

Notice of Annual General Meeting

NOTICE is hereby given that the 24th Annual General Meeting of the Members of Golden Goenka Fincorp Limited will be held on Wednesday, the 20th day of September 2017 at Manthan (Banquet Hall) at 3, Waterloo Street, Kolkata-700069 at 11:00 A.M. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive, consider and adopt-
 - a) The Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the report of the Board of Directors and Auditors thereon.
 - b) The Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 together with the report of the Auditor's thereon.
2. To appoint a Director in place of Mr. Girdhari Lal Goenka (DIN: 00613725) who retire by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to authorize the Board of Directors or Committee thereof to fix their remuneration 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s Das & Prasad, Chartered Accountants (Registration No. 303054E) as Statutory Auditors of the Company approved in the 21st Annual General Meeting held on 10th September, 2014 till the conclusion of 25th Annual General Meeting be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till conclusion of next Annual General Meeting, on such remuneration as shall be fixed by the Board of Directors or Committee thereof."

AS SPECIAL BUSINESS

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time

being in force), approval of the Company be and is hereby accorded to appoint Mr. Udai Kothari (DIN: 00284256) as an Executive Chairman and Managing Director of the Company, for a period of 3 (three) years with effect from September 21, 2017 at a remuneration and on the terms and conditions set out below:-

- A. Salary - ₹400,000/- (Rupees Four Lakhs only) to ₹600,000/- (Rupees Six Lakhs only) per month payable monthly. The annual increment will be decided by the Board of Directors of the Company.
- B. Perquisites & Allowances-
 - i. House Rent Allowance-50% of the Basic Salary
 - ii. Medical Reimbursement – ₹ 15,000/-per annum.
 - iii. Leave Travel Concession equal to 8.33% of monthly Basic Salary.
 - iv. Use of chauffeur driven Company car for official purpose and telecommunication facilities at residence & mobile expenses (Including payment for local calls and long distance official calls). Provision of Car for use on company's business and telephone at residence for official purpose are not to be considered as perquisites.
 - v. Leave, Provident Fund, Gratuity and other allowances as per Rules of the Company.

The said perquisites and allowances shall be evaluated wherever applicable, as per the Income Tax Act, 1961 or any rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). In absence of any such rules, perquisites and allowances shall be evaluated as per actual.

The term "family" means the spouse and the dependent children of the Managing Director.

The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors of the Company or any Committees thereof.

The remuneration payable to the Managing Director by way of salary, perquisites and allowances shall not however exceed the ceiling limit as prescribed under Schedule V of the Companies Act, 2013.

The Board of Directors on the recommendation of Nomination and Remuneration Committee of Directors is entitled to determine and revise the salary, perquisites and allowances payable to the Managing Director at any time, such that the overall remuneration payable shall not exceed the aggregate limit as prescribed under Section II



Notice of Annual General Meeting (Contd.)

of Part II of Schedule V of the Companies Act, 2013.

The period of office of Mr. Udai Kothari as Managing Director shall be liable to determination by retirement of directors by rotation. However this will not constitute discontinuation in tenure of services of Mr. Udai Kothari.

The Company shall be at liberty from time to time to appoint a person or persons to be Managing Director(s) jointly with the Managing Director.

The tenure of employment of Mr. Udai Kothari as Managing Director of the Company may be terminated by the Company by giving notice of 45 days or payment of salary (Basic) in lieu thereof. In case, the Managing Director does not wish to continue with the Company, he should serve a notice period of 90 days prior to date of leaving or should make payment of salary (basic) in lieu thereof.

