

GOLDCOIN HEALTH FOODS LIMITED

CIN: L15419GJ1989PLC012041

Regd. office: 66/392, Pragatinagar, Naranpura, Ahmedabad - 380013

Phone: +91 – 9426768644 Email: goldcoinhealth@gmail.com Website : goldcoinhealthfoods.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

NOTICE is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, to transact the following special business by the Members of GOLDCOIN HEALTH FOODS LIMITED (“GOLDCOIN “ or “the Company”) by passing Resolutions through Postal Ballot:

The Special Resolution(s) alongwith the Explanatory Statement setting out material facts and reasons for passing the below mentioned Resolution(s) are being sent to you along with the Postal Ballot Form for your consideration and approval. .

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the same along with assent (FOR) or dissent (AGAINST) duly completed, in the attached pre-paid self-addressed Business Reply Envelop, so as to reach the Scrutinizer on or before 11th June, 2015. Your assent I dissent received at the address of the Scrutinizer after 11th June, 2015 would be strictly treated as if the reply from you was not received.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section ‘Instructions for Members for e-voting’. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Company has appointed Dilip N. Motwani Practicing Company Secretary, as Scrutinizer for conducting the postal ballot voting in a fair and transparent manner. The Scrutinizer will submit his report of the votes cast in favour of or against both in electronic and physical mode to the Executive Chairman after completion of scrutiny of Postal ballots received and the results of the postal ballot will be announced at the Corporate Office of the Company on 15th June, 2015 at 6:00 P.M., as per the applicable rules. The result of the postal ballot (including E-voting) will also be displayed at the Corporate Office and the Registered Office of the Company and will be posted on the Company’s website: www.goldcoinhealthfoods.com besides being communicated to the Stock Exchange(s) where the securities of the Company are listed.

SPECIAL BUSINESS

To consider if thought fit to Passed with or without modification in following Resolution as Special Resolution.

1. Alteration of Memorandum of Association

RESOLVED THAT pursuant to Section 13 read with Section 61(1) (d) of the Companies Act 2013, the Share Capital clause in Memorandum of Association of the Company be read as under:

- (a) The Authorised Share Capital of the Company is 3,20,00,000 (Rupees Three Crores Twenty Lakhs Only) divided into 1,60,00,000 (One Crores Sixty Lakhs Only) Equity Shares of Rs. 2 (Rupees Two Only) each.

RESOLVED FURTHER THAT the draft copy of Memorandum of Associations as per Companies Act, 2013 placed before the Company be and is hereby approved in substitution of existing Memorandum of Association of Company and authority be given to any Director of the Company and the Practicing Company Secretary to complete the relevant formalities for the Registration of Memorandum Of Association with the Registrar of Companies.

2. Alteration of Articles of Association

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

RESOLVED THAT Pursuant to Section 14 and other applicable provisions of Companies Act, 2013 of the new set of Article of Associations as per the new provisions of Companies Act, 2013 placed on the table be substituted with existing Articles of the Company.

RESOLVED FURTHER THAT for the purpose the Director of the Company be authorized to represent the Company before Government authority for completing the formality for registration of new set of articles with the Registrar of Companies including filing of e form and appointment of Company Secretary in Practice for certifying e form.

On Behalf of Board of Directors
Shri Devang Shah
Director
(DIN: 00633868)

Date:02/05/2015

Place: Ahmedabad

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT AS PER SECTION 102 OF COMPANIES ACT, 2013.

ITEM NO.1

The Management proposes to alter the Memorandum of Association of the Company as per Companies Act, 2013 in substitution of existing Memorandum of Association of the Company. Besides that, the Management has suggested to split the share of Rs.10 each (Rupees Ten only) into 5 Equity Shares of Rs. 2/- (Rupees Two only). The purpose of split is to provide easy liquidity to the Prospective investors.

ITEM NO. 2

In view of the substitution of existing Companies Act, 1956 it has been suggested to adopt new Article as per Companies Act, 2013 which will be placed before the meeting for approval. The Board recommend the special resolution set out in item no. 2.

No Director is interested in the aforesaid resolutions.

INSPECTION OF DOCUMENTS

The altered copy of the Memorandum of Association and Article of Association of the Company will be placed for inspection for any member upto 11th June, 2015 6 P.M.

None of the directors is interested in the said resolutions.

**On Behalf of Board of Directors
Shri Devang Shah
Director
(DIN: 00633868)**

Date: 02/05/2015

Place: Ahmedabad

Notes

1. The explanatory statement and reasons for the proposed Special Resolution(s) pursuant to Section 102 of the Companies Act, 2013, read with Section 110 of the Companies Act, 2013 and applicable Rules setting out material facts is annexed hereto.
2. The Company has appointed D.N.Motwani, a Practicing Company Secretary, to act as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / list of Beneficial Owners as received from the Central Depository Services (India) Limited (CDSL) as on 8th May 2015. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice & Postal Ballot Form are being sent by permitted mode along with a pre-paid self-addressed Business Reply Envelope.
4. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on 8th May 2015.
5. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Gujarati newspaper, each with wide circulation in Ahmedabad, where the registered office of the Company is situated, and published on the Company Website www.goldcoinhealthfoods.com
6. Members whose names appear on the Register of Members / list of Beneficial Owners as on 8th May, 2015 will be considered for the purpose of voting.
7. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
8. The date of declaration of results of the Postal Ballot shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.
9. In compliance of the provisions of Section 108 & Section 110 of the Companies Act, 2013 and Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 and pursuant to Clause 35B of the listing Agreement entered with the Stock Exchanges, the Company is pleased to provide its Members the facility to exercise their right to vote on the postal ballot through the Electronic Voting (e-voting) on all the resolutions as set out in the Notice. The Company has engaged the services of Link Intime India Private Limited to provide the e-voting facility. E-voting is available from 15th May 2015 to 11th June 2015 at 6:00 p.m. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter. Members are requested to refer to instructions for e-voting, appended to this Notice.
10. Members who have registered their e-mail-id either with the Depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail ids will receive Notice of Postal Ballot along with Postal Ballot Form through post. Members have the option either to vote through the e-voting process or through the postal ballot form. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. In case a shareholder casts his/ her votes through both the means, voting done through electronic means shall be considered and vote cast through physical Postal Ballot Form will be treated invalid. A Member seeking duplicate form or having any grievance pertaining to the voting by Postal Ballot (including voting by electronic means) can write to our Registrar and Share Transfer Agent, Link Intime India Private Limited Unit No 303, 3rd Floor, Shoppers Plaza V, Opp Municipal Market, Behind Shoppers Plaza II, Off C G Road, Ahmedabad - 380009., or Registered Office of the GOLDCOIN HEALTH FOODS LIMITED i.e. 66/392, Pragati Nagar, Naranpura, Ahmedabad.
11. Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed on the reverse side of Postal Ballot Form and return the Form duly completed and signed in the enclosed pre-paid self-addressed Business Reply Envelope to the Scrutinizer so as to reach the Scrutinizer on or before 11th June, 2015. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, will be sent by courier or registered/speed post at the expense of the Members will also be accepted.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 15th May, 2015 at 11.00 A.M and ends on 11th June, 2015 at 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 8th May, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant GOLDCOIN HEALTH FOODS LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - 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 as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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.

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