



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 29TH (TWENTY NINTH) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF GOLDEN CARPETS LTD WILL BE HELD ON TUESDAY, THE 22ND DAY OF AUGUST 2023 AT 9.00 A.M. (IST) AT HOTEL MARRIOTT, TANK BUND ROAD, OPPOSITE HUSSAIN SAGAR LAKE, HYDERABAD-500080, TELANGANA, INDIA

SPECIAL BUSINESSES:

ITEM NO. 1 – APPOINTMENT OF STATUTORY AUDITOR TO FILL THE CASUAL VACANCY:

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 Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any), including any statutory modification(s) thereof for the time being in force, M/s. Sathuluri & Co., Chartered Accountants bearing FRN: (006383S), be and are hereby appointed as the Statutory Auditor of the Company to fill the casual vacancy caused by resignation of M/s. TRM & Associates, Chartered Accountants, (FRN: 009224S).

RESOLVED FURTHER THAT M/s. Sathuluri & Co., Chartered Accountants bearing FRN: (006383S), be and are hereby appointed as Statutory Auditor of the Company to hold office from 24th May 2023 until the conclusion of this 29th Annual General Meeting of the Company, at remuneration of Rs. 60,000/- plus applicable taxes, per annum, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

ITEM NO. 2 - APPOINTMENT of MR. SURYANARAYANA MURTHY KROVI (DIN: 02008285) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), consent of the members be and is hereby accorded to appoint Mr. Suryanarayana Murthy Krovi (DIN: 02008285) as Independent Director (Non-Executive) of the Company, for a period of five years w.e.f. 30th September 2022 until 29th September 2027, notwithstanding that he has attained the age of 75 years as on the date of his appointment.

RESOLVED FURTHER THAT Mr. Suryanarayana Murthy Krovi has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act.



RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

ORDINARY BUSINESSES:

ITEM NO. 3 - ADOPTION OF FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023:

To consider and adopt the audited financial statement of the Company for the financial year ended 31st March 2023 and the reports of the Board of Directors and Auditors thereon, in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolution:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended 31st March 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

ITEM NO. 4 - TO APPOINT A DIRECTOR IN PLACE OF MS. MEENA BHUSHAN KERUR, (DIN: 02454919), DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT:

To appoint a director in place of Ms. Meena Bhushan Kerur (DIN: 02454919) who retires by rotation and being eligible offers herself for re-appointment. Therefore, members are requested to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Meena Bhushan Kerur (DIN: 02454919), who retires by rotation, be and is hereby re-appointed as Director liable to retire by rotation.”

ITEM NO. 5 - APPOINTMENT OF M/S. SATHULURI & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS:

To appoint Statutory Auditors of the Company and to fix their remuneration:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Sathuluri & Co., Chartered Accountants bearing FRN: (006383S), be and are hereby appointed as Statutory Auditor of the Company for a period of 5 years to hold office from the conclusion of this 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting, at a remuneration of Rs. 60,000/- per annum plus applicable taxes.

RESOLVED FURTHER THAT any one of the Directors of the Company, be and are hereby authorized to do such act, deeds and things and to file necessary e-forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution.”

**By order of the Board of Directors
For GOLDEN CARPETS LTD**

**Sd/-
SRIKRISHNA NAIK
Managing Director
DIN: 01730236**

**Place: Hyderabad
Date: 26.07.2023**



NOTES

1. The members are requested to wear mask all the time to avoid any kind of physical contact among the members present at the meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and poll to vote instead of himself / herself and such proxy need not be a member. The instrument appointing a proxy should however be deposited at the registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% 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.
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. Pursuant to Section 91 of the Companies Act, 2013 the register of members and share transfer books of the Company will remain closed from 16th day of August 2023 to 22nd day of August 2023(both days inclusive)for the purpose of Annual General Meeting.
6. Pursuant to Section 113 of the Companies Act, 2013, corporate members intending to appoint authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. As per Regulation 40 of SEBI Listing Regulation, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April 2019, except in case of request received for transmission or transposition of Securities. In view of this and to eliminate all risk associated with physical form shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, XL Softech Systems Limited, 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad – 500034, Telangana, India for assistance in this regard.
8. Members may note that the Notice of the Twenty Ninth (29th) Annual General Meeting and the Annual Report for Financial Year 2022-23, copies of audited financial statements, Directors' Report, Auditors Report etc., will also be available on the website of the Company at <https://www.goldencarpets.com/investornews.html>.
9. Members holding shares in electronic mode are requested to keep their e-mail addresses updated with the Depository participants.
10. Members holding shares in physical mode are requested to update their e-mail addresses, name, and residential address by sending an email to the Registrar and Transfer Agent of the Company at xlfield@gmail.com or by sending a letter at the



address XL Softech Systems Limited, 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad – 500034, Telangana, India.

