



PEOPLE PROCESS TECHNOLOGY

GNR's RV Insignia, Plot No. 28-30,  
Municipal No. 1-98/9/3/33,35,37,  
Survey No. 70, Silicon Valley Layout,  
Image Garden Road, Madhapur,  
Hyderabad - 500 034.  
Phone : +91 40 66284999  
Fax : +91 40 66284900  
URL : [www.goldstonetech.com](http://www.goldstonetech.com)  
CIN : L72200TG1994PLC017211  
E-mail Id : [corporate@goldstonetech.com](mailto:corporate@goldstonetech.com)

04<sup>TH</sup> September, 2017

To,  
The BSE Limited  
The National Stock Exchange of India Ltd.

**Sub: Submission of Notice & Annual Report of Annual General Meeting**  
**Scrip Code on BSE : 531439**  
**Scrip ID on NSE : GOLDTECH**

Dear Sir/Madam

In accordance with the Regulation 34 and applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to submit you the Notice and Annual Report of Annual General Meeting (enclosed below) of the Company scheduled to be held on Thursday, 28<sup>th</sup> September, 2017 at 4.30 P.M which has been approved by the Board of Meeting at its Meeting held on 31<sup>st</sup> August, 2017.

Request you to kindly disseminate the same on the websites of Stock Exchanges.

Thanking You

Yours Faithfully,  
**For Goldstone Technologies Limited**

  
**L.P.Sashi Kumar**  
**Director**

## NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of Goldstone Technologies Limited will be held on Thursday, the 28<sup>th</sup> day of September, 2017 at 4.30 P.M. at Plot No. 1 & 9, Phase II, IDA, Cherlapally, Hyderabad - 500 051 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2017, and the Statement of Profit and Loss for the year ended on that date together with the Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Mr. L.P. Sashikumar who retires by rotation and being eligible, offers him-self for re-appointment.
3. To appoint new Statutory Auditors and to fix their remuneration and for this purpose to consider and if thought fit to pass with or without modifications, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Chandra Babu Naidu and Co., (Firm Registration No. 016016S), be appointed as statutory auditors of the Company, in place of M/s. P. Murali & Company, Chartered Accountants (Firm Registration No. 007257S), to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of

the 28<sup>th</sup> AGM, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

### SPECIAL BUSINESS:

4. Ratification of the Appointment of Mr. C. Sudhakar Reddy as Director of the Company and in this regards to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. C. Sudhakar Reddy (DIN: 02191226), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant

provisions of the Articles of Association of the Company and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. C. Sudhakar Reddy (DIN: 02191226) as the Managing Director of the Company for the period of Two (2) years w.e.f. 27.05.2017.

**“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 as specified in Schedule-V or other relevant provisions of the Companies Act, 2013 or any other amendments thereto, as may be agreed between the Board and Mr. C. Sudhakar Reddy.”

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

Sd/-  
**Ramyanka Yadav K**  
Company Secretary

Place: Secunderabad

Date : 31.08.2017

**NOTES:-**

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No. 4 & 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. 4 & 5 of the Notice, are also annexed.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's registered office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of Limited Companies, Societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A Proxy form for the AGM is enclosed.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Numbers in the attendance slip for attending the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Members and Transfer Books of the Company shall remain closed from 22<sup>nd</sup> September, 2017 to 28<sup>th</sup> September, 2017 (both days inclusive) for the purpose of ensuing Annual General Meeting.
8. Queries on accounts and operations of the Company, if any, may please be sent to the Company at least seven days in advance of the Meeting so that the answers may be made readily available at the meeting
9. The Annual Report of the Company for the year 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The Annual Report of the Company for the year 2016-17 circulated to the Members of the Company is available on the Company's website, viz. [www.goldstonetech.com](http://www.goldstonetech.com).
10. 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.

## 11. 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 23<sup>rd</sup> 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 20<sup>th</sup> September, 2017 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on Monday, 25<sup>th</sup> September, 2017 (09:00 hrs) and will end on Wednesday, 27<sup>th</sup> September, 2017 (17:00 hrs). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

Shareholders who have already voted prior

to the meeting date would not be entitled to vote at the meeting venue.

The Company has appointed Mr. Prathap Satla & Associates, Practising Company Secretaries, 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.

12. The e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
13. 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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).</li> <li>• 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.</li> </ul>
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. or
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"> <li>• 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).</li> </ul>

(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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**B. In case of members receiving the physical copy of notice of 23<sup>rd</sup> Annual General Meeting (for members whose e-mail IDs are not registered with the Company/Depositories):**

- i. Please follow all the steps from S.No.(i) to S.No. (xvii) to cast vote

**C. General Instructions:**

- i. The voting rights of Members shall be in proportion to the shares held by them in the Paid-up equity share capital of the Company as on 20<sup>th</sup> September, 2017 (cut off date).
- ii. Members can opt for only one mode of voting, i.e., either by physical poll or e-voting. In case Members cast their votes through both the modes, then voting done by such member will be treated as invalid.
- iii. Members who do not have access to e-voting facility have been additionally provided the facility through Ballot Form. They may send duly completed Ballot Form to the Scrutinizer, Mr. Prathap Satla & Associates, Practicing Company Secretaries 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

23<sup>rd</sup> 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](mailto: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 three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.goldstonetech.com](http://www.goldstonetech.com) and on the website of [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
- vii. The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him within two days of the AGM.

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

### **ITEM NO. 4 & 5**

Based on the recommendation of the Nomination and Remuneration Committee, Mr. C. Sudhakar Reddy was appointed as an Additional Director on the Board of the Company with effect from 7<sup>th</sup> April, 2017 to hold office up to the date of the Annual General Meeting.

