



GOLD LINE INTERNATIONAL FINVEST LIMITED

Registered office: FLAT No. 116, FIRST FLOOR, HEMKUNT CHAMBER, 89, NEHRU PLACE, NEW DELHI-110019

Corporate Identification Number: L74899DL1992PLC050250

Tel/Fax: 011-32931123

Email: goldline2000@yahoo.com ; Website: www.goldlineinternationalltd.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholders,

Notice is hereby given pursuant to section 110 of Companies Act, 2013 read with rule 22 of Companies (Management and Administration) Rules, 2014 that the draft resolutions set out below are proposed to be passed by Postal Ballot.

Accordingly, the draft resolutions and the explanatory statement pursuant to Section 102 of the Act are being sent along with a Postal Ballot form, to all the members physically and, in addition, through e-mail to all members who has a registered e-mail Id, for consideration and consent.

As required under the provisions of Section 108, 110 and other applicable provisions, if any of the Act and the rules as applicable in that regard, the Company is providing e-voting facility as an alternative to sending the physical Postal Ballot Form and has engaged the services of National Securities Depository Limited ("NSDL") to provide the e-voting facility. Accordingly, instead of running Postal Ballot Form, members may choose to cast their vote electronically through the NSDL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

The Company has appointed Mr. Sanjay Kumar Jha (COP no.-3749) of M/s S.K. Jha & Associates, having its office at 308-309, Vardhman Fortune Mall, Opp. Gujrawala Town, G. T. Karnal Road, Azadpur, Delhi-110033 as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed in the Postal ballot form (annexed hereto) and return the form duly completed in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer at Flat no. 116, first floor, Hemkunt Chamber, 89, Nehru Place New Delhi-110019 before the closing of working hours on 5.30 p.m. of 28th April, 2015. (Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received).

The Scrutinizer will submit his report to the Chairman of the Company after completion of the Scrutiny. The Result of the voting by Postal Ballot will be announced on 1st May, 2015 at the registered office of the Company at Flat no. 116, first floor, Hemkunt Chamber, 89, Nehru Place New Delhi-110019. The Result and the report of Scrutinizer on the postal ballot shall be communicated to the BSE Limited where the Equity shares of the Company are listed and will also be displayed on the Company's Website at **www.goldlineinternationalltd.com** The Resolutions, if approved, will be taken as passed effectively on the date of declaration of result i.e. 1st May, 2015.

The said notice of Postal ballot and ballot form has also been placed on the Company's website viz **www.goldlineinternationalltd.com** for perusal by the Members.

SPECIAL BUSINESS:

1. ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following, as a **Special Resolution:-**

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT Pursuant to the provisions of Section 13 and other applicable provisions, if any of the Companies act 2013, the object clause of Memorandum of association of the Company be altered and amended by inserting following new sub-clauses (9,10,11,12,13) after the existing sub-clause (8) under Clause IIIA of Memorandum of Association of the Company:

9. To carry on the activities of nursery, plantation, agriculture, horticulture and farming on any land or property of the company or upon any other property or land whether belonging to the company or not and to act as consultant in the field of nursery, plantation, agriculture, horticulture and farming and to import and export plants and other produce and products relating to the activities of nursery, plantation, agriculture, horticulture and farming.
10. To carry on in India or elsewhere the business stitched, unstitched or otherwise act as manufacture, fabrication, processors, importers, exporters, commission agents, brokers, showroom owner, retailers, distributors, exchangers, traders, buyers, sellers, job workers, stock lists and market, promote, organize, agriculture, food, grains and allied products and agriculture and farming in an advanced and technical manner including incidental or otherwise.
11. To carry on in India or elsewhere the business as manufacturer, processors, importers, exports, agents, brokers, retailers, distributors, exchangers, traders, buyers, sellers, jobworkers, stockists and market, promote, organize, design, develop, cut sort & grade or otherwise to deal in all shapes, sizes, varieties, specifications, descriptions, applications, modalities fashions and uses of garments of man, women, infant & children including sportswear, activowears, daily-wears, fashionwears, partywears, wearing apparels, underwear, purses, lingerie, mercerized cotton, belts, wallets and other allied goods made from cotton, silk, synthetic, jute, velvet, woolen, leather, raxin or with any combination thereof and to participate in local; national and international trade fairs, sales exhibitions, seminars and fashions shows or an other sales promotion scheme including incidental or otherwise.
12. To carry on the business of stitched, unstitched, trading, buying, selling, dealing, producing, importing, exporting, wholeselling, retailing or otherwise dealing in textile yarn labries & other textile goods.
13. To carry on trading business in any type of commodity and commodity derivatives, and / or to act as service providers for commodities or otherwise and /or to carry on business by way of acquiring, dealing, exchange & transfer, trading in shares, securities, currency including their derivatives and F&O. and to carry on business as importers, exporters, traders, distributors, stockiest, buyers, sellers, agents or merchants in all kinds of electronic goods, general goods and construction material goods with or without delivery.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and thing as it may, in its absolute discretion, deem necessary or expedient.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc.”

