

**Notice of
Extra-Ordinary General Meeting on
9th September 2017 at 3.30 P.M.**



Goldstone

GOLDSTONE INFRATECH LIMITED

Registered Office: 9-1-83 & 84, Amarchand Sharma Complex,
S.D.Road, Secunderabad, Telengana 500003

Phone No. 040-27807640

Email: info@goldstone.net

Web: www.goldstonepower.com

(CIN: L64203TG2000PLC035451)

Notice of Extra-Ordinary General Meeting

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of GOLDSTONE INFRATECH LIMITED will be held on Saturday, 9th September, 2017 at Plot No. 1 & 9, Phase - II, IDA, Cherlapally, Hyderabad - 500 051 (Road Map for the same is also enclosed along with the Notice) at 3.30 P.M. to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1- ISSUE OF EQUITY SHARES ON A PREFERENTIAL ALLOTMENT BASIS

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder (the “Act”), and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (the “RoC”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and subject to requisite approvals, consents, permissions and/or sanctions, if any of them and other appropriate statutory, regulatory or other authority (including RBI) or subject to applicable guidelines of Foreign Exchange Management Act (“FEMA”) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot on preferential basis, up to 1,41,00,000 (One Crore and Forty One Lakh only) equity shares of face value of ₹ 4/- each (Rupees Four Only) fully paid-up for cash at issue price of ₹ 80.10/- (Rupees Eighty and Ten Paise only) (including premium of ₹ 76.10/- (Rupees Seventy Six and Ten Paise only) per share aggregating to ₹ 112,94,10,000 (Rupees One Hundred Twelve Crores Ninety Four Lakhs and Ten Thousand only) determined in accordance with the provisions of Chapter VII of SEBI ICDR Regulations, 2009 as on the Relevant Date, to the following subscribers who are belonging to the Non-Promoter category and on such other terms and conditions as may be approved by the Board:

S.No.	Details of subscriber	Number of Equity Shares	Consideration (in ₹)
1	M/s. Gyanmay Investment Advisors LLP	11,200,000	89,71,20,000
2	Mr. Rohit Ashwin Kothari	1,000,000	8,01,00,000
3	M/s. Indianivesh Capitals Limited	8,00,000	6,40,80,000
4	Mr. Samit Bhartia	7,00,000	5,60,70,000
5	Mr. Gagan Chaturvedi	2,00,000	1,60,20,000
6	Ms. Harsha Gokul Chawla	1,00,000	80,10,000
7	Mr. Sandeep Rajendrakumar Jain	1,00,000	80,10,000
	TOTAL	1,41,00,000	1,12,94,10,000

“RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter VII of the SEBI ICDR Regulations, for the determination of issue price of the equity shares is 10th August, 2017 i.e. 30 days prior to the date of Extra-Ordinary General Meeting (EGM).”

“RESOLVED FURTHER THAT aforesaid issue of equity shares shall be subject to the following terms and conditions:

- a) The proposed allottee shall be required to bring in 100% of the consideration for the equity shares to be allotted to such proposed allottee, on or before the date of allotment thereof;
- b) The consideration for allotment of equity shares shall be paid to the Company from the bank accounts of the respective proposed allottee;
- c) The equity shares to be allotted to the proposed allottee shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations;
- d) The equity shares so allotted to the proposed allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- e) The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing this resolution provided where the allotment of the equity shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval; and
- f) Allotment shall only be made in dematerialized form.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottee through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e BSE Limited & National Stock Exchange of India Limited.”

“RESOLVED FURTHER THAT the equity shares proposed to be so allotted shall rank pari passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of ₹ 4/- (Rupees Four only) each of the Company.”

“RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Board.”

ITEM NO.2 ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS:

To consider and, if thought fit, to give your assent or dissent to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder (the “Act”), and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (the “RoC”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and subject to requisite approvals, consents, permissions and/or sanctions, if any of them and other appropriate statutory, regulatory or other authority (including RBI) or subject to applicable guidelines of Foreign Exchange Management Act (“FEMA”) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents,

permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board, to create, offer, issue and allot on preferential basis not more than 54,00,000 (Fifty Four Lakhs only) no of Convertible Warrants (hereinafter referred to as the "Warrants") to **M/s. Goldstone Power Private Limited** (hereinafter referred to as Promoter/Warrant holder) being a person belonging to Promoter group with such warrants carrying an option / entitlement to the warrant holder to subscribe to 54,00,000 (Fifty Four Lakhs Only) equity shares of the face value of ₹ 4/- (Rupees Four only) each for cash at a price of ₹ 80.10/- (Rupees Eighty and Ten Paise only) per warrant aggregating up to an amount of ₹ 432,540,000/- (Rupees Forty Three Crores Twenty Five Lakhs and Forty Thousand only) determined in accordance with the provisions of Chapter VII of SEBI ICDR Regulations, 2009 as on the Relevant Date, to the **M/s. Goldstone Power Private Limited** who is belonging to the Promoter group and on such other terms and conditions as may be approved by the Board."

"RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter VII of the SEBI ICDR Regulations, for the determination of issue price of the warrants is 10th August, 2017 i.e. 30 days prior to the date of Extra-Ordinary General Meeting (EGM)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares in one or more tranches as may be required to be issued and allotted upon exercise of option by the warrant holder and the equity shares issued on conversion of said warrants shall rank pari passu in all respects including dividend with the existing fully paid up equity shares of the Company."

"RESOLVED FURTHER THAT:

- a. The warrants to be offered, issued and allotted shall be subject to the provisions of the Act and the SEBI ICDR Regulations.
- b. An amount equivalent to at least 25% (Twenty Five per cent) of the warrants value, shall become payable for the warrants on or before the date of the allotment of warrants and balance 75% (Seventy Five per cent) of the warrants value shall be paid before the exchange of warrants for equity shares otherwise the said amount be forfeited, in case the option to acquire equity shares is not exercised within a period of 18 months from the date of issue of warrants. The amount paid against warrants shall be adjusted / set off against the price payable for the resultant equity shares.
- c. Subject to applicable provisions of law, such warrants, may at the option of the holder, be exercised for equity shares of the Company, within 18 months from the date of allotment, and on such terms and the conditions, in such form and manner as the Board and the holder of the warrants may, in their absolute discretion, think it.
- d. The equity shares to be issued and allotted by the Company upon exercise of the warrants in the manner aforesaid shall be in dematerialized form.
- e. The warrants, and pursuant to conversion of warrants, the equity shares to be allotted to the proposed allottee, shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.

"RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned equity shares and to vary, modify or alter any of the terms and conditions, including, size of the issue, as it may deem expedient."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board of Directors/Committee(s) of the Board be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary

flings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolutions.”

ITEM NO.3 TO CONSIDER AND APPROVE THE EMPLOYEE STOCK OPTION PLAN 2017 (ESOP 2017)

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 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 and any other regulations as may be required, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [SEBI (SBEB Regulations)], and further subject to approval of the members and such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed imposed while granting such approvals, permissions and sanctions the consent of Members of the Company be and is hereby accorded to the introduction and implementation of ‘Goldstone Infratech Limited Employee Stock Option Plan 2017’ (hereinafter referred to as the ‘GILESOP 2017’ or the ‘Scheme’) authorizing the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include Compensation Committee or any other Committee, which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution) to create, and grant from time to time in one or more tranches, and to create, and grant from time to time in one or more tranches, not exceeding 27,00,000 (Twenty Seven Lakhs) Employee Stock Options to or for the benefit of such person(s) who are in permanent employment of the Company including any Director thereof, whether whole time or otherwise (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided under GILESOP 2017, exercisable into not more than 27,00,000 (Twenty Seven Lakhs) equity shares of face value of ₹ 4/- (Rupees Four) equity each fully paid up, on such terms and in such manner in accordance with the provisions of the applicable laws and the provisions of GILESOP 2017.”

“RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others if any additional equity shares are issued by Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the ceiling on the number of options mentioned in the resolution above, shall be deemed to be increased to the extent of such additional equity shares issued.”

“RESOLVED FURTHER THAT in case the equity shares of the Company are split or consolidated, then the number of shares to be allotted and the exercise price payable by the option grantees under the Scheme shall automatically stand augmented or reduced in the same proportion as the present face value of ₹ 4/- (Four) per equity share bears to the revised face value of the equity shares of the Company after such split or consolidation, without affecting any other rights or obligations of the said grantees.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under GILESOP 2017 on the Stock Exchanges where the equity shares of the Company are listed.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB regulations and any other applicable laws and regulations to the extent relevant and applicable to the GILESOP 2017.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary alter, amend suspend or terminate the GILESOP 2017 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems, fit, for such purpose and also to settle any issues, questions, difficulties, or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such, modification, change, variation, alteration, amendment, suspension or termination of the GILESOP 2017 and do all other things incidental and ancillary thereof.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Center and other Advisors,

