



**GOLDSTONE**  
TECHNOLOGIES

**Analytics and Business  
Intelligence**

**IT Consulting, Off Shore  
Support & Staffing**

**Technical Support**

**Twenty Second Annual Report 2015-2016**

## **CORPORATE INFORMATION**

### **Board of Directors:**

Mr. K.S.Sarma, IAS (Retd.)  
Ms. Janaki Kondapi, IAS (Retd)  
Mr. V Venkata Ramana  
Mr. Ponnepula Sanjeeva Parthasarathy  
Mr. Clinton Travis Caddell  
Mr. L P Sashikumar

### **Board Committees;**

#### **Audit Committee:**

Mr. K.S.Sarma  
Mr. V Venkata Ramana  
Mr. Clinton Travis Caddell

#### **Nomination and Remuneration Committee:**

Mr. K.S.Sarma  
Mr. V Venkata Ramana  
Mr. L.P.Sashikumar  
\*Ms. Janaki Kondapi

#### **Stakeholders Relationship Committee:**

Mr. K.S.Sarma  
Mr. V Venkata Ramana  
Mr. L.P.Sashikumar  
\*Ms. Janaki Kondapi

#### **Key Managerial Personnel:**

Mr. P.S. Parthasarathy;

#### **Managing Director**

Mr. Vithal V S S N K Popuri ;

#### **Chief Financial Officer**

Ms. Roopali Kale ;

#### **Company Secretary and Compliance Officer**

### **Statutory Auditors:**

M/s. P. Murali & Company,  
Chartered Accountants, 6-3-655/2/3,  
Somajiguda, Hyderabad – 500 082.

### **Principal Bankers:**

Central Bank of India  
CITI Bank.

### **Registrars & Share Transfer Agents:**

M/s. Aarthi Consultants Private Limited,  
1-2-285, Domalguda,  
Hyderabad – 500 029

### **Stock Exchanges where Company's Securities are listed:**

Bombay Stock Exchange Limited  
National Stock Exchange of India Limited

### **Registered Office:**

9-1-83 & 84,  
Amarchand Sharma Complex, S.D. Road,  
Secunderabad – 500 003  
Telangana, INDIA .  
Tel. 91-40-27807640, 0742, 1910.  
Fax No. 040-39120023  
www.goldstonetech.com,  
E-Mail; corporate@goldstonetech.com  
CIN; L72200TG1994PLC017211

\*Member w.e.f. 12.08.2016

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## NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of Goldstone Technologies Limited will be held on Friday, the 30<sup>th</sup> day of September, 2016 at 3.00 P.M. at Plot No. 1 & 9, IDA, Phase II, Cherlapally, Hyderabad - 500 051 to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31<sup>st</sup>, 2016, and the Statement of Profit and Loss for the year ended on that date together with the Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Clinton Travis Caddell (DIN: 01416681) who retires by rotation and being eligible, offers him-self for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration and for this purpose to consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

**"RESOLVED** that pursuant to the provisions of the Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time M/s. P. Murali & Co (FRN: 007257S), Chartered Accountants, Hyderabad, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General

Meeting of the company at such remuneration as may be mutually agreed between the Board of Directors of the Company and Auditors".

### SPECIAL BUSINESS:

4. Ratification of the appointment of Ms.Janaki Kondapi (DIN: 01433058) as an Independent Director of the Company 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 the appointment of Ms.Janaki Kondapi (DIN: 01433058) as the Independent Director of the Company made by the Board of Directors pursuant to Sub-section (4) of Section 161 of the Companies Act, 2013, read with Rule 3 and 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement, be and is hereby ratified with effect from 13<sup>th</sup> November, 2015 to 26<sup>th</sup> September, 2019. "

**BY ORDER OF THE BOARD  
For GOLDSTONE TECHNOLOGIES LIMITED**

**Sd/-  
Roopali Kale**  
Company Secretary

Place: Secunderabad  
Date: 12.08.2016

## NOTES:-

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No. 4 of the Notice, is annexed hereto. The relevant details as required under regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of persons seeking appointment/ re-appointment as Directors under Item No. 2 and Item No.4 of the Notice, are also annexed.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.**  
 The instrument appointing the proxy, in order to be effective, must be deposited at the Company's registered office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of Limited Companies, Societies, etc., must be supported by appropriate resolution(s)/ authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the 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. A Proxy form for the AGM is enclosed.
3. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Numbers in the attendance slip for attending the Meeting.
6. 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.
7. The Register of Members and Transfer Books of the Company shall remain closed from 24<sup>th</sup> September, 2016 to 30<sup>th</sup> September, 2016 (both days inclusive) for the purpose of ensuing Annual General Meeting.
8. Queries on accounts and operations of the Company, if any, may please be sent to the Company at least seven days in advance of the Meeting so that the answers may be made readily available at the meeting.
9. During the year , as per the provisions of the Section 124 (5) of the Companies Act, 2013 the Company has transferred the amount of ₹ 2,49,384/- which was laying in unclaimed dividend account for the year 2007-08 to Investor Education and Protection Fund.
10. The Annual Report of the Company for the year 2015-16 is being sent by electronic mode to those Members whose e-mail



addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The Annual Report of the Company for the year 2015-16 circulated to the Members of the Company is available on the Company's website, viz. [www.goldstonetech.com](http://www.goldstonetech.com).

11. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the e-mail address through the following link; <http://www.aarthiconsultants.com/GoGreen.php>. Please note that as a Member of the Company, you are entitled to receive all such communication in physical form, upon request.

## 12. E-VOTING

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 22<sup>nd</sup> Annual General Meeting. The Company has engaged the services of Central Depository Services India Limited (CDSL) to provide the e-voting facility

The Members whose names appear in the Register of Members / List of Beneficial Owners as on 23<sup>rd</sup> September, 2016 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on Tuesday, 27<sup>th</sup> September, 2016 (09:00 hrs) and will end on Thursday, 29<sup>th</sup> September, 2016 (17:00 hrs). During this period, shareholders of the Company holding shares either in physical form 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. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

The Company has appointed M/s. Prathap Satla & Associates, Practicing Company Secretary (C.P. NO: 11879), to act as Scrutinizer to conduct and scrutinize the electronic voting process and poll at the Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.

13. The e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the voting period.

14. The procedure and instructions for e-voting are as follows:

### A. In case of members receiving e-mail (for members whose e-mail address are registered with the Company/ Registrars)

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <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</li> </ul>

	first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 100 then enter RA00000001 in the PAN field.
Date of Birth (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. (or)
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> <ul style="list-style-type: none"> <li>• Please enter DOB or Dividend Bank Details in order to login .If both 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 (iii).</li> </ul>

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) 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.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant "Goldstone Technologies Limited" on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) 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 Corporates.
- 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 linked in the login should be emailed 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.

(xviii) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**" available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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).

**B. In case of members receiving the physical copy of notice of 22<sup>nd</sup> Annual General Meeting (for members whose e-mail ids are not registered with the Company/Depositories):**

- i. Please follow all the steps from S.No.(i) to S.No. (xvii) to cast vote

**C. General Instructions:**

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 23<sup>rd</sup> September, 2016.
- ii. Members can opt for only one mode of voting, i.e., either by physical poll or e-voting. In case Members cast their votes through both the modes, then voting done by such member will be treated as invalid.
- iii. Members who do not have access to e-voting facility have been additionally

provided the facility through Ballot Form. They may send duly completed Ballot Form to the Scrutinizer, M/s. Prathap Satla & Associates, Practicing Company Secretary (C.P. No: 11879) having its office at H.No.6-3-1238/15/1, Flat No.301, 3<sup>rd</sup> Floor, Elite Heights, Somajiguda, Hyderabad-500082 so as to reach on or before the conclusion of the 22<sup>nd</sup> Annual General Meeting or can carry the same to the AGM and deposit in the Ballot Box during the Meeting. Members have the option to request for physical copy of Ballot Form by sending an e-mail to [cs@goldstonetech.com](mailto:cs@goldstonetech.com) by mentioning their Folio No. / DP ID and Client ID.

- iv. The facility for voting through polling paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting.
- v. The member who cast their vote by e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
- vi. The Scrutinizer, after scrutinizing the votes cast at the meeting through poll and through e-voting will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.goldstonetech.com](http://www.goldstonetech.com) and on the website of [www.cdslindia.com](http://www.cdslindia.com) The



results shall simultaneously be communicated to the Stock Exchanges.

- vii. The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him within two days of the AGM.

**STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 4**

As per the provisions of the Rule 3 and 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 any intermittent vacancy of woman director or Independent Director respectively, shall be filled up by the Board at the earliest but not later than immediate Board meeting or three months from the date of such vacancy, whichever is later. Further as per Sub-section 4 of Section 161 of the Companies Act, 2013 any person so appointed shall hold office up to the date to which director in whose place he or she is appointed would have held office if it had not been vacated.

Mrs. Promilla Shankar who was appointed as Independent Director of the Company for a period of 5 years from 27<sup>th</sup> September, 2014 to 26<sup>th</sup> September, 2019 resigned from the position of director w.e.f 12<sup>th</sup> July, 2015.

Therefore, in order to comply with the provisions of the Companies Act, 2013 and the erstwhile Listing Agreement, upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their Meeting held on 13<sup>th</sup> November, 2015 appointed Ms.Janaki Kondapi as the Independent Director of the Company with effect from 13<sup>th</sup> November, 2015 to 26<sup>th</sup> September, 2019. Ms.Janaki Kondapi will hold office up to 26<sup>th</sup> September, 2019 i.e. the remaining term of Mrs.Promilla Shankar had she not resigned as the Director of the Company.

None of the Director (s), Key Managerial Personnel or their relatives except Ms.Janaki Kondapi, to whom the resolution relates, are interested or concerned financially or otherwise in the resolution.

**BY ORDER OF THE BOARD  
For GOLDSTONE TECHNOLOGIES LIMITED**

**Sd/-  
Roopali Kale**  
Company Secretary

Place: Secunderabad  
Date: 12.08.2016