



# GOLDSTAR POWER LIMITED

[CIN: L36999GJ1999PLC036274]

**Regd. Office:** Behind Ravi Petrol Pump, High Way RD At & Post: Hapa, Dis: Jamnagar 361120,  
Gujarat, India

**Tel:** +91 288 257 11 20/21 **Fax:** +91 288 257 11 22

**Email:** [admin@goldstarpower.com](mailto:admin@goldstarpower.com) **Website:** [www.goldstarpower.com](http://www.goldstarpower.com)

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## POSTAL BALLOT NOTICE

**(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies  
(Management and Administration) Rules, 2014, as amended)**

**Dear Member(s),**

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification (s) or re-enactment thereof for the time being in force), and Secretarial Standard-2 on General Meetings (SS-2), issued by the Institute of Company Secretaries of India ("ICSI") Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022, in view of the COVID-19 pandemic (collectively the "MCA Circulars"), and any other applicable law, rules and regulations, the resolution set out below is proposed to be passed by the Members of Goldstar Power Limited (the "Company") through Postal Ballot, by way of voting only through electronic means ("remote e-voting process").

In Compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. For those eligible members, whose email address is not registered with the Depository/Registrar and Share Transfer Agent/Company, can obtain the Postal Ballot Notice by downloading it from the website of the Company or Stock Exchange.

In Compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of National Depository Services (India) Limited (NSDL) as the agency to provide e-voting facility. The instructions for remote e-voting are appended to this Postal Ballot Notice.

An explanatory statement pursuant to the provisions of Section 102 of the Act and Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended pertaining to the resolution setting out the material facts and reason thereof is given in this notice.



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The Board of Directors of your company at its meeting held on Monday, 05<sup>th</sup> December, 2022 has appointed CS (Ms.) Purvi Dave, Partner of MJP Associates, Practising Company Secretaries, Rajkot as the scrutinizer to conduct the postal ballot process through remote e-voting in a fair and transparent manner.

The remote e-voting period commences at 9:00 a.m. (IST) from Thursday, 15<sup>th</sup> December, 2022 and ends at 5:00 p.m. (IST) on Friday, 13<sup>th</sup> January, 2023. After completion of scrutiny of the votes cast, the Scrutinizer will submit her Report to the Chairman of the Company, or any person authorized by him. The results of the e-voting will be announced on or before Tuesday, 17<sup>th</sup> January, 2023 and will be displayed on the Company's website [www.goldstarpower.com](http://www.goldstarpower.com) and will also be communicated to the Stock Exchanges and National Securities Depository Limited ("NSDL"). The Company will also display the results of the Postal Ballot at its Registered Office.

Members are requested to note that in compliance of Circulars issued by the MCA for clarification on passing of special and ordinary resolutions and modalities to be followed by the companies for taking approval of their members and to avoid difficulties involved in dispatch of physical Postal Ballot Form to the scrutinizer within the prescribed time due to threat imposed by COVID-19 pandemic, the voting for resolutions as set out in this notice shall be take place through remote e-voting only. Therefore, the members have to convey their assent or dissent through remote e-voting only.

The resolutions, if passed by the requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. Friday, 13<sup>th</sup> January, 2023.



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## RESOLUTIONS:

1. **Increase in authorized share capital of the company from Rs. 15,00,00,000/- (Rupees Fifteen crores only) To Rs. 21,00,00,000/- (Rupees Twenty-One crores only):**

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

**“RESOLVED THAT** pursuant to provisions of Section 61(1)(a) read with Companies (Share Capital and Debentures), Rules 2014 and other applicable provisions, if any of the Companies Act, 2013 and Rules frames there under (including any statutory modifications or amendments or re-enactment thereof for the time being in force), and para A, Part A of Schedule III of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the Memorandum and Article of association of the Company as amended from time to time, the Authorized Share capital of the Company be and is hereby increased **FROM** Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity shares of Rs. 10/- (Rupees Ten Only) each **TO** 21,00,00,000 (Rupees Twenty-One Crores Only) divided into 2,10,00,000 (Two Crore Ten Lacs) Equity shares of Rs. 10/- (Rupees Ten Only) each, ranking pari-passu in all respect with the existing Equity Shares of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all things, deeds, acts as may be necessary to give effect to this Resolution.”

