



OLECTRA GREENTECH LIMITED

(Formerly, Goldstone Infratech Limited)

18th Annual Report 2017-18

CONTENTS

Pg No.

Corporate Information	—	2
Notice	—	3
Directors' Report	—	15
Report on Corporate Governance	—	38
Management Discussion and Analysis	—	58
Standalone Financials		
Auditors' Report	—	66
Balance Sheet	—	72
Statement of Profit and Loss	—	73
Cash Flow Statement	—	74
Notes to Financial Statements	—	77
Consolidated Financials		
Auditors' Report	—	115
Balance Sheet	—	119
Statement of Profit and Loss	—	120
Cash Flow Statement	—	121
Notes to Financial Statements	—	124
Attendance Slip	—	165
Proxy Form	—	166
Ballot Form	—	167

BOARD OF DIRECTORS:

Mr. N. K. Rawal*	- Managing Director
Mr. N. Naga Satyam ^{\$}	- Whole-Time Director
Mr. M. Gopalakrishna, IAS (Retd.)	- Independent Director
Mr. B. Appa Rao	- Independent Director
Justice Mrs. Gyan Sudha Misra(retd.) ^{\$}	- Independent Director
Mrs. Mahita Caddell*	- Director
Mr. L. P. Sashikumar*	- Managing Director

BOARD COMMITTEES:
Audit Committee:

Mr. B. Appa Rao
Mr. M. Gopalakrishna
Mr. N. K. Rawal*
Mrs. Mahita Caddell*

Nomination and Remuneration Committee:

Mr. M. Gopalakrishna
Mr. B. Appa Rao
Mr. N. K. Rawal*
Mrs. Mahita Caddell*

Corporate Social Responsibility Committee:

Mr. M. Gopalakrishna
Mr. B. Appa Rao
Mr. N. K. Rawal*
Mr. L.P. Sashikumar*

Stakeholders' Relationship Committee:

Mr. B. Appa Rao
Mr. M. Gopalakrishna
Mr. N. K. Rawal*
Mr. L.P. Sashikumar*

Key Managerial Personnel:

Mr. N. K. Rawal - Managing Director*
Mr. B. Sharat Chandra - Chief Financial Officer[^]
Mr. P. Hanuman Prasad - Company Secretary & Compliance Officer

Statutory Auditors:

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

Principal Bankers:

State Bank of India
Yes Bank

Registrars & Share Transfer Agents:

M/s. Aarthi Consultants Private Limited,
1-2-285, Domalguda, Hyderabad – 500 029
Phone: 040- 27638111/4445
E-Mail: info@aarthiconsultants.com

Stock Exchanges where Company's Securities are listed:

BSE Limited
National Stock Exchange of India Limited

Registered Office:

Centre Point Building, 4th Floor,
Plot No. 359 to 363/401,
US Consulate Lane, Begumpet,
Hyderabad - 500016, Telangana, INDIA .
Tel. 91-40-46989999.
www.olectra.com, E-Mail: info@olectra.com
CIN: L34100TG2000PLC035451

Factory:

- 1) Plot No. 1&9, Phase II, IDA, Cherlapally, Hyderabad – 500 051.
- 2) Plot No.8, IDA, Gaddapotharam, Jinnaram Mandal, Medak Dist., Telangana.
- 3) Plot No. L-19, L-23, Green Industrial Park, Polepally Village, Jedcherla, Mahbubnagar-509302.

* Mr. L.P.Sashikumar resigned and Mr. N K Rawal appointed as Managing Director and Mrs. Mahita Caddell resigned as Director w.e.f. December 12, 2017

\$ Mr.N.Naga Satyam, Executive Director and Justice Mrs. Gyan Sudha Misra (Retd), Independent Director were appointed effective from May 23, 2018.

^ Mr. P. Syam Prasad resigned and Mr. B. Sharat Chandra appointed as Chief Financial Officer w.e.f December 12, 2017

NOTICE

Notice is hereby given that the 18th Annual General Meeting of the members of Olectra Greentech Limited (formerly, Golstone Infratech Limited) will be held on Friday, 28th day of September, 2018 at 3.30 P.M. at Plot No.1 & 9, Phase II, IDA, Cherlapally, Hyderabad 500 051, Telangana, India, to transact the following business(es):

Ordinary business:

1. Adoption of audited financial statements.

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and the Auditors thereon.

Special Business:

2. Ratification of remuneration payable to M/s. EVS & Associates, Cost Auditors.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of The Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, to The Companies (Cost Records and Audit) Rules, 2014, M/s. EVS & Associates {Firm Registration No.100175}, Cost Accountants, were appointed as Cost Auditors of the Company for the financial year 2018-19, be paid a remuneration of Rs. 1,60,000/- plus applicable taxes and reimbursement of out-of-pocket expenses that may be incurred."

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

3. Approval to continue Mr. M. Gopalakrishna, 79 years, 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. Gopalakrishna Muddusetty (DIN:00088454), 79 years old, for continuation of holding of office of 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 the Board of Directors or Company Secretary of the Company be and is hereby authorised to perform all such acts and deeds as may be necessary, proper or expedient to give effect to this resolution."

4. Appointment of Mr. Naresh Kumar Rawal as Director of the Company

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

"RESOLVED THAT pursuant to Sections 152 and 161 and all other applicable provisions, if any, of The Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Naresh Kumar Rawal (DIN:01630545), who was appointed as Additional Director by the Board of Directors of the Company and who holds office as such up to the date of the ensuing Annual General Meeting be and is hereby appointed as Director (Executive Category) of the Company."

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

5. Appointment of Mr. Nerusu Naga Satyam as Director of the Company

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

"RESOLVED THAT pursuant to Sections 152 and 161 and all other applicable provisions, if any, of The Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Nerusu Naga Satyam (DIN:02600472), who was appointed as Additional Director by the Board of Directors of the Company and who holds office as such up to the date of the ensuing Annual General Meeting be and is hereby appointed as Director (Executive Category) of the Company."

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

6. Appointment of Justice Mrs. Gyan Sudha Misra (Retd.) as Director of the Company

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

"RESOLVED THAT pursuant to Sections 152 and 161 and all other applicable provisions, if any, of The Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014, Justice Mrs. Gyan Sudha Misra (Retd.) (DIN:07577265), who was appointed as Additional Director by the Board of Directors of the Company and who holds office as such up to the date of the

ensuing Annual General Meeting be and is hereby appointed as Director (Independent Category) of the Company."

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

7. 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(s) (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 the Board of Directors of the Company be and are hereby authorised to do all such acts and are deeds, as may be considered proper or necessary or expedient to give effect to the resolution and for matters connected herewith or incidental there to in the best interests of the Company."

By Order of the Board
For **Olectra Greentech Ltd**

Sd/-
P. Hanuman Prasad
Company Secretary

Place: Secunderabad
Date: 10.08.2018

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING 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.**

As per Section 105 of The Companies Act, 2013 read with the Rules framed thereunder, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

- The instrument appointing the Proxy shall be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
- The route map of the venue of the meeting along with prominent land mark is included in the Annual Report for your guidance.
- 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.
- 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.

- 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.
- The Register of Members and Share 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.
- 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.
- In accordance with the provisions of Section 124 (5) of the Companies Act, 2013 unclaimed dividend amounts shall be liable to be transferred to Investor Education and Protection Fund. The details of the unclaimed dividend as on 31.03.2018 are as follows.

Financial Year	Amount Due Rs.	Year of transfer to IEPF
2010-11	1,30,480	2018
2011-12	1,13,253	2019

During the year as per the provisions of the Section 125 (5) of the Companies Act, 2013 the Company has transferred following Equity Shares to the Investor Education and Protection Fund (IEPF):

Financial Year	No. of equity shares transferred to IEPF	Date of transfer
2008-09	1,10,732	December 6, 2017
2009-10	35,543	April 5, 2018

- The Annual Report for the financial 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.olectra.com.

13. 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.

14. INSTRUCTIONS FOR E-VOTING

The business as set out in the Notice will 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 alternative to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 18th 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 25th September, 2018 (09.00 AM) to 27th September, 2018 (05.00 P.M). 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:

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.(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.
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 "OLECTRA GREENTECH 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) 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.

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 18th Annual General Meeting (for members whose e-mail ids are not registered with the Company/ Depositories):

Please follow all the steps from S.No. A (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 on 21 st 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, M/s.Prathap Satla& Associates, CP No.11879, Practicing Company Secretary having Its office at H.No.6-3-1238/15/1, Flat No. 301, 3rd Floor, Elite Heights, Somajiguda, Hyderabad-500 082 so as to reach on or before the conclusion of the 18th 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@olectra.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 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.olectra.com and on the website of www.cdsindia.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.

Explanatory Statement Pursuant to Section 102 of The Companies Act, 2013.

Item no: 2

Based on the recommendation of the Audit Committee, the Board of Directors had at its meeting held on 10th August 2018, considered and approved the appointment of the Cost Auditors, M/s. EVS & Associates, Cost Accountants at a remuneration of Rs 1,60,000/- payable to them.

In accordance with Sec 148 of The Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors need to be ratified by the members

Accordingly, the Board recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the said resolution.

Item No: 3

The Shareholders of the Company in their Annual General Meeting held on September 27, 2014 appointed Mr. M. Goplakrishna (DIN:00088454) 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.