



GOLDSTONE
TECHNOLOGIES

Analytics and Business
Intelligence

IT Consulting, Off Shore
Support & Staffing

Technical Support

24th Annual Report 2017-2018

CONTENTS

	Page No.
Corporate information	— 2
Notice	— 3
Directors' Report	— 13
Report on Corporate Governance	— 32
Management Discussion Analysis and Business Outlook	— 53
Standalone Financials	
Auditors' Report	— 60
Balance Sheet	— 66
Statement of Profit and Loss	— 67
Cash Flow Statement	— 68
Notes	— 71
Consolidated Financials	
Auditors' Report	— 105
Balance Sheet	— 110
Statement of Profit and Loss	— 111
Cash Flow Statement	— 112
Notes	— 115
Attendance Slip	— 149
Proxy Form	— 150
Ballot Form	— 151

CORPORATE INFORMATION

Board of Directors:

Mr. K.S. Sarma, IAS (Retd.)
 Mr. V. Venkata Ramana
 Ms. Sukhjinder Kaur@
 Mr. L.P. Sashikumar
 Mr. Clinton Travis Caddell
 Mr. Ch. Sudhakar Reddy*
 Mr. P.S. Parthasarathy#
 Ms. Janaki Kondapi, IAS (Retd.)^

Board Committees
Audit Committee:

Mr. K.S. Sarma, IAS (Retd.)
 Mr. V. Venkata Ramana
 Ms. Sukhjinder Kaur@
 Mr. Clinton Travis Caddell%
 Ms. Janaki Kondapi, IAS (Retd.)^

Nomination and Remuneration Committee:

Mr. K.S. Sarma, IAS (Retd.)
 Mr. V. Venkata Ramana
 Ms. Sukhjinder Kaur@
 Mr. L.P. Sashikumar
 Ms. Janaki Kondapi, IAS (Retd.)^

Stakeholders Relationship Committee:

Mr. K.S. Sarma, IAS (Retd.)
 Mr. V. Venkata Ramana
 Mr. L.P. Sashikumar
 Ms. Janaki Kondapi, IAS (Retd.)^

Key Managerial Personnel;

Mr. Ch. Sudhakar Reddy; Managing Director*
 Mr. P.S. Parthasarathy; Managing Director#
 Mr. Vithal V S S N K Popuri; Chief Financial Officer
 Mr. Thirumalesh T; Company Secretary & Compliance Officer\$
 Ms. Ramyanka Yadav K; Company Secretary & Compliance Officer**

Statutory Auditors:

M/s. PCN & Associates
 Chartered Accountants
 (Formerly, Chandra Babu Naidu & Co.,)
 Plot No.12, "N" Heights Ground Floor,
 Software Layout Unit, Cyberabad,
 Hyderabad- 500 081.

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:

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.
 Fax No. 040-39120023.
 www.goldstonetech.com,
 E-Mail: corporate@goldstonetech.com
 CIN: L72200TG1994PLC017211

@ Appointed w.e.f. 02.09.2017

* Appointed as Additional Director w.e.f. 07.04.2017 and as Managing Director w.e.f. 27.05.2017

Resigned from the position of Managing Director w.e.f. 26.05.2017 and resigned as Director w.e.f. 31.08.2017

^ Resigned w.e.f. 30.05.2017

% Ceased to be Member of the Committee in the course of reconstitution dated 13.09.2017.

\$ Mr. Thirumalesh T appointed as Company Secretary & Compliance officer w.e.f. 14.02.2018

**Ms. Ramyanka Yadav K terminated as Company Secretary & Compliance officer w.e.f. 13.02.2018.

NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of Goldstone Technologies Limited will be held on Friday the 28th day of September, 2018 at 4.30 P.M. at Plot No. 1 & 9, IDA, Phase II, Cherlapally, Hyderabad - 500 051 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended March 31st, 2018, together with the Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Clinton Travis Caddell who retires by rotation and being eligible, offers him-self for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Ms.Sukhjinder Kaur as Director 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 Section 161(4) and all other applicable provisions, if any, of The Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Sukhjinder Kaur (DIN:07926721) who was appointed by the Board, in the casual vacancy caused by Ms. Janaki Kondapi, as Independent Director (Non-Executive Category) of the Company from September 2, 2017 to September 26, 2019 and whose appointment as such be and is hereby approved by the members in the General Meeting.

"RESOLVED FURTHER THAT any Director or Company Secretary of the

Company be and is hereby authorized to perform all such acts and deeds as may be necessary, proper or expedient to give effect to this resolution."

4. Approval to continue Mr. K S Sarma, as Non-Executive Independent Director.

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

"RESOLVED THAT pursuant to Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure requirements) (Amendment) Regulations, 2018, approval of the members of the Company be and is hereby granted to Mr. K S Sarma (DIN: 01505787), who attains the age of 75 years (DOB: 01.07.1944) for continuation of holding of office as Non-Executive Independent Director, up to the expiry of his present term of office i.e., September 26, 2019, on the existing terms and conditions as mentioned in the resolution passed on September 27, 2014."

"RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to perform all such acts and deeds as may be necessary, proper or expedient to give effect to this resolution."

5. Fixation of the amount of fee to be paid by the member / shareholder of the Company for delivery of any document through a particular mode

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

"RESOLVED THAT pursuant to Section 20 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, and pursuant to the recommendations of the Stakeholders Relationship Committee and the Board, consent of the members of the Company be and is hereby accorded to collect a sum of Rs.10/- for every single side page from the respective member/ shareholder for service of document (to the extent allowed under The Companies Act, 2013 and all other applicable laws and regulations) to him / her/it in a particular mode as requested."

"RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to perform all such acts and deeds as may be necessary, proper or expedient to give effect to this resolution."

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

Sd/-
Thirumalesh T
Company Secretary

Place: Secunderabad
Date : 13.08.2018

NOTES:-

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No. 3, 4 & 5 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, 3 and 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 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. **The Securities and Exchange Board of India has instructed all the Listed Companies to collect copy of PAN and bank account details of all shareholders holding shares in physical form. Please provide a copy of PAN card and original cancelled cheque leaf / attested bank passbook showing name of account holder either to the Company or the RTA.**
7. 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.
8. The Register of Members and Transfer Books of the Company shall remain closed from 22nd September, 2018 to 28th September, 2018 (both days inclusive) for the purpose of ensuing Annual General Meeting.
9. 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
10. The Annual Report of the Company for the year 2017-18 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 is also available on the Company's website, viz. 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.html> Please note that as a Member of the Company, you are entitled to receive all such communication in physical form, upon request.

12. INSTRUCTIONS FOR 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 24th 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 21st September, 2018 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on Tuesday, 25th September, 2018 (09:00 hrs) and will end on Thursday, 27th September, 2018 (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 Mr. Prathap Satla, 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.

1. The e-voting facility will be available at the link www.evotingindia.com during the voting period.
2. 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 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 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. 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> 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 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 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 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.
- 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. 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, under help section or write an email to helpdesk.evoting@cdslindia.com

B. In case of members receiving the physical copy of notice of 24th Annual General Meeting (for members whose e-mail ids are not registered with the Company/Depositories):

- i. Please follow all the steps from Sl.No. A(i) to Sl.No. (xviii) 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 21st September, 2018 (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, Mr. Prathap Satla, Practicing Company Secretary having his 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 24th 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 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 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.goldstonetech.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 48 hours of the conclusion of AGM.

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

ITEM NO. 3

As per section 149 of the Companies Act, 2013 and the Rule 3 and 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 any intermittent vacancy of Woman Director or Independent Director 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. As per Section 161 (4), if the office of any director appointed by the company in general meeting is vacated before his/her term of office expires in the normal course, the resulting casual vacancy may, in default of and subject to any regulations in the articles of the company, be filled by the Board of Directors at a meeting of the Board. Further, 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.

Ms. Janaki Kondapi, appointed as an Independent Director of the Company with effect from 13th November, 2015 to 26th September, 2019. However due to pre occupation of Ms. Janaki Kondapi, she had resigned from the position of Director of the Company with effect from 30th May, 2017.

Therefore, in order to comply with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 and upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its Meeting held on 02nd September 2017, appointed Mrs. Sukhjinder Kaur, as Non- Executive Independent Director of the Company with effect from 02nd September, 2017 to 26th September, 2019 for the remaining term of Ms. Janaki Kondapi as had she not resigned as the Director of the Company.

None of the Director(s), Key Managerial Personnel or their relatives, except Mrs. Sukhjinder Kaur to whom the resolution relates, is interested or concerned financially or otherwise in the resolution.

ITEM NO. 4

The Shareholders of the Company in their Annual General Meeting held on September 27, 2014 appointed Mr. K S Sarma (DIN: 01505787) as Non-Executive Independent Director, not liable to retire by rotation, for a period of 5 years w.e.f September 27, 2014 to September 26, 2019.

It is relevant to mention that Mr. K S Sarma attains