2. **Alteration in Clause V (Capital Clause) of the Memorandum of Association of the company:**

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

**“RESOLVED THAT** pursuant to provisions of section 13, section 61 (1) (a) and other applicable provisions if any of the Companies Act, 2013 and rules framed there under (including any statutory modifications or amendments or re-enactments thereof for the time being in force) the existing Clause V i.e Capital Clause of Memorandum of Association (MOA) the Company, be substituted with the following new clause to read as under.

*“The Authorised Share Capital of the Company is Rs. 21, 00, 00,000/- [Rupees Twenty-One Crores Only] divided into 2,10,00,000 (Two Crore Ten Lacs) Equity shares of Rs. 10/- (Rupees Ten Only) each.”*

**“RESOLVED FURTHER THAT** the Board of director of the Company be and is hereby authorised to do all things, deeds acts as may be necessary to give effect to this Resolution”



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### 3. Approval for Sub division/Split of value of equity shares of the Company:

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

**“RESOLVED THAT** pursuant to provisions of Section 61(1)(d) of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and also read with the Companies (Share Capital and Debenture) Rules, 2014 and also subject to applicable Regulations of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and as per article 35 of the Article of Association of the Company and pursuant to recommendation made by the Board of Directors of the Company and subject to required approvals, consents and permissions from the competent authority as may be necessary in this connection, the Authorized Share Capital of the Company Rs. 21,00,00,000/- (Rupees Twenty-One Crore Only) divided into 2,10,00,000 (Two Crore Ten Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each, be and is hereby sub divided into 21,00,00,000 (Twenty-One Crore) equity shares of face value of Re. 1/- (Rupee One Only) each.”

**“RESOLVED FURTHER THAT** issued, subscribed and paid up share capital of the company, comprising of 1,06,98,000 (One Crore Six Lacs Ninety-Eight Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 10,69,80,000/- (Rupees Ten Crore Sixty-Nine Lacs Eighty Thousand Only), held by the shareholders of the Company as on the record date to be decided by the Board of Directors of the company, be sub divided into 10,69,80,000 (Ten Crore Sixty-Nine Lacs Eighty Thousand) equity shares of face value of Re. 1/- (Rupee One Only) each, aggregating to Rs. 10,69,80,000/- (Rupees Ten Crore Sixty-Nine Lacs Eighty Thousand Only).”

**“RESOLVED FURTHER THAT** the effect of this resolution will be sub division of Share capital of the company without any change in the total capital of the Company.”

**“RESOLVED FURTHER THAT** the equity shares to be issued after sub division of face value of Shares shall be issued in the same mode as the members holding shares as on the record date to be decided for the same.”

**“RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and determine all other terms and conditions for sub division of equity shares as the Board may in its absolute discretion deem fit.”



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#### 4. Alteration in Clause V i.e Capital Clause of the Memorandum of Association of the Company:

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

**“RESOLVED THAT** pursuant to provisions of Section 13 of the Companies Act, 2013 and other applicable provisions, if any, of the Act and rules framed thereunder, as amended (including any statutory modifications or re-enactment thereof for the time being in force) and as a consequences of sub division of face value of equity shares of the Company, Clause V i.e. Capital Clause of the Memorandum of Association of the company be and is hereby substituted with the following clause:

**“The Authorized Share Capital of the company is Rs. 21,00,00,000/- (Rupees Twenty-One Crore Only) divided into 21,00,00,000 (Twenty-One Crore) equity shares of Re. 1/- (Rupee One Only) each.”**

**“RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to do all such things, deeds, acts and other matters as may be necessary to give effect to the above resolution.”

#### 5. To issue Bonus Shares through capitalization of free reserves/ securities premium account:

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

**“RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (Including any statutory modifications or re-enactment thereof for the time being in force), Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018 read with the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and any other regulations and guidelines issued by the SEBI and Reserve Bank of India (RBI) from time to time and pursuant to provisions of Article 38 of Article of Association of the company and pursuant to recommendation made by the Board of Directors of the Company, and subject to such approval as may be required in this regard, consent of the members be and is hereby given for capitalization of amounts outstanding in the Free Reserves and Securities Premium Account of the Company as may be considered necessary by the board of directors of the company for issue of bonus equity shares of Re. 1 each as fully paid to the existing equity shareholders of the Company in consideration of their Shareholding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board, in the proportion of 4 (Four) equity shares for every 5 (Five) existing equity shares held by the Members”.



