

GOLDLINE INTERNATIONAL FINVEST LIMITED

ANNUAL REPORT

For the Financial Year 2011-2012

NOTICE

NOTICE is hereby given that the 20th ANNUAL GENERAL MEETING of the Members of Gold Line International Finvest Ltd.wil be held on Saturday, the 29th day of September, 2012. at 11:30 A.M. at G-6 Ground Floor,House No. 4346, Gali No-4C , Ansari Road Daryaganj, Delhi 110002 to transact the following business:

ORDINARY BUSINESS:

Adoption of Director's Report and Annual Accounts

1. To consider and adopt the audited Balance Sheet as at 31.3.2012 and the Profit & Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.

Appointment of Directors retiring by rotation

2. To Appoint a Director in place of Mr. Ashok Marwah, who retires by rotation and being eligible offer himself for re- appointment

Appointment of New Auditors

3. To appoint M/s Thakur Saroj& Co. , Chartered Accountants as Auditors at the place of M/s V Kaushik& Co., who of the company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the company and to fix their remuneration.

By order of the Board of Directors

Place: New Delhi

Dated: 27th July, 2012

**Sd/-
Director**

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY INSTRUMENT SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members are requested to notify any change in their addresses, at its Registered Office or to its Share Transfer Agents.
3. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting.
4. Members/Proxies should bring the attendance Slip, duly filled in, for attending the meeting.
5. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. Members, who hold shares in dematerialized form, are requested to write their Client ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.

**By order of the Board of Directors
For Gold Line International Finvest Limited
Sd/-
Director**

**Place: New Delhi
Dated: 27th July, 2012**

DIRECTORS' REPORT

To The Members,
M/s Gold Line International Finvest Limited,

Your Directors have pleasure in presenting their 20th Annual Report and Audited Statement of Accounts of the Company for the year ended on 31st March, 2012.

1. Financial Results :

Particulars	Current Yr. 31.03.2012 (Rs.)	Previous Yr. 31.03.2011 (Rs.)
Total Income/Loss	8,00,000	55375
Less: Total Expenses	503054	74038
Profit Before Tax	296946	(18663)
Profit/Loss after Tax	205370	(18663)
Less: Profit Brought from Previous Yr	(1183981)	(1165318)
Balance carried to Balance Sheet	(978611)	(1183981)

2. Dividend:

Due to losses the Company is not in the position to pay any dividend.

3. Deposits :

The Company has not accepted the deposits under section 58A of the Companies Act, 1956 and Companies (Acceptance of deposits) Rules 1975.

4. Auditors :

The Auditors M/s Thakur Saroj & Company, Chartered Accountants, Delhi, Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting. The Company has received letter from them to the effect that their appointment, if made, would be within the limits prescribed U/s 224(1B) of the Companies Act, 1956. Accordingly, M/s Thakur Saroj & Company, Chartered Accountants, are required to be reappointed as Statutory Auditors of the Company at the ensuing Annual General Meeting.

5 Auditor's Report :

There is no adverse qualification/remark in the Auditor's Report

6 Directors:

In accordance with the provisions of the Articles of Association of the Company Mr. Ashok Marwah is due to retire by rotation and being eligible, offer himself for re-appointment.

7 Director's Responsibility Statement :

In compliance to the provisions of Section 217 (2AA) of the Companies Act, 1956, your Directors wish to place on record –

- (i) that in preparing the Annual Accounts, all the applicable accounting standards have been followed ;
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates 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 the financial year and of the profit of the Company for that period;
- (iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing/detecting fraud and irregularities;
- (iv) that the Directors have prepared the Annual Accounts on going concern basis.

8 Personnel :

As no employee is in receipt of remuneration in excess of the prescribed limits, information under Section 217 (2A) may be treated as nil.

9 Compliance Certificate from Company Secretary in Practice :

A Certificate of compliance by a Company Secretary in practice referred to in the proviso to sub-section (1) of Section 383A of the Companies Act, 1956 read with Rule 2(b), 2(c) & Rule 3 of the Companies (Compliance Certificate) Rules, 2001 is annexed herewith as Annexure-A.

10 Energy, Technology & Foreign Exchange :

Information in accordance with the provision of Section 217 (I) (e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 being not relevant/significant, are not given. There was no foreign exchange earning or outgo during the year under review.

Appreciation:

Your Directors wish to place on record their deep sense of appreciation of the devoted services rendered by the executives and bank etc.

**FOR AND ON BEHALF OF THE BOARD
GOLD LINE INTERNATIONAL FINVEST LIMITED**

**SD/-
(ASHOK MARWAH)
DIRECTOR**

**SD/-
(AKSHOD KUMAR SHARMA)
DIRECTOR**

**Place : New Delhi
Date : 27/07/2012**

S. K. Jha & Associates
Company Secretaries

123/8, 'T' Point, Gali No. -15, Sant Nagar,
Burari, Delhi-110084. Mob. 9811579790
E-mail- sanacs_khg@rediffmail.com,
sanjayjhafcs@gmail.com

Nominal Capital –Rs. 5,00,00,000/-
CIN.L74899DL1992PLC050250

COMPLIANCE CERTIFICATE
[Under Section 383A Sub-Clause (1)]

The Members

M/s Gold Line International Finvest Limited,
G-6, Ground Floor, House No. – 4396,
Gali No.- 4C, Darya New Delhi -110002

I have examined the registers, records, books and papers of M/s. **Gold Line International Finvest Limited**, having Registered office at **G-6, Ground Floor, House No. – 4396, Gali No.- 4C, Darya New Delhi -110002** as required to be maintained under the Companies Act, 1956 (the Act) and the Rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the Financial Year ended as on **31st March, 2012**. In my opinion and to the best of my information and according to the examination carried out by me and explanations furnished to me by the Company, I certify that in respect of the aforesaid financial year.

