

## Notice of Annual General Meeting

NOTICE is hereby given that the 25th Annual General Meeting of the Members of Golden Goenka Fincorp Limited will be held on Wednesday, the 26th day of September 2018 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, 2018 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, 2018 together with the report of the Auditor's thereon.
2. To declare a dividend on equity shares for the financial year ended March 31, 2018 and in this regard, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:  

**"RESOLVED THAT** a final dividend of ₹ 0.05/-per equity share (i.e, 1% on the face value of ₹ 5/-) as recommended by the Board of Directors of the Company, be and is hereby declared for the financial year ended March 31, 2018, out of the profits of the Company for the financial year ended March 31, 2018."
3. To appoint a Director in place of Mr. Deepak Kothari (DIN: 00280323) who retire by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to authorize the Board of Directors or Committee(s) thereof to fix their remuneration and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolutions as an **ORDINARY RESOLUTION**:  

**"RESOLVED THAT** pursuant to the provisions of Section 139, Section 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), amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors, consent of Members be and is hereby accorded to re-appoint M/s Das & Prasad, Chartered Accountants (Firm Registration No. 303054E), as the Statutory Auditor of the Company to hold office for a term of 5 (Five) years from the conclusion of forthcoming 25th Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company, at a remuneration to be determined by the Board of Directors (including any Committee thereof) of the Company and reimbursement of out of pocket expenses as may be incurred by them during the course of the Audit.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee(s) thereof) of the Company be and is hereby authorised to do all acts, take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

### AS SPECIAL BUSINESS

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

**"RESOLVED THAT** Mr. Jignesh Dalal (DIN: 08065507), who was appointed as an Additional Director (Category-Independent) of the Company by Board of Directors with effect from 15th February, 2018 and who holds office up to the date of the forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013 ("the Act") and Article 93 of Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Mr. Jignesh Dalal (DIN: 08065507), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided under both Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5(five) consecutive years from 15th February, 2018.

**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."

6. To consider and, if thought fit, to pass with or without modification(s), the following resolutions 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), amendment(s) or re-enactment(s) thereof for the time being in force), approval of the members be and is hereby accorded to the re-appointment of Mr. Dinesh Burman (DIN: 00612904) as Whole-time Director of the Company, for a period of 3 (three) years with effect from May 30, 2018 at a remuneration and on the terms and conditions set out below:-

- A. Basic Salary- ₹ 17000/- per month
- B. Perquisites & Allowances-
  - i. House Rent Allowance- 50% of the Basic Salary
  - ii. Medical Reimbursement –₹ 15000/- per annum
  - iii. Leave Travel Concession equal to 1 (one) month Basic Salary



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- iv. Encashment of unavailed leave as per the Rules of the Company at the time of retirement/cessation of service.

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), amendment(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 actuals.

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 Committee(s) 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. Dinesh Burman 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. Dinesh Burman.

The tenure of employment of Mr. Dinesh Burman as Whole-time 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 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 currency of 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.”

7. 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 Section 181 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof

for the time being in force), consent of the members be and is hereby accorded to the Board of Directors (herein referred to as ‘the Board’ which shall deem to include any committee(s) thereof) to contribute to bonafide charitable and other funds provided that the aggregate amount of contribution to such funds in a financial year shall not exceed the limits as set out in Section 181 or a sum of ₹ 140 lacs (Rupees One hundred forty lacs only) whichever is higher.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 13(2) and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed there under (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) or any other applicable law(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the uniform listing agreement entered into by the Company with The BSE Limited and The Calcutta Stock Exchange Limited (the “Stock Exchange”) and subject to the approvals, consents, sanctions and permissions of the Stock exchange(s) and/or other appropriate regulatory and statutory authorities/departments the consent of the members be and is hereby accorded to change the name of the Company from ‘**GOLDEN GOENKA FINCORP LIMITED**’ to ‘**U. Y. FINCORP LIMITED**’.

**RESOLVED FURTHER THAT** the Name Clause of the Memorandum of Association of the Company be altered and substituted as follows:

1. The name of the Company is ‘U. Y. FINCORP LIMITED’.

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 and the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company i.e. U. Y. FINCORP LIMITED.

