



# GONERIL INVESTMENT & TRADING COMPANY LIMITED

CIN:L67120WB1982PLC035494; GST No.: 19AAACG9333K1ZA

Registered Office :

"Temple Chambers" 6, Old Post Office Street, 4<sup>th</sup> Floor, Kolkata-700 001

Phone No.: 033 2230-7373/2248-3854

E-mail : goneril1982@gmail.com; Website : www.goneril.in

## NOTICE

NOTICE is hereby given that the an Extra Ordinary General Meeting of the Shareholders of M/S. GONERIL INVESTMENT & TRADING CO. LTD. will be held at its Registered Office at 'Temple Chambers', 6, Old Post Office Street, 4<sup>th</sup> Floor, Kolkata-700 001 on Thursday, April 03, 2025 at 02:30 P.M. to transact the following business:

### SPECIAL BUSINESS:

#### APPROVAL OF MODIFICATIONS TO THE SCHEME OF AMALGAMATION

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

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016, the Memorandum and Articles of Association of the Company, and subject to the approval of the Hon'ble National Company Law Tribunal and any other regulatory approvals as may be required, the modification to the Scheme of Amalgamation between Fund Flow Investment & Trading Company Limited, Jyotsana Investment Company Limited, Kallol Investments Limited, Subarna Plantation & Trading Company Limited and Goneril Investment & Trading Company Limited, as set out in the Scheme of Amalgamation, showing the proposed modification in Clause 12(c) of Part IV, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to Section 231 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016, the Memorandum and Articles of Association of the Company, and subject to the approval of the Hon'ble National Company Law Tribunal and any other regulatory approvals as may be required, the existing Clause 12(c) of Part IV of the Scheme of Amalgamation between Fund Flow Investment & Trading Company Limited, Jyotsana Investment Company Limited, Kallol Investments Limited, Subarna Plantation & Trading Company Limited and Goneril Investment & Trading Company Limited, be and is hereby altered and replaced, be as under:

"(c) Fractional shares, if any, resulting from consolidation of shares of the shareholder of the TRANSFEROR COMPANIES in the process of allotment of equity shares by the TRANSFEREE COMPANY to the Shareholders of the TRANSFEROR COMPANIES based on the Swap Ratio is of and above 0.50, then, in such case, such fractional entitlement shall be rounded off to the next higher integer and no shares shall be allotted to fractional entitlements below 0.50.

Any difference arising between the aggregate shares to be allotted after considering inter-se cancellation of shares based on the Swap Ratio and the fractional shares to be allotted to the shareholders of the TRANSFEROR COMPANIES and the aggregate shares to be allotted after aggregating the paid up equity capital of each of the TRANSFEROR COMPANIES after inter-se cancellation of shares based on the Swap Ratio, shall be consolidated in absolute terms and such difference shall be adjusted with the entitlement of the promoters (any or more of them) in respect of the shares to be issued to such promoters of the TRANSFEREE COMPANY."

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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps, file necessary applications, make representations, and do all such acts, deeds, and things as may be deemed necessary to give effect to the modification in the Scheme of Amalgamation, including any alterations or amendments as may be suggested or directed by the regulatory authorities or approved by the shareholders.

Place: Kolkata

Dated: 10-03-2025



By order of the Board  
For Goneril Investment & Trading Co. Ltd.

*Arindam Dey Sarker*

ARINDAM DEY SARKAR

Director

DIN: 06959585

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE ON A POLL AT THE EGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE 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 SHAREHOLDER.

2. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Extra Ordinary General Meeting (EGM) or upload it on the e-voting portal.

3. Members / Proxies should fill the Attendance Slip for attending the meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID number and those who hold shares in Physical form are requested to write their Folio Number in the attendance slip for attending the meeting.

4. In case of joint holders attending the meeting only such joint holder who is higher in the order of names will be entitled to vote.

5. The Register of Members and Share Transfer Registers of the Company will remain close from Thursday, 27<sup>th</sup> March, 2025 to Thursday, 03<sup>rd</sup> April, 2025, both days inclusive.

6. The meeting will be conducted in accordance with the provisions of the Companies Act, 2013, and the Articles of Association of the company

7. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting are annexed hereto.



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8. Details under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) and the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), in respect of Directors seeking appointment / re-appointment at the EGM are provided under a separate heading, which forms part of this Notice.