Consultants or Representatives, being incidental to the effective implementation and administration of GILESOP 2017 as also to make applications to the appropriate authorities, Parties and the Institutions for the requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s) and all other documents required to be filed in the above connection and to settle all such questions difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder.
2. A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the meeting.
3. The relevant Statement pursuant to the provisions of Section 102 (1) of the Companies Act,2013 in respect of the special business items (Nos. 1, 2 and 3) is annexed hereto.
4. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
5. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
6. Members/Proxies should fill in the attendance slip for attending the meeting and carry the same to the meeting.
7. The Board of Directors, at their meeting held on 14th August, 2017 (BM Date), has appointed Mr. Prathap Satla, Practising Company Secretary, as Scrutinizer for conducting the e-voting and poll process in a fair and transparent manner.
8. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are annexed to this Notice. The Company is also pleased to provide the facility of remote e-voting to all members as per the applicable regulations relating to e-voting. The e-voting instructions have been given below explaining the process of remote e-voting with necessary User ID and Password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on 9th September, 2017 (EGM Date).
9. Please note that the Members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
10. A Member cannot exercise his vote by proxy on e-voting.
11. The e-voting period commences on Wednesday, 6th September 2017 (9.30 A.M. IST) and ends on Friday 08th September, 2017 (5.00 P.M. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 1st September, 2017, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 1st September, 2017, Any person who is in receipt of this notice but is not a member as on the cut-off date i.e. 1st September, 2017 should treat this notice for information purpose only.

13. Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of Notice of this Extra-Ordinary General Meeting and holds shares as on the cut-off date i.e. 1st September, 2017 may obtain the login ID and password by sending a request at cs@goldstone.net. However, if such person is already registered with M/s. Central Depository Services (India) Limited, for remote e-voting, they may use their existing User ID and Password for casting their vote.
14. 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.
15. The particulars as required by Rule 20 of the Companies (Management and Administration) Rules, 2014 shall be published through an advertisement in the following newspapers: (i) Financial Express in English and (ii) Nava Telangana having wide circulation in the district where the registered office of the Company is situated.
16. The Scrutinizer will submit his report to the Chairman/Managing Director after the completion of scrutiny, and the result of the voting will be announced by Managing Director/ any other Director of the Company duly authorized, on or before 11th September, 2017 at the registered office of the Company and will also be displayed on the Company's website www.goldstonepower.com and communicated to the Depositories, Registrar and Share Transfer Agent on the said date. The result of the voting will also be published in the newspapers.
17. The Board of Directors has appointed the Managing Director as the person responsible for this process.
18. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and members who hold shares in physical form are requested to write their folio numbers in the attendance slip for attending the meeting.
19. Members are requested to notify any change of their address to the Company's Registrars and Share Transfer Agent, M/s Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad-500 029.
20. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing companies to send documents to their shareholders in the electronic mode. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, Companies are permitted to serve communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the Registrar and Share Transfer Agent of the Company and register their email ID. Members holding shares in demat form are requested to register/update their email address with their Depository Participant(s) directly. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.
21. Members may also note that this notice will be available on the Company's website: www.goldstonepower.com, Relevant documents referred in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours upto the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the Registered office of the Company at 9-1-83 & 84, Amarchand Sharma Complex, S.D. Road, Secunderabad-500 003, TG, India and will also be made available at the Meeting.

INSTRUCTION FOR E-VOTING

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with 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 Extra-Ordinary 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 1st September, 2017 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on Wednesday, 6th September, 2017 (9.30 A.M. IST) and ends on Friday 8th September, 2017 (5.00 P.M. IST).

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, Practising Company Secretary, CP No. 11879 to act as Scrutinizer to conduct and scrutinize the electronic voting process and poll at the Extra-Ordinary 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.
Date of Birth (DOB)	<p>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.</p>
Dividend Bank Details	<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 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 respectively. 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 Extra-Ordinary General Meeting (for members whose e-mail ids are not registered with the Company/Depositories):

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 1st 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, M/s. Prathap Satla & Associates, CP No.11879, Practising Company Secretary having his 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 date of Extra-Ordinary General Meeting. Members have the option to request for physical copy of Ballot Form by sending an e-mail to cs@goldstone.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 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.goldstonepower.com and on the website of www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
- (vii) The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him within two days of the EGM.