**RESOLVED FURTHER THAT** any one of the Directors and / or Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the Statutory Authorities, and to execute all such deeds, documents, agreement and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorised representatives, to appear before the office of the Registrar of Companies (MCA), deal with Stock Exchange(s) and/or other appropriate regulatory and statutory authorities/departments to settle and finalise all issues that may arise in this regards for giving effect to the above mentioned resolution(s) and to delegate all or any of the powers conferred herein as they may deem fit.”

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9. To consider and, if thought fit, to pass with or without modification(s), the following resolutions as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** Mr. Nishant Sharadrao Nanda (DIN: 08196581), who was appointed as an Additional Director (Category-Independent) of the Company by Board of Directors with effect from 10th August, 2018 and who holds office up to the date of the forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013 (“the Act”) and Article 93 of Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification(s) or re-enactment(s) thereof for the time being in force) Mr. Nishant Sharadrao

Nanda (DIN: 08196581), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided under both Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5(five) consecutive years from 10th August, 2018.

**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:**  
**16 Strand Road**  
**9th Floor, Room No. 908B**  
**Kolkata-700001**  
**Dated: 10<sup>th</sup> August, 2018**

**By Order of the Board**  
**Sd/-**  
**Udai Kothari**  
**(Chairman & Managing Director)**  
**(DIN:-00284256)**

### 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. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations, the Register of Members and Share Transfer Books will remain closed from Thursday, the 20<sup>th</sup> day of September, 2018 to Wednesday, the 26<sup>th</sup> day of September, 2018 (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 Committee(s), 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) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the Company at the Registered Office or to M/s. Niche Technologies Pvt. Ltd., the Registrar and Share Transfer Agent (RTA) of the Company. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders). Members are also requested to submit original cancelled cheque bearing the name of the sole / first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook / Statement of the sole / first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant (s).
7. As per Regulation 40(7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Permanent Account Number





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- (PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s).
8. 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.
  9. 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., 20th September, 2017 has been uploaded on the website of the Company and necessary forms/returns have also been filed with the Ministry of Corporate Affairs.
  10. 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.
  11. 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.
  12. Members desirous of getting any information in relation to the Company's Annual Report 2017-18 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.
  13. Dividend on Equity Shares, as recommended by the Board of Directors of the Company, for the financial year ended March 31, 2018, if declared, at the AGM, will be paid to:
    - i. those Members whose names appear in the Register of Members of the Company at the end of business hours on Wednesday, September 19, 2018, after giving effect to all valid share transfers in physical mode lodged with the Company / RTA on or before Wednesday, September 19, 2018.
    - ii. those 'Beneficial Owners' entitled thereto, in respect of shares held in electronic mode, whose names shall appear in the statements of beneficial ownership furnished by respective Depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), at the end of business hours on Wednesday, September 19, 2018.
  14. Electronic copy of the 25th 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.
  15. 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](http://www.goldengoenka.com).
  16. **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.**
  17. 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).
  18. 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.
  19. Pursuant to Section 113 of the Companies Act, 2013 and Rules framed there under, the corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution and Power of Attorney, if any, authorizing their representative(s) to attend and vote on their behalf at the AGM.
  20. 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"**.

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### 21. The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on Sunday the 23rd day of September, 2018 at 10:30 AM (IST) and ends on Tuesday the 25th day of September, 2018 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 19th September, 2018, 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](http://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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>
DOB	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.
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the Company records for your folio. <ul style="list-style-type: none"> <li>• Please Enter the DOB or Bank Account Number in order to Login.</li> <li>• 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).</li> </ul>

- (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.