9. Equity shares of the Company are listed with the Calcutta Stock Exchange Limited (CSE). There are no dues with regard to payment of Listing fees. The ISIN code of the Company is INE0EF101016. The CSE Scrip Code of the Company is 017151.

10. The investors are requested to enroll their e-mail ids with the Company at: goneril1982@gmail.com

11. The Company has appointed the following Registrar & Share Transfer Agent (RTA) to deal with both Physical and Demat shares.

Alankit Assignments Limited  
205-208, Anarkali Complex,  
Jhandewalan Extension,  
New Delhi-440 055  
Phone No. 011 42541234  
Fax No. : 011 42541201  
E-mail: rta@alankit.com

Members are requested to send their queries relating to share transfer/transmission, change of address, etc. to the above address.

This notice of Meeting is also available on the Company's website [http:// www.goneril.in](http://www.goneril.in) for download and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Notice of the Extra Ordinary General Meeting is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

Members are requested in their own interest:

- To notify the Company / Registrar and Share Transfer Agent about their PAN, any change in address/name with correct pin code, mandate/ bank details and their e-mail id, etc. with supporting documents.
- To quote correct Folio No. / Client ID. No. and DP ID. No. in all correspondence with the Company/ Registrar and Share Transfer Agent to facilitate better service to the members.
- To dematerialize the Equity Shares of the Company held in physical mode.

As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

The Ministry of Corporate Affairs (MCA), Government of India has introduced 'Green Initiative in Corporate Governance' by allowing paperless compliance by the Companies for service of documents to their Members through electronic mode. In case you have not registered / updated your e-mail address, please communicate the same to the Company at their communication address given in the EGM Notice in respect of the shares held in physical mode or communicate to your Depository Participants concerned in respect of shares held in demat / electronic mode. Although you are entitled to receive physical copy of the Notices, from the



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Company, we sincerely seek your support to enable us to forward these documents to you only by e-mail, which will help us to participate in the Green Initiative of the MCA and to protect our environment.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.

SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November 2018 requests for effecting transfer of Securities (except in case of transmission or transposition of securities) shall not be processed from 1st April 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Members are requested to take action to dematerialise the Equity Shares of the Company, promptly.

Members seeking any information with regard are requested to write to the Company at an early date, so as to enable the management to keep the information ready at the Meeting.

### Procedure of Voting through Electronic Means

I 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, the Company is pleased to provide its Members, facility of voting by electronic means in respect of business proposed to be transacted at the Extra Ordinary General Meeting (EGM) 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 venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II The facility for voting through Ballot Paper shall also be made available to the members at the EGM 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 Paper.

III The Members who have already cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to vote again at the EGM.

I. The cut-off date to determine the Members entitled to undertake voting electronically on all the resolutions set forth in this Notice by remote e-voting and also voting at the EGM venue shall be Thursday, 27<sup>th</sup> March, 2025.

II. The Notice calling the EGM has been uploaded on the website of the Company at <http://www.goneril.in>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. The Calcutta Stock Exchange Limited at [www.cse-india.com](http://www.cse-india.com)/respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period will commence on Monday, 31<sup>st</sup> March, 2025 at 09:00 A.M. and ends on Wednesday, 02<sup>nd</sup> April, 2025 at 05:00 P.M. The members will not be able to cast their vote electronically



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beyond the date and time mentioned above and the remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 27<sup>th</sup> March, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being, 27<sup>th</sup> March, 2025. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

## How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speeded" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

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	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi/Easiest user will be able to see the E Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the E-Voting service provider for casting your vote during the remote e-Voting period. Additionally there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e- Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e- Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

**Step 1: Cast your vote electronically on NSDL e-Voting system.**

Login type	Helpdesk details
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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-4886 7000 and 022-2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- How to retrieve your ‘initial password’?
- If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial



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password'.

6. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button
9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically on NSDL e-Voting system.

### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ssmahataassociates@gmail.com](mailto:ssmahataassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022-4886 7000 and 022-2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [goneril1982@gmail.com](mailto:goneril1982@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [goneril1982@gmail.com](mailto:goneril1982@gmail.com) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.



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3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.  
A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the closing working hours of cut-off date only, shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through Ballot Paper (who have not casted their vote electronically).