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**“RESOLVED FURTHER THAT** the bonus equity shares so allotted shall rank pari passu in all respects with the fully-paid up equity shares of the Company as existing on such date as may be fixed in this regard by the Board.”

**“RESOLVED FURTHER THAT** in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.”

**“RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees of the new equity bonus shares and the Share Certificates in respect of the new equity shares will be issued in the same mode as held on the Record Date and dispatched to the shareholders who hold the existing equity shares in physical form and the new equity shares will be credited in electronic form to the demat accounts of the shareholders who hold the existing equity shares in electronic form, within the period prescribed.”

**“RESOLVED FURTHER THAT** for the purposes of giving effect to the bonus issue of equity shares as resolved hereinabove, the Board and other designated officers of the Company be and are hereby authorized on behalf of the Company for filing an all application, statement, form, return, if any, and other documents, for listing the additional equity shares on the NSE Ltd, and to do all such acts, deeds, matters and things as it may deem necessary or desirable for such purpose and entering into of any arrangements in regard to any such bonus as it may deem fit.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and determine all other terms and conditions of the issue of bonus equity shares as the Board may in its absolute discretion deem fit.”



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**6. Migration of the Equity Shares of company from SME platform of the National Stock Exchange of India Limited i.e NSE Emerge to Main Board of the National Stock Exchange of India Limited AND to Main Board of the BSE Limited (i.e. Bombay Stock Exchange):**

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

**“RESOLVED THAT** pursuant to the applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and in compliance of Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued by the Securities and Exchange Board of India and Stock Exchange from time to time (including any statutory modifications or re-enactment thereof for the time being in force) and subject to approval of the National Stock Exchange of India Limited (“NSE”) and the BSE Limited (“BSE”), consent of the members of the company be and is hereby accorded to Board of Director to apply for migration of the Equity Shares of the company from SME Platform of the National Stock Exchange of India i.e NSE Emerge to (a) the Main Board of the National Stock Exchange of India Limited and also (b) to the Main Board of the BSE Limited.”

**“RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized jointly and/or severally to deal with any authorities or any other concerned intermediaries including but not limited to the National Stock Exchange of India Limited, the BSE Limited, the Securities and Exchange Board of India and Registrar of Companies to apply, submit, modify or rectify the documents on behalf of the company for the purpose of migration and to do all things, deeds and acts as may be necessary to give effect to this resolution.”

**Note:** As per Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, this resolution shall be acted upon if and only if the votes cast by Shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

**By Order of the Board of Directors  
For, Goldstar Power Limited**

**Sd/-  
Navneet Pansara  
Managing Director  
[DIN: 00300843]**

**Dated 05<sup>th</sup> December, 2022**



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## Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rules made thereunder setting out material facts and reasons for the proposed resolutions is annexed hereto.
2. Postal Ballot Notice is also available on the website of the company at [www.goldstarpower.com](http://www.goldstarpower.com).
3. In compliance of MCA Circulars, the Postal Ballot Notice is being sent to eligible shareholders through electronic mode only. For those eligible members, whose email address is not registered with the Depository/Registrar and Share Transfer Agent/Company, can obtain the Postal Ballot Notice by downloading it from the website of the Company or Stock Exchange.
4. Members who have not registered their email addresses are requested to register the same with the Company or Depository Participant(s) for receiving future communications in electronic mode.
5. The person whose name is registered in the register of members of the company or register of beneficial owner as maintained by the depositories, as on **Friday, 09<sup>th</sup> December, 2022** [Cut-off date for sending the Postal Ballot Notice] shall be entitled for receiving the notice of Postal Ballot.
6. Only those members whose names are recorded in the register of members of the company or in the register of beneficial owners as maintained by the depositories, as on **Friday, 09<sup>th</sup> December, 2022** [Cut-off date for voting right] shall be entitled to cast their votes through remote e-voting facility.
7. The remote e-voting period commences from 09:00 a.m. on **Thursday, 15<sup>th</sup> December, 2022** and ends at 05:00 p.m. (IST) on **Friday, 13<sup>th</sup> January, 2023**. The e-voting module shall be disabled by the NSDL thereafter.
8. Further note that the voting for resolutions as set out in this notice shall be take place through remote e-voting only. Therefore, the members entitled to vote have to convey their assent or dissent through remote e-voting only.
9. The voting results on the resolutions as set out in this notice shall be available within two working days after the last date for e-voting, on the website of the company at [www.goldstarpower.com](http://www.goldstarpower.com) as well as also on the website of the Stock Exchange at [www.nseindia.com](http://www.nseindia.com)
10. Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company during normal business hours on all working days (i.e. except Friday and public holidays) between 11:00 A.M. to 06:00 P.M. up to the last date for voting i.e. **Friday, 13<sup>th</sup> January, 2023**.
11. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting as specified by the Company for receipt of assent or dissent from the shareholders i.e. **Friday, 13<sup>th</sup> January, 2023**.
12. Resolutions passed by the Members through postal ballot is deemed to have been passed at a general meeting of the members.
13. Any query/grievances relating to the postal ballot process may be addressed to Company Secretary and Compliance Officer of the company through email at [cs@goldstarpower.com](mailto:cs@goldstarpower.com)





