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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Sri Krishna Naik  
Mrs. Meena Bhushan Kerur  
Mr. Suryanarayana Murthy Krovi  
Mr. Ramana Naik Bhukya Peda

Chairman & Managing Director  
Director  
Independent Director  
Independent Director

### CHIEF FINANCIAL OFFICER

Mr. Janardhan Mandala

### STATUTORY AUDITORS

M/s. L. S. Reddy & Associates  
Chartered Accountants  
Ramnagar 'X' Roads, Hyd.-500020

### NOMINATION & REMUNERATION COMMITTEE

Mr. Ramana Naik Bhukya Peda  
Mrs. Meena Bhushan Kerur  
Mr. Suryanarayana Murthy Krovi

### 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](mailto:goldencarpets@vsnl.net)  
Website: [www.goldencarpets.com](http://www.goldencarpets.com)  
CIN: L17220TG1993PLC016672

### STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Srikrishna Naik  
Mrs. Meena Bhushan Kerur  
Mr. Suryanarayana Murthy Krovi

### FACTORY

Sy.No. 36 & 37 Jeedipally Village,  
Toopran Mandal  
Medak - 502334 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](mailto:xlfield@gmail.com)  
Website: [www.xlsoftech.com](http://www.xlsoftech.com)

### AUDIT COMMITTEE

Mr. Ramana Naik Bhukya Peda  
Mrs. Meena Bhushan Kerur  
Mr. Suryanarayana Murthy Krovi



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### 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](mailto: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 FOURTH (24<sup>TH</sup>) ANNUAL GENERAL MEETING OF THE MEMBERS OF GOLDEN CARPETS LTD WILL BE HELD ON SATURDAY, THE 29<sup>TH</sup> DAY OF SEPTEMBER 2018 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 31<sup>st</sup> March, 2018 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.

By order of the Board of Directors  
For Golden Carpets Ltd

Place: Hyderabad  
Date: 20.08.2018

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. The register of members and share transfer books of the Company will remain closed from Saturday, **22<sup>nd</sup> September, 2018 to Saturday, 29<sup>th</sup> September, 2018** (both days inclusive) for the purpose of Annual General Meeting.
2. 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.
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. 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.
5. 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.
6. Members may note that the Notice of the Twenty Fourth (24<sup>th</sup>) Annual General Meeting and the Annual Report for Financial Year 2017-18, copies of audited financial statements, Directors' report, Auditors Report etc., will also be available on the website of the Company, [www.goldencarpets.com](http://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: 7 below) quoting their folio no (s).
7. 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](mailto:xlfield@gmail.com).



8. 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.
9. 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.
10. 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 24<sup>th</sup> 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 2017-18.
- ❖ 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. Rashida Adenwala, Practicing Company Secretary (PCS No: 4020), 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.
- ❖ 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) 22<sup>nd</sup> September, 2018.



- ❖ 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. 22<sup>nd</sup> September, 2018** 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. 22<sup>nd</sup> September 2018**, may obtain the User ID and password by writing to CDSL at [helpdesk.evoting@cdslindia.com](mailto: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](http://www.evotingindia.com) during the following period:  
**COMMENCEMENT OF REMOTE E-VOTING: FROM 9.00 A.M. (IST) ON 26<sup>TH</sup> SEPTEMBER, 2018 TO END OF REMOTE E-VOTING: UP TO 5.00 P.M. (IST) ON 28<sup>TH</sup> SEPTEMBER, 2018**
- ❖ E-voting shall not be allowed beyond **5.00 pm on 28<sup>th</sup> September, 2018** 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 **22<sup>nd</sup> September, 2018** 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](mailto: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](http://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 26<sup>th</sup> September, 2018 from 9.00 a.m. (IST)** and ends on **28<sup>th</sup> September, 2018 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](http://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](http://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"> <li>● 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. .</li> <li>● 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.</li> </ul>
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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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, 2018.
  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](mailto:gclscrutinizer@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  22. In case of members receiving notice through post/courier:
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(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. Rashida Adenwala, Practising Company Secretary, Partner at 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 **28<sup>th</sup> September, 2018 (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](mailto: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 **28<sup>th</sup> September, 2018 (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: 20.08.2018

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



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

### ANNEXURE TO ITEMS 2

Details of Directors seeking 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)

<b>Name of the Director</b>	Meena Bhushan Kerur
<b>DIN</b>	02454919
<b>Date of Birth</b>	08/10/1963
<b>Nationality</b>	Indian
<b>Date of Appointment on the Board</b>	16/02/1995
<b>Qualifications</b>	Graduate
<b>Expertise in specific functional area</b>	10 years of experience in various fields of Business administration and marketing
<b>Number of shares held in the Company</b>	10,24,764
<b>List of the directorships held in other companies</b>	1. Golden Harvest International Private Limited
<b>Chairman/ Member in the Committees of the Board of companies in which he is Director*</b>	Nil
<b>Relationship of Directors inter-se</b>	Related with Srikrishna Naik
<b>Shareholding of Non executive Directors</b>	
*Committee memberships/ Chairmanships includes only Audit Committee and Stake holders' Relationship Committee of other Public Limited Companies (whether Listed or not)	