



GOLDSTONE INFRA TECH LIMITED

CIN : L64203TG2000PLC035451
Regd. Office: 9-1-83 & 84, Amarchand Sharma Complex
S D Road, Secunderabad – 500 003 Phone No. 91-40-27807640, 0742
E-mail id: info@goldstone.net website: www.goldstonepower.com

POSTAL BALLOT FORM

(Kindly refer to the instructions specified under Notes and Instructions)

Serial No.

1. Name and registered address of the sole/
first named shareholder
2. Name(s) of joint shareholder(s) if any
in block letters)
3. Client ID & DP ID/ Folio No*
*(Applicable to investors holding shares in physical form)
4. Number of equity shares held
5. I/We hereby exercise my/our vote in respect of the following resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 11th July, 2015, by conveying my/our assent or dissent to the said Resolution by placing the tick mark (✓) in the appropriate box(es) below :

Description	No. of Shares	I/We Assent to the Resolution (FOR)	I/We Dissent to the Resolution (AGAINST)
Special Resolution u/s 180 (1) (a) of the Companies Act, 2013 to authorize the Board or a Committee thereof to sell and transfer the Insulators Division.			

Place :

Date :

(Signature of the shareholder)

Notes:

1. Last date for receipt of Postal Ballot form by Scrutinizer is 14th September, 2015.
2. Please read the Instructions and notes before completing this form.

IMPORTANT INSTRUCTIONS

1. The voting rights for the Equity Shares are one vote per Equity Share registered in the name of the Shareholder(s)/Beneficial owner(s).
2. Voting by Postal Ballot, in the physical form or remote e-voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. The result of the voting on the resolution will be declared at the Registered Office of the Company on 16th September, 2015 at 11:00 A.M.
4. **Kindly note that the Members can opt for only one mode of voting, i.e, either by Physical Ballot or remote e-voting. If you are opting for remote e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and remote e-voting, then voting done by such member will be treated as invalid.**
5. **Shareholders who receive Notice of Postal Ballot electronically and who wish to vote through Physical Ballot, may request the Company's RTA for the Physical Ballot Form.**
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to: The Company Secretary, Regd Office : 9-1-83 & 84, Amarchand Sharma Complex, Secunderabad-500003, Telangana, India. Tel.91-40-27807640, 0742, or at, E-Mail; cs@goldstone.net.

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. A shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form (no other form or photocopy thereof is permitted) in all respects and send it after affixing his/her signature to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Members will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
3. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Form will be rejected. Please note that postal ballot shall not be signed by a proxy.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6:00 P.M on 14th September, 2015. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
5. In case of equity shares held by companies, trusts, societies, etc the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/Authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
6. Shareholders are requested not to send any paper (other than the Resolution/Authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website (www.goldstonepower.com) and the duly completed Postal Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned above.
9. The vote should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
10. Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.
11. The Chairman and in his absence any person authorized by the Board of Directors will announce the result of the postal ballot at the registered office on 16th September, 2015 at 11:00 A.M The date of declaration of the results of postal ballot will be taken to be the date of passing of the resolution.
12. The results of the postal ballot along with the Scrutinizer's report will be placed on the website of the Company at www.goldstonepower.com and on the Notice Board at the Registered Office of the Company.

INSTRUCTIONS FOR E-VOTING

- I) The remote e-voting period begins on Saturday, 15th August, 2015 (09.30 A.M IST) and ends on Monday, 14th September, 2015 (6.00 P.M IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the 07th August, 2015 cut-off date (record date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II) The shareholders should log on to the e-voting website www.evotingindia.com
- III) Click on Shareholders.
- IV) Now Enter your User ID
 - a) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (v) If you are first time user follow the steps given below.

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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.
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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Goldstone Infratech Limited> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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 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.
- (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.



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E-mail ID: info@goldstone.net website: www.goldstonepower.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

To,
The Members of Goldstone Infratech Limited

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with rule 22 and other applicable rules of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ("the Rules") that the resolution appended below is sought to be passed by the Members as a Special Resolution, by Postal Ballot by giving their assent/ dissent.

In the event, the draft Resolution as set out is assented to by a requisite majority of the Members by means of Postal Ballot it shall be deemed to have been passed as a Special Business at the Extraordinary General Meeting. The Special Resolution shall be declared as passed, if number of votes casts in its favour are not less than three times the number of votes cast, if any, against the said Resolution. The date of the announcement of result of Postal Ballot shall be considered to be the date of the Extraordinary General Meeting and date of passing of the said resolution.

Please read carefully the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before 14th September, 2015 (Monday) Members may choose to vote using the e-voting facility, the details whereof are specified under instructions to the Postal Ballot Form.

The Scrutinizer will submit his report to the Board of Directors of the Company after completion of the scrutiny and the result of the voting by Postal Ballot will be announced by the Chairman at the Registered Office of the Company on 16th September, 2015 at 11:00 A.M.

