

# CONTENTS

Corporate Information
Notice of AGM
Director's Report
Annexure I (MGT-9)
Annexure II (Secretarial Audit Report)
Annexure III(Management Discussion and Analysis Report)
Annexure IV (Corporate Governance Report)
CEO / CFO Certification
Auditors' Certificate on Corporate Governance
Auditors' Report
Balance Sheet
Profit and Loss Account
Cash Flow Statement
Notes on the Balance Sheet & Profit and Loss Account
Proxy Form/ Attendance Slip

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Promod Panda	Non -Executive and Non Independent Director
Mr. Ashish Kumar	Non- Executive and Independent Director
Ms. Nidhi Kachhap	Non -Executive and Non Independent Director
Mr. Arun Kumar Das	Non- Executive and Independent Director

### **CORPORATE IDENTIFICATION NUMBER**

L74899DL1992PLC050250

### **REGISTERED OFFICE**

Flat No. 116, First Floor, Hemkunt Chamber,  
89, Nehru Place, Delhi – 110019  
Ph: 011- 65670016  
**Email:** [goldline2000@yahoo.com](mailto:goldline2000@yahoo.com)  
**Website:** [www.goldlineinternational ltd.com](http://www.goldlineinternational ltd.com)

### **BANKERS**

Punjab National Bank

### **STATUTORY AUDITORS**

**M/s Nishant Alok, Chartered Accountants**  
FRN: 029014N  
B-9, OPPOSITE RAJORI GARDEN POLICE STATION DDA MARKET  
VISHAL ENCLAVE DELHI-110027

### **REGISTRAR & SHARE TRANSFER AGENT**

**Bigshare Services (P) Ltd.**  
4/E 8, First Floor, Jhandewalan Extention, New Delhi-110055  
**Tel.:** 011-23522373  
**E-mail:** [bssdelhi@bigshareonline.com](mailto:bssdelhi@bigshareonline.com)  
**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)

### **ANNUAL GENERAL MEETING**

Saturday, 15<sup>th</sup> Day of September, 2018 at 9:00 A.M  
Navkar Tirth Atisey, village Neelwal,  
Near Mahaviday Ksetra  
Ghervra More, Rohtak Road Delhi



# **GOLDLINE INTERNATIONAL FINVEST LIMITED**

CIN No. L74899DL1992PLC050250

## **NOTICE OF 26<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 26<sup>th</sup> Annual General Meeting of **M/s Gold Line International Finvest Limited** will be held on Saturday, 15<sup>th</sup> Day of September, 2018 at 9:00 A.M. at Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi-110081, to transact the following Business:

### **ORDINARY BUSINESS:**

1. To receives, consider and adopted the audited Balance sheet of the Company as at March 31 2018, 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. Promod Panda, who retires by rotation and being eligible offer himself for re-appointment.
3. To ratify the appointment of M/s. Nishant Alok & Co., Chartered Accountants, 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 and to fix their remuneration.

### **SPECIAL BUSINESS:**

4. **To appoint Ms. Nanki Kachhap (DIN: 08096522) as Director and in this regard 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Nidhi Kachhap (DIN: [08096522](#)), who was appointed as Additional Non Independent Director on March 28<sup>th</sup>, 2018 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

### **5. RATIFICATION OF UTILIZATION OF FUNDS RAISED FROM THE PREFERENTIAL ISSUE**

**To consider and, if thought fit, to pass with or without modification(s), the following resolution as SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the BSE Notice No.20180613-29 dated 13<sup>th</sup> June, 2018, consent of the members of the company be and is hereby accorded by way of special resolution to ratify the utilization of funds aggregated to Rs. 4,87,205,000/- (Rupees Forty Eight Crore Seventy Two Lakh Five Thousand Only) raised from the preferential Issue during the financial year 2013-2014 for the objects mentioned in offer letter i.e.

1. to strengthen the equity base of the company
2. to meet the enhanced working capital requirements of the company
3. to meet certain Capital Expenditure
4. to meet expenditure for general corporate purpose

**Further,** Company has utilized those funds for the purposes of providing advances for business purpose, loans & advances, Repayment of Loan, General Corporate Purpose and working capital requirement to expand the business of the company.