Mr. Sumantra Sarathi Mahata (COP No.: 13473; Membership No.: F11966), Partner of M/s. Mahata Agarwal & Associates, Practicing Company Secretaries, (Unique No.: P2021WB088100) (P. R. No.5663/2024), who has consented to act as the scrutinizer and is available for the purpose of ascertaining the requisite majority, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process/ballot/poll in a fair and transparent manner.

The Chairman shall, at the EGM, after the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot or polling Paper for all those Members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall, immediately after the conclusion of voting at the EGM, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and within a period not exceeding 48 hours from the conclusion of the EGM, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.goneril.in](http://www.goneril.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be communicated to the Calcutta Stock Exchange Limited within the prescribed time limit.

Registrar and Transfer Agent - Alankit Assignments Limited

E-Voting Agency - National Securities Depository Limited

Scrutinizer - M/s. Mahata Agarwal & Associates

Place: Kolkata

Dated: 10-03-2025

Registered Office

"Temple Chambers"

6 Old Post Office Street,

Kolkata - 700001

West Bengal, India



By order of the Board  
For Goneril Investment & Trading Co. Ltd.

*Arindam Deo Sarkar*

ARINDAM DEY SARKAR

Director

DIN: 06959585



# GONERIL INVESTMENT & TRADING COMPANY LIMITED

CIN:L67120WB1982PLC035494; GST No.: 19AAACG9333K1ZA

Registered Office :

"Temple Chambers"6, Old Post Office Street, 4<sup>th</sup> Floor, Kolkata-700 001

Phone No.: 033-2230-7373/2248-3854

E-mail : goneril1982@gmail.com; Website : www.goneril.in

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item No. 1 of the accompanying Notice:

## Re: Item No.01

A Company Application (CAA) No. 54/KB/2022 was filed before the Hon'ble National Company Law Tribunal, Kolkata Bench ("Hon'ble NCLT") on March 29, 2022 inter-alia, under Section 230(1) read with Section 232(1) of the Companies Act, 2013 when on hearing submissions on June 15, 2022, the Hon'ble NCLT was pleased to pass an order on July 13, 2022 dispensing with the meetings of the unsecured creditors of Fund Flow Investment & Trading Company Limited ("Transferor Company No. 1") and Jyotsana Investment Company Limited ("Transferor Company No. 2") and Kallol Investments Limited ("Transferor Company No. 3") and Subarna Plantation & Trading Co. Limited ("Transferor Company No. 4") with Goneril Investment & Trading Company Limited ("Transferee Company" or the "Company") in view of consent obtained by 100% in value from such unsecured creditors having respectively given their consent to the Scheme by way of affidavits. The order further recorded that there were no secured creditors of the Transferor Company No. 1, Transferor Company No. 2, Transferor Company No. 3, Transferor Company No. 4 and the Transferee Company and as such there is no requirement of meeting of Secured Creditors. In such order, this Hon'ble NCLT was pleased to fix the date for separate meetings to be convened of the equity shareholders of the Transferor Company No. 1, Transferor Company No. 2, Transferor Company No. 3, Transferor Company No. 4 and the Transferee Company on September 3, 2022.

Thereafter, the meetings of the equity shareholders of the Transferor Company No. 1, Transferor Company No. 2, Transferor Company No. 3, Transferor Company No. 4 and the Transferee Company were held as per the direction of the Hon'ble NCLT when in each of the meetings, the proposed Scheme was approved as required in law. Subsequently, the Transferor Company No. 1, Transferor Company No. 2, Transferor Company No. 3, Transferor Company No. 4 and the Transferee Company approached the Hon'ble NCLT for formally obtaining the sanction of the Scheme of Amalgamation whereby and where under Fund Flow Investment & Trading Company Limited, Jyotsana Investment Company Limited, Kallol Investments Limited and Subarna Plantation & Trading Company Limited were proposed to be amalgamated and/or merged with Goneril Investment & Trading Company Limited.

By an order dated December 27, 2022 in C.P (CAA) No.180/KB/2022, the Company Petition was fixed for hearing on January 20, 2023 after issuing notice to the statutory/sectoral authorities and publication of the advertisements. In terms of the order dated December 27, 2022, passed by the Hon'ble NCLT, the Transferor Company No. 1, Transferor Company No. 2, Transferor Company No. 3, Transferor Company No. 4 and the Transferee Company had taken all necessary steps and served notices upon the statutory authorities/ sectoral authorities and published the advertisements in the newspapers.

