



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Sri Krishna Naik
Mrs. Meena Bhushan Kerur
* Mr. Pramod Hariharrao Puradupadhye

Mr. Suryanarayana Murthy Krovi

Mr. Ramana Naik Bhukya Peda

Chairman & Managing Director
Director

Independent Director
(Upto 17th January, 2017)

Independent Director
(w.e.f 12th April, 2017)

Independent Director

CHIEF FINANCIAL OFFICER

Mr. Janardhan Mandala

STATUTORY AUDITORS

M/s. L. S. Reddy & Associates
Chartered Accountants
Secunderabad - 500 061

NOMINATION & REMUNERATION COMMITTEE

Mr. Ramana Naik Bhukya Peda
Mrs. Meena Bhushan Kerur
* Mr. Pramod Hariharrao Puradupadhye
(Upto 17th January, 2017)

REGISTERED OFFICE

8-2-596/5/B/1/A, Road No.10
Banjara Hills, Hyderabad-500 034, T.S.
040-66771111, Fax No. 040-23351576
Email: goldencarpets@vsnl.net
Website: www.goldencarpets.com
CIN: L17220TG1993PLC016672

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Srikrishna Naik
Mrs. Meena Bhushan Kerur
*Mr. Pramod Hariharrao Puradupadhye
(Upto 17th January, 2017)

FACTORY

Sy.No. 36 & 37 Jeedipally Village,
Toopran Mandal
Medak District, Telangana, INDIA

LISTING

Listed on BSE Limited
ISIN: INE595D01015
Script Code: 531928

CONSULTANTS

Company Secretary
Appointed R&A Associates,
Company Secretary Firm, Hyderabad
as Secretarial, Listing & other
related Compliances

REGISTRAR AND SHARE TRANSFER AGENTS

M/s. XL Softech Systems Limited
3, Sagar Society, Road No.2
Banjara Hills, Hyderabad - 500034
e-mail: xlfield@gmail.com
Website: www.xlsoftech.com

AUDIT COMMITTEE

Mr. Ramana Naik Bhukya Peda
Mrs. Meena Bhushan Kerur
* Mr. Pramod Hariharrao Puradupadhye
(Upto 17th January, 2017)

***The office of Mr. Pramod Hariharrao Puradupadhye as a Director ceased to exist due to his demise on 17th January, 2017.**



CONTENTS

	Page No.
NOTICE OF THE ANNUAL GENERAL MEETING	3
DIRECTORS' REPORT	16
CORPORATE GOVERNANCE REPORT	25
CERTIFICATE BY THE CHIEF FINANACIAL OFFICER (CFO)	40
MANAGEMENT DISCUSSION ANALYSIS REPORT	41
INDEPENDENT AUDITORS' REPORT	60
BALANCE SHEET	64
STATEMENT OF PROFIT AND LOSS ACCOUNT	65
NOTES ON FINANCIAL STATEMENTS	66
CASH FLOW STATEMENT	76
ATTENDANCE SLIP / PROXY FORM	77

GREEN INITIATIVE

The Ministry of Corporate Affairs (MCA) has taken a “**Green Initiative in the Corporate Governance**” by allowing paperless compliance by the Companies. As per the Section 101 read with Rule 18 of Companies (Management and Administration) Rules, 2014 of Companies Act, 2013. A member of Company can receive notice in electronic mode via e-mail. Your Company has decided to join the MCA in its environmental friendly initiative. Henceforth, the Company proposes to send documents such as Notice of the General Meetings, Annual Report and other communication to its shareholders via electronic mode to the registered e-mail addresses of shareholders. To support this green initiative of the Government in full measure, shareholders are requested to register/ update their latest e-mail addresses with their Depository Participant (D. P.) with whom they are having De-mat a/c or send the same to the Company via e-mail at: goldencarpets@vsnl.net. We solicit your valuable co-operation and support in our endeavors to contribute our bit to the environment.



NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY THIRD (23RD) ANNUAL GENERAL MEETING OF THE MEMBERS OF GOLDEN CARPETS LTD WILL BE HELD ON FRIDAY, THE 29TH DAY OF SEPTEMBER 2017 AT 9.00 AM AT HOTEL MARRIOTT, TANK BUND ROAD, OPPOSITE HUSSAIN SAGAR LAKE, HYDERABAD - 500080 TELANGANA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2017 and along with the Auditors' Report and Directors' Report thereon.
2. To appoint a Director in place of Mrs. Meena Bhushan Kerur who retires by rotation and being eligible offers herself for re-appointment.
3. To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard, 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, M/s. L S Reddy & Associates, Chartered Accountants (bearing Firm Registration No.- **012848S**) who were appointed as Statutory Auditor of the Company for a period of 5 years from 21st Annual General Meeting held on 30th September 2015 until the conclusion of 26th Annual General Meeting, be and is hereby ratified and that the Board of Directors be and hereby authorized to fix such remuneration including manner of payment as may be determined by in consultation with the Auditor.”

SPECIAL BUSINESS:

4. To consider and if thought fit to pass with or without modification (s) the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of sections 196, 197, 203 and all other applicable provisions if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to approve and ratify the re-appointment of **MR. SRIKRISHNA NAIK (DIN: 01730236)** as Managing Director of the Company for a further period of three years with effect from 10th August, 2017 to 09th August, 2020.

RESOLVED FURTHER THAT MR. SRIKRISHNA NAIK, Managing Director shall be eligible to the following remuneration:



1.	Salary	:	1,00,000 per month
2.	Commission	:	0
3.	Perquisites	:	0
4.	Other Allowances	:	0

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as it may deem necessary, desirable or expedient and to do all acts, deeds and things in connection therewith and incidental in order to give effect to this resolution."