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, then also he shall be paid salary, allowances and perquisites as specified above as minimum remuneration in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Company be and is hereby accorded to appoint Mr. Deepak Kothari (DIN: 00280323) as Whole-time Director of the Company, for a period of 3 (three) years with effect from September 21, 2017 at a remuneration and on the terms and conditions set out below:-

- A. Salary- ₹ 200,000/- (Rupees Two Lakhs only) to ₹ 400,000/- (Rupees Four Lakhs only) per month payable monthly. The annual increment will be decided by the Board of Directors of the Company.
- B. Perquisites & Allowances-

- i. House Rent Allowance-50% of the Basic Salary
- ii. Medical Reimbursement – ₹ 15,000/-per annum.
- iii. Leave Travel Concession equal to 8.33% of monthly Basic Salary.
- iv. Use of chauffeur driven Company car for official purpose and telecommunication facilities at residence & mobile expenses (Including payment for local calls and long distance official calls). Provision of Car for use on company's business and telephone at residence for official purpose are not to be considered as perquisites.
- v. Leave, Provident Fund, Gratuity and other allowances as per Rules of the Company.

The said perquisites and allowances shall be evaluated wherever applicable, as per the Income Tax Act, 1961 or any rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). In absence of any such rules, perquisites and allowances shall be evaluated as per actual.

The term “family” means the spouse and the dependent children of the Whole-time Director.

The Whole-time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors of the Company or any Committees thereof.

The remuneration payable to the Whole-time Director by way of salary, perquisites and allowances shall not however exceed the ceiling limit as prescribed under Schedule V of the Companies Act, 2013.

The Board of Directors on the recommendation of Nomination and Remuneration Committee of Directors is entitled to determine and revise the salary, perquisites and allowances payable to the Whole-time Director at any time, such that the overall remuneration payable shall not exceed the aggregate limit as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

The period of office of Mr. Deepak Kothari as Whole-time Director shall be liable to determination by retirement of directors by rotation. However this will not constitute discontinuation in tenure of services of Mr. Deepak Kothari.

The Company shall be at liberty from time to time to appoint a person or persons to be Whole-time Director (s) jointly with the Whole-time Director.

The tenure of employment of Mr. Deepak Kothari as Whole-time Director of the Company may be terminated

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by the Company by giving notice of 45 days or payment of salary (Basic) in lieu thereof. In case, the Whole-time Director does not wish to continue with the Company, he should serve a notice period of 90 days prior to date of leaving or should make payment of salary (basic) in lieu thereof.

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, then also he shall be paid salary, allowances and perquisites as specified above as

minimum remuneration in accordance with the applicable provisions of the Companies Act, 2013

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office :

1st British Indian Street

Room No. B-10

Kolkata-700069

Dated: 14th August, 2017

By Order of the Board

Sd/-

CA G. L. Goenka

(Chairman & Managing Director)

(DIN:- 00613725)

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING OF THE 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 and such person shall not act as a proxy for any other person or member.

2. The Register of Members and Share Transfer Books will remain closed from Thursday, the 14th day of September, 2017 to Wednesday, the 20st day of September, 2017 (both days inclusive).
3. Members holding shares in physical form are requested to notify the change in their addresses to the Niche Technologies Pvt. Ltd., Registrar and Share Transfer Agents at Room No. D-511, Bagree Market, 71, B.R.B Basu Road, Kolkata - 700001 or to the Company and always quote their Folio No. in all correspondence.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
5. Brief resume of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Corporate Governance Section forming part of the Annual Report.
6. The Securities and Exchange Board of India (SEBI) mandate the submission of Permanent Account Number (PAN) by every participant in securities market. The Companies Act, 2013 and Rules made thereunder also require the further details to be submitted to the Company like e-mail address, Father's/Mother's/ Spouse's name. Members holding shares in electronic form are, therefore requested to submit PAN and other details to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN and other details to the Company's Registrar and Share Transfer Agent.
7. Members desirous of making nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 may do so.
8. Pursuant to provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the statement containing information of the unclaimed amounts of dividend lying with the Company as on the date of last Annual General Meeting i.e., 21st September, 2016 has been uploaded on the website of the Company and necessary forms/returns have also been filed with the Ministry of Corporate Affairs.
9. All relevant documents referred in the Notice and Explanatory Statement will be available for inspection by the members at the Registered Office of the Company between 11:00 AM to 01:00 PM on any working day of the Company up to the date of the meeting.