2. INCREASING THE BORROWING LIMITS OF THE COMPANY IN EXCESS TO PRESCRIBED LIMITS

To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following, as a **Special Resolution**:-

“RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act,2013 (including any statutory modifications or re-enactments thereof) and rules made thereunder as may be amended, from time to time and Articles of Association of the Company, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company, to borrow, for the purposes of the Company’s business, any sum or sums of money from time to time at its discretion in accordance with the Memorandum and Articles of Association of the Company notwithstanding that such sum or sums of money

together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from time to time from the Company's bankers in the ordinary course of Business) may exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided the aggregate of all sums borrowed by the Board from time to time and remaining outstanding shall not exceed, at any point of time, Rs. 50 Crores (Rupees fifty Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalise all the terms and conditions of all such moneys to be borrowed from time to time as to interest, repayment, securities, etc. as it may consider fit in the interest of the Company and to execute all agreements, deeds, undertakings, etc. and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, necessary, desirable or expedient for giving effect to this Resolution.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc."

3. CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY

To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following, as a **Special Resolution:-**

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors for creation of mortgage / hypothecation / pledge/ charge/ security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/ bonds and/ or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non fund based facilities availed / to be availed by the Company and/ or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to negotiate and decide terms and conditions of security, finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or Wholetime Director or Director or any other officer of the Company or any other person.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc."

4. GIVING OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES

To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following, as a **Special Resolution:-**

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby given to the Board of Directors for:-

- i) giving any loan to any person or other body corporate,
- ii) giving any guarantee or providing security in connection with a loan to any other body corporate or person and/ or
- iii) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate

up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs. 50 crores which shall be over and above the limits as specified in Section 186(2) of the Companies Act, 2013 and the aggregate outstanding amount of loans/ guarantees/ securities given / provided to wholly owned subsidiary companies and / or joint venture companies and investments made in wholly owned subsidiary companies, from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide, from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans / guarantees to be given and securities to be provided to any person and / or any body corporate, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Wholetime Director or Director or officer of the Company or any other person.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc.”

5. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following, as a **Special Resolution**:-

“**RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, as may be amended, from time to time, the draft set of Articles of Association of the Company, a copy of which is placed before the meeting, be and is hereby approved and adopted as the new Articles of Association of the Company, in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc.”

By Order of the Board
For GOLD LINE INTERNATIONAL FINVEST LIMITED
Sd/-
MAHENDRA SINGH
WHOLE-TIME DIRECTOR

Regd office:
FLAT No. 116, FIRST FLOOR,
HEMKUNT CHAMBER, 89, NEHRU PLACE,
NEW DELHI-110019.

Place: New Delhi
Date: March 11, 2015

NOTES:

1. The Explanatory statement for the proposed resolutions under Item No.1 to 5 pursuant to section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013 setting out material facts are annexed herewith.
2. The Company has appointed Mr. Sanjay Kumar Jha, Company Secretary in Practice (COP no.-3749) of M/s S.K. Jha & Associates, having its office at 308-309, Vardhman Fortune Mall, Opp. Gujrawala Town, G. T. Karnal Road, Azadpur, Delhi-110033 for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the members, whose names appear in the Register of members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Dated 06th March, 2015
4. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.

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

ITEM NO.1

The main objects of Gold line International Finvest Limited is carry to the business of invest in, acquire and hold, sell, buy, or otherwise deal in Securities, to provide service of financial consultancy, financial brokers, managing public issues, undertake the business of bill discounting, forfeiting, leasing and purchase, cross border leasing, consumer financing, syndication of all types of leasing, and hire purchase relating to all kinds of machinery, plant, equipment, ships, vehicles, aircrafts, computers, communications equipment and other movable and immovable properties.

The Board of Directors of the Company in its meeting held on 11th March, 2015 has decided to expand the business operations of the Company in other fields as mentioned in the resolution no. 1 to the notice, in addition to the existing business activities. The Board is of the view that the proposed business activities can be conveniently and economically carried out by the Company, upon its undertaking.

Therefore, in order to rationalize the object clauses and to enlarge the scope of business activities of the Company, it is proposed to amend the Object Clause of Memorandum of Association of the Company by inserting new sub-clause (9), (10), (11), (12) & (13) after the existing sub-clause (8) under Clause IIIA of the Memorandum of Association of the Company as mentioned in Resolution No. 1 to the Notice.

Also, In terms of the provisions of Section 13 read with Section 110 of the Companies Act, 2013, any change in the object clause of Memorandum of Association of a Company requires approval of Shareholders by passing a Special Resolution through Postal Ballot. Therefore, you are requested to grant your consent to the special resolution as set out in postal ballot notice dated 11.03.2015 of the Company.