5. To consider and if though fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**.

Appointment of Mr. Suryanarayana Murthy Krovi (DIN: 02008285) as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), and SEBI (Listing obligations and disclosure requirements) Regulation, 2015 Mr. Suryanarayana Murthy Krovi (DIN: 02008285), who was appointed as an Additional Director on 12th April, 2017 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the rules made there under and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years.

RESOLVED FURTHER THAT Mr. Suryanarayana Murthy Krovi (DIN: 02008285) as an Independent Director shall not be liable for retirement by rotation during the tenure of his office."

**By order of the Board of Directors
For Golden Carpets Ltd**

Place: Hyderabad
Date: 10.08.2017

Sd/-
SRIKRISHNA NAIK
Chairman & Managing Director
DIN: 01730236
Add: 8-2-596/5/B/1/A, Road No 10, Banjara Hills,
Hyderabad, 500034, Telangana, India



NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business at the meeting, is annexed hereto in respect of business set out under item no's 2, 4 & 5.
2. The register of members and share transfer books of the Company will remain closed from Saturday, **22nd September, 2017 to Friday, 29th September, 2017** (both days inclusive) for the purpose of Annual General Meeting.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a 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.
4. 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.
5. Members are requested to kindly bring their copy of the annual report with them at the AGM, as no extra copy of annual report would be made available at the AGM. Members/Proxies/ Authorized Representative should bring the Attendance slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.

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.

6. Pursuant to Section 113 of the Companies Act, 2013, Corporate Members intending to send their 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. Members may note that the Notice of the Twenty Third (23rd) Annual General Meeting and the Annual Report for Financial Year 2016-17, copies of audited financial statements, Directors' report, Auditors Report etc., will also be available on the website of the Company, www.goldencarpets.com. Members holding shares in electronic mode are therefore requested to keep their e-mail addresses updated with the Depository participants. Members holding shares in physical mode are also requested to update their e-mail addresses by writing to the Registrar and Transfer Agent of the company at the address mentioned in (Point No: 8 below) quoting their folio no (s).
8. Members holding shares in electronic mode are requested to keep their email address updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses, name, residential address by writing to the Registrar and Transfer



Agent of the Company at the address M/s. XL Softech Systems Limited, 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad – 500034, Telangana, India e-mail: xlfield@gmail.com.

9. The Company's Equity shares are listed at Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 and the company has paid the Listing Fees to the said Stock Exchange.
10. In terms of Circulars issued by 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.
11. A Statement giving the details of the Director (s) seeking 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.

VOTING THROUGH ELECTRONIC MEANS:

- ❖ Pursuant to 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 23rd 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 2016-17.
- ❖ 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 Board of Directors of the Company has appointed Ms.Srivani Tyarla, Practicing Company Secretary (PCS No: 21086) , R & A Associates, Hyderabad as Scrutinizer to voting process (e-voting, ballot and poll) in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.



- ❖ 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) 22nd September, 2017.
- ❖ 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. 22nd September, 2017** only shall be entitled to avail the facility of remote e-voting, ballot form as well as 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. 22nd September 2017**, may obtain the User ID and password by writing to CDSL at helpdesk.evoting@cdslindia.com or **contact 040 30722562** 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.
- ❖ The e-voting facility will be available at the link www.evotingindia.com during the following period:

COMMENCEMENT OF REMOTE E-VOTING: FROM 9.00 A.M. (IST) ON 26TH SEPTEMBER, 2017 TO END OF REMOTE E-VOTING: UP TO 5.00 P.M. (IST) ON 28TH SEPTEMBER, 2017

- ❖ E-voting shall not be allowed beyond **5.00 pm on 28th September, 2017** 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 **22nd September, 2017** may cast their vote electronically.
- ❖ In Case of For any queries/ grievances relating to voting by postal ballot or by electronic means, Members are requested to Contact by writing to CDSL at helpdesk.evoting@cdslindia.com or **contact 040-30422562** or **Toll-Free No. 1800-200-5533**.
- ❖ The Scrutinizer, after scrutinizing the vote cast at the meeting and through remote e-voting, will, not later than 48 hours 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.
- ❖ The instructions for shareholders to vote electronically are as under:
 1. The voting period begins **on 26th September, 2017 from 9.00 a.m. (IST)** and ends on **28th September, 2017 at 5.00 p.m. (IST)**. 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.
 2. The shareholders should log on to the e-voting website www.evotingindia.com.
 3. Click on Shareholders
 4. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.



5. Next enter the Image Verification as displayed and Click on Login.
6. 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.
7. 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 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	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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. .</p> <p>1 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).</p>

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



13. Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
14. 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.
15. Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on **“CLICK HERE TO PRINT”** option on the Voting page.
17. 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.
18. 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 Corporate.
 - 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.
19. 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.
20. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. 29th September, 2017.
21. 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 gclscrutinizer@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
22. In case of members receiving notice through post/courier:



(i) Initial password, as below, will be sent separately

EVEN (E Voting Event Number)	User ID	Password

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. Srivani Tyarla**, Practising Company Secretary, R & A Associates, Hyderabad, duly appointed by the Board of Directors of the Company, in the enclosed postage prepaid self-addressed envelope. 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 **28th September, 2017 (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 goldencarpets@vsnl.net 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 **28th September, 2017 (5.00 p.m. IST)**.
- ❖ Members are requested to notify immediately any change in their addresses to the Company.

By order of the Board of Directors
For **Golden Carpets Ltd**

Place: Hyderabad
Date: 10.08.2017

Sd/-
SRIKRISHNA NAIK
Chairman & Managing Director
DIN: 01730236
Add: 8-2-596/5/B/1/A, Road No 10, Banjara Hills,
Hyderabad, 500034, Telangana