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10. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their attendance slip along with their copies of Annual Report to the Meeting.
11. Members desirous of getting any information in relation to the Company's Annual Report 2016-17 are requested to address their query(ies) well in advance, i.e. at least 10 days before the Meeting, to the Company to enable the Management to keep the information readily available at the Meeting.
12. Electronic copy of the 24th Annual Report (including the Notice) of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose E-mail IDs are registered with the Company / Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report is being sent in the permitted mode.
13. The Notice and Annual Report of the Company circulated to the Members of the Company will be made available on the Company's website at www.goldengoenka.com.
- 14. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members who have not registered their e-mail address are requested to register the same with the Registrar and Share Transfer Agent/ Depositories.**
15. 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 Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 the venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
16. 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 papers. 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.
17. A Route map with prominent landmark for easy location of the venue of the meeting is given as per the requirement of the Secretarial Standard - 2 on "**General Meetings**".
- 18. The process and manner for remote e-voting are as under:**
 - (i) The remote e-voting period commences on Sunday the 17th day of September, 2017 at 10:30 AM (IST) and ends on Tuesday the 19th day of September, 2017 at 5:00 PM (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th September, 2017, 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.
 - (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.

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(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.

(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 Goenka Fincorp Limited 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) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. I-Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **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.
- (xx) 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 e-mail to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533
19. 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 kohli.prateek@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 19th September, 2017 at 5:00 P.M. (IST) without which the vote shall not be treated as valid.
 20. 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 13th September, 2017. A person who is not a member as on cut-off date should treat this notice for information purpose only.
 21. 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 11th August, 2017.
 22. The shareholders shall have one vote per equity share held by them as on the cut-off date of 13th September, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
 23. 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 13th September, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 24. Investors who became members of the Company subsequent to the despatch of the Notice / E-mail and holds the shares as on the cut-off date of 13th September, 2017 are requested to send the written / E-mail communication to the Company at cs@goldengoeka.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
 25. The Board of Directors of the Company at its meeting held on 14th August, 2017 appointed M/s. Prateek Kohli & Associates, Company Secretaries 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.
 26. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.goldengoeka.com and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. The BSE Limited and The Calcutta Stock Exchange Limited.
 27. A copy of this notice has been placed on the website of CDSL.
 28. Subject to the receipt of the requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. September 20, 2017.

ANNEXURE TO THE NOTICE (Contd.)

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”)

Item No. 4

The Board of Directors of the Company (the ‘Board’), at its meeting held on 14th August, 2017 has, subject to the approval of members, appointed Mr. Udai Kothari as Executive Chairman and Managing Director, for a period of 3 (three) years commencing from 21st September, 2017 to 20th September, 2020 at the remuneration and terms and conditions recommended by the Nomination and Remuneration Committee at its meeting held on 14th August, 2017.

It is proposed to seek the members’ approval for the appointment of and remuneration payable to Mr. Udai Kothari as Managing Director in terms of the applicable provisions of the Act. The salient terms and conditions of the appointment are set out in the Item No. 4 of the Notice.

Information as required under Section II of Part II of Schedule V of the Act are as follows:-

I. GENERAL INFORMATION:

(1) Nature of Industry

Non-Banking Finance Company

(2) Date or expected date of commencement of commercial production

Your Company continues to carry on its business of Non-Banking Financial Institution without accepting deposits. The Company has complied with and continues to comply with all the prudent financial management norms and directions issued by Reserve Bank of India as applicable to it.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

(4) Financial performance based on given indicators

(₹ In Lacs)

Financial Year ended	31.03.2017	31.03.2016
Gross Sales & Other Income	2,594.49	2,450.64
Profit after Tax	1,137.56	731.98
Equity Share Capital	9,511.92	9,511.92
Reserve and Surplus	13,795.82	12,658.26

(5) Foreign investments or collaborations, if any – NIL

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details

Mr. Udai Kothari aged 30 years Hailing from the background of studying in boarding schools in Nainital and Pune, completed his high school from the B.K. Birla Centre for Education in Pune. He completed his XII Grade from Delhi Public School, Kanpur in U.P. Post that he went to the U.K for his graduation. He graduated from the University of Kent with an Honours degree in Bachelor’s of Business Administration. He has keen analytical skills and good communication & interpersonal skills.