By Order of the Board
For **Goldstone Infratech limited**

Sd/-
L P. Sashi Kumar
Managing Director

Date : 14th August, 2017
Place : Secunderabad

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 - Issue of Equity Shares to the Subscribers on a Preferential Allotment / Private Placement Basis

Pollution is growing and has been reached danger levels in most of the metropolitan cities in INDIA, along with growth in transportation sector, which in terms brought higher oil imports, greenhouse emissions and noise pollution. To promote eco-friendly vehicles, the government has launched the FAME India scheme offering incentives on electric vehicles. The Company's journey in 2015 has begun towards promoting clean energy solutions to meet the public transportation needs and to control the pollution. Company has established a strategic partnership with the world's largest electric vehicle manufacturer and leading player in advanced battery technologies. The Company has already received orders for electric buses from BEST, Mumbai and HRTC and is in discussions with several other potential customers.

Apart from clean energy solutions for public transport, the Company's business of Polymer Insulators continues to grow where the Company is India's largest manufacturer of extra High Voltage Polymer Insulators and only approved manufacturer in India for 800KV HVDC Polymer Insulators.

To expand the existing capacity, set-up integrated green-field facility for manufacture of Electric Vehicles, invest in related areas and to augment the working capital thereto, the Company proposes to make a preferential allotment of equity shares to:

- a. M/s.Gyanmay Investment Advisors LLP, Permanent Account Number AAJFG1173B, having its office at 128/129 Mittal Chambers, 12th Floor, Nariman Point, Mumbai-400021.
- b. Mr.Rohit Ashwin Kothari, Permanent Account Number AACPK3694G, having his address at Gold Cornet, Flat No. 4, 1st Floor, 11, Nawrojee Gamadia Road, Mumbai-400026.
- c. M/s.Indianivesh Capitals Limited, Permanent Account Number AAACJ6703C, having its Registered Office at Lodha Suprenus, 17th Floor, 1705 Senapati Bapat Marg, Lower Parel (West), Mumbai 400013.
- d. Mr.Samit Bhartia, Permanent Account Number AATPB5034G, having his address at Block 12 Apt 902 Hill. Ridge Springs Gachibowli, Hyderabad-500032.
- d. Mr.Gagan Chaturvedi, Permanent Account Number AACPC7963N, having his address at 712-715 Tulsiani Chambers, 212 Nariman Point, Mumbai-400021.
- e. Ms.Harsha Gokul Chawla, Permanent Account Number ACVPC5294M, having her address at Flat No. C-1 Green Valley Apartments, Road No 70, Journalist Colony, Huda Enclave, Jubilee Hills, Hyderabad-500033.
- f. Mr.Sandeep Rajendrakumar Jain, Permanent Account Number ADIPJ2662G, having his address at 801, Beachwood Tower, Yari Road Versova, Andheri (West), Mumbai-400 061

on a private placement basis, which has been approved by the Board of Directors of the Company at its meeting held on 14th August, 2017.

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "CA 2013") as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("ICDR Regulations").

Therefore, in terms of said sections, rules and regulations, consent of the Members is being sought for the issue and allotment of 1,41,00,000 (One Crore and Forty One Lakh only) equity shares of face value of ₹ 4/- each (Rupees Four Only) fully paid-up for cash at issue price of ₹ 80.10/- (Rupees Eighty and Ten Paise only) (including premium of ₹ 76.10/- (Rupees Seventy Six and Ten Paise only) per share aggregating to ₹ 112,94,10,000/- (Rupees One Hundred Twelve Crores Ninety Four Lakhs and Ten Thousand only) ("Equity Shares"), on a preferential basis to the Subscribers, entitling the Subscribers to subscribe to and be allotted the Equity Shares, not later than 15 (fifteen) days from the date of passing of this special resolution by the members.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

A) Objects of the Preferential Issue:

The proceeds of the issue will be utilized for expansion of the business, to setup integrated green-field facility for manufacture of Electric Vehicles, investments in related areas and to augment the working capital thereto.

B) The total number of shares or other securities to be issued

The resolution set out in the accompanying notice authorizes the Board to issue to persons other than Promoter and Promoter Group up to 1,41,00,000 (One Crore and Forty One Lakh only) equity shares on preferential basis.

C) Issue Price & Relevant Date

The relevant date as per the ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is 10th August, 2017 ("Relevant Date") (i.e. 30 days prior to the date of proposed EGM which is 9th September, 2017, to approve the proposed preferential issue).

The pricing for Equity Shares shall be higher of the following:

- The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the National Stock Exchange of India Limited during the twenty six weeks preceding the relevant date; or
- The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the National Stock Exchange of India Limited during the two weeks preceding the relevant date.

D) Intention of promoters / directors / key managerial personnel to subscribe to the offer:

None of the promoters, directors or key managerial personnel intend to subscribe to the proposed issue.

E) Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

F) The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control.

