

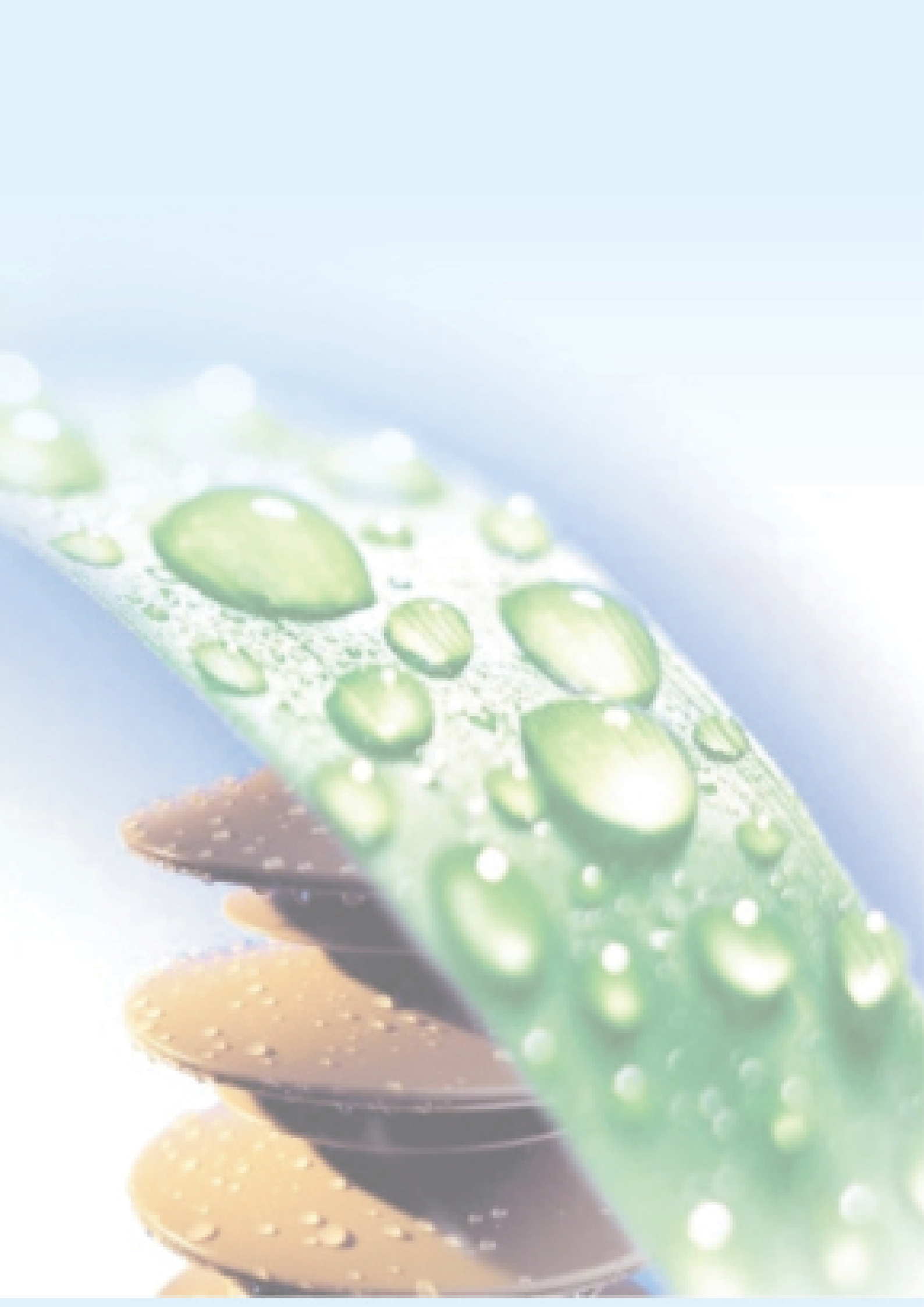


Goldstone



Goldstone Infratech Limited

16th Annual Report 2015-16





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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. S. Murali Krishna*
 Mr. M. Gopalakrishna
 Mrs. Mahita Caddell ^

Nomination and Remuneration Committee:

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

Corporate Social Responsibility Committee:

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

Stakeholders Relationship Committee:

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

Key Managerial Personnel;

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

Management Team:

Mr. N. Nagasatyam (Vice President-Business Development)
 Mr. N. Sudhakar Reddy (AVP-Operations)
 Mr. D P K Udas (VP-Sales & Marketing)
 Mr. B. Kiran Kumar Reddy (AGM-Production)

Statutory Auditors:

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

Principal Bankers:

State Bank of Hyderabad
 Syndicate 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. : 91-40-39120012
 www.goldstonepower.com,
 E-Mail;info@goldstone.net
 CIN; L64203TG2000PLC035451

Factory:

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

* Resigned w.e.f 01.07.2016

^ Member w.e.f. 11.08.2016

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 16th Annual General Meeting of the Company will be held on Friday, 30th day of September, 2016 at 04.00 P.M. at Plot No. 1 & 9, IDA, Phase II, Cherlapally, Hyderabad - 500 051 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2016 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 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 & Company (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. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED that subject to the provisions of Section 197, 198 and 203 read with provisions of Part-I, Section I and II of Part-II of Schedule-V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), subject to consents and permissions as may be necessary, Mr. L P Sashikumar (DIN:00016679) be and is hereby re-appointed as the Managing Director of the Company for a period of three years with effect from 1st April, 2016 on the following terms and conditions:

1. Salary

Salary of ₹ 1,60,000/- (Rupees One Lakh Sixty Thousand Only) per month.

2. Perquisites

The following perquisites may be allowed in addition to salary:

Category A

1. Housing: Rent Free Accommodation or House Rent Allowance – ₹ 50,000/- per month.(Rupees Fifty Thousand only)
2. Other allowances/reimbursements like Maintenance, LTA, Gardener, Servant, Conveyance, Subscription to Professional Journals and Medical etc not exceeding ₹ 18,000/- per month. (Rupees Eighteen Thousand only)

Category B

Company's contribution towards Provident Fund and payment of Gratuity as per applicable laws. Company's contribution towards Medical Insurance Policy for self and family subject to a ceiling of ₹ 40,000/- (Rupees Forty Thousand only) per annum. One month leave for every completed year of service or payment in lieu thereof.



Category C

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purposes shall be billed by the Company.

3. Minimum Remuneration

In the event the company does not have profits or its profits are inadequate, Mr.L.P.Sashikumar shall be paid salary and perquisites not exceeding the statutory limits as may be prescribed from time to time pursuant to the provisions of Section 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013. However contribution to provident fund/annuity fund/pension fund/gratuity and encashment of leave at the end of the tenure shall not be included in the ceiling of the salary.

"RESOLVED further that the Board of Directors be and are hereby authorized to alter or vary the terms and conditions of the said appointment so as not to exceed the limits specified in Section 197 read with Schedule V or other applicable provisions,

if any, of the Companies Act, 2013 or any other amendments thereto, as may be agreed between the Board and Mr. L P Sashikumar."

"RESOLVED further that Mr. L P Sashikumar shall be entitled to an exgratia payment, subject to a maximum of one month gross salary."

"RESOLVED further that the Company Secretary and/or any Director of the Company be and is hereby authorized to file necessary forms with ROC and to certify the resolution and to do all other acts and things to bring effect to this resolution."

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

**Sd/-
P. Hanuman Prasad
Company Secretary**

Place: Secunderabad
Date: 11.08.2016

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 24th September, 2016 to 30th 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. As on 31st March 2016, ₹ 2,19,639.00 was unclaimed out of the dividend declared on 30th September, 2009 for the financial year 2008-09; ₹ 1,29,468.00 was unclaimed out of the dividend declared on 29th September, 2010 for the financial year 2009-10; ₹ 1,31,124.00 was unclaimed out of the dividend declared on 30th September, 2011 for the financial year 2010-11 and ₹1,08,848.00 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 205C of the Companies Act, 1956 (corresponding 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 31st October, 2016, 30th October, 2017, 31st October, 2018 and 30th October, 2019 respectively.

During the year as per the provisions of the Section 124 (5) of the Companies Act, 2013 the Company has transferred the amount of ₹ 2,23,540.00 which was laying in unclaimed dividend Account for the year 2007-08 to the Investor Education and Protection Fund (IEPF).

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.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 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 16th 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 23rd 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, 27th September, 2016 (09:00 hrs) and will end on Thursday, 29th 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, 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 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 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.
Dividend Bank Details	<p>(or)</p> <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