11. As per the provision of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them, Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.goldencarpets.com. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to XL Softech Systems Limited in case the shares are held in physical form.
12. Members desiring inspection of statutory registers during the AGM may send their request in writing in advance to the Company at goldencarpetsltd@gmail.com.
13. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to goldencarpetsltd@gmail.com.
14. The Company's Equity shares are listed at BSE Ltd., Phiroze JeeJeebhoy Towers, Dalal Street, Mumbai – 400001, India and the Company has paid the Listing Fees to the said Stock Exchange.
15. As per Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a Copy of PAN Card to the Company or its RTA in the following cases viz. Transfer of Shares, Deletion of Name, Transmission of Shares and Transposition of Shares. Shareholders are requested to furnish copy of PAN card for all the above-mentioned transactions.
16. A Statement giving the details of the Director(s) seeking appointment/re-appointment in the accompanying notice, as required under Regulation 36 of SEBI (Listing Obligations and disclosure requirements), Regulations, 2015 and Secretarial Standard – 2, is annexed thereto.
17. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website at <https://www.goldencarpets.com/investornews.html>.
18. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standards on General Meeting (SS-2) which sets out details relating to Special Business at the meeting, is annexed hereto in respect of business set out under Item No. 1.
19. The Board of Directors of the Company has appointed Ms. Rashida Adenwala, Practicing Company Secretary (M No. 4020), Founder Partner of R&A Associates, Hyderabad as Scrutinizer to voting process (e-voting, ballot and poll) in a fair and transparent manner and Ms. Rashida Adenwala has communicated her willingness to be appointed and will be available for same purpose.
20. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast during 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 shall make, not later than 48 hours from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

21. The Scrutinizer, after scrutinizing the vote cast at the meeting and through remote e-voting, will not later than two (2) working days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.goldencarpets.com and on the website of CDSL. The results shall simultaneously be communicated to BSE Limited.
22. 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rashida@ma-cs.com with a copy marked to helpdesk.evoting@cdslindia.com.

VOTING THROUGH ELECTRONIC MEANS:

- Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in pursuance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members' the facility of 'remote e-voting (e-voting from a place other than venue of AGM) to exercise their right to vote at the 29th Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-voting services provided by CDSL on all resolutions set forth in this Notice. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting (**'remote e-voting'**).
- In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in the Notice of Annual General Meeting; the Company has also enclosed a ballot form with the Annual Report for the financial year 2022-23.
- The facility for voting through polling paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting/ ballot form shall be able to vote at the Meeting through polling paper.
- A member can opt for only single mode of voting i.e., either through e-voting or by Ballot Form. If a member casts votes by both modes, e-voting shall prevail and vote by Ballot shall be treated as invalid. The members who have cast their vote by remote e-voting/ballot form may also attend the meeting but shall not be entitled to cast their vote again.
- The Voting rights of the members shall be in proportion to the paid-up value of their shares in the Equity Capital of the Company as on cut-off date (i.e., Record date) 16th August 2023.



- 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 cut-off date, i.e. 16th August, 2023 only shall be entitled to avail the facility of remote e-voting, voting through ballot form and voting at AGM through polling paper.
- Any person, who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., 16th August, 2023 may obtain the User ID and password by writing to CDSL at helpdesk.evoting@cdslindia.com or contact 040-30722562/022-23023333 or Toll-Free No. 1800-200-5533. However, if the person is already registered with CDSL for remote e-voting then the existing user ID and password can be used for casting vote.
- Members are requested to notify immediately any change in their addresses to the Company.
- The e-voting facility will be available at the link www.evotingindia.com during the following period:

COMMENCING FROM 18TH AUGUST 2023, 9.00 A.M. (IST) TO 21ST AUGUST 2023, 5.00 P.M. (IST).

- E-voting shall not be allowed on 21st August, 2023 after 5.00 P.M. and the remote e-voting shall be blocked forthwith. During the e-voting period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on 16th August 2023 may cast their vote electronically.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013, India or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
- The voting period begins from 9.00 A.M. (IST) on 18th August 2023 and ends at 5.00 P.M. (IST) on 21st August 2023. During this period, shareholders of the Company holding shares either in physical or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The instructions for shareholders to vote electronically are as under:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.



