



ANNUAL REPORT (2013-14)

GOLD LINE INTERNATIONAL FINVEST LIMITED



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CORPORATE INFORMATION**BOARD OF DIRECTORS**

Mr. Mahendra Singh	Whole-time Director
Mr. Nihar Ranjan Mishra	Independent Director
Mr. Arun Kumar Gupta	Non Executive and Non Independent Director
Mr. Mahesh Chand	Independent Director

CORPORATE IDENTIFICATION NUMBER L74899DL1992PLC050250

REGISTERED OFFICE

G-6, Ground Floor, House No. 4346
Gali No. 4-C, Ansari Road, Darya Ganj
New Delhi – 110002
Ph: 011-32931123; Fax: 011-32931123
Email: goldline2000@yahoo.com
Website: www.goldlineinternationaltd.com

BANKERS

ICICI Bank Limited

STATUTORY AUDITORS

M/s Agrawal Goyal & Co., Chartered Accountants
FRN: 004977C
D-251/10, 3rd Floor, Laxmi Nagar
New Delhi – 110092

**REGISTRAR & SHARE
TRANSFER AGENT**

Beetal Finance & Computer Services Private Limited
Beetal House, 3rd Floor, 99, Madangir, Behind Local
Shopping Centre, Near Dada Harsukhdas Mandir
New Delhi – 110062
Tel.: +91-44-2996 1281/83
Fax: +91-44-2996 1284
E-mail: beetal@rediffmail.com
Website: www.beetalfinancial.com

NOTICE TO MEMBERS

NOTICE is hereby given that the **22ND ANNUAL GENERAL MEETING** of the Members of Gold Line International Finvest Limited will be held on Monday, the 11th Day of August, 2014 at 11:30 A.M. at the registered office of the Company at G-6 Ground Floor, House No. 4346, Gali No-4C, Ansari Road Daryaganj, New Delhi 110002 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance sheet of the Company as at March 31, 2014, the statement Profit & Loss Account, Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditor's thereon.
2. To appoint a director in place of Mr. Mahesh Chand (DIN: 06463812), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s Agrawal Goyal & Co., Chartered Accountants (Firm Registration number 004977C), as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the Conclusion of next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS

4. To Consider, and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the subject to the Listing Agreement with the Stock Exchange and Securities Contracts (Regulations) Act, 1956 and provision of the Section 61 and other applicable provision, if any, of Companies Act, 2013 and the provisions of the Article of Association of the Company, and subject to the approvals, consents, permissions and sanctions as may be necessary from the appropriate Authorities or Bodies, one Equity share of the Company having Face Value of Rs. 10/- (Rs. Ten) each be sub divided into 10 Equity Shares of face Value Rs.1 (Rs. One) each and the relevant Capital Clause in the Memorandum of Association of the Company be altered accordingly.

RESOLVED FURTHER THAT upon sub – division of Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10 each held in the Physical form shall be exchanged in lieu of the original Share Certificate surrendered by the Shareholder and from the Record date (to be decided by the Board) and the Company may require the surrender of existing Share Certificate(s) issue and dispatch the rectified Share Certificate(s) of the Company, in lieu of such existing Share Certificate(s) subject to the provisions of the Rules made by Central Government in this behalf and in case of Share held in dematerialized form, the corresponding number of sub divided Equity Share to be credited to the respective Beneficiary Accounts of the Shareholders with the

Depository participants, in lieu of Existing Equity credits representing the Equity Shares of the Company before sub division.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do acts and execute all such documents, instruments and writing as may be required in the said connection and to delegate all or any of the powers herein vested in them to any Committee of Directors or any Director(s) to give effect to the aforesaid resolution.”

5. To Consider, and if thought fit, to pass with or without modification, the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to the provision of Section 13 of the Companies Act 2013 and all other applicable provisions, if any, and subject to the approvals, consents, permission and sanctioned as may be necessary from the appropriate authorities or bodies, the existing relevant clauses of the Memorandum of Association of the Company be and are hereby substituted as follows:

“The Authorized Share Capital of the Company is Rs. 52,51,00,000 (Fifty Two Crores and Fifty One Lac only) divided into 52,51,00,000 (Fifty Two Crores and Fifty One Lac) equity Shares of Rs. 1/- (Rs. One) each.”

By Order of the Board of Directors
For GOLD LINE INTERNATIONAL FINVEST LTD
Sd/-

Place: New Delhi
Date: 15/07/2014

Mahendra Singh
Director
DIN: 06437665

NOTES

1. A member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself. A Proxy need not be a member of the Company. Instrument of proxies in order to be effective must be received by the Company not less than 48 hours before the time for holding the meeting.
2. The Register of Members and Transfer Books of the Company will be closed from 30th July, 2014 to 01st August, 2014 (both days inclusive).
3. Members are requested to notify any change in their addresses, at its Registered Office or to its Share Transfer Agents.
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 are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
7. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
8. Pursuant to the Clause 49 of the Listing Agreement, additional information on Directors seeking appointment/ reappointment at the annual general meeting is provided in the Annual Report.
9. The Ministry of Corporate Affairs (Ministry), Government of India, has taken a Green Initiative in Corporate Governance by allowing paperless compliances by companies through electronic mode. As per the Circular No. 17/2011 dated 21.04.2011 and Circular No.18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs, companies can now send various notices /documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report etc) to their shareholders through electronic mode, to the registered email addresses of the shareholders.
10. In terms of Circular No. 17/2011 dated 21.04.2011 and Circular No.18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs, under Green initiative in the Corporate Governance all the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents whose e-mail id is beetal@rediffmail.com mentioning the Company's name so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.

Members who would like to receive such notices/ documents in electronic mode in lieu of physical copy and who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail addresses:

- in respect of electronic shareholding - through their respective Depository Participants;
- in respect of physical shareholding - by sending a request to the Company's Share Transfer Agent at beetal@rediffmail.com, mentioning therein the Company's name, their folio number and e-mail address.

**By Order of the Board of Directors
For GOLD LINE INTERNATIONAL FINVEST LTD**

Sd/-

**Place: New Delhi
Date: 15/07/2014**

**Mahendra Singh
Director
DIN: 06437665**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE
COMPANIES ACT, 2013**

ITEM NO. 4 & 5

At present, the Authorized Share Capital of the Company is Rs. 52,51,00,000 (Fifty Two Crore and Fifty One Lac only) and the nominal face values of the Equity Share of the Company is Rs. 10 per Equity Share of the Company and are listed on BSE Limited and Delhi Stock Exchange Limited. With a view to broad base the investor base by encouraging the participation of the retail investors, the management has proposed to reduce the face value of Equity shares of the Company from Rs. 10/- to Rs. 1/- each. The resolution for altering the Capital Clause in the Memorandum of Association of the Company as set out at item No. 5 of the Notice is reflect the corresponding changes in the Capital Clause of the Memorandum of Association of the Company. Consequent to splitting of the existing one Equity Share Rs. 10 each into One Equity Share of Rs. 1 /- each pursuant to the sub - division as proposed therein.

The Board recommends the adoption of the Resolution.

The Directors of the Company may be deemed to be interested in this Resolution to the extent of their shareholding, if any, in the Company in the same proportion as that of every other member of the Company who holds Equity Shares.

**By Order of the Board of Directors
For GOLD LINE INTERNATIONAL FINVEST LTD**

**Place: New Delhi
Date: 15/07/2014**

**Sd/-
Mahendra Singh
Director
DIN: 06437665**

DIRECTORS' REPORT

To the Members,

The Directors have pleasure in presenting before you the 22nd Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2014.

FINANCIAL RESULTS

(Amt in Rs.)

S. No.	Particulars	2013-14	2012-13
1.	Total Income/Loss	1,23,82,568	46,48,332
2.	Less: Total Expenses	1,00,15,252.79	36,83,370
3.	Profit Before Tax	23,67,315.21	9,64,962
4.	Current Tax	7,95,466	2,42,555
5.	Profit/Loss after Tax	15,33,118.21	6,67,716

OPERATIONS

The Company achieved a turnover of Rs. 1.24 Crores during the current year, as against Rs. 0.46 Crores during the previous year. Net Profit before taxation for the financial year ended on 31st March, 2014 increased to Rs. 0.24 Crore against Rs. 0.09 Crore in the previous year.

DIVIDEND

To plough back the profits in to the business activities, no dividend is recommended this year.

DEPOSITS

During the year under review, Your Company has not accepted the deposits under section 58A of the Companies Act, 1956 and Companies (Acceptance of deposits) Rules 1975 as amended upto date.

LISTING OF EQUITY SHARES

Your Directors are pleased to inform you that the Company's Equity Shares have been listed on BSE Limited on April 28, 2014 and the Company had paid listing fees to the Exchange for the year 2014-15.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required by Clause 49 of the Listing Agreements with Stock Exchanges, the Management discussion and Analysis Report is enclosed as a part of this report (**Annexure - I**).

DEMATERIALISATION OF SHARES

60.98 % of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2014 and balance 39.02% is in physical form.

The Company's Registrars is M/s ***Beetal Finance & Computer Services Private Limited***, Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi – 110062

DIRECTORS

Mr. Mahesh Chand will retire by rotation at the ensuing annual general meeting and, being eligible offer, himself for reappointment.

DIRECTOR'S RESPONSIBILITY STATEMENT

As required under section 217 (2AA) of the companies act, 1956 Directors of your Company hereby state and confirm that:

- (i) the applicable Accounting Standards have been followed in preparation of annual accounts;
- (ii) the accounting policies selected were applied consistently and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the State of affairs of the Company as at 31st March, 2014 and of the profit for the year ended on that date;
- (iii) proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Annual Accounts for the year ended 31st March, 2014 have been prepared on a going concern basis;

AUDIT OBSERVATIONS

Auditors' observations are suitably explained in notes to the Accounts and are self-explanatory.

AUDITORS

The Auditors, M/s Agrawal Goyal & Co. (Firm Registration number 004977C) Chartered Accountants, retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment.

CORPORATE GOVERNANCE AND SHAREHOLDERS' INFORMATION

Your Company has taken adequate steps to adhere to all the stipulations laid down in Clause 49 of the Listing Agreement. A report on Corporate Governance is included as a part of this Annual Report (**Annexure II**).

Certificate from the Statutory Auditors of the company M/s Agrawal Goyal & Co., Chartered Accountants, confirming the compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO

Information required under Section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in Directors' Report) Rules, 1988 being not relevant/significant, are not given. There were no foreign exchange earnings or outgo during the year under review.

HUMAN RESOURCES

There are no employees as on date on the rolls of the Company who are in receipt of Remuneration which requires disclosures under Section 217 (2A) of the Companies Act, 1956 and Companies (Particulars of Employees) Rules, 1975.

During the year under review, relationship with the employees is cordial.

ACKNOWLEDGEMENT

Directors take this opportunity to express their thanks to various departments of the Central and State Government, Bankers, Material Suppliers, Customers and Shareholders for their continued support and guidance.

The Directors wish to place on record their appreciation for the dedicated efforts put in by the employees of the Company at all levels.

By Order of the Board of Directors
GOLD LINE INTERNATIONAL FINVEST LIMITED

Place: New Delhi
Date: 15/07/2014

Sd/-
Mahendra Singh
Director
DIN: 06437665

Sd/-
Arun Kumar Gupta
Director
DIN: 06447121