Accordingly, the Resolution and Explanatory Statement with reference thereto is being sent to you along with the postal ballot form and self addressed envelope for your consideration.

To authorize the Board or a Committee thereof to sell the 'Insulators Division';

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a), Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with rule 22 and other applicable rules of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approvals, consents, permissions and sanctions as may be necessary from the concerned Authorities and subject to such terms and conditions as may be imposed by them, consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board" which expression shall also include a committee thereof) to sell and transfer, the Company's undertaking comprising the business of manufacture and sale of composite polymer insulators hereinafter referred to as the 'Insulators Division' along with the specified assets and liabilities related to the 'Insulators Division' including but not limited to manufacturing, marketing and trading facilities along with all licenses, permits, intellectual property rights, consents and approvals whatsoever, relating thereto as well as employees to the Indian subsidiary of MPS Mauritius Holding (MPS), in the manner and as per the key terms and conditions set out in the Explanatory Statement to the Notice of this meeting, as a going concern on Slump Sale basis for a consideration of Rs.1080 Million (Rupees One Billion and Eighty Million only), subject *inter alia* to deductions for indebtedness and specified liabilities taken over by the purchaser and to be suitably adjusted for net working capital at the date of actual transfer and such transfer shall be with effect from such date as may be fixed in this behalf by the Board."

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, matters, deeds and things, as may be necessary, without further referring to the Members of the Company, including finalizing the terms and conditions, methods and modes in respect thereof, determining the exact effective date for the consummation of the sale and transfer of the ‘Insulators Division’, finalizing and executing necessary documents including schemes, agreements, deeds of assignment / conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate, to give effect to this Resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing be and are hereby approved, ratified and confirmed in all respects.”

By order of the Board
For **Goldstone Infratech Limited**

Place : Secunderabad
Date : 11th July, 2015

Sd/-
P.Hanuman Prasad
Company Secretary

NOTES:

1. Pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), the Explanatory Statement setting out material facts and reasons for the proposed Special Business is appended herein.
2. The Postal Ballot Notice is being sent to all the Members of the Company whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 07th August, 2015 (Friday). In accordance with Rule 22(3) of the Rules, after the postal ballot is dispatched , an advertisement will be published in at least one English language and in one vernacular language newspaper circulating in Hyderabad.
3. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self-addressed envelope. Unsigned Postal Ballot Form(s) will be rejected. Postage will be borne by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) can also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before 14th September, 2015 (Monday), 6:00 P.M to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s). **The remote e-voting module shall also be disabled by CDSL for voting thereafter.**
4. The Company has appointed Mr. S. Chidambaram, Practicing Company Secretary, having his office situated at 6-3-855/10/A, Flat No. 4A, Sampathji Apartments, Near Niraj Public School, Lane opposite to Green Park Hotel, Ameerpet, Hyderabad-500016 as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended remote **e-voting facility** as an alternative, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
6. For remote e-Voting or for casting their vote through postal ballot in physical form, members may refer to the instructions which are given as part of this notice.

Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and rule 22 along with other applicable rules of the Companies (Management and Administration) Rules, 2014 setting out all the material facts pertaining to the Special Resolution.

Background to the proposed transaction:

The Company has been engaged in manufacture and sale of 'Long Rod Polymer Insulators' and has gained leadership position in India owing to a strong trajectory of growth driven by technology and quality. Even though market demand for insulators is high however there is intense competition from Chinese manufacturers. To reach the next level of market penetration, the company would have to necessarily look at expanding the present market from the domestic level to the global level and to introduce a wider range of Polymer Insulators. To set up the infrastructure for manufacture of the new products and to build up from the current level of 'capacity' both in terms of production and marketing would entail huge level of investments in the form of land, buildings, manpower and machinery. The Company has also to face up to the challenge of intense competition from the Chinese globally. Your Board after having reviewed the requirements in this regard and the constraints within which it is operating the business, felt that it was in the best interests of the Company and its shareholders to exit by sale of the Insulator Business to the purchaser who, being an international major in this field, would provide value creation in a rapidly transforming market scenario, where accelerated creation of scale is critical.

MPS Mauritius Holding (MPS) which is a part of the MacLean Fogg Group, through its Indian subsidiary, has agreed to purchase the total 'Insulators Division' on a 'slump sale' basis along with all assets and liabilities including all licenses, permits, consents and approvals whatsoever as well as its employees, as a "going concern" for a total consideration of Rs.1080 Million (Rupees One Billion and Eighty Million only) which consideration shall be subject to deductions for indebtedness and specified liabilities taken over and for suitable adjustments for Net Working Capital at the date of actual transfer."