In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 :Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode:

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) 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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) 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 or joining virtual meeting & voting during the meeting. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.



<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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 abovementioned website.

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

Login type	Help desk details
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode:

Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on Shareholders Module.
3. 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. holding shares in Physical Form should enter Folio Number registered with the Company.
4. Enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:



Particulars	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders 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, e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>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.</p>

7. After entering these details appropriately, click on **“SUBMIT”** tab.
8. Shareholders 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 the 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.
9. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant <Golden Carpets Ltd> on which you choose to vote.
11. 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.
12. Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.



13. 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.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on “**CLICK HERE TO PRINT**” option on the Voting page.
16. If Demat account holder has forgotten the same password, then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
17. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the “Corporate” Module..
 - 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 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - 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.
 - It is Mandatory that, 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.
18. 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.
19. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e., 22nd August 2023.



Instructions and other information relating to Ballot Form:

- (i) A member desiring to exercise voting by using Ballot Form shall complete the enclosed Ballot Form with assent (**FOR**) or dissent (**AGAINST**) and send it to the Scrutinizer, Ms. **Rashida Adenwala**, Practising Company Secretary, Founder Partner at R&A Associates, Hyderabad, duly appointed by the Board of Directors of the Company, to the given address Office No. T 202, Technopolis, 1-10-74/B, Above Ratnadeep Super Market, Chikoti Gardens, Begumpet, Hyderabad-500016, Telangana, India. Ballot Forms deposited in person or sent by post or courier at the expense of the member will also be accepted at the Registered Office of the Company.
- (ii) Please convey your assent in Column "**FOR**" or dissent in the column "**AGAINST**" by placing a tick ([^]) mark in the appropriate column in the Ballot Form only. The assent / dissent received in any other form / manner will not be considered.
- (iii) Duly completed and signed Ballot Forms shall reach the Scrutinizer on or before **21st August 2023 (5.00 P.M. IST)**. The Ballot Forms received after the said date / time shall be strictly treated as if the reply from the Member has not been received.
- (iv) Unsigned/ incomplete Ballot Forms will be rejected. Scrutinizer's decision on validity of the Ballot Form shall be final.
- (v) A member may request duplicate Ballot Form, if so required, by writing to the Company at its Registered Office or by sending an email on goldencarpetsltd@gmail.com by mentioning their Folio No. / DP ID and Client ID. However, the duly filled in duplicate Ballot Form should reach the scrutinizer not later than **21st August 2023 (5.00 P.M. IST)**.

**By order of the Board of Directors
For GOLDEN CARPETS LTD**

**Sd/-
SRIKRISHNA NAIK
Managing Director
DIN: 01730236**

**Place: Hyderabad
Date: 26.07.2023**



EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 1:

M/s. TRM & Associates, Chartered Accountants (FRN: 009224S) have tendered their resignation vide letter dated 9th May 2023, as Statutory Auditors of the Company due to expiry of their Peer Review Certificate, resulting into a casual vacancy in the office of Statutory Auditors of the Company as per Section 139(8) of the Companies Act, 2013.

In order to fill such casual vacancy, the Board of Directors at their meeting held on 24th May, 2023, as per the recommendation of the audit committee and pursuant to provisions of the Section 139(8) of the Companies Act, 2013, has appointed M/s. Sathuluri & Co., Chartered Accountants bearing (FRN: 006383S) to conduct the statutory audit for the period 2022–2023, in the Board Meeting held on 24th May, 2023.

In pursuance to the provisions of Section 139(8) of the Companies Act, 2013, the company needs to approve the appointment of M/s. Sathuluri & Co., Chartered Accountants bearing (FRN: 006383S) in the General Meeting of the Company within 3 (three) months from the date of appointment by the Board. Hence, the company hereby seeks approval of members by way of ordinary resolution as mentioned in item no.1 of the Notice.

Further, the company has proposed their appointment in the item number 4 of the notice, for a period of 5 (five) years to hold office from the conclusion of this 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

M/s. Sathuluri & Co., Chartered Accountants bearing (FRN: 006383S), 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.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolutions. The Board of Directors of the company recommends the resolution item no.2 for approval of the members.

ITEM NO. 2:

Mr. Suryanarayana Murthy Krovi (DIN: 02008285), aged about 80 years was appointed by the Board of Directors as Additional Director (Independent Director), on the recommendation of Nomination & Remuneration Committee, in terms of Sections 161 and 149 of the Companies Act 2013, with effect from 30th September 2022. In terms of the said section, Mr. Suryanarayana Murthy Krovi shall hold office upto the date of the ensuing Annual General Meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier. In the opinion of the Board, his presence on the Board of the Company will add value to the management.

