

GOLDLINE PHARMACEUTICAL LIMITED

Regd Office: 103, F-1 "Leela Apartment" Shilpa Hsg Society, Near Saptagiri Nagar,
Shanidham, Narendra Nagar, Nagpur 440015.

Email ID: goldlinepharmaceuticalsltd@gmail.com

Contact No. 9970058832

NOTICE

SEVENTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that 17th Annual General Meeting of Goldline Pharmaceutical Limited will be held at 11.00 a.m. on Friday, the 31st December, 2021 at Registered Office of the Company at 103, F-1 "Leela Apartment" Shilpa HSG Society, Near Saptagiri Nagar, Shanidham, Narendra Nagar, Nagpur-440 015.

ORDINARY BUSINESSES

1. **To consider and adopt the financial statements for the financial year ended on March 31, 2021:**

"RESOLVED THAT the Profit & Loss Account, for the period ended 31st March 2021 and the Balance-sheet as on that date, including annexures thereof and the report of the Auditors and Directors thereon be and are hereby received and adopted.

2. **Re-appointment of Mr. Swapan Khandelwal, Director:**

To consider and if thought fit, to pass with or without modifications, the following resolutions as an Ordinary Resolution:

"RESOLVED THAT, Mr. Swapan Khandelwal, Director (DIN: 03486882), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation."

3. **Re-appointment of Mr. Avinash Pandurang Ambulkar, Director:**

To consider and if thought fit, to pass with or without modifications, the following resolutions as an Ordinary Resolution:

"RESOLVED THAT Mr. Avinash Pandurang Ambulkar, Director (DIN: 06572695), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation."

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SPECIAL BUSINESS

4. Appointment of Mr. Amol Laxmikant Mujumdar as a Managing Director and approve the payment of remuneration for a period of 3 years:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the rules made there under (including any statutory modifications) or reenactment thereof for the time being in force) the Company hereby approves the appointment and terms of remuneration of Mr. Amol Laxmikant Mujumdar (DIN:-01910549), as Executive Director, designated as Managing Director of the Company for the period of 3 year with effect from 10.11.2021, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to Directors to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and **Mr. Amol Laxmikant Mujumdar.**"

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take all such steps as may be necessary, proper and expedient give effect to this Resolution."

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5. Appointment of Mr. Swapan Khandelwal as Whole Time Director and Approve the Payment Of Remuneration For A Period of 5 years:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force) the Company hereby approves the appointment and terms of remuneration of Mr. Swapan Khandelwal (DIN:-03486882), as Executive Director, designated as Whole time director for the period of 3 year effect from 10.11.2021, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to Directors to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Swapan Khandelwal."

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take all such steps as may be necessary, proper and expedient give effect to this Resolution."

6. BORROWING MORE THAN PAID UP CAPITAL AND RESERVE:

To consider and if thought fit, to pass with or without modifications, the following resolutions as a special Resolution:

"RESOLVED THAT in supersession of the earlier resolutions passed by the Company 180(1)(c) and other applicable provisions of the Companies Act, 2013, as amended from time to time and the Companies (Management and Administration) Rules, 2014, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing moneys for the purposes of the Company, from time to time, notwithstanding that the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however that the aggregate of the amounts so borrowed and to be borrowed and outstanding at any time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed Rs.20 Crores (Rupees Twenty Crores only)."

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7. MORTGAGE OF THE PROPERTY:

To consider and if thought fit, to pass with or without modifications, the following resolutions as a special Resolution:

"RESOLVED THAT in supersession of the resolution passed by the Company and pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and / or charging in such form and manner and on such terms and at such times) as the Board of Directors may deem fit, the movable and /or immovable properties of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favor of any person including, but not limited to, financial/investment institution(S), bank(s), insurance companies), mutual funds(s), corporate body(ies), trustee(s) to secure any loans, guarantee, financial assistance, working capital arrangement etc. already availed/to be availed by the Company together with interest thereon at the agreed rate, compound interest, additional interest, liquidated damages, premium on prepayment, costs, charges, expenses and other monies payable by the Company to the said lenders and/or any issue of non-convertible debentures, bonds, or compulsorily or optionally, fully or partly convertible debentures linked to equity shares, within the overall ceiling prescribed by the Members of the Company, from time to time, in terms of Section 180(I)(c) of the Companies Act, 2013.

Place: Nagpur
Date: 10.11.2021



By order of the Board

Amol Laxmikant Mujumdar
(Managing Director)
(DIN: 01910549)

(Add: Plot No.67 Durga Niwas, Ajni Road,
Near Medical Square, Rambagh Layout Ajni,
Nagpur 440003)

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NOTES

A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote instead of himself/herself. Such proxy/proxies need not to be a member of the company. A person can act as proxy on behalf of members not exceeding (50) and holding in the aggregate not more than ten percent of the total share capital of the company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The instrument of proxy in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form (MGT-11) is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution authority, as applicable.

Corporate members are requested to send a duly certified copy of the board resolution/power of attorney authorizing their representative to attend and vote on their behalf at the annual general meeting.

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BRIEF RESUME OF DIRECTOR SEEKING RE- APPOINTMENT AT THE ANNUAL
GENERAL MEETING PURSUANT TO THE COMPANIES ACT, 2013.

Name	Mr. Amol Laxmikant Mujumdar	
Date of Appointment	_____	
Date of Birth	_____	
Qualifications	_____	
Expertise in specific area	_____	
Directorship held in other Companies	-	
Membership/ Chairmanship of Committees across all Public Companies*	NIL	
No. of Shares held	999996	

Place: - Nagpur

Date: - 10.11.2021



By order of the Board

Amol Laxmikant Mujumdar
(Managing Director)
(DIN: 01910549)

(Add: Plot No.67 Durga Niwas, Ajni Road,
Near Medical Square, Rambagh Layout Ajni,
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board proposed to Reappoint Mr. Amol Laxmikant Mujumdar as Managing Director of the Company for the period of 3 years.

Mr. Amol Laxmikant Mujumdar is a well-known industrialist with having good experience in Information Technology, Marketing & Finance and Accounts. His knowledge and expertise have been invaluable to the Company and his presence on the Board of Directors ('the Board') has enabled the Company in maintaining continuity in strategic leadership and governance.

The Board had resolved to pay remuneration to Mr. Amol Laxmikant Mujumdar on terms and conditions as mentioned herein below:

A. Salary and Perquisites:

The Salary as mutually agreed between the Managing Director and the Board shall be Rs. 30,00,000/- (Rupees Thirty Lakhs Only) per annum w.e.f. 10' November 2021.

B. Other Benefits:

The Managing Director shall also be entitled to re-imbusement of medical expenses on him and his family.

The Board recommends the acceptance of the aforesaid special Resolution. None of the Directors, Key Managerial Personnel or their relatives except Mr. Amol Laxmikant Mujumdar is concerned or interested in the said resolution.

In terms of section 102 of the act, the matter of special resolution, referred to above, is an item of special business.

All the relevant documents considered at the meeting can be inspected at the office hours on working days at the registered office of the Company.

Item No. 5

The Board has appointed Mr. Swapan Khandelwal as the Executive Director to be designated as Whole-time Director of the Company for the period of 3 years in the board meeting held on 10' November 2021. It is subject to approval in ensuing General meeting. The Board proposed approval of appoints of Mr. Swapan Khandelwal in General meeting.

Mr. Swapan Khandelwal is a well-known industrialist with having good experience in Information Technology, Marketing, Finance and Accounts. His knowledge and expertise have been invaluable to the Company and his presence on the Board of Directors ('the Board') has enabled the Company in maintaining continuity in strategic leadership and governance.

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The Board had resolved to pay remuneration to Mr. Swapan Khandelwal on terms and conditions as mentioned herein below:

A. Salary and Perquisites:

The Salary as mutually agreed between the Whole-time Director and the Board shall be Rs. 30,00,000/- (Rupees Thirty Lakhs Only) per annum w.e.f. 10th November 2021.

B. Other Benefits:

The Whole-Time Director shall also be entitled to re-imbusement of medical expenses on him and his family.

The Board recommends the acceptance of the aforesaid special resolution. None of the Directors, Key Managerial Personnel or their relatives except Mr. Swapan Khandelwal is concerned or interested in the said resolution.

In terms of section 102 of the act, the matter of special resolution, referred to above, is an item of special business.

All the relevant documents considered at the meeting can be inspected at the office hours on working days at the registered office of the Company.

Item No. 6

Taking into account the future business plans of the company, the board of directors may need to resort to further borrowings from time to time and hence it is proposed to set borrowing limit upwards to Rs.20 crores (Rupees Twenty Crores) which will be more than paid and reserve. A resolution is proposed authorizing the board of directors to borrow moneys for the purposes of the company not exceeding Rs.20 crores (Rupees Twenty Crores) (apart from temporary loans obtained from the Company's bankers in the ordinary course of Business) under Section 180(1)(c) of the Companies Act, 2013.

The board of directors recommends passing of the special resolution set out in item no. 6 of the notice.

None of the directors, key managerial personnel of the company and their relatives is, concerned or interested in this resolution, except to the extent of their respective shareholding, if any, in the company.

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Item No. 7

Considering the future business plans of the company, the board of directors may need to resort to further borrowings from time to time, by future way of loans / financial assistance from various banks / financial institutions and other lenders, issue of debentures / bonds or other debt instruments and through acceptance of fixed deposits.

These borrowings may also have to be secured by creation of mortgages, charges, liens, hypothecation and/or other securities of the company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the company's undertaking or undertakings, in favor of banks / financial institutions /other lenders / debenture trustee / fixed deposits trustee / security trustee. Since the amount secured by such mortgages, charges, liens, hypothecation and/or other securities together with the existing mortgages, charges, liens, hypothecation and/or other securities may exceed the prior limit, members' approval is sought for increasing the limit up to Rs.20 crores (Rupees Twenty Crores) and for authorizing the board of directors to create security by way of mortgages, charges, liens, hypothecation and/or other securities of the company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the company's undertaking or undertakings, on such terms and conditions as it may deem fit. For this purpose, the requisite special resolution is being proposed for consideration of the members under Section 180(1)(a) of the Companies Act, 2013.

The board of directors recommends passing of the special resolution set out in item no.7 of the notice.

None of the directors, key managerial personnel of the company and their relatives is, concerned or interested in this resolution, except to the extent of their respective shareholding, if any, in the company.

Place: - Nagpur

Date: - 10.11.2021

By order of the Board



Amol Laxmikant Mujumdar
(Managing Director)
(DIN: 01910549)

(Add: Plot No.67 Durga Niwas, Ajni Road,
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