

GOYAL ASSOCIATES LIMITED

CIN: L74999GJ1994PLC023281

215, SAKAR-2, NEAR ELLISBRIDGE CORNER, AHMEDABAD, GUJARAT – 380006

TEL NO.: 079-26578177; E-mail: info@goyalassociatesltd.com

WEBSITE: www.goyalassociatesltd.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING (EGM) OF THE SHAREHOLDERS OF GOYAL ASSOCIATES LIMITED WILL BE HELD ON **FRIDAY, FEBRUARY 5th, 2016 AT 11.00 A.M.** AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 215, SAKAR-2, NEAR ELLISBRIDGE CORNER, AHMEDABAD, GUJARAT – 380006, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. Appointment of Statutory Auditors to fill casual vacancy

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. R. M. Jain & Associates, Chartered Accountants, Kolkata be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Mukesh I Gupta & Co, Chartered Accountants, Kolkata.

RESOLVED FURTHER THAT M/s. R.M. Jain & Associates, Chartered Accountants, (Firm Registration No. 304127E) be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2016 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

On behalf of the Board of Directors

Date : 21st December, 2015

Place : Ahmedabad

Sd/-
Vinay Agrawal
(Managing Director)
DIN: 03133446

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 the proxy need not be a member of the Company. The proxy form in order to be effective must be deposited with the Company not less than 48 hours before the time fixed for commencement of the Meeting. The proxy form is enclosed herewith the Notice.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules framed there under, a person can act as a proxy on behalf of a member or members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. Also, a member holding more than 10% of the total share capital of the company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other member or person.
3. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extra Ordinary General Meeting.
4. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.
5. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.
6. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of EGM by email and others are being sent by post.
7. In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means (“e-voting”) to its members. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link www.evotingindia.com during the following voting period.

- **Commencement of e-voting: 2nd February, 2016 at 9.00 a.m**
 - **End of e-voting: 4th February, 2016 at 5.00 p.m**
8. E-Voting shall not be allowed beyond 4th February, 2016 at 5.00 p.m. During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the recorded date may cast their vote electronically. The record date for the purpose of e-voting is 29th January, 2016.
9. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being or warded the login ID and password for e-voting along with process, manner and instructions by e-mail.
10. The Company has appointed Ms. Rinku Jain, as ‘scrutinizer’ (the “Scrutinizer”), for conducting the e-voting process for the Extraordinary General Meeting in a fair and transparent manner.

11. Instructions for E-voting

- i. The voting period begins on 02.02.2016 from 9.00 A.M and ends on 04.02.2016 till 5.00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29.01.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper / polling paper shall be made available at the EGM and the members as on the “cut-off date” i.e. Record date, attending the meeting who has not cast their vote by remote e-voting] shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.
- 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.
- 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.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> • 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	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).

- 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 **Goyal Associates 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.
 - Non Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) 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 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.
 - 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.

In case of members receiving the physical copy:

- I. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- II. The voting period begins on 02.02.2016 from 9.00 A.M and ends on 04.02.2016 till 5.00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29.01.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- III. 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 email to helpdesk.evoting@cdslindia.com. 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 email to helpdesk.evoting@cdslindia.com.
13. 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 rinkujain20@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 4th February, 2016 upto 5:00 pm without which the vote shall not be treated as valid.
14. 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 29th January, 2016.
15. The notice of Extraordinary General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 25th December, 2015.
16. The shareholders shall have one vote per equity share held by them as on the cut-off date of 29th January, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
17. 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 29th January, 2016 and not casting their vote electronically, may only cast their vote at the Extra Ordinary General Meeting.
18. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 29th January, 2016 are requested to send the written / email communication to the Company Registrar and Transfer Agents viz., **Sharepro Services (India) Pvt. Ltd., Mr. V. Kumaresan (Vice President)** 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka, Andheri (E), Mumbai- 400 072, Contact No.: 022-67720300/400, E-Mail: sharepro@shareproservices.com. Company by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

19. Ms. Rinku Jain (Practicing Chartered Accountant) (Membership No. - 303262) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the EGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the EGM, 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, which shall countersign the same and declare the result of the voting forthwith.
20. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.goyalassociatesltd.com and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. The Calcutta Stock Exchange Limited & BSE Ltd.

On behalf of the Board of Directors

Date : 21st December, 2015

Place : Ahmedabad

Sd/-
Vinay Agrawal
(Managing Director)
DIN: 03133446

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

M/s. Mukesh I Gupta & Co, Chartered Accountants have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. R. M. Jain & Associates, Chartered Accountants, (Firm Registration No. 304127E) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Mukesh I Gupta & Co, Chartered Accountants.

M/s. R. M. Jain & Associates, Chartered Accountants have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution

On behalf of the Board of Directors

Date : 21st December, 2015

Place : Ahmedabad

Sd/-
Vinay Agrawal
(Managing Director)
DIN: 03133446

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PROXY 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 Member(s):
Registered address:
E-mail ID:
Folio No./ Client ID:
DP ID*:

I / we, being the shareholder(s) of shares of the above named company, hereby appoint

- (1) Name: _____
Address : _____
Email Id: _____
Signature: _____ or failing him
- (2) Name: _____
Address : _____
Email Id: _____
Signature: _____ or failing him
- (3) Name: _____
Address : _____
Email Id: _____
Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Friday 5th February, 2016, at 11.00 A.M at its registered office at **215, SAKAR-2, NEAR ELLISBRIDGE CORNER, AHMEDABAD, GUJARAT – 380006** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Optional	
		For	Against
1.	Appointment of M/s R.M Jain & Associates, Chartered Accountants as Statutory Auditor to fill the casual vacancy.		

Signed thisday of2016

Member's Folio /DP ID & Client ID No.....

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, not less than 48 hours before the commencement of the Meeting

GOYAL ASSOCIATES LIMITED

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215, SAKAR-2, NEAR ELLISBRIDGE CORNER, AHMEDABAD, GUJARAT - 380006

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ATTENDANCE SLIP

Sr No.:

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company to be held on Friday, 5th February, 2016 at 11.00 A.M at its registered office

Folio/DP ID & Client ID No. :

Name :

Address :

Joint holders Name :

Shares :

.....
Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder/Proxy Present

Notes: Members/Proxy holders who wish to attend the Extra Ordinary General Meeting (EGM) must bring their Admission Slips to the EGM and hand over the same duly signed at the entrance. Duplicate Admission Slips will not be issued at the venue.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID	PERMANENT ACCOUNT NUMBER
160106004		

Please read instructions given in the Notice of the Extra Ordinary General Meeting carefully before voting electronically

The e-Voting facility will be available during the following voting period:

Commencement of e-voting: From Tuesday, 2nd February, 2016 & 9.00 AM

End of e-Voting: Up to Thursday, 4th February, 2016 & 5.00 PM