The Company states that after considering the affidavit/ representations of the Regional Director and after considering the documents and other records which were placed for consideration and upon hearing the parties, the Hon'ble NCLT was pleased to allow the petition and sanction the Scheme of Amalgamation by order passed on November 7, 2023.

The Company states that in terms of Section 232(5) of the Companies Act, 2013 and in terms of the directions passed by the Hon'ble NCLT as contained in the order dated November 7, 2023, the Company and the Transferor Company No. 1 to 4 had filed appropriate Form INC 28 before the Registrar of Companies on or about on 13.12.2023 upon payment of the requisite fees.



# GONERIL INVESTMENT & TRADING COMPANY LIMITED

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After the final sanction of the Scheme of Amalgamation between the Transferor Company No. 1, Transferor Company No. 2, Transferor Company No. 3, Transferor Company No. 4 and the Transferee Company, the Company allotted its equity shares to the existing shareholders of the Transferor Company No. 1, Transferor Company No. 2, Transferor Company No. 3 and Transferor Company No. 4 in the prescribed share exchange ratio. The Company had filed appropriate Form PAS-3 with the Registrar of Companies on or about on 08.01.2024 payment of the requisite fees.

The Company has thereafter provided and filed all relevant information and documents relating to the Scheme and the shares allotted to the equity shareholders of the Transferor Company No. 1, Transferor Company No. 2, Transferor Company No. 3 and Transferor Company No. 4 to all the regulatory authorities including the Stock Exchanges. Relevant information was also filed with National Securities Depository Limited (hereinafter referred to as "NSDL") enabling the shares allotted to the shareholders of the Transferor Company No. 1, Transferor Company No. 2, Transferor Company No. 3 and Transferor Company No. 4 to be reflected in their respective accounts in dematerialized format.

While the NSDL scrutinized and examined the relevant details, the Company was verbally informed by NSDL that they had noticed some errors in allotment of shares to the shareholders of the Transferor Company No. 1, Transferor Company No. 2, Transferor Company No. 3 and Transferor Company No. 4 pursuant to the Scheme and consequently till such error was rectified they could not process the request so that the shares allotted to the shareholders of the Transferor Company No. 1, Transferor Company No. 2, Transferor Company No. 3 and Transferor Company No. 4 could be traded or held in dematerialized format.

The Company thereafter immediately consulted its Advocate-on-Record with respect to the said objection of NSDL seeking their advice. After detailed scrutiny, the Ld. Advocates advised the Company that apparently allotment of shares against fractional entitlements has not been done in accordance with Clause 12(c) of Part IV of the Scheme of Amalgamation.

After internal enquiries in the records, it transpired that few additional shares had indeed been allotted to the shareholders of the Transferor Company No. 1, Transferor Company No. 2, Transferor Company No. 3 and Transferor Company No. 4 due to rounding off fractional entitlements of and above 0.50 to the next higher integer and no shares being allotted to fractional entitlements below 0.50. Such allotment of additional shares by reason of rounding off was not in accordance with Clause 12(c) of Part IV of the Scheme of Amalgamation which records that all fractional entitlements shall be ignored. Such allotment of additional shares was adjusted by reduction in the allotment of shares to a promoter of the Company so that in totality allotment to the shareholders of Transferor Company No. 1, Transferor Company No. 2, Transferor Company No. 3 and Transferor Company No. 4 is not exceeded.

The provision for fractional entitlements or shares is dealt in Clause 12(c) of Part IV of the Scheme is as reflected below-

## "FRACTIONAL ENTIELEMENTS

*c)Fractional shares, if any, resulting in the process of allotment of shares by the Transferee Company to the Shareholders of the Transferor Companies involved in the Amalgamation based on the Swap Ratio, such fractional shares shall be treated in accordance with the SEBI Circular."*

Now it appears, due to a computational error of the software program, inadvertently, the Company has allotted additional shares to the Equity Shareholders of the Transferor Company No. 1, Transferor Company No. 2, Transferor Company No. 3 and Transferor Company No. 4 who held fractional shares of and above 0.50 by rounding off such fractional entitlement to the next higher integer.

**GONERIL INVESTMENT & TRADING COMPANY LIMITED**

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The error in allotment of shares was completely inadvertent and unintentional. The Scheme of Amalgamation cannot be worked out effectively and the provisions of the Scheme cannot be implemented till such time the provision for fractional entitlements is not recorded correctly in the sanctioned Scheme.

