



MINUTES OF RESOLUTION PASSED THROUGH POSTAL BALLOT BY GOLDEN PROPERTIES & TRADERS LIMITED, RESULTS OF WHICH WERE DECLARED ON AUGUST 09, 2016 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT AD-76, SALT LAKE CITY, SECTOR - I BIDHANNAGAR, KOLKATA 700064, WEST BENGAL

Background

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had issued a Postal Ballot Notice dated June 29, 2016 to obtain approval from shareholders through Postal Ballot on the below mentioned Special Resolutions. The Company also provided the Shareholders option to vote through electronic means pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations.

The Board of Directors in their meeting held on June 29, 2016 had made following appointments:

- ❖ Mr. Rajib Kumar Das of M/s S.R. & Associates, Kolkata as Scrutinizer ("The Scrutinizer") for conducting the Postal Ballot/ E-Voting process.
- ❖ Ms. Richa Agarwalla - Company Secretary as person responsible for the entire Postal Ballot/ E-Voting process.
- ❖ Mr. Rupesh Kumar Pandey - Director and in his absence Mr. Kripa Shankar Mahawar - Director to announce the results of the postal ballot.

The Company had appointed Central Depository Services (India) Limited (CDSL) to conduct voting through electronic mode.

The Notice of Postal Ballot containing Special Resolution, Explanatory Statement, Postal Ballot forms, e-voting user IDs and passwords and a self-addressed postage pre-paid envelope(as applicable) were sent to the members and other concerned including Statutory Auditors, Directors, Stock Exchanges etc. and was also placed on the website of the Company.

The intimation about completion of dispatch of the Postal Ballot Form/ E-Voting and the last date for receipt of reply from shareholders was also intimated to the shareholders by way of publication of advertisement in "THE ECHO OF INDIA" (English) and "Arthik Lipi" (Bengali) on July 14, 2016.

Members were advised to carefully read the instructions before casting their votes and were also advised to complete the E-Voting process/ return the duly completed forms in the attached self - addressed envelope, so as to reach the scrutinizer on or before 08th August, 2016 at 05:00 PM.



As intimated to the members through postal ballot notice:

- i. The Postal Ballot Forms / E-Voting received after 5.00 P.M. on August 08, 2016, have been treated as 'responses not received from the shareholders.'
- ii. Voting rights have been reckoned on the paid up value of shares registered in the name of the shareholders as on June 24, 2016.
- iii. All postal ballots received from or e-voting done by body corporate, companies, trusts, societies etc, which were not accompanied by an original or certified copy of Board Resolution or Power of Attorney, in respect to voting were rejected by the Scrutinizer.

After due scrutiny of Postal Ballot Forms / E-Voting received upto 5:00 P.M. on August 08, 2016 (being the last date for receipt of duly filled postal ballot forms), the Scrutinizer submitted his final report on August 09, 2016.

On the basis of the report of the Scrutinizer, Mr. Rupesh Kumar Pandey, Chairman declared the result of the Postal Ballot / E-Voting.

The last date of receipt of the postal ballot / e-voting had been taken as the date of passing of the resolution.

On the basis of report of Scrutinizer all the resolution as mentioned in the Postal Ballot notice dated June 29, 2016 have been passed as Special Resolution as per the following details:

Text of Special Resolution approved by the members through Postal Ballot is as under:

ITEM NO. 1:

Change of Name of the Company:

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

RESOLVED FURTHER THAT Clause 1 of the Memorandum of Association of the Company be substituted by the following:

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

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

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



RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, including execution of documents, instruments and writings and also delegation of aforesaid authority, as the Board may in its absolute discretion deem fit, necessary and expedient for the purpose of giving effect to this resolution, without any further reference to and/or without seeking further approval of the Members of the Company."

ITEM NO. 2:

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

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

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

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



GOLDEN PROPERTIES & TRADERS LIMITED

CIN No.: L70109WB1982PLC034972

AD-76, Salt Lake City, Sector - I, Kolkata - 700 064, Ph.: 40142800, 32623716
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RESULTS:

ITEM NO. 1:

CHANGE OF NAME OF THE COMPANY:

a) Valid Votes

Valid Votes	E-Voting		Postal Ballot		Total	
	Voter Count	No. of Votes	Voter Count	No. of Votes	Valid Votes	% of total valid votes
Votes in favour of the resolution	398	11635392	0	0	398	99.99
Votes against the resolution	2	200	0	0	2	00.01
Total	400	11635592	0	0	400	100.00

b) Invalid Votes

	E-Voting		Postal Ballot		Total Invalid Votes
	Voter Count	No. of Votes	Voter Count	No. of Votes	
Invalid Votes	0	0	0	0	0
Total	0	0	0	0	0

Since out of the total valid votes polled 99.99% of the votes were cast in favour of the Resolution, the above Special Resolution was declared to have been passed with overwhelming majority.

ITEM NO. 2:

SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF WEST BENGAL TO THE STATE OF MAHARASHTRA:

a) Valid Votes



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b) Invalid Votes

	E-Voting		Postal Ballot		Total Invalid Votes
	Voter Count	No. of Votes	Voter Count	No. of Votes	
Invalid Votes	0	0	0	0	0
Total	0	0	0	0	0

Since out of the total valid votes polled 99.99% of the votes were cast in favour of the Resolution, the above Special Resolution was declared to have been passed with overwhelming majority.

The above results were announced by the undersigned on Tuesday, August 09, 2016.

Date: 09.08.2016
Place: Kolkata

RUPESH KUMAR PANDEY
DIRECTOR
DIN: 00150561