



Goldstone



Goldstone Infratech Limited
17th Annual Report 2016-17

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CORPORATE INFORMATION

Board of Directors:

Mr. M. Gopalakrishna, IAS (Retd.)
 Mr. B. Appa Rao
 Mr. S. Murali Krishna*
 Mrs. Mahita Caddell
 Mr. L.P. Sashikumar (Managing Director)

Board Committees

Audit Committee:

Mr. B. Appa Rao
 Mr. M. Gopalakrishna
 Mr. S. Murali Krishna*
 Mrs. Mahita Caddell#

Nomination and Remuneration Committee:

Mr. M. Gopalakrishna
 Mr. B. Appa Rao
 Mr. S. Murali Krishna*
 Mrs. Mahita Caddell#

Corporate Social Responsibility Committee:

Mr. M. Gopalakrishna
 Mr. B. Appa Rao
 Mr. L.P. Sashikumar

Stakeholders Relationship Committee:

Mr. M. Gopalakrishna^
 Mr. B. Appa Rao
 Mr. L.P. Sashikumar
 Mr. S. Murali Krishna*

Key Managerial Personnel:

Mr. L.P. Sashikumar - Managing Director
 Mr. P. Syam Prasad - Chief Financial Officer
 Mr. P. Hanuman Prasad- Company Secretary & Compliance Officer

Management Team:

Mr. N. Nagasatyam (Vice President, Business Development)
 Mr. Anand Swaroop (Chief Operating Officer)
 Mr. N. Sudhakar Reddy (AVP, Operations)
 Mr. D.P.K. Udas (VP, Sales & Marketing)
 Mr. B. Kiran Kumar Reddy (GM, Technical)
 Mr. Anil Bhan - President (E-Bus Division)

Statutory Auditors:

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

Principal Bankers:

State Bank of India

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:

BSE 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.
 www.goldstonepower.com,
 E-Mail: info@goldstone.net
 CIN: L64203TG2000PLC035451

Factory:

- 1) Plot No. 1 & 9, Phase II, IDA,
Cherlapally, Hyderabad – 500 051.
- 2) Plot No.8, IDA, Gaddapotharam,
Jinnaram Mandal, Medak Dist.,
Telangana

*Resigned w.e.f 01.07.2016

^Member w.e.f. 11.08.2016

#Member w.e.f. 11.08.2016

**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the 17th Annual General Meeting of the Company will be held on Thursday, 28th day of September, 2017 at 3.30 P.M. at Plot No. 1 & 9, Phase II, IDA, Cherlapally, Hyderabad - 500 051 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2017 and Statement of Profit and Loss for the year ended as on that date along with Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mrs. Mahitha Caddell, (DIN:01436127) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint New 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 Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Chandra Babu Naidu & Co. (Firm Registration No. 016016S), be appointed as Statutory Auditors of the Company, in place of M/s. P. Murali & Company, Chartered Accountants (Firm Registration No. 007257S), to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 22nd AGM, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

"RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 148 (3) and all other applicable provisions if any of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to M/s. EVS & Associates, Cost Accountants in practice, (Firm Registration No. 100175) appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2018, be paid the remuneration of ₹ 1,60,000/- (Rupees One Lakh Sixty Thousand only) exclusive of applicable taxes and out-of-pocket expenses."

"RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**BY ORDER OF THE BOARD
for GOLDSTONE INFRATECH LIMITED**

Sd/-
P. Hanuman Prasad
Company Secretary

Place: Secunderabad

Date: 21.08.2017



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 re-appointment as Director under Item No. 2 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 resolutions/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 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.
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 22nd September, 2017 to 28th September, 2017 (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. As on 31st March 2017, ₹ 1,29,138.00 was unclaimed out of the dividend declared on 29th September, 2010 for the Financial Year 2009-10; ₹ 1,30,914.00 was unclaimed out of the dividend declared on 30th September, 2011 for the Financial Year 2010-11 and ₹ 1,08,788.00 was unclaimed out of the dividend declared on 29th September, 2012 for the Financial Year 2011-12. Members who have not claimed the dividend are advised to claim the same at the earliest. In accordance with the provisions of Section 124 (5) of the Companies Act, 2013 aforesaid unclaimed dividend amounts shall be liable to be transferred to Investor Education and Protection Fund on 30th October 2017, 31st October 2018 and 30th October 2019 respectively.

During the year as per the provisions of the Section 125 (5) of the Companies Act, 2013 the Company has transferred the amount of ₹ 2,19,639.00/- which was laying in unclaimed dividend Account for the year 2008-09 to the Investor Education and Protection Fund (IEPF).

10. The Annual Report of the Company for the year 2016-17 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 2016-17 circulated to the Members of the Company is available on the Company's website, viz. www.goldstonepower.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 (e-voting) 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 Rule 20 of 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 17th 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 20th September, 2017 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on 25th September, 2017 (09:00 hrs) and will end on 27th September, 2017 (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, CP 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 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.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL : 16 digit beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 digit 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 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"> 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. (The sequence number is printed on the address leaf of the Annual Report). 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Date of Birth (DOB)	<p>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.</p> <p style="text-align: center;">or</p>
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"> 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).

- (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 Infratech 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 and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed 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.

(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. Please follow the instructions as prompted by the mobile app while voting on your mobile.



- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving the physical copy of notice of 17th Annual General Meeting (for members whose e-mail IDs are not registered with the Company/Depositories):

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 20th September, 2017 (Cut-off date).
- (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, CP No.11879, Practicing Company Secretary, having their office at H.No.6-3-1238/15/1, Flat No.301, 3rd Floor, Elite Heights, Somajiguda, Hyderabad-500082 so as to reach on or before the conclusion of the 17th 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@goldstone.net 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.goldstonepower.com and on the website of 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 from the conclusion of the AGM.

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

ITEM NO.4

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Cost Audit) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the Company. Based on the recommendation of

the Audit Committee, the Board has, considered and approved the appointment of M/s EVS & Associates, Hyderabad, as the cost auditors for the Financial Year 2017-18 at a remuneration of ₹ 1,60,000/- Lakhs per annum plus applicable service tax and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2018.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested financially or otherwise, in the resolution except to the extent of their equity holdings in the Company.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

**BY ORDER OF THE BOARD
for GOLDSTONE INFRA TECH LIMITED**

Sd/-
P. Hanuman Prasad
Company Secretary

Place: Secunderabad
Date: 21.08.2017