

Annexure - I)

GOLDEN PROPERTIES & TRADERS LIMITED

Regd Off: 60, Bentinck Street

Kolkata-700069

Notice to the Shareholders

Notice is hereby given that the 30th Annual General Meeting of GOLDEN PROPERTIES & TRADERS LIMITED will be held at its registered office on Monday, the 20th day of August, 2012 at 11.00 A.M. to transact the following business:

AS ORDINARY BUSINESS

- 1 To receive and consider the Report of Directors and to adopt Audited Accounts of the company for the year ended 31st March, 2012
- 2 To appoint a Director in place of Mr. Mahadeb Ghosh, who retires by rotation and is eligible for re-appointment
- 3 To appoint Auditors and to fix their remuneration

AS SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions:

“RESOLVED THAT Mr. Rupesh Kumar Pandey, who has been appointed as an Additional Director of the Company by the Board of Directors and who holds office as per Section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice under section 257 proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the company liable to retire by rotation.”

“RESOLVED THAT Mr. Kripa Shankar Mahawar, who has been appointed as an Additional Director of the Company by the Board of Directors and who holds office as per Section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice under section 257 proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the company liable to retire by rotation.”

“RESOLVED THAT Mr. Dhiraj Chawdhary, who has been appointed as an Additional Director of the Company by the Board of Directors and who holds office as per Section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice under section 257 proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the company liable to retire by rotation.”

NOTES:

1. *A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.*
2. *The instrument appointing proxy should however, be deposited at the Registered Office of the company not less than forty eight hours before the commencement of the meeting.*
3. *The Register of Members and Share Transfer Register of the company will remain closed from 15th day of August, 2012 to 20th day of August, 2012 (both days inclusive)*
4. *An Explanatory Statement pursuant to section 173(2) of Companies Act, 1956 in relation to the Special Business of the meeting is annexed hereto and forms part of this Notice.*

EXPLANATORY STATEMENT

{Pursuant to Section 173(2) of the Companies Act, 1956}

Mr. Rupesh Kumar Pandey, Mr. Kripa Shankar Mahawar and Mr. Dhiraj Chawdhary were appointed as Additional Directors under section 260 of the Companies Act, 1956, of the Company. As per the provisions of said section of the Act, Mr. Rupesh Kumar Pandey, Mr. Kripa Shankar Mahawar and Mr. Dhiraj Chawdhary shall hold office only up-to the date of the Annual General Meeting of the Company. As required by section 257 of the Act, a notice has been received from a member signifying his intention to propose the appointment of Mr. Rupesh Kumar Pandey, Mr. Kripa Shankar Mahawar and Mr. Dhiraj Chawdhary as Directors of the company.

Your Directors commend the resolutions for approval of the members.

None of the other Directors of the Company, except Mr. Rupesh Kumar Pandey, Mr. Kripa Shankar Mahawar and Mr. Dhiraj Chawdhary are, in any way, concerned or interested in the resolutions are and except to the extent of their respective appointments.

By Order of the Board

Regd. Office:
60, Bentinck Street
Kolkata - 700 069
Dated: 28.05.2012


D I R E C T O R

GOLDEN PROPERTIES & TRADERS LIMITED

Regd Off: 60, Bentinck Street

Kolkata-700069

Report of the Directors

Your Directors have pleasure in presenting the Thirtieth Annual Report of the company along with the Audited Accounts of the company for the year ended on 31st March 2012.

Financial Results

	Year ended 31-03-2012 (Rs)	Year ended 31-03-2011 (Rs)
Profit/(Loss) for the year	11,578	17,500
Less: Provision for Income tax	3,090	4,000
	=====	=====
Profit /(loss) after taxation	8,488	13,500
Less: FBT for earlier year	-	227
Profit/(loss) for the period	8,488	13,273

Deposit

During the year under review the Company has not accepted any deposits under Section 58A of Companies Act, 1956 read with Companies (Accepting of Deposits) rules, 1975.

Dividend

In the absence of adequate profits, your directors do not recommend the payment of dividend for the year under review.

Directors

During the year Mr. Rupesh Kumar Pandey, Mr. Kripa Shankar Mahawar and Mr. Dhiraj Chawdhary were appointed by the Board as Additional Directors of the company to hold the office with effect from the date of ensuing Annual General Meeting. The company received a notice under section 257 of the Companies Act, 1956 proposing their candidature for the office of the Directors. The Board recommends their appointment as Directors liable to retire by rotation.