(2) Past Remuneration:- ₹ 60 Lakhs p.a. (FY 2016-17)

(3) Recognition or Awards:-Nil

(4) Job profile and his suitability

Following in the footsteps of his father, Mr. Udai Kothari joined the business league in 2008 by constantly bringing in innovative means to take his group to the much greater horizon, his hands on approach goes a long way in ensuring that the company receives and gives out only the very best at every point in time and hence he is best suited for the position. As the Managing Director of the Company, he has power of management of the whole or substantially the whole of the affairs of the Company.



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(5) Remuneration proposed

As referred in the resolution.

(6) Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).

Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel if any

Does not have any direct pecuniary relationship with the Company except their shareholding and indirect relationship through group companies in which he is director and who have availed loan from the company and whose necessary disclosures are given in the schedule to books of accounts.

Except Mr. Deepak Kothari, his father, no managerial personnel is related to Mr. Udai Kothari.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profit

The Company is engaged in non-banking financial activities. The margins in such industries traditionally are subject to economic reforms and market conditions. Increasing inflation, domestic political uncertainty and global economic condition contributes to the inadequacy of profit of the Company.

(2) Steps taken or proposed to be taken for improvement

The Company is taking steps to expand its business in all the areas of financing and related activities.

(3) Expected increase in productivity and profits in measurable terms

With the expansion plans of the Company in the area of financing and related activities the productivity of the Company is expected to be in commensurate to the prevailing industry trend in this part of the country.

IV. DISCLOSURE:

1. A draft resolution and detailed explanatory statement about the appointment and terms and conditions thereof of Mr. Udai Kothari is presented under the Notice convening the ensuing Annual General Meeting.
2. The details regarding remuneration package etc., of all other directors, are produced in the Corporate Governance Report, annexed to the Directors' Report.

A copy of the Minutes of the Meetings of the Board of Directors and Nomination and Remuneration Committee and a copy of the draft agreement between the Company and Mr. Udai Kothari in this connection will be kept open for inspection by the Members at the Registered Office of the Company.

The appointment and remuneration payable to Mr. Udai Kothari require approval of the members in terms of Schedule V of the Act.

Except Mr. Udai Kothari and Mr. Deepak Kothari, none of the Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

The Board of Directors of the Company (the 'Board'), at its meeting held on 14th August, 2017 has, subject to the approval of members, appointed Mr. Deepak Kothari as the Whole-time Director of the Company for a period of 3 (three) years commencing from 21st September, 2017 to 20th September, 2020 at the remuneration and terms and conditions recommended by the Nomination and Remuneration Committee at its meeting held on 14th August, 2017.

It is proposed to seek the members' approval for the appointment of and remuneration payable to Mr. Deepak Kothari as Whole-time Director in terms of the applicable provisions of the Act. The salient terms and conditions of the appointment are set out in the Item No. 5 of the Notice.

ANNEXURE TO THE NOTICE (Contd.)