None of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested or concerned in the resolution except to the extent of their shareholding in the company, if any.

ITEM NO.2 & 3

In terms of provisions of section 180(1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in a general meeting, borrow moneys apart from temporary loans obtained

from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and its free reserves.

Further, the said borrowings/issue of securities may required to be secured by way of mortgage/charge over all or any part of the movable and/or immovable properties of the Company and as per provisions of Section 180(1)(a) of the Companies Act, 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence requires approval from the shareholders of the Company. The Board of Directors had, in its meeting held on 11.03.2015, considered and approved, subject to the approval of the shareholders, increasing the borrowing limits of the Company to Rs. 50 crores and creation of security on the properties of the Company and recommends Resolution no. 2 & 3 of the accompanying Notice to the shareholders for their approval by way of special resolution.

In view of above, you are requested to grant your consent to the special resolutions as set out in postal ballot notice dated 11.03.2015 of the Company.

None of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested or concerned in the resolution except to the extent of their shareholding in the company, if any.

ITEM 4:

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty percent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred percent of its free reserves and securities premium account, whichever is more ,if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of section 186 of the Companies Act, 2013 to give powers of the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans for an amount not exceeding Rs. 50 Crores.

The Investment(s), loan(s), guarantee(s), and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

In view of above, you are requested to grant your consent to the special resolution as set out in postal ballot notice dated 11.03.2015 of the Company.

None of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested or concerned in the resolution except to the extent of their shareholding in the company, if any.

ITEM 5:

The present Articles of Association of the Company are based on the provisions of the Companies Act, 1956. Consequent to the notification and applicability of large number of Sections of the Act and Rules framed there under, it has become necessary to alter the existing Articles of Association of the Company to be in line with the new Act. The Board of Directors considered this matter in its meeting held on 11.03.2015 and decided to adopt a new set of Articles of Association and replace the existing Articles of Association. A copy of draft Articles is available at the registered office of the Company.

As per section 14 of the Act, approval of the shareholders of the Company by way of a special resolution is required for alteration of Articles of Association of the Company.

In view of above, you are requested to grant your consent to the special resolution as set out in postal ballot notice dated 11.03.2015 of the Company.

None of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested or concerned in the resolution except to the extent of their shareholding in the company, if any.

By Order of the Board
For GOLD LINE INTERNATIONAL FINVEST LIMITED
Sd/-
MAHENDRA SINGH
WHOLE-TIME DIRECTOR

Regd office:
FLAT No. 116, FIRST FLOOR,
HEMKUNT CHAMBER, 89, NEHRU PLACE,
NEW DELHI-110019.

Place: New Delhi
Date: March 11, 2015

INSTRUCTIONS

1. The instructions for members for voting electronically are as under:-

A. In case a member receives an email from NSDL (for members whose email IDs are registered with the 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 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 sanjayhafcs@gmail.com with a copy marked to evoting@nsdl.co.in .

B. In case a Member receives physical copy of the Notice of Postal Ballot (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 Postal ballot form:

EVEN(E Voting event number)	USER ID	PASSWORD

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

2. 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.

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

4. The e-voting period commences on 30.03.2015 and ends on 28.04.2015. During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of March 06, 2015, 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 postal ballot form.

5. 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 March 06, 2015.

6. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two(s) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

7. Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal ballot along with postal ballot form.

8. Kindly note that Shareholders can opt only one mode of voting, i.e. either by physical ballot or E-Voting. If Members are opting for e-voting, then do not vote by physical ballot also and vice versa.

9. Shareholders are requested to carefully read the instructions printed in the Postal ballot form and return the form duly completed in the attached self -addressed postage prepaid envelope, so as to reach the Scrutinizer at flat no. 116, First Floor, Hemkunt Chamber, 89, Nehru Place, New Delhi-110019 before the closing of working hours on 28.04.2015. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.

10. Shareholders who have received Postal ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal ballot Form sent along with the email or download from the link www.evoting.nsdl.com or from the 'Our Investor' page on the website of the Company <http://www.goldlineinternationaltd.com>.

11. In case, shares are jointly held, the postal ballot form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his/her absence, by the nest named Member.

12. In case of shares held by Companies, trusts, societies, etc. the duly completed postal ballot form should be accompanied by a certified copy of the Board Resolution/authority letter together with attested specimen (s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal ballot Form.

13. A tick (√) should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before mailing the Postal ballot Form.

14. The Vote in this postal ballot cannot be exercised through Proxy.

15. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot /E-Voting will be final.

16. The Results of E-Voting and postal ballot form shall be aggregated and declared by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's report shall be placed on the Company's website <http://www.goldlineinternationaltd.com> and on the website of NSDL within two days of passing of the resolutions and communicated to the Stock Exchanges.