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- (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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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](http://www.evotingindia.com) under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
22. 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](mailto:kohli.prateek@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 25th September, 2018 at 5:00 PM (IST) without which the vote shall not be treated as valid.
23. 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 19th September, 2018. A person who is not a member as on cut-off date should treat this notice for information purpose only.
24. 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 17th August, 2018.
25. The shareholders shall have one vote per equity share held by them as on the cut-off date of 19th September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
26. 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 19th September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
27. 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 19th September, 2018 are requested to send the written / E-mail communication to the Company at [cs@goldengoeka.com](mailto:cs@goldengoeka.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
28. The Board of Directors of the Company at its meeting held on 10th August, 2018 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.
29. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.goldengoeka.com](http://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.
30. A copy of this notice has been placed on the website of CDSL.
31. 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 26, 2018.

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### ANNEXURE TO THE NOTICE

#### Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013 ("the Act")

##### Item No. 5

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Mr. Jignesh Dalal (DIN: 08065507), as an Additional Director of the Company with effect from 15th February, 2018.

In terms of the provisions of Section 161 of the Act, Mr. Jignesh Dalal will hold office up to the date of the ensuing Annual General Meeting.

Mr. Jignesh Dalal is not disqualified from being appointed as a Director in term of Section 164 of the Act and has given his consent to act as Director.

The Company has received a declaration from Mr. Jignesh Dalal that he meets with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of Directors has appointed Mr. Jignesh Dalal as Independent Director for five (5) consecutive years with effect from 15th February, 2018 subject to approval of members.

In term of Section 149 and other applicable provisions of the Act, Mr. Jignesh Dalal being eligible, is proposed for appointment as Independent Director for five (5) consecutive years on the Board of the Company.

In the opinion of Board, Mr. Jignesh Dalal fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulation 2015. Mr. Jignesh Dalal is independent of the management.

Copy of the draft letter for appointment of Mr. Jignesh Dalal as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Except Mr. Jignesh Dalal, 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 Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

The information as required pursuant to Listing regulations 2015 and the Secretarial Standard on General Meeting given in Corporate Governance Report annexed to the Directors' Report.

##### Item No. 6

The Board of Directors of the Company (the 'Board'), at its meeting held on 23rd May, 2018 has, subject to the approval of members, re-appointed Mr. Dinesh Burman as Whole-time Director of the Company for a period of 3 (three) years commencing from 30th May, 2018 to 29th May, 2021 at the remuneration and terms and conditions recommended by the Nomination and Remuneration Committee at its meeting held on 23rd May, 2018.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Dinesh Burman 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. 6 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





## Notice of Annual General Meeting (Contd.)

### (4) Financial performance based on given indicators

(₹ In Lacs)

Financial Year ended	31.03.2018	31.03.2017
Gross Sales & Other Income	2,360.37	2,598.48
Profit after Tax	1,151.54	1,137.56
Equity Share Capital	9,511.92	9,511.92
Reserve and Surplus	14,947.36	13,795.82

### (5) Foreign investments or collaborations, if any- NIL

## II. INFORMATION ABOUT THE APPOINTEE:

### (1) Background details

Mr. Dinesh Burman, aged about 61 years is the Executive Director of our Company. He holds a bachelors' degree in Science and a LLB from University of Calcutta. He was earlier associated with his own whole selling business in household appliances of various brands since 1987. He has keen analytical skills and good communication & interpersonal skills.

### (2) Past Remuneration (F.Y. 2017-2018)

₹ 3.06 Lacs p.a.

### (3) Recognition or Awards

Mr. Dinesh Burman holds a bachelors' degree in Science and a LLB from University of Calcutta.

### (4) Job profile and his suitability

Mr. Dinesh Burman plays a major role in providing thought leadership and strategic inputs to the Company in addition to helping shape new business in the Company. Mr. Burman 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.

With sufficient past experience in successfully managing the affairs of the Company, Mr. Burman is best suited for the position.

### (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)

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 May 23, 2018.

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

Mr. Dinesh Burman has no pecuniary relationship with the Company other than his remuneration as Whole-time Director of the Company. Relationships in accordance with Accounting Standard -18 are disclosed in the Annual Report.

There is no managerial personnel related to Mr. Dinesh Burman.

## 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 may contribute to the inadequacy of profit of the Company.



## Notice of Annual General Meeting (Contd.)

### (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. Dinesh Burman 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. Dinesh Burman 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. Dinesh Burman require approval of the members in terms of Schedule V of the Act.

Except Mr. Dinesh Burman, none of the Directors, Manager, other Key Managerial Personnel and their relatives are in anyway concerned or interested, financial or otherwise, in the aforesaid Resolutions.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

### Item No. 7

The Company, as a corporate citizen, believes in Corporate Social Responsibility activities in various areas.

As per Section 181 of the Companies Act, 2013, the Board of Directors of the Company can contribute to bona fide charitable and other funds, any amount the aggregate of which, in any financial year shall not exceed 5% of its average net profits for the three immediately preceding financial years.

Pursuant to the provisions of Section 181 of the Act, approval of the members is necessary for any contribution to charitable and community development activity if such contribution in a financial year exceeds the limits prescribed in the Section.

In view of the same, the consent of the members is sought to enable the Company to continue with CSR activities.

The Board of Directors, therefore, recommend the Resolution under item no. 7 to be passed as an Ordinary Resolution by the members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

### Item No. 8

During the year under review, the outgoing Promoters of our Company viz, Mr. Girdhari Lal Goenka, M/s. Girdhar Fiscal Services Private Limited, M/s. Golden Goenka Commerce Private Limited and M/s. Golden Goenka Credit Private Limited have entered into a Share Purchase Agreement dated 30.01.2017 for sale of their entire shareholding in the Company constituting 9,55,36,854 fully paid-up equity shares of face value of ₹ 5/- each, representing 50.22% of the total equity and voting share capital of the Company with Mr. Deepak Kothari (Acquirer 1), Mr. Udai Kothari (Acquirer 2) and M/s. Lotus Capital Financial Services Limited (Acquirer 3).

Subsequently the Acquirers alongwith M/s. U.Y. Industries Private Limited (PAC 1) and Dipak Kothari (HUF) (PAC 2) have initiated an Open Offer under Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011 vide Public Announcement dated 30.01.2017. Thereafter pursuant to receipt of the Statutory approvals from the Securities and Exchange Board of India and Reserve Bank of India, the Acquirers and the PACs acquired 2,600 equity shares from the public shareholders in the tendering period which opened on 19th June, 2017 and closed on 3rd July, 2017.

The outgoing promoters of the company has transferred their entire shareholding in the Company constituting 9,55,36,854 fully paid-up equity shares of face value of Rs. 5/- each, representing 50.22% of the total equity and voting share capital of the Company to Mr. Deepak Kothari (Acquirer 1), Mr. Udai Kothari (Acquirer 2) and M/s. Lotus Capital Financial Services Limited (Acquirer 3) on 14th August, 2017.

Subsequent to the aforesaid acquisitions the Acquirers along with the PACs now hold 10,66,13,254 fully paid up equity shares of face value of ₹ 5/- each representing 56.04% of the entire equity share capital of the Company and become the new promoters of the Company.



## Notice of Annual General Meeting (Contd.)

Since the management of the Company had changed in August, 2017 and the new management took over under the leadership of **Mr. Udai Kothari**.

Therefore it was proposed to change the name of the Company from **Golden Goenka Fincorp Limited** to **U. Y. Fincorp Limited** by using the prefix **“U. Y.”** in place **“Golden Goenka”** to reflect the new promoter of the Company.

The Board of Directors at their meeting held on 14th August, 2017 has approved the change of name as proposed in the resolutions and subsequently the Company has obtained the necessary approval from the Registrar of Companies (MCA) for availability of the proposed name in terms of the Section 4(5) of the Companies Act, 2013 and has also obtained the No objection certificate from the RBI for change the name of the Company.

The provisions of Section 13(2) of the Companies Act, 2013, inter alia requires the approval of the shareholders by means of special resolution for change of name and consequential amendment of Memorandum and Articles of Associations of the Company.

The Board of Directors, therefore, recommend the Resolution under item no. 8 to be passed as a Special Resolution by the members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

### Item No. 9

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Mr. Nishant Sharadrao Nanda (DIN: 08196581), as an Additional Director of the Company with effect from 10th August, 2018.

In terms of the provisions of Section 161 of the Act, Mr. Nishant Sharadrao Nanda will hold office up to the date of the ensuing Annual General Meeting.

Mr. Nishant Sharadrao Nanda is not disqualified from being appointed as a Director in term of Section 164 of the Act and has given his consent to act as Director.

The Company has received a declaration from Mr. Nishant Sharadrao Nanda that he meets with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of Directors has appointed Mr. Nishant Sharadrao Nanda as Independent Director for five (5) consecutive years with effect from 10th August, 2018 subject to approval of members.

In term of Section 149 and other applicable provisions of the Act, Mr. Nishant Sharadrao Nanda being eligible, is proposed for appointment as Independent Director for five (5) consecutive years on the Board of the Company.

In the opinion of Board, Mr. Nishant Sharadrao Nanda fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulation 2015. Mr. Nishant Sharadrao Nanda is independent of the management.

Copy of the draft letter for appointment of Mr. Nishant Sharadrao Nanda as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Except Mr. Nishant Sharadrao Nanda, 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 Ordinary Resolution set out at Item No. 9 of the Notice for approval by the members.

The information as required pursuant to Listing regulations 2015 and the Secretarial Standard on General Meeting given in Corporate Governance Report annexed to the Directors' Report.

**Registered Office:**  
**16 Strand Road**  
**9th Floor, Room No. 908B**  
**Kolkata-700001**  
**Dated: 10<sup>th</sup> August, 2018**

**By Order of the Board**  
**Sd/-**  
**Udai Kothari**  
**(Chairman & Managing Director)**  
**(DIN:-00284256)**



**GOLDEN GOENKA FINCORP LIMITED**

**Regd. Off.-** 16 Strand Road, 9th Floor, Room No. 908B, Kolkata-700001

**Tel:** +91 33 4603 2315; **Fax:** +91 33 4407 0020;

**E-mail:** [contact@goldengoenka.com](mailto:contact@goldengoenka.com); **Website:** [www.goldengoenka.com](http://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 FolioNo./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 25th Annual General Meeting of the Company to be held on Wednesday, 26th day of September, 2018 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, 2018 including report of Board of Directors and Auditors thereon. b) Audited Consolidated Financial Statements as on that date.	5) Appointment of Mr. Jignesh Dalal (DIN: 08065507) as an Independent Director of the Company. 6) Re-appointment of Mr. Dinesh Burman (DIN: 00612904) as Whole-time Director of the Company.
2) Appointment of Mr. Deepak Kothari (DIN: 00280323) as Director, who retire by rotation and being eligible, offers himself for re-appointment.	7) Approval u/s 181 of the Companies Act, 2013 to contribute to bonafide charitable and other funds.
3) To declare a Dividend for the financial year ended March, 31, 2018.	8) Change of name of the Company.
4) Re-appointment of M/s Das & Prasad, Chartered Accountants (Registration No. 303054E) as Statutory Auditors of the Company.	9) Appointment of Mr. Nishant Sharadrao Nanda (DIN: 08196581) as an Independent Director of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

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 16th Strand Road, 9th Floor, Room No. 908B, Kolkata- 700 001 not less than 48 hours before the commencement of the meeting.





**GOLDEN GOENKA FINCORP LIMITED**

Regd. Off.- 16 Strand Road, 9th Floor, Room No. 908B, Kolkata-700001

**Tel:** +91 33 4603 2315; **Fax:** +91 33 4407 0020;

**E-mail:** [contact@goldengoenka.com](mailto:contact@goldengoenka.com); **Website:** [www.goldengoenka.com](http://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 25TH ANNUAL GENERAL MEETING of the Company being held at Manthan (Banquet Hall) at 3, Waterloo Street, Kolkata- 700069 on Wednesday, 26th day of September, 2018 at 11:00 A.M.**

Signature of the Shareholder(s) or Proxy -----



**GOLDEN GOENKA FINCORP LIMITED**

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**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 FolioNo/DP ID & Client ID No -----

Signature of Shareholder (s) -----