The proposed modification of provision for fractional entitlements or shares dealt in Clause 1(c) of Part IV of the Scheme is as reflected below-

"(c) Fractional shares, if any, resulting from consolidation of shares of the shareholder of the TRANSFEROR COMPANIES in the process of allotment of equity shares by the TRANSFEREE COMPANY to the Shareholders of the TRANSFEROR COMPANIES based on the Swap Ratio is of and above 0.50; then, in such case, such fractional entitlement shall be rounded off to the next higher integer and no shares shall be allotted to fractional entitlements below 0.50.

Any difference arising between the aggregate shares to be allotted after considering inter-se cancellation of shares based on the Swap Ratio and the fractional shares to be allotted to the shareholders of the TRANSFEROR COMPANIES, and, the aggregate shares to be allotted after aggregating the paid up equity capital of each of the TRANSFEROR COMPANIES after inter-se cancellation of shares based on the Swap Ratio, shall be consolidated in absolute terms and such difference shall be adjusted with the entitlement of the promoters (any or more of them) in respect of the shares to be issued to such promoters of the TRANSFEREE COMPANY."

The resolution proposed is for effective implementation and supervision of the Scheme of Amalgamation which has already been sanctioned by the Hon'ble NCLT's order passed on November 7, 2023.

The modification to the Scheme shall enable regularization of allotment of fractional entitlements to the shareholders of the Transferor Company No. 1, Transferor Company No. 2, Transferor Company No. 3 and Transferor Company No. 4.

The Board of Directors recommends the Resolutions of the accompanying Notice for approval of the shareholders of the Company to the proposed modification in the Scheme of Amalgamation as Special Resolution.

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

By order of the Board  
For Goneril Investment & Trading Co. Ltd.



*Arindam De Sarkar*

ARINDAM DEY SARKAR

Director

DIN: 06959585

Place: Kolkata

Dated: 10-03-2025

# GONERIL INVESTMENT & TRADING COMPANY LIMITED

CIN:L67120WB1982PLC035494; GST No.: 19AAACG9333K1ZA

Registered Office :

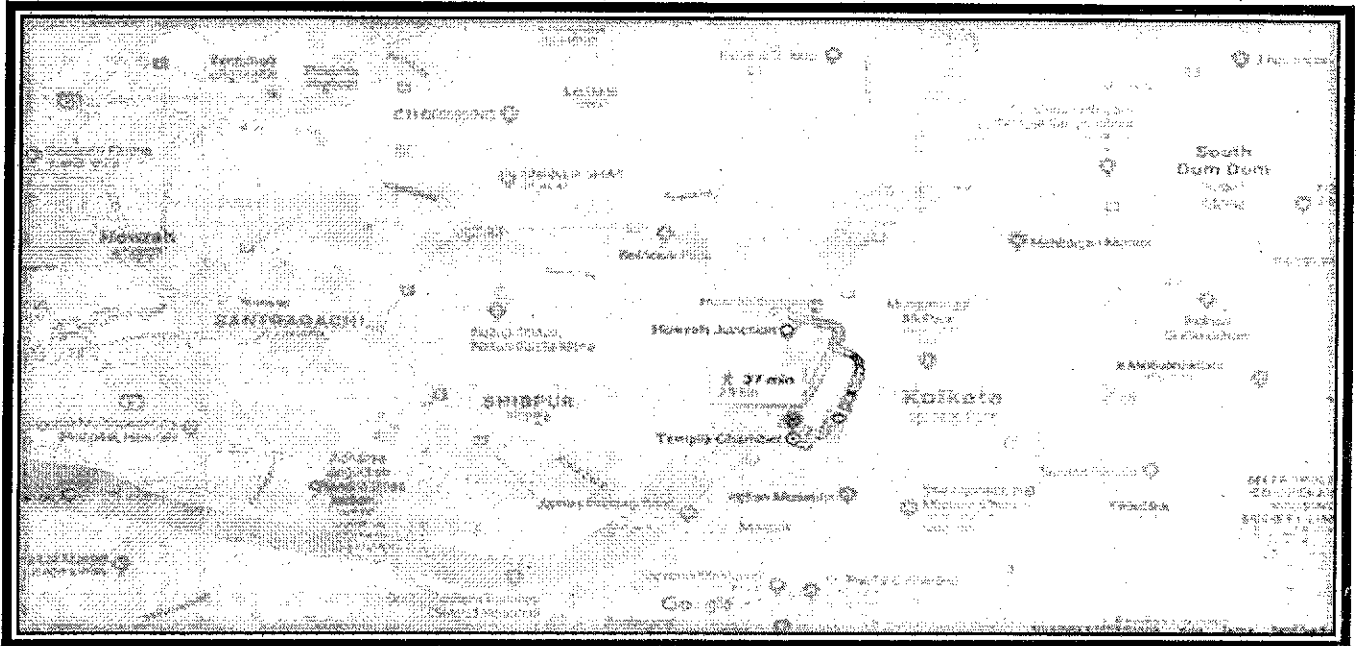
“Temple Chambers”6, Old Post Office Street, 4<sup>th</sup> Floor, Kolkata-700 001