Pursuant to the provisions of Articles of Association of the Company Mr. Mahadeb Ghosh retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

Auditors

M/S. J.B.S. & CO., Chartered Accountants retire of the ensuing Annual General Meeting and being eligible offer them selves for re-appointment.

Auditors' Report

The Notes on accounts referred to the auditors' report are self-explanatory and do not call for any further explanation.

Particulars of employees

There was no employee who was in receipt of remuneration as required to be disclosed under section 271(2A) of the Companies Act, 1956

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

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

Listing of Equity Shares

The Company's equity shares are listed with The Calcutta Stock Exchange Limited (CSE). The Company has paid requisite listing fees to the Stock Exchange for the financial year 2012-2013

Depository system

Your Company has made arrangement for dematerialization of shares with both National securities Depository Limited (NSDL) and Central Depository Services (India) Limited.

Directors' responsibility statement under section 271(2aa) of the company's Act, 1956

The Board of Directors state:

- i) That in the preparation of annual Accounts, the applicable accounting Standards have been followed along with proper explanations relating to material departures, and Notes in the Auditors' Report in this regard are self explanatory;
- 2) That such accounting policy have been selected and applied consistently and judgments and estimates made 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 and of the profit of the Company for that year.
- 3) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the Provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
- 4) The annual accounts have been prepared on a 'going concern basis'.

Compliance certificate

In accordance with Section 383A of the Companies Act, 1956 and Companies (Compliance Certificate) Rules 2001, the Company has obtained a certificate from a secretary in whole time practice confirming that the Company has complied with all the provisions of the companies Act, 1956 and a copy of such certificate is annexed to this report.

Acknowledgement

Your Directors wish to place on record their appreciation for the valuable contributions and co-operations received by the company from its Banker, other Associates of the Company and Statutory Authorities.

For and on Behalf of the Board

Regd. Office:

60, Bentinck Street
Kolkata - 700 069
Dated : 28.05.2012

Minj. choudhary. Secy. R.K.

DIRECTORS

J. B. S. & Company

CHARTERED ACCOUNTANTS

60, BENTINCK STREET, 4TH FLOOR

KOLKATA - 700 069

Phone : 2225 4828

2225 4829

Fax : 4007 0735

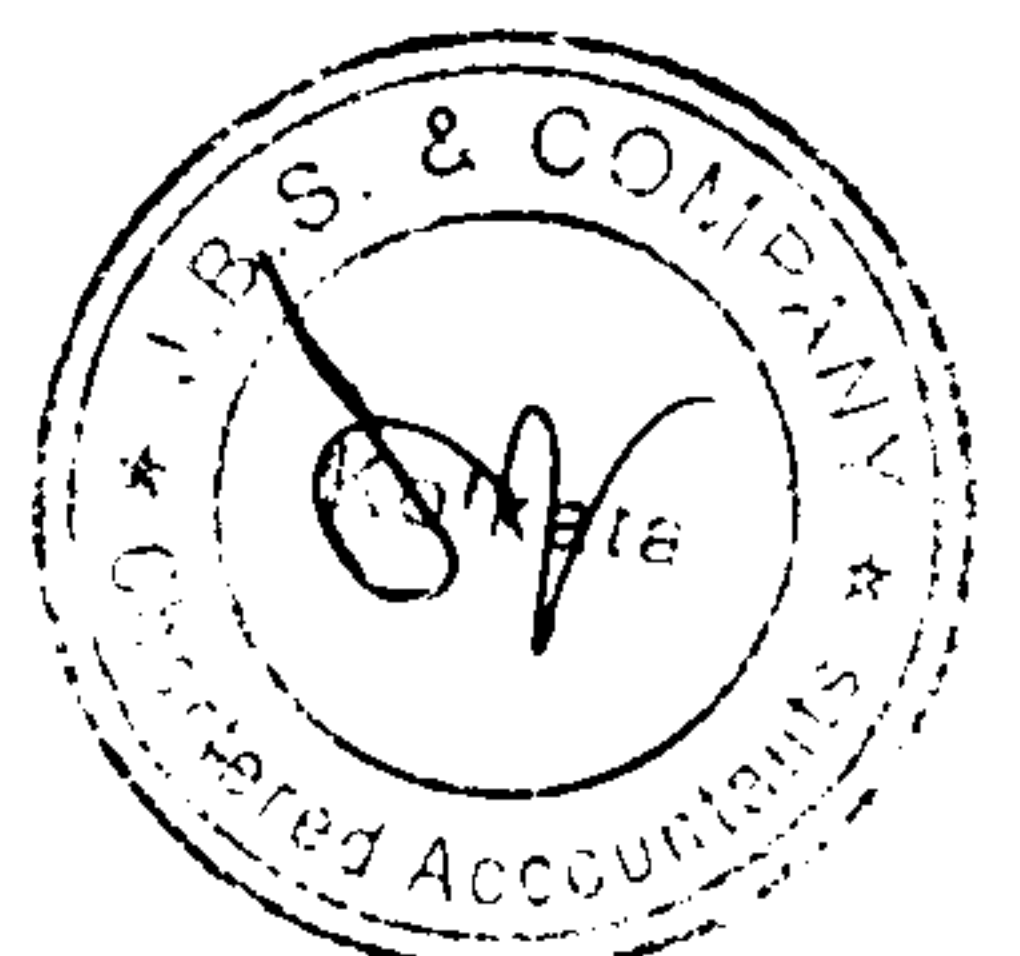
AUDITORS' REPORT

TO
THE MEMBERS OF
GOLDEN PROPERTIES & TRADERS LTD

We have audited the attached Balance Sheet of **M/S. GOLDEN PROPERTIES & TRADERS LTD** as at 31st March, 2012 and also the Statement of Profit & Loss and Cash Flow Statement of the company for the year ended on that date. These financial statements are the responsibilities of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis-statement. An audit includes examining on test basis, evidence supporting the amounts and disclosure in financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Management as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion and report that -

- (1) As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956 and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
- (2) Further to our comments in the Annexure referred to in Paragraph (1) above :
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief where necessary for the purpose of our audit.
 - (b) In our opinion proper books of accounts as required by Law have been kept by the company so far as it appears from our examination of the books.
 - (c) The said Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report are in agreement with the Books of accounts.
 - (d) In our opinion and to the best of our information, the Balance sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report comply with the accounting standard referred to in sub-Section (3C) of Section 211 of the Companies Act, 1956.

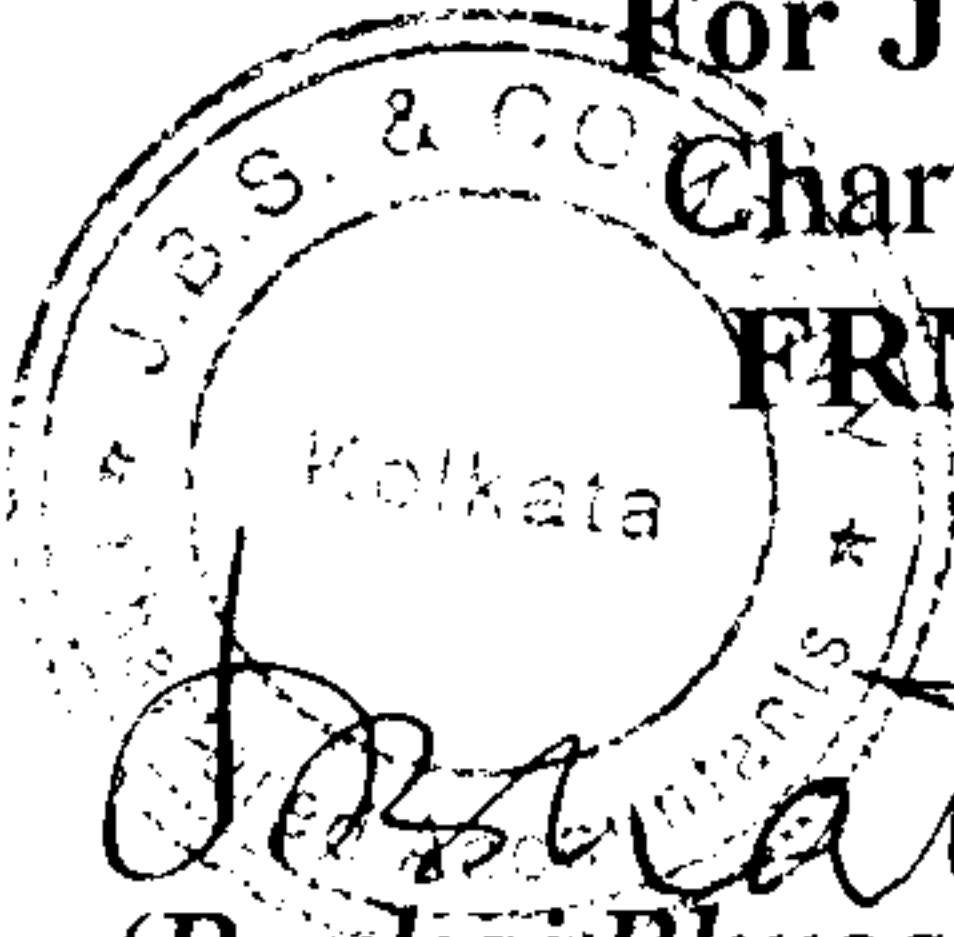


- (e) On the basis of written representation received from the Directors and taken on record by the Board of Directors, we report that no Director is disqualified from being appointed as a Director of the company under Clause (g) of sub-section 1 of Section 274 of the Companies Act, 1956.
- (f) In our opinion and to the best of our information and according to the explanations given to us, the said statements of accounts together with Notes to Accounts & Significant Accounting Policies annexed give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principle generally accepted in India.
- (i) in the case of Balance Sheet, of the state of affairs of the company as at 31st March, 2012
- (ii) in the case of Statement of Profit & Loss, of the Profit of the company for the year ended on that date

A N D

- (iii) in the case of Cash Flow Statement, of the Cash Flow for the year ended on that date.

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



Pankaj Bhushan Bhattacharya
(Pankaj Bhushan Bhattacharya)
Partner
Membership No-015416

Place: Kolkata

Dated: 28.05.2012

Annexure to the Auditors' Report**Referred to in Paragraph 1 of our Report of even date**

With reference to the Annexure referred to in Paragraph 1 of the Auditors' Report to the Members **M/S. GOLDEN PROPERTIES & TRADERS LTD** on the financial statements for the year ended 31st March 2012, we report the followings:

- 1) Since the company has no fixed assets as on date therefore, the Provisions of clause 4 (i) of the Order are not applicable to the Company.
- 2) Since the company has no inventory as on date therefore, the Provisions of clause 4 (ii) of the Order is not applicable to the Company.
- 3) According to the information and explanations given to us, there are no contracts or arrangements referred to in section 301 of the Companies Act, 1956 during the year that need to have been entered in the register maintained under that section.
- 4) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business for the Investments made by the Company. There is no continuing failure to correct major weaknesses in internal control.
- 5) The Company has neither taken nor given any secured or unsecured loan from/ to companies, firm or other parties covered in the register maintained under section 301 of the companies Act, 1956.
- 6) The company has not accepted any deposits from the public and consequently , the Directions issued by Reserve Bank of India and the provision of section 58A and 58AA of the Companies Act, 1956t and the rules framed there under are not applicable.
- 7) In our opinion and explanation given to us, the Company has own internal audit system commensurate with the size and nature of its business.
- 8) In our opinion and according to the information and explanations given to us , the Central Government has not prescribed for maintenance of the Cost Records under Clause-(d) of subsection-(1) of Section-209 of the Companies Act 1956 in respect of products of the company.
- 9)
 - a) According to the information and explanations given to us and on basis of our examination of the books of account, the company has generally been regular in depositing undisputed statutory dues including Income Tax and any other material statutory dues with the appropriate authorities during the year.



- b) There were no undisputed amounts payable in respect of Income Tax, Sales Tax, Wealth Tax, Service Tax and other statutory dues in arrears as at 31st march, 2012 for a period exceeding six months from the date they become applicable.
- c) According to the information and explanation given to us, there are no dues of income tax, sales tax, wealth tax, service tax, customs duty and excise duty which have not been deposited on account of any dispute.
- 10) The company has accumulated losses at the end of the financial year which does not exceed fifty percent of its net worth. The Company has not incurred cash losses during the financial year covered by audit and in the immediately preceeding financial year.
- 11) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank.
- 12) In our opinion and according to the explanations given to us and based on the information available, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
- 13) In our opinion and according to the information and explanations given to us, the Company is not a Chit fund/ Nidhi/Mutual benefit fund/society. Therefore, the provisions of clause (xiii) of paragraph 4 of the Order are not applicable to the Company.
- 14) The Company has maintained proper records of the transactions and contracts in respect of dealing or trading in shares, securities, debentures and other investments and timely entries have been made therein. All shares, securities, debentures and other investments have been held by the Company in its own name.
- 15) According to the information and explanations given to us, the company has not given any guarantee for loan taken by other from banks or financial institution.
- 16) According to the information and explanations given to us and on the basis of examination, the Company has not taken term loan during the period. Therefore, the Provisions of clause 4 (xvi) of the Order are not applicable to the Company.