Information as required under Section II of Part II of Schedule V of the Act are as follows:-

I. GENERAL INFORMATION-

(1) Nature of Industry

Non-Banking Finance Company

(2) Date or expected date of commencement of commercial production

Your Company continues to carry on its business of Non-Banking Financial Institution without accepting deposits. The Company has complied with and continues to comply with all the prudent financial management norms and directions issued by Reserve Bank of India as applicable to it.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

(4) Financial performance based on given indicators

(₹ In Lacs)

Financial Year ended	31.03.2017	31.03.2016
Gross Sales & Other Income	2,594.49	2,450.64
Profit after Tax	1,137.56	731.98
Equity Share Capital	9,511.92	9,511.92
Reserve and Surplus	13,795.82	12,658.26

(5) Foreign investments or collaborations, if any – NIL

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details

Mr. Deepak Kothari aged 56 years, is the leader of ₹100 crore U.Y Group, which operates all over the country. The Group's businesses are spread across a swath of industries. These include Real estate, Trading in securities, Finance, Manufacturing and selling of Indian Made Foreign Liquor, Manufacturing and selling of Animal feed supplements, Aviation, Hotel industry etc.

A firm practitioner of the trusteeship concept, Mr. Kothari has institutionalized the concept of caring and giving at the U.Y Group. With his mandate, the Group is involved in meaningful welfare driven activities that distinctively impact the quality of life of weaker sections of society, surrounding hundreds of villages that are among the poorest in India.

(2) Past Remuneration:- ₹ 24 Lakhs p.a. (FY 2016-17)

(3) Recognition or Awards

Mr. Deepak Kothari is an arts graduate from Kanpur University. Mr. Kothari is accoladed with many awards from his community for his active participation in betterment of educational system, medical facilities etc amongst people in his community.

(4) Job profile and his suitability

Mr. Deepak Kothari has as over a period of more than 20 years as Promoter of entire U .Y. Group devoted his whole time attention to the day to day affairs of the Company's under its Group. Under his able guidance and leadership the Company anticipates to achieve high growth in near future. With sufficient past experience in successfully managing the affairs of the Company, Mr. Deepak Kothari is best suited for the position.

Mr. Deepak Kothari is responsible for the overall performance of the Company. He has been instrumental in giving direction to the entire team of Golden Goenka and has been responsible for monitoring their performance on regular basis.

(5) Remuneration proposed

As referred in the resolution.



ANNEXURE TO THE NOTICE (Contd.)

(6) Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).

Keeping in view the profile, enriched knowledge & experience of the appointee, the proposed remuneration is justifiable and comparable with the prevailing remuneration being paid to the Whole-time Director of the Companies operating in the same sector in this part of the country. The remuneration payable to Whole-time Director has been considered by the Nomination and Remuneration Committee of the Company at their meeting held on August 14, 2017.

He shall be looking after and responsible for the whole affairs of the respective areas of management and shall be accountable to the Board of Directors of the Company.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel if any

Does not have any direct pecuniary relationship with the Company except their shareholding and indirect relationship through group companies in which he is director and who have availed loan from the company and whose necessary disclosures are given in the schedule to books of accounts.

Except Mr. Udai Kothari, his son, no managerial personnel is related to Mr. Deepak Kothari.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profit

The Company is engaged in non-banking financial activities. The margins in such industries traditionally are subject to economic reforms and market conditions. Increasing inflation, domestic political uncertainty and global economic condition contributes to the inadequacy of profit of the Company.

(2) Steps taken or proposed to be taken for improvement

The Company is taking steps to expand its business in all the areas of financing and related activities.

(3) Expected increase in productivity and profits in measurable terms

With the expansion plans of the Company in the area of financing and related activities the productivity of the Company is expected to be in commensurate to the prevailing industry trend in this part of the country.

IV. DISCLOSURE:

1. A draft resolution and detailed explanatory statement about the appointment and terms and conditions thereof of Mr. Deepak Kothari is presented under the Notice convening the ensuing Annual General Meeting.
2. The details regarding remuneration package etc., of all other directors, are produced in the Corporate Governance Report, annexed to the Directors' Report.

A copy of the resolution passed at the Meetings of the Board of Directors and Nomination and Remuneration Committee and a copy of the agreement between the Company and Mr. Deepak Kothari in this connection will be kept open for inspection by the Members at the Registered Office of the Company.

The appointment and remuneration payable to Mr. Deepak Kothari require approval of the members in terms of Schedule V of the Act.

Except Mr. Deepak Kothari and Mr. Udai Kothari none of the Directors, Manager, other Key Managerial Personnel and their relatives are in anyway concerned or interested, financial or otherwise, in the aforesaid Resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Registered Office :

**1st British Indian Street
Room No. B-10
Kolkata-700069
Dated: 14th August, 2017**

By Order of the Board

**Sd/-
CA G. L. Goenka
(Chairman & Managing Director)
(DIN:- 00613725)**



GOLDEN GOENKA FINCORP LIMITED

Regd. Off.- 1st British Indian Street, Room No. B-10, Kolkata- 700069

Tel: +91 33 2262 3827; **Fax:** +91 33 4407 0020;

E-mail: contact@goldengoenka.com; **Website:** www.goldengoenka.com

Corporate Identification Number: L65993WB1993PLC060377

PROXY FORM

Form MGT- 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Shareholder (s) (In Block Letters)

Registered Address

E-mail Id

Registered Folio No. / DP ID & Client ID No.

I/We, being the member(s) of shares of Golden Goenka Fincorp Limited. hereby appoint:-

(1) Name Address.....

E-mail ID Signature
or falling him/her

(2) Name Address.....

E-mail ID Signature
or falling him/her

(3) Name Address.....

E-mail ID Signature
or falling him/her

as my / our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Wednesday, 20th day of September, 2017 at 11:00 A.M. at Manthan (Banquet Hall) at 3, Waterloo Street, Kolkata-700069 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	Special Business
1. Consider and adopt: a) Audited Financial Statements of the Company as on March 31, 2017 including report of Board of Directors and Auditors thereon. b) Audited Consolidated Financial Statements as on that date.	4. Appointment of Mr. Udai Kothari (DIN: 00284256) as an Executive Chairman and Managing Director of the Company.
2. Appointment of Mr. Girdhari Lal Goenka (DIN: 00613725) as Director, who retire by rotation and being eligible, offers himself for re-appointment.	5. Appointment of Mr. Deepak Kothari (DIN: 00280323) as Whole-time Director of the Company.
3. Ratification of the appointment of M/s Das & Prasad, Chartered Accountants (Registration No. 303054E) as Statutory Auditors of the Company.	

Signed this _____ day of _____ 2017

Signature of Shareholder (s) _____

Signature of Proxy holder (s) _____

Affix
Re. 1/-
Revenue
Stamp

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 1st British Indian Street, Room No- B-10, Kolkata – 700 069 not less than 48 hours before the commencement of the meeting.



GOLDEN GOENKA FINCORP LIMITED

Regd. Off.- 1st British Indian Street, Room No. B-10, Kolkata- 700069

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E-mail: contact@goldengoenka.com; **Website:** www.goldengoenka.com

Corporate Identification Number: L65993WB1993PLC060377

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE.

Name of the Shareholder (s) (In Block Letters).....

Registered Folio No./DP ID & Client ID No.

No. of Shares held

Name of the Proxy, if any (In Block Letters)

I hereby record my/our presence at the 24TH ANNUAL GENERAL MEETING of the Company being held at Manthan (Banquet Hall) at 3, Waterloo Street, Kolkata-700069 on Wednesday, 20th day of September, 2017 at 11:00 A.M.



Signature of the Shareholder (s) or Proxy



GOLDEN GOENKA FINCORP LIMITED

Regd. Off.- 1st British Indian Street, Room No. B-10, Kolkata- 700069

Tel: +91 33 2262 3827; **Fax:** +91 33 4407 0020;

E-mail: contact@goldengoenka.com; **Website:** www.goldengoenka.com

Corporate Identification Number: L65993WB1993PLC060377

Registration of e-mail address for future communication

Name of the Shareholder (s) (In Block Letters).....

Registered Address

E-mail Id

Registered Folio No / DP ID & Client ID No

Signature of Shareholder (s)