

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

NOTICE

Notice is hereby given that 33rd Annual General Meeting of the members of the Company will be held on Thursday, the 24th 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 31st 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 24th 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 21st September, 2015 (10:00 am) and ends on 23rd 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 17th 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 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 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.

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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.
 - 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.

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- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
- 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 with a copy marked to helpdesk.evoting@cdslindia.com on or before 23rd 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 17th 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 7th August, 2015
- 8. The shareholders shall have one vote per equity share held by them as on the cut-off date of 17th 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 17th 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. 17th September, 2015 are requested to send the written / email communication to the Company at 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.gptl.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:

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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.)

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PROXY FORM

(33rd 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
Ordinary Business			
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.		