S. No.	Details of Subscriber	Category of Subscriber	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding		Beneficial Ownership
					Before conversion of warrants	After conversion of warrants	
1	M/s. Gyanmay Investment Advisors LLP	LLP (Non Promoter)	Nil	1,12,00,000	22.32	20.15	Partners of Gyanmay Investment Advisors LLP represented by the Designated Partner - Mr Mangal Bhanshali (DPIN.01176442)
2	Mr.Rohit Ashwin Kothari	Individual (Non Promoter)	Nil	10,00,000	1.99	1.80	-
3	M/s. Indianivesh Capitals Limited	Listed Company (Non Promoter)	Nil	8,00,000	1.44	1.37	Promoters - 74.59% - Indianivesh Limited (Listed Company) - Artha Sri Investment Consultants LLP (ultimate beneficiary is Mr. Anil Bafna and Family) - Rajesh Nuwal HUF Public - 25.41%
4	Mr. Samit Bhartia	Individual (Non Promoter)	Nil	7,00,000	1.39	1.26	-
5	Mr. Gagan Chaturvedi	Individual (Non Promoter)	Nil	2,00,000	0.40	0.36	-
6	Ms.Harsha Gokul Chawla	Individual (Non Promoter)	Nil	1,00,000	0.20	0.18	-
7	Mr. Sandeep Rajendrakumar Jain	Individual (Non Promoter)	Nil	1,00,000	0.20	0.18	-

S. No.	Category	Pre Issue		Post Issue			
				Post Allotment of Equity Shares but before Conversion of warrants		Post Allotment of Equity Shares and Conversion of warrants	
		No. of Shares held	% of Share holding	No. of Shares held	% of Share holding	No. of Shares held	% of Share holding
A	Promoters' holding						
1	Indian						
	Individual	5,71,350	1.58	5,71,350	1.14	5,71,350	1.03
	Body Corporate	1,77,76,165	49.27	1,77,76,165	35.42	2,31,76,165	41.70
	Sub total	1,83,47,515	50.85	1,83,47,515	36.56	2,37,47,515	42.73
2	Foreign Promoters	-	-	-	-	-	-
	Sub Total (A)	1,83,47,515	50.85	1,83,47,515	36.56	2,37,47,515	42.73
B	Non-Promoters' holding						
1	Institutional Investors						
	Non-Institution Investors	1,38,809	0.38	1,38,809	0.28	1,38,809	0.25
	Directors	-	-	-	-	-	-
	Indian Public Others (Including NRIs)	1,75,94,413	48.77	3,16,94,413	63.16	3,16,94,413	57.02
2	Sub Total (B)	1,77,33,222	49.15	3,18,33,222	63.44	3,18,33,222	57.27
	GRAND TOTAL (A+B)	3,60,80,737	100.00	5,01,80,737	100.00	5,55,80,737	100.00

G) Change in control, if any, Company that would occur consequent to the preferential offer:

There shall be no change in management or control of the Company pursuant to the issue of the equity shares.

H) No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

I) Lock in period:

The equity shares to be allotted on a preferential basis to entities belonging to the non-promoter group shall be subject to 'lock-in' for a period of one year from the date of trading approval for such equity shares in accordance with Regulation 78(2) of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of the proposed allottee, if any, belonging to the non - promoter group, shall be under locked-in from the relevant date up to a period of six months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

J) Terms of Issue of the Equity Shares, if any.

The Equity Shares allotted in terms of this resolution shall rank pari passu with existing equity shares of the Company in all respects.

K) Pricing of Preferential Issue:

The price of equity shares to be issued is fixed at ₹ 80.10/- (Rupees Eighty and Ten Paise only) per equity share of ₹ 4/- (Rupee Four only) each in accordance with the price determined in terms of Regulation 76 of the ICDR Regulations.

L) Basis on which the price has been arrived at:

The Company is listed on BSE Limited and National Stock Exchange of India Limited and the equity shares of the Company are frequently traded in accordance with Regulation 71A of the ICDR Regulations.

For the purpose of computation of the price per equity share, National Stock Exchange of India, the stock exchanges which has the highest trading volume in respect of the equity shares of the Company, higher of the prices quoted during the preceding twenty six weeks and during the two weeks prior to the relevant date has been considered.

In terms of ICDR Regulations, the equity shares shall be allotted at a price not less than higher of the following:

- a. Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the stock exchange, during the twenty six weeks preceding the Relevant Date (i.e. ₹ 71.57/-) or
- b. Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date (i.e. ₹ 78.34/-).

Accordingly, price per Equity Share is ₹ 80.10/- (Rupees Eighty and Ten Paise only) in accