

GOLD ROCK INVESTMENTS LIMITED (2014-15)

NOTICE

Notice is hereby given that Annual General Meeting of the Members of **GOLD ROCK INVESTMENTS LIMITED** will be held on 28th September, 2015 at 10.30 a.m. at Borivali Medical Brother Hood, Doctor House 51st Tph Road, Mumbai-400092.to transact the following business: -

ORDINARY BUSINESS: -

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Bal Krishna Shriya, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Khandelwal Jain & co., Chartered Accountants, as Auditors of the Company and to fix their remuneration.

“RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. Khandelwal Jain & co., Chartered Accountants (Registration No. 105049W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Next Annual General Meeting of the Company to be held in the year 2016 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:-

4. Appointment of Mrs. Smriti Mukherjee as a Woman Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Smriti Mukherjee (DIN: 07145636), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31st March 2015 in terms of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and who is eligible for appointment and, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose term shall be subject to retirement by rotation.

5. Appointment of Mr. Girish M. Chaurasia as a Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Girish M. Chaurasia (DIN: 07024849), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th February 2015 in terms of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and who is eligible for appointment and, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose term shall be subject to retirement by rotation.

By Order of the Board of Directors
For **Gold Rock Investments Limited**

S.C. AYTHORA
Director
DIN (00085407)
714, Raheja Chambers,
213, Nariman Point,
Mumbai – 400 021

Place: Mumbai
Date: 13th August, 2015

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution/authority as applicable.
2. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Members and Share Transfer Books will remain closed from 19th September, 2015 to Saturday, 28th September, 2015 (both days inclusive) for the purpose of AGM.
8. Members whose shareholding is in the electronic mode are requested to direct change of correspondence address, e-mail id and updates of savings bank account details to their respective Depository Participant(s).
9. Members Are Requested To Address All Correspondence To The Registrar And Share Transfer Agents, Alankit Assignments Limited., 205-208 anarkali Complex, Jhandewalan Extension , New Delhi Tel.No.022-40430200, Fax No. 022-28475207, Mail Id: info@alankit.com
10. Members may also note that the Notice of the AGM and the Annual Report 2015 physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: mailto:goldrockinvest@yahoo.com
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company/RTI of the Company.
12. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Equity Listing Agreement, the company is pleased to offer e-voting facility as an alternate to all the members of the company to enable them to cast their votes electronically instead of voting at the AGM.
14. **THE PROCEDURE AND INSTRUCTIONS FOR E-VOTING ARE AS UNDER:-**

Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company is pleased to provide members, facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

E-voting is optional.

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

- (i) Log on to the e-voting website www.evotingindia.com during the period from 25th September, 2015 (09.00A.M.) to 27th September, 2015 (5.00 P.M.) and Click on "Shareholders" tab.
- (ii) Now enter your User ID:

User ID	- For beneficial owners holding account with Depository Participants of NSDL-8 character DP ID and 8 digit demat account number. - For beneficial owners holding account with Depository Participants of CDSL- 16 digit demat account number. - For members holding shares in Physical mode- Registered Folio Number.
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- (iii) Enter the image verification as displayed and click on Login.
 (iv) Members holding shares in demat form and had logged on to www.evotingindia.com and voted earlier for any company, then your existing password is to be used.
 (v) 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 - Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in capital letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits, enter the applicable number of 0's after the folio number. For example, if your name is Ramesh Kumar with folio number 1234, then enter RA12340000 in the PAN field. - Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in capital letter followed by 8 digit CDSL/NSDL client id. For example: In case the name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234'
Date of Birth or Dividend Bank Details or Number of Shares	Please enter the Date of Birth or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on 21 st September, 2015 in the Dividend Bank

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
 (vii) Members holding shares in physical form will then reach directly 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 such 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.
 (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 (ix) Click on "Gold Rock Investments Ltd."
 (x) 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.
 (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 (xii) 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.
 (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
 (xv) If Demat account holder has forgotten the password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 • Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 • They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 • After receiving the login details they have to create a user who would be able to link the account(s) 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.
 • They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
 (xvi) The voting period begins on 25th September 2015 at 09.00 a.m. and ends on 27th September 2015 at 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 of 21st September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 (xvii) 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.
 (xviii) 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 cutoff date of 21st September, 2015.
 (xix) The Company has appointed Shri Pradip K. Thanawala of P. K. Thanawala & Co., Practicing CA as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
 (xx) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witness not in the employment of the Company and make a Scrutinizer Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting.
 (xxi) The Results shall be declared after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within two days of passing of the resolutions at the AGM of the Company.

15. Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM are furnished below. The Directors have furnished the requisite consents / declarations for their appointment/re-appointment.

(i) Mr. Girish Chaurasia

Name & Designation	Mr. Girish Chaurasia, Director
Date of Birth	5th August, 1975
Qualifications	B.Com.
Expertise	He is having well enough Knowledge in the Accounting and Financial Field
Director of the Company since	13 th February, 2015

Directorships / Committee Membership of Mr. Girish Chaurasia in the other Companies:

Name of the Company	Committee Chairmanship/ Membership
Vihaan Infrasystems India Limited	---
Gold Rock Metals Limited	---
Tridhar Finance And Trading Limited	---
Seattle Online Private Limited	---
Saryu Investment And Trading Private Limited	---
Panki Roadlines Private Limited	---
Blue Point Leasings Limited	---
Picanova Investments Private Limited	---
Gold Rock Agro-Tech Limited	---
Splendour Tradeplace Private Limited	---

(ii) Mrs. Smriti Mukherjee:

Name & Designation	Mrs. Smriti Mukherjee, Director
Date of Birth	26 th June, 1951
Qualifications	M.A. (History), B.Ed.
Expertise	She is having 40 Years of Banking experience in Reserve Bank of India
Director of the Company since	31 st March, 2015

Directorships / Committee Membership of Mr. Girish Chaurasia in the other Companies:

Name of the Company	Committee Chairmanship/ Membership
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 4**

Mrs. Smriti Mukherjee (DIN: 07145636), was appointed as an Additional Director by the Board with effect from 31st March, 2015. In terms of Section 161(1) of the Companies Act, 2013, Mrs. Smriti Mukherjee (DIN: 07145636) holds office as an Additional Director up to the date of this Annual General Meeting only, she is eligible for appointment. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from a member signifying his intention to propose the candidature of Mrs. Smriti Mukherjee (DIN: 07145636) as a Director of the Company. Further details of Mrs. Smriti Mukherjee have been given in the notes to this Notice.

Your Directors therefore recommend the resolution for your approval.

ITEM NO. 5

Mr. Girish M. Chaurasia (DIN: 07024849), was appointed as an Additional Director by the Board with effect from 13th February, 2015. In terms of Section 161(1) of the Companies Act, 2013, Mr. Girish M. Chaurasia (DIN: 07024849) holds office as an Additional Director up

to the date of this Annual General Meeting only, He is eligible for appointment. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from a member signifying his intention to propose the candidature of Mr. Girish M. Chaurasia (DIN: 07024849) as a Director of the Company. Further details of Mr. Girish M. Chaurasia have been given in the notes to this Notice.

Your Directors therefore recommend the resolution for your approval.

By Order of the Board of Directors
For **Gold Rock Investments Limited**

S.C. AYTHORA
Director
DIN (00085407)
714, Raheja Chambers,
213, Nariman Point,
Mumbai – 400 021

Place: Mumbai
Date: 13th August, 2015