In view the unwillingness letter tendered by Mr. P.S. Parthasarthy vide his letter dated 24.05.2017 whose term as Managing Director was ought be to completed on 26.05.2017, Management has considered Mr. C. Sudhakar Reddy for the position of Managing Director of the Company.

Based on Recommendations of the Nomination and Remuneration Committee, the Board has appointed Mr. C. Sudhakar Reddy as the Managing Director of the Company for a period of 2 (Two) years with effect from 27<sup>th</sup> May, 2017, subject to the approval of the Members.

### **GENERAL INFORMATION:**

The operations of the Company would come under the purview of the Software and IT enabled services. The Company has started its commercial operations on 18<sup>th</sup> March, 1994.

During the year under review, your Company has reached a Consolidated Turnover of ₹ 371.70 Million as compared to ₹ 519.83 Million for the previous Financial Year. The Standalone Turnover was ₹ 215.12 Million as against a Turnover of ₹ 237.44 Million during the previous year. The Consolidated Net Loss for the year 2016-17 was (₹ 63.96) Million in comparison with Net loss of (₹ 11.95) Million during the previous year and the Standalone Net Loss is (₹ 51.00) Million during the year and in comparison with Net profit of (₹ 8.65) Million during the previous year. The Company does not have any direct foreign investments as well as collaborations however company is having wholly owned subsidiary situated at outside India.

### **INFORMATION ABOUT THE APPOINTEE:**

The Details of Mr. C. Sudhakar Reddy are as follows:

#### **(1) Background details:**

Mr. C. Sudhakar Reddy is a young entrepreneur holding the pioneer position of Managing Director of the most famed e-ticketing initiative Company M/s. Abhibus Services (India) Private



Limited. At present he is drawing remuneration of ₹ 10,36,800/- per month from M/s. Abhibus Services (India) Private Limited.

- (2) Past remuneration: Not Applicable.
- (3) Recognition or awards: NIL
- (4) Job profile and his suitability:

Considering his vast experience in the field of software and technology supported services, the management was of the view that his rich experience and knowledge in the field of technology supported services would help the company to reach its pinnacle of its success.

- (5) Remuneration proposed: NIL
- (6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person; **Not Applicable**, since no remuneration has been proposed.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any : No

#### **OTHER INFORMATION:**

- i) **Reasons of loss or inadequate profits** : The Economic slowdown continues to bear an impact on the overall business. IT organizations are working towards improving efficiencies through better business intelligence reducing the dependence on the manpower. While this is a positive move in terms of the overall Analytics/Business Intelligence business segment of Goldstone, the impact is seen on the managed services/staffing side of the business. There is a need to focus on diversifying the business beyond the key revenue generating segments that Goldstone has been catering to.
- ii) **Steps taken or proposed to be taken for improvement:** Having ventured into the Business Intelligence segment 3 year ago, the company is in a respectable pool of major customers within the software sales segment (Tableau Analytics). We are

moving in the direction of developing our consulting segment by producing a high talent pool of certified analytics resources catering to the niche implementation and business analysis customers, which is the key area of growth for this period. The analytics consulting business has seen a steady growth quarter on quarter during the FY 2016-17. We are taking steps in the right direction to boost this growth further while focusing on consistent growth in the off-shore support, managed services and staffing segments.

#### **iii) Expected increase in productivity and profits in measurable terms:**

The Company will take the opportunity in the BI Analytics and off-shore IT support segments and expected to grow to the tune of 30 to 35 % in the FY 2017-18 resulting into considerable growth in Turnover and Profitability.

No stock options have been proposed or given to Mr. C. Sudhakar Reddy.

The above mentioned explanatory statement read together with the resolutions specified under SPECIAL BUSINESS as item no. 4 & 5 of the Notice convening the Annual General Meeting may be considered as an abstract, under Section 102 of the Companies Act, 2013.

Your Directors recommended the resolution for your approval.

#### **MEMORANDUM OF INTEREST:**

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 TECHNOLOGIES LIMITED**

**Sd/-**  
**Ramyanka Yadav K**  
Company Secretary

Place: Secunderabad

Date : 31.08.2017

**ADDITIONAL INFORMATION ON DIRECTORS SEEKING APPOINTMENT/  
RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING:**

(Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**Directors' Profile:**

A brief resume of the Directors seeking appointment/re-appointment in the Annual General Meeting as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below.

**Date of Appointment, Shareholding in the Company, Directorship in Companies and Chairmanship/ Membership of the Committees:**

<b>Name of the Director</b>	<b>Mr. L.P. Sashikumar</b>	<b>Mr. C. Sudhakar Reddy</b>
Date of Birth	28.10.1950	06.09.1983
Date of Appointment	30.10.2007	07.04.2017
No. of shares held (As on 05.04.2017)	757	Nil
Expertise in functional areas	33 years of experience in the Industry and Business Sector	Vast experience in the field of software and technology supported services, the management was of the view that his rich experience and knowledge in the field of technology supported services
List of Directorships in Companies (other than Goldstone Technologies Limited)	7 Companies, out of which is a Managing Director of M/s. Goldstone Infratech Limited	2 Companies out of which he is a Managing Director of M/s Abhibus Services (India) Private Limited
Chairman/ Member of the Committee of the Board of Directors of Companies (other than Goldstone Technologies Limited) on which he is a Director	1	Nil
Relationship between Directors inter-se	Relative to Mr. Clinton Travis Caddell, Director of the Company	No relation with any of the Directors on the Board.