1. The company has kept and maintained all registers as stated in Annexure “A” to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in Annexure “B” to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company being a Public Ltd. company has minimum prescribed paid up Capital and its minimum number of members during the said Financial Year were not less than seven.
4. The Board of Directors duly met Seven times on 25th April 2011, 23rd June 2011, 27th July 2011, 5th September 2011, 1st October 2011, 27th October 2011 and 25th January 2012 in respect of meetings held proper notices were given and proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company has not closed its Register of Members, and/or Debenture holders during the financial year.

6. The Annual General Meeting for the financial year ended on 31st March, 2011 was held on 29th September 2011 after giving due notice to the members of the Company and the resolution passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting held during the year.
8. The Company has not advanced any loan to its directors and / or persons or firms or Companies referred in Section 295 of the Act.
9. The Company has not entered into contract and transactions for purchase or sales of goods, services and materials above Rs. 5,000/- with group company as per Balance Sheet as at 31st March, 2012 and not falling under the provisions of Section 297 of the Act during the Financial Year.
10. The Company has not required making any entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of directors, members or Central Government, as the case may be.
12. The company has not issued any duplicate share certificates during the year.
13. The company has:
 - (i) Not allotted any shares/debentures or other securities during the Financial Year.
 - (ii) Recorded one case of transfer of share and not recorded any transmission of shares during the Financial Year.
 - (iii) Not declare any dividend for the financial year 2010-2011.
 - (iv) Duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted there is no change in Board of Directors during the year ended 31st March 2012.
15. The Company has not appointed any Managing Director/Whole time Director during the Financial Year 2011-2012.
16. The Company has not appointed any sole-selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, and Registrar or other such authorities under the various provisions of the Act.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any debentures & other securities during the financial year.
20. The Company has not bought back any shares during the Financial Year 2011-2012.

21. There was no redemption of Preference Shares or Debentures during the year. The Company has not any Preference Shares and Debentures during the Financial Year 2011-2012.
22. There were no transactions necessitating the Company to keep in abeyance the right to dividend, right shares and bonus shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposited including any unsecured loans falling within the purview of Section 58A during the Financial Year.
24. The Company has not made any borrowing & obtained corporate guarantee or other Loan during the year ended on 31st day of March 2012.
25. The Company has not made any loans and investment, or given guarantees or provided securities to any other bodies corporate during the Financial Year.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny. However the company registered office changed from 606, Kailsah Building ,26 Katurba Gandhi Marg , New Delhi -110001 to G-6, Ground Floor, House No. – 4396, Gali No.- 4C, Darya New Delhi -110002.
27. The company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The company has not altered the provisions of the Memorandum with respect to the name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the year.
31. The company has received show cause notice from ROC for delay in filing of Return for the year 2009 and 2010. The matter was solved by filing the compounding of offence in the District Court Delhi. The Court ordered the compounding Charges against the company and their Directors which was deposited as provisions of the Companies Act 1956.
32. The Company has not received any money as security from its employees during the year.
33. The provisions of Section 418 of the Act relating to P. F. is not applicable on the Company.

Date: 27th July 2012

Place: New Delhi

**For S. K. Jha & Associates
Company Secretaries**

**Sd/-
Sanjay Kumar Jha
Prop.
(C.P. No.: 3749)**

Annexure “A”**Registers and Records as maintained by M/s. Gold Line International Finvest Limited**

1. Minutes Book of Meeting of the Board of Directors under section 193.
2. Minutes Book of General Meeting under Section 193.
3. Register of Contracts, companies & Firms in which Directors etc. are interested under Section 301(3)
4. Register of Share Transfers under the Act.
5. Register of Directors, Managing Directors, Manager & Secretary under Section 303
6. Register of Directors Shareholding under Section 307.
7. Register of Members under Section 150.
8. Register of Share Application & Allotment.
9. Books of Accounts under Section 209.
10. Copy of Annual Return u/s159

Annexure “B”**Records as filed for Registration in the office of the Registrar of Companies by M/s. Gold Line International Finvest Limited**

S.No.	Documents	Date of filing	Subject	Delay in filing
1	Form No.-23AC and 23ACA Balance Sheet, Along with Notice, Directors Report & Auditor's Report for the year ended on 31-03-2010	19.05.2011	For the year ended as on 31-03-2010	More than Six months
2	Form-66	16.05.2011	For the year ended as on 31-03-2011	More than Five months
3	Form-61	27.03.2012	For compounding of offence under Section 159 and 220 of the Act.	