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14. Event Number of the Company for e-Voting is:

Event No.	123069
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15. The instructions for remote e-voting are as under:

*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.	1. Existing <b>IDeAS</b> 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 " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' 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 " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 " <b>Register Online for IDeAS Portal</b> " or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>







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	<p>2. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p>



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	<p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
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 abovementioned website.

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

Login type	Helpdesk details
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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43



# GOLDSTAR POWER LIMITED

[CIN: L36999GJ1999PLC036274]

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Tel: +91 288 257 11 20/21 Fax: +91 288 257 11 22

Email: [admin@goldstarpower.com](mailto:admin@goldstarpower.com) Website: [www.goldstarpower.com](http://www.goldstarpower.com)

**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***



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5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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.
  - c) How to retrieve your 'initial password'?
    - (i) 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 password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.



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## **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.
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 [dave.purvig@gmail.com](mailto:dave.purvig@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.



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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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Hardik Thakkar 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 [cs@goldstarpower.com](mailto:cs@goldstarpower.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 [cs@goldstarpower.com](mailto:cs@goldstarpower.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.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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.



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## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

### Item No. 1 & 2:

Members are aware that the equity shares of the company are listed on SME emerge Platform of the National Stock Exchange of India Limited. With a view to increase the investor base and encouraging their participation by providing liquidity in the equity shares of the company, the board of directors of the company has decided to increase the paid up share capital of the company by capitalizing outstanding amount of the free reserves and security premium account of the company. However, as the paid up share capital cannot be more than the authorised share capital, thus the Company has first to increase its authorised share capital.

Hence, Resolution No. 1 is proposed to be passed as an Ordinary Resolution to Increase the Authorised Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) to Rs. 21,00,00,000/- (Rupees Twenty-One Crore Only) and new shares, as and when issued, shall rank pari - passu with the existing shares.

Members are requested to pass the Resolution No. 1 as an Ordinary Resolution.

Further, Members are aware that the Clause V of the Memorandum of Association (MOA) contains the information about the Authorised Share Capital of the Company. Therefore, consequent upon increase in Authorised Share Capital, the Company is also required to amend the **Clause V** of the MOA of the Company.

Hence, the Resolution No. 2 is proposed to be passed as a Special Resolution to amend **Clause V** of the Memorandum of Association of the Company.

Members are requested to pass the above Resolution as an Ordinary Resolution and Special Resolution respectively.

None of the Directors or KMP of the Company or their relatives is interested in the said resolutions, except as shareholder of the Company.

Any documents referred to in the aforesaid Resolution at Item No. 1 & 2 are available for inspection for any member during normal business hours on any working day except Sunday.





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## **Item No. 3 & 4:**

Members are aware that initially the equity shares of the company got listed on the SME Emerge Platform of the National Stock Exchange of India Limited ("The Stock Exchange") in the year 2017. Further, Board of Directors of the company has also proposed for Migration of the Equity shares of the Company from SME Emerge platform of the National Stock Exchange of India Limited (The NSE) to the Main Board of the NSE and also on the Main Board of the BSE Limited (The BSE) subject to your approval. Now, to offer more liquidity to retail investors in the shares of the company, the Board of Directors of the company, at its meeting held on 05<sup>th</sup> December, 2022, has recommended sub division of the face value of equity shares of the Company from Rs. 10/- per share to the face value Re. 1/- each.

Therefore, Resolution No. 3 is proposed to be passed as an Ordinary Resolution to obtain approval of members of the Company for sub-division of nominal value of per share of the Company, from Rs. 10/- per share to Re. 1/- per share. It is also clarified that this resolution shall not have any effect on the total share capital of the Company.