As part of the sale of the 'Insulator Division', the manufacturing plant located at Plot No 1 & 9, IDA, Phase-II, Cherlapally, Hyderabad would be transferred to the purchaser. The Company shall continue to retain the plant located at Plot No.8, IDA, Gaddapotharam, Jinnaram Manadal, Medak District, Telangana. This plant retained by the Company is presently engaged in the manufacture of castings & galvanizing and has been supplying mechanical items to the Insulators plant. The Company plans to continue with this business and shall explore the commercial feasibility to expand this business while identifying other new products to be taken up for manufacture using the proceeds of sale of the 'Insulators Division'.

About the Purchaser:

The Purchaser shall be an (yet to be incorporated) Indian Subsidiary of MPS Mauritius Holding which in turn is a subsidiary of MacLean Power LLC, US. MacLean Power LLC, part of MacLean Fogg group, is the provider of the world's most comprehensive line of Composite Insulators, Line Hardware, Fiber-glass products, Underground Enclosures and Arresters to the global electrical utility market. It currently has over 1,700 employees with manufacturing facilities located world-wide.

Terms and conditions of the proposed transaction:

The key terms and conditions are summarized below:

- (i) The aggregate consideration for the sale of the 'Insulator Division' is subject to deductions for indebtedness and specified liabilities taken over and for adjustments reflecting movements (above or below a pre-agreed threshold) in net working capital at completion of the sale and transfer of the said Business;
- (ii) The aggregate consideration for the proposed transaction will be payable in cash on completion (subject to allowance for estimates of the deductions and adjustments as described above), except for a certain amount which will be retained in an escrow in a jointly controlled retention account for a certain specified period post completion. The release of funds from the Escrow Account shall be subject, in each case, to any substantiated claims that are made within the said period, as recourse for the Purchaser for any amounts payable in relation to any proven indemnity claims including for taxation, in respect of warranties and for breach of covenants. The warranties to be provided in respect of the 'Insulator Division' shall be customary as applicable for a transaction of such nature and the indemnity claims for breach of warranties and covenants shall be subject to limitations of liability including deminimis, monetary and time related caps;

- (iii) The transfer of employees related to the 'Insulator Division' shall be with continuity of service and on terms and conditions of service no less favourable than those existing as on the effective date of their transfer to the Purchaser;
- (iv) The Company shall be subject to non-compete restrictions for a period of five (5) years from the date of completion of the sale and transfer of the 'Insulator Division'.

Effect of the proposed transactions:

The company will utilize the proceeds of the sale arising from the proposed transaction after payment of taxes, if any, inter alia, for acquiring or starting new businesses by considering the present and future market scenario in the interest of all stakeholders of the Company and for suitably rewarding the shareholders. The Board is of the opinion that pursuit of the newer business initiatives should provide the Company ample growth opportunities and the shareholders attractive returns going forward. Further the proceeds of the sale arising from the proposed transaction would be invested in interest bearing instruments till the Company identifies and decides to invest in the new business(es) to be carried on by the Company.

Recommendation of the Board:

In the opinion of the Board, the sale of the 'Insulators Division' generates significant shareholder value and presents a great monetization opportunity to the Company. Given the current market dynamics and future prospects, your Board considers it is an opportune time to exit the business and focus on newer / emerging areas. The Board believes that the consideration for the sale of the Insulators Division (subject to adjustments as stated above) represents a fair value for the Business having regard to the independent valuation carried out by one of the big four Global Accounting Firms and covered in their report dated 10th July, 2015 and that the transaction is in the best interests of the Company and the shareholders as a whole. Accordingly the Board commends the item of business for the approval by the shareholders.

The proposal for the sale and transfer of the 'Insulators Division' of the Company and the associated terms and conditions were considered by the Audit Committee and recommended to the Board at its meeting held on 11th July, 2015. The Board is also of the opinion that the Purchaser has the necessary technical and financial strengths required to grow the business. Accordingly, given the value accruing to the Company, the Board, at its meeting held on 11th July, 2015 has, subject to the approval of the shareholders of the Company and other statutory or contractual obligations, approved the sale and transfer of the 'Insulator Division' on the key terms as set out herein above.

Requirement of Shareholders Approval:

The above proposal is subject to the approval of Members and other concerned authority(ies). Pursuant to the provisions of Section 180 (1) (a), Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with rule 22 and other applicable rules of the Companies (Management and Administration) Rules, 2014 the sale, transfer or disposal of an undertaking requires the approval of the Members by a Special Resolution by way of Postal Ballot. Accordingly, the approval of the Members is being sought through Postal Ballot for passing the Special Resolution as set out in the above Notice.

Inspection of documents:

The Valuation Report dated 10th July, 2015 is open for inspection by the Members at the Registered Office of the Company on all working days between 10:00 A.M and 12:00 noon up to the date of declaration of the Results of voting by Postal Ballot by the Company.

Nature of concern or interest of Directors or KMPs and their relatives:

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

By order of the Board
For **Goldstone Infratech Limited**

Sd/-

P.Hanuman Prasad
Company Secretary

Place: Secunderabad
Date: 11th July, 2015