Mr. Suryanarayana Murthy Krovi has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Suryanarayana Murthy Krovi as Independent Director is now being placed before the members for their approval.



A copy of the terms and conditions of appointment of the above Director is available for inspection at the registered office of the company during the business hours on any working days.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Suryanarayana Murthy Krovi, are concerned or interested (financially or otherwise) in this Resolution. The Board of Directors of the company recommends the resolution under item no.2 for approval of the members.

ITEM NO. 5:

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

The Board of Directors at their meeting held on 24th May, 2023, as per the recommendation of the audit committee and pursuant to provisions of the Section 139(8) of the Companies Act, 2013, has appointed M/s. Sathuluri & Co., Chartered Accountants bearing (FRN: 006383S) as statutory auditors of the Company up to the conclusion of 29th Annual General Meeting (AGM) to conduct statutory audit for the period 2022–2023.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, proposed the appointment of M/s. Sathuluri & Co., Chartered Accountants, as the Statutory Auditors of the Company, for the term of five (5) years from the conclusion of this 29th AGM till the conclusion of 34th AGM of the Company to be held in the year 2028, at a remuneration of Rs. 60,000/- Plus applicable taxes, per annum as may be mutually agreed between the Board and the Statutory Auditors.

M/s. Sathuluri & Co., Chartered Accountants bearing (FRN: 006383S), 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.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 5 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 5 of the Notice for approval by the Members.

**By order of the Board of Directors
For GOLDEN CARPETS LTD**

**Sd/-
SRIKRISHNA NAIK
Managing Director
DIN: 01730236**

**Place: Hyderabad
Date: 26.07.2023**



**ADDITIONAL DISCLOSURE ABOUT THE APPOINTEE AS PER SCHEDULE V PART
II OF THE COMPANIES ACT, 2013**

ANNEXURE TO ITEM NO. 2 & 4

Details of Directors seeking appointment/ re-appointment at the forthcoming
Annual General Meeting
(Pursuant to Regulation 36 of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Suryanarayana Murthy Krovi	Meena Bhushan Kerur
DIN	02008285	02454919
Date of Birth	11/08/1942	08/10/1963
Nationality	Indian	Indian
Date of Appointment on the Board	30/09/2022	16/02/1995
Qualifications	Retired General Manager from State Bank of India	Graduate
Expertise in specific functional area	Expertise in Finance	15 years of experience in various fields of Business
Number of shares held in the Company	Nil	10,24,764
List of the directorships held in other Companies	<ol style="list-style-type: none"> 1. Organization for Skill and Entrepreneurial Development for Agriculture and Allied Sectors 2. Metropolitan Leisure Homes Private Limited 3. Efresh Healthy Food Happy Life Private Limited 	<ol style="list-style-type: none"> 1. Golden Harvest International Private Limited 2. Golden Avenues Private Limited



Chairman/ Member in the Committees of the Boards of Companies in which he is Director*	Nil	Nil
Relationship of Directors inter-se	Nil	Sister of Mr. Srikrishna Naik
Number of Board Meetings attended during the year	7 (During the FY 2021-22) 7 (During the FY 2022-23)	7 (During the FY 2021-22) 7 (During the FY 2022-23)
*Committee memberships/Chairmanships includes only Audit Committee and Stake holders' Relationship Committee of other Public Limited Companies (whether Listed or not).		



BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

1. **Mr. Suryanarayana Murthy Krovi, Non-Executive& Independent Director.**

Mr. Suryanarayana Murthy Krovi aged 80 years, is Non Executive & Independent Director of your Company and a postgraduate in master of science and arts (MSC and MA). He is expert in Finance and also having experience in Banking Sector as well as he is a retired General Manager of State Bank of India.

2. **Ms. Meena Bhushan Kerur, Non-Executive&Non Independent Director.**

Ms. Meena Bhushan Kerur aged 59 years, is Non Executive-Non Independent Director of your Company and a graduate having 15 years of experience in various fields of Business.