**"RESOLVED FURTHER THAT** without prejudice to the above resolution further Company has discloses the status of said funds as on 31.03.2018 as per the below mentioned table:-

<b>Particulars</b>	<b>Amount utilized as on 31<sup>st</sup> March, 2018</b>
Advances for the Business Purpose	Rs. 1,38,500,000/-
Expenses on the time of Issue	Rs. 36,25,000/-
Fixed Assets Purchase	Rs. 17,00,000/-
Investment	Rs. 90,00,000/-
Loan on Interest	Rs. 147,700,000/-
Loan Without Interest	Rs. 107,275,000/-
Repayment of Loan	Rs. 34,300,000/-
Working Capital	Rs. 33,475,000/-
Miscellaneous Expenses	Rs. 11,200,000/-
<b>Total</b>	<b>Rs. 486,775,000/-</b>

**"RESLOVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s) or officer(s) of the Company or any other person(s) as may be necessary to give effect to the aforesaid resolution.

**Date: 16.08.2018**

**Place: New Delhi**

**By Order of the Board**  
**For GOLD LINE INTERNATIONAL FINVEST LTD.**  
**Sd/-**  
**PROMOD PANDA**  
**Director**  
**DIN: 07421931**

**Notes:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

2. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

3. Members holding shares in physical form are requested to notify change in address, if any, under their signatures to Bigshare Services (P) Ltd. Address: 4/E 8, First Floor, Jhandewalan Extension, New Delhi-, -110005. Members holding shares in electronic form may update such details with their respective Depository Participants.

4. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from 12.09.2018 to 14.09.2018 (both days inclusive).

5. Members seeking any information regarding accounts should write to the Company at least seven days before the date of the meeting so as to enable the management to keep the information ready.

6. All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.

7. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.

**The instructions for shareholders voting electronically are as under:****INSTRUCTIONS**

1. Voting through electronic means

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to offer e-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the Annual General Meeting to be held on Saturday, 15<sup>th</sup> day of September, 2018 at 09:00 A.M. Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahavidya Ksetra, Ghevra More, Rohtak Road, Delhi- 110081. The Company has envisaged the Services of National Securities Depository Limited (NSDL) to provide e-voting facility.
- II. 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 National Securities Depository Limited (NSDL).
- III. The Facility for voting through ballot paper shall be 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.
- IV. 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.

- V. The remote e-voting period commences on 12<sup>th</sup> September, 2018 (9:00 am) and ends on 14<sup>th</sup> September, 2018 (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 08th September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote E- voting electronically are as under:-

A. In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participant(s) :

(i) Open email and open PDF file. The said PDF file contains your user ID and password For E-Voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following [URL:https://www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)

(iii) Click on shareholder-Login.

(iv) Put user ID and password as initial password noted in step (i) above. Click login.

(v) Password change menu appears. Change the password with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens, click on e-voting : Active Voting cycles.

(vii) Select "EVEN" of GOLD LINE INTERNATIONAL FINVEST LIMITED.

(viii) Now you are ready for remote E-voting as cast vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote

(xii) Institutional & Corporate shareholders(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, to the Scrutinizer through e-mail to [acsashok91@gmail.com](mailto:acsashok91@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) .

B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy] :

(i) Initial password is provided as below in the proxy form:

(ii)

EVEN (Remote E-Voting Event number)	USER ID	PASSWORD

(iii) Please follow all steps from SI. No.(ii) to SI. No.(xii) above, to cast vote.

(iv) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) call on toll free no.: 1800-222-990.

(v) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

(vi) The e-voting period commences on 12<sup>th</sup> September, 2018 (9:00 am) and ends on 14<sup>th</sup> September, 2018 (5:00 pm). During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 08<sup>th</sup> September, 2018, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way ballot form.

(vii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 08<sup>th</sup> September, 2018.

(viii) Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. September 08<sup>th</sup>, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [goldline2000@yahoo.com](mailto:goldline2000@yahoo.com). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset Your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

(ix) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

(x) Mr. Ashok, Company Secretary (COP: 20599), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

(xi) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

(xii) The Scrutinizer shall after the conclusion of the e-voting at the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

(xiii) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. [www.goldlineinternationaltd.com](http://www.goldlineinternationaltd.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited (BSE).

**Date: 16.08.2018**

**Place: New Delhi**

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

**Sd/-  
PROMOD PANDA  
Director  
DIN: 07421931**

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

### **ITEM NO. 4**

Ms. Nidhi Kachhap, who was appointed as an Additional Director of the Company with effect from 27<sup>th</sup> March, 2018, in terms of Section 161 of the Companies Act, 2013, she holds office until the conclusion of the Annual General Meeting of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Nidhi Kachhap, for the office of the Director under the provisions of Section 160 of the Companies Act, 2013.

Ms. Nidhi Kachhap is an eminent Professional and brings rich and varied experience to the Board. The Board of Directors recommends the resolution set out in Item no. 4 of the Notice for approval of the Members.

The Board recommends the resolution for your approval. Ms. Nidhi Kachhap is interested in the resolution to the extent of his appointment.

None of the remaining Directors and their relatives is concerned or interested in the proposed resolution.

### **ITEM NO. 5**

Your Company had raised Rs. 4,87,205,000/- (Rupees Forty Eight Crore Seventy Two Lakh Five Thousand Only) by issuing and allotting 48720500 Equity shares of Rs. 10/- each on preferential basis on during the financial year 2013-2014 for the purpose of to strengthen the equity base of the company, to meet the enhanced working capital requirements of the company, to meet certain Capital Expenditure and to meet expenditure for general corporate purpose as mentioned in offer letter while the funds were used only for the purposes of expansion proportions of the company and in providing loans and advances which further earned interest and helped in expansion of the business of the company. And as on 31<sup>st</sup> March, 2018 status of said funds as on 31.03.2018 as per the below mentioned table:-

<b>Particulars</b>	<b>Amount utilized as on 31<sup>st</sup> March, 2018</b>
Advances for the Business Purpose	Rs. 1,38,500,000/-
Expenses on the time of Issue	Rs. 36,25,000/-
Fixed Assets Purchase	Rs. 17,00,000/-
Investment	Rs. 90,00,000/-
Loan on Interest	Rs. 147,700,000/-
Loan Without Interest	Rs. 107,275,000/-
Repayment of Loan	Rs. 34,300,000/-
Working Capital	Rs. 33,475,000/-
Miscellaneous Expenses	Rs. 11,200,000/-
<b>Total</b>	<b>Rs. 486,775,000/-</b>

In order to meet the requirements of BSE Notice No. 20180613-29 dated 13<sup>th</sup> June, 2018 the Board and audit committee at its meeting held on 16<sup>TH</sup> August, 2018 and approved the status of said funds as on 31.03.2018 and the same need to be ratified by the shareholders by passing Special Resolution.



None of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

**Date: 16.08.2018**

**Place: New Delhi**

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

**Sd/-**  
**PROMOD PANDA**  
**Director**  
**DIN: 07421931**

## ANNEXURE I TO THE NOTICE

Details of the directors proposed to be appointed / re-appointed as per clause 1.2.5 of Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name	Mr. Promod Panda
Age	32 Years
Qualifications	Graduate
Experience	4 Years
Terms and conditions of appointment including details of remuneration	<b>Mr. Promod Panda</b> holds the office as Non-Independent and Non- Executive Director of the Company. He will be entitled for remuneration as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors and approved by the members of the Company from time to time. Other terms and conditions are mentioned in the letter for appointment which is available for inspection by members on all working days except holidays from 11.00 a.m to 5.00 p.m at the registered office of the company.
Last drawn remuneration	Nil
Date of first appointment by the Board of Directors of the Company	15.03.2016
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2017-18	8
Other directorship, membership / chairmanship of committees of other board	<b>Director/Designated partner in:</b>  Vinodpromod Corporate Solutions LLP Urbs Tech Agro Limited Vimmi International Private Limited
Justification for appointment of Independent Director	N.A
Performance evaluation report	N.A