 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 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 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"> 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. 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. |
| 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"> Please Enter the DOB or Bank Account Number in order to Login. 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). |

(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. **"GARBI FINVEST 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.
- 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 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 under help section or write an email to 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. 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 27th February 2017, upto 05:00 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 13th January, 2017.

e) The shareholders shall have one vote per equity share held by them as on the cut-off date of 13th January, 2017. 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 13th January, 2017. 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 Rajib Kumar 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.

Place: Kolkata

Date: 20th January, 2017

By order of the Board of Directors
For Garbi Finvest Ltd.

Sd/-

Richa Agarwalla

Company Secretary

GARBI FINVEST LIMITED

(formerly Golden Properties & Traders Ltd)

CIN: L70109WB1982PLC034972

Regd. Off: AD-76, Salt Lake City, Sector – I, Bidhannagar, Kolkata 700064

Email: rupesh_markvision@yahoo.co.in; website: www.gptl.in; Contact: 033 4014 2800

EXPLANATORY STATEMENT

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

ITEM NO. 1:

Garbi Finvest Ltd. was incorporated as Golden Properties & Traders Limited on June 14, 1982 under the provisions of the Companies Act, 1956.

The Company got registered with Reserve Bank of India as a Non-Banking Financial Company vide Certificate of Registration No. 05.02810 dated 04.09.1998 and the Company has been carrying on Non Banking Financial Activities since then.

Hence, in order to reflect the main business of the Company an object clause so as to reflect Non-Banking Financial Activity Object of the Company is to be inculcated in the Object Clause of Memorandum of Association of the Company.

Consent of the shareholders by way of a Special Resolution is required in this regard. The entire set of proposed Memorandum of Association is available in the website of the company. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

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.

Hence, it is submitted for your approval to permit the Company to adopt new set of Memorandum of Association. The Board of Directors of the Company recommends the said resolution for approval.

ITEM NO. 2 & 3:

Garbi Finvest Ltd. was incorporated as Golden Properties & Traders Limited on June 14, 1982 under the provisions of the Companies Act, 1956.

The existing Memorandum and Articles of Association ("MOA & AOA") were based on the Companies Act, 1956 and several clauses/ regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force.

The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013.

The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013.

Consent of the shareholders by way of a Special Resolution is required in this regard. The entire set of proposed articles of association is available in the website of the company. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

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.

Hence, it is submitted for your approval to permit the Company to adopt new set of Memorandum of Association. The Board of Directors of the Company recommends the said resolution for approval.

Place:Kolkata
Date: 20th January, 2017

By order of the Board of Directors
For Garbi Finvest Ltd.
Sd/-
Richa Agarwalla
Company Secretary

GARBI FINVEST LIMITED

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CALENDAR OF EVENTS FOR CONDUCTING POSTAL BALLOT

| Sl. No. | Particulars of Event | Date | Day |
|----------------|---|-----------------------|------------|
| 1 | Intimation of Board Meeting | 18.01.2017 | Wednesday |
| 2 | Consent given by Scrutinizer | 19.01.2017 | Thursday |
| 3 | Board Meeting and Passing of Resolution | 20.01.2017 | Friday |
| 4 | Authorising any one Director or the Company Secretary to be responsible for postal ballot process | 20.01.2017 | Friday |
| 5 | Date for reckoning the voting rights (Cut-off Date) | 13.01.2017 | Friday |
| 6 | Dispatch of postal ballot forms | 28.01.2017 | Saturday |
| 7 | Date of publication of notice in newspaper for completion of dispatch of postal ballot forms along with explanatory statement and notices | 29.01.2017 | Sunday |
| 8 | Start date for E-voting | 29.01.2017 (09:00 AM) | Sunday |
| 9 | End date of e-voting | 27.02.2017 (05:00 PM) | Friday |
| 10 | Last date for receiving Postal Ballot papers by the Scrutinizer | 27.02.2017 (05:00 PM) | Friday |
| 11 | Preparation and submission of Scrutinizer report to the Chairman | 27.02.2017 | Friday |
| 12 | Declaration of Result to BSE, and CSE and uploading of result on the website of the Company | 28.02.2017 | Saturday |
| 13 | Signing of minutes book by the Chairman in which result of Ballot is recorded | 28.02.2017 | Saturday |
| 14 | Returning of Ballot papers, registers and other related papers to the Chairman by Scrutinizer | 27.02.2017 | Friday |
| 15 | Advertisement in the newspaper for result of the Postal Ballot | 01.03.2017 | Wednesday |

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(formerly Golden Properties & Traders Ltd)

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Email: rupesh_markvision@yahoo.co.in; website: www.gptl.in; Contact: 033 4014 2800

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 | Alteration in Main Object of Memorandum of Association | | | |
| Special Resolution | Adoption Of New Set Of Memorandum Of Association as per Companies Act, 2013 | | | |
| Special Resolution | Adoption Of New Set Of Articles Of Association as per Companies Act, 2013 | | | |

Place: _____

Date: _____, 2017

Signature of Member / Beneficial Owner

ELECTRONIC VOTING PARTICULARS

| EVSN (Electronic Voting Sequence No.) | USER ID | PAN/SEQUENCE NUMBER |
|--|---------|---------------------|
| 170120001 | | |

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 27.02.2017 till 5.00 P.M.*
- iii) The Voting period will start on 29.01.2017 at 09.00 A.M. and will end on 27.02.2017 at 05.00 P.M.*
- iv) 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.*

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 05.00 P.M. on 27th February, 2017. 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 13th January, 2017.
- 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:

GARBI FINVEST LTD.

(formerly **GOLDEN PROPERTIES & TRADERS LTD)**

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