GOLDEN CARPETS LTD
 CIN: L17220TG1993PLC016672
 Registered Office: 8-2-596/5/B/1, Road No.10, Banjara Hills
 Hyderabad- 500035, Telangana, India
 Phone:040-66771111;Fax: 040-23351576

Website: www.goldencarpets.com;Email:goldencarpetsltd@gmail.com

ATTENDANCE SLIP

I/We hereby record my / our presence at the 29th Annual General Meeting of the Golden Carpets Ltd held on Tuesday, the 22nd day of August, 2023 at 09:00AM at Hotel Marriott, Tank Bund Road, Opposite Hussain Sagar Lake, Hyderabad- 500080, Telangana, India.

For Physical Holding	For Electronic Form (Demat) / CDSL		No. of shares
Folio No.	DP ID	CLIENT ID	
NAME OF THE MEMBER / JOINT MEMBER(S) (IN BLOCK CAPITALS):			

 Signature of the member/
 Joint member(s) / proxy

Note: Please complete the Attendance Slip and hand over at the entrance of

**GOLDEN CARPETS LTD**

CIN: L17220TG1993PLC016672

Registered Office: 8-2-596/5/B/1, Road No.10, Banjara Hills, Hyderabad- 500035, Telangana, India

Phone:040-66771111;Fax: 040-23351576

Website:www.goldencarpets.com;Email:goldencarpetsltd@gmail.com

PROXY FORM

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	
Email ID	
Folio No./ Client ID	
DP ID	

I/We, being the member(s) of shares of the above-named company, hereby appoint

1. Name :
Address :
Email ID :
Signature : or failing him/ her
2. Name :
Address :
Email ID :
Signature : or failing him/ her
3. Name :
Address :
Email ID :
Signature :

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 29th Annual General Meeting of the Company, to be held on Tuesday, the 22nd day of August, 2023 at 9:00 AM at Hotel Marriott, Tank Bund Road, Opposite Hussain Sagar Lake, Hyderabad- 500080, Telangana, India at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Particulars	FOR	AGAINST
SPECIAL BUSINESSES			
1.	Appointment of Statutory Auditor to fill casual vacancy		
2.	Appointment of Mr. Suryanarayana Murthy Krovi (DIN: 02008285) as an Independent Director of the Company		
ORDINARY BUSINESSES			
3.	Adoption of Financial Statements for the financial year ended 31st March 2023		
4.	Appointment of Ms. Meena Bhushan Kerur as a Director liable to retire by rotation		
5.	Appointment of M/s. Sathuluri & Co., Chartered Accountants as Statutory Auditors		

Signed this ___ day of August 2023

Signature of Shareholder

Signature of Proxy holder(s)

Affix 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.

**GOLDEN CARPETS LTD**

CIN: L17220TG1993PLC016672

Registered Office: 8-2-596/5/B/1, Road No.10, Banjara Hills
Hyderabad- 500035, Telangana, India

Phone:040-66771111;Fax: 040-23351576

Website: www.goldencarpets.com;Email:goldencarpetsltd@gmail.com

POSTAL BALLOT PAPER(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the
Companies (Management and Administration) Rules, 2014)

Name of the first named shareholder (in Block letters)	
Postal Address	
Registered Folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
Class of shares	Equity

I hereby exercise my vote in respect of the ordinary / special resolutions for the business enumerated below and as stated in the Notice of 29th Annual General Meeting of the Company to be held on Tuesday, the 22nd day of August, 2023 at 9:00 AM (IST) at Hotel Marriott, Tank Bund Road, Opposite Hussain Sagar Lake, Hyderabad- 500080, Telangana, India by recording my/assent or dissent to the said resolution by placing tick (^a) at the appropriate box below:

S. No.	Item No.	No. of shares	I/we assent (FOR)	I/we dissent (AGAINST)
SPECIAL BUSINESSES				
1.	Appointment of Statutory Auditor to fill casual vacancy:			
2.	Appointment of Mr. Suryanarayana Murthy Krovi (DIN: 02008285) as an Independent Director of the Company			



S. No.	Item No.	No. of shares	I/we assent (FOR)	I/we dissent (AGAINST)
ORDINARY BUSINESSES				
3.	Adoption of Financial Statements for the financial year ended 31stMarch 2023:			
4.	Appointment of Ms. Meena Bhushan Kerur as a Director liable to retire by rotation:			
5.	Appointment of M/s. Sathuluri & Co., Chartered Accountants as Statutory Auditors:			

Place: Hyderabad

Date:

Signature of the member



ROAD MAP FOR THE VENUE OF 29TH ANNUAL GENERAL MEETING:
Hotel Marriott, Tank Bund Road, Opposite Hussain Sagar Lake, Hyderabad - 500 080
Telangana, India