Consequent to the sub division of face value of shares, it is also necessary to alter the Clause V i.e. Capital Clause of the Memorandum of Association of the Company, to indicate the sub division of Authorized share capital of the company. Therefore, Resolution No. 4 is proposed to be passed as a Special Resolution to amend the Capital clause of the MOA of the Company.

None of the Directors or KMP of the Company or their relatives is interested in the said resolutions, except as shareholder of the Company.

Any documents referred to in the aforesaid Resolution at Item No. 3 & 4 are available for inspection for any member during normal business hours on any working day except Sunday.



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## **Item No. 5:**

The equity shares of your Company are listed and actively traded on the SME emerge platform of National Stock Exchange of India Limited. With a view to encourage the participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the retail shareholder base, the Board in its meeting held on 05<sup>th</sup> December, 2022 considered and approved a bonus issue of 4 (Four) equity shares for every 5 (Five) existing equity shares held, as on a record date to be determined by the Board of Directors of the Company. Further, on allotment of bonus shares, the Company's paid up share capital will be increased from Rs. 10,69,80,000/- (Rupees Ten Crores Sixty-Nine Lacs Eighty Thousand only) divided into 10,69,80,000 (Ten Crores Sixty-Nine Lacs Eighty Thousand) equity shares of Re. 1/- (Rupees One only) each to Rs. 19,25,64,000 (Rupees Nineteen Crores Twenty-Five Lacs Sixty-Four Thousand only) divided into 19,25,64,000 (Nineteen Crores Twenty-Five Lacs Sixty-Four Thousand) equity shares of Re. 1/- (Rupees One only).

In case of fractional entitlements arising out of the issue of bonus equity shares, the Board will make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, aggregating of such fractions and allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members.

In terms of provisions of the Companies Act, 2013, prior approval of Members is required for issue & allotment of bonus shares by way of an Ordinary Resolution.

Hence the aforesaid resolution is placed before the members of the Company for their consent and are requested to pass the above Resolution as an Ordinary Resolution.

None of the Directors or KMP of the Company or their relatives is interested in the said resolution, except as shareholder of the Company.

Any documents referred to in the aforesaid Resolution at Item No. 5 is available for inspection for any member during normal business hours on any working day except Sunday.



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## **Item No. 6:**

The equity shares of the company have been listed and actively traded on Emerge Platform of the National Stock Exchange of India Limited, w.e.f 10<sup>th</sup> October, 2017 (i.e for more than 5 years). As per the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time), the company, whose equity shares are listed on SME Exchange for more than 2 years and having the paid up share capital of more than ten crores but up to 25 crores is eligible to migrate its equity shares from SME platform to the main board. Further, the paid up share capital of the company is Rs. 19,25,64,000 (Rupees Nineteen Crores Twenty-Five Lacs Sixty-Four Thousand only), which is more than 10 Crore rupees.

It is beneficial to migrate the equity shares of the company from SME Exchange to the main board of the stock exchange, from the perspective of the company in terms of market capitalization and also enhance the recognition of the company and also from the perspective of the investors in terms of liquidity. It also works for increase in participation of retail investors.

Therefore, as per SEBI vide circular No. CIR/MRD/DSA/17/2010 dated 18<sup>th</sup> May, 2010 and as per migration policy of the NSE intimated vide circular No. NSE/SME/47077 Ref No. 1/2021 dated 21<sup>st</sup> January, 2021, circular No. NSE/SME/37551 Ref No. 1/2018 dated 18<sup>th</sup> April, 2018 and circular No. NSE/SME/26110 Ref No. 1/2014 dated 10<sup>th</sup> March, 2014, requires prior approval of members by way Special Resolution through postal ballot.

Further note that as per Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, this resolution shall be acted upon if and only if the votes cast by Shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

None of the Directors or Key Managerial Personnel (including relative of directors or key managerial personnel) of the company are interested or concerned in this proposed resolution except to the extent of their shareholding in the company.

Any documents referred to in the aforesaid Resolution at Item No. 6 is available for inspection for any member during normal business hours on any working day except Sunday.

**By Order of the Board of Directors  
For, Goldstar Power Limited**

**Sd/-  
Navneet Pansara  
Managing Director  
[DIN: 00300843]**

**Dated 05<sup>th</sup> December, 2022**