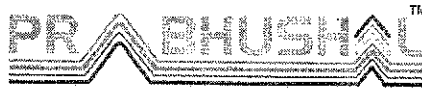
Phone No.: 033 2230-7373/2248-3854

E-mail :goneril1982@gmail.com; Website : www.goneril.in

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## Route Map to the Venue of the EGM ON 03-04-2025





# GONERIL INVESTMENT & TRADING COMPANY LIMITED

CIN:L67120WB1982PLC035494; GST No.: 19AAACG9333K1ZA

## Registered Office :

"Temple Chambers"6, Old Post Office Street, 4<sup>th</sup> Floor, Kolkata-700 001

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### ATTENDANCE SLIP

Folio No/DP ID & Client ID :  
Name of the Member(s) :

Serial No. :

Registered Address :

No. of Share(s) Held :

I/We hereby record my/our presence at the Extra Ordinary General Meeting (EGM) of Goneril Investment & Trading Company Limited("the Company") held on Thursday , April 03, 2025 at 02:30 P.M. at the Regd. Office of the Company at 'Temple Chambers', 6, Old Post Office Street, 4<sup>th</sup> Floor, Kolkata -700 001, West Bengal.

Name of Shareholder / Proxy (in Block Letters)

Signature of Shareholder / Proxy

Present

Note: Please bring the Attendance Slip duly signed to the meeting and hand it over at the Entrance of the Meeting Hall. Duplicate slips will not be issued at the venue of the EGM.

### ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	Password

Note: Please refer to the Notice of the Extra-Ordinary General Meeting for e-voting instructions.

Extra Ordinary General Meeting on Thursday, April 03, 2025 at 02:30 P.M.	GONERIL INVESTMENT & TRADING COMPANY LIMITED Regd. Office: "Temple Chambers", 6, Old Post Office Street, 4 <sup>th</sup> Floor, Kolkata-700 001 CIN: L67120WB1982PLC035494 Ph: (033)2230 7373; 2248 3854, Website: www.goneril.in, Email:goneril1982@gmail.com	PROXY FORM MGT-11
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[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/DP ID & Client ID: .....

I/We, being the Member(s) of Tower Investment & Trading Company Limited, holding.....Equity Shares of the Company, hereby appoint:

1) Name: ..... Address: .....

E-mail ID: ..... Signature: .....

.....or failing him/her;

2) Name: ..... Address: .....

E-mail ID: ..... Signature: .....

.....or failing him/her;

3) Name: ..... Address: .....

E-mail ID: ..... Signature: .....

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 (EGM) of Goneril Investment & Trading Company Limited("the Company") held on Thursday , April 03, 2025 at 02:30 P.M. at the Registered Office of the Company at 'Temple Chambers', 6, Old Post Office Street, 4<sup>th</sup> floor, Kolkata-700 001, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional *	
		For	Against
Special Business			
1.	Special Resolution for Approval of modifications to the Scheme of Amalgamation		

Signed this .....day of .....2025

Member's Folio/ DP ID- Client ID No.: .....

Signature of Shareholder(s)..... Signature of Proxy Holder(s) .....

Affix  
Revenue  
Stamp

Notes: 1. This form of proxy in order to be effective should be duly completed and deposited at the Company's Registered Office not less than 48 hours before the commencement of the EGM.

2. For the Resolutions, Explanatory Statement and Notes please refer to the Notice of Extra Ordinary General Meeting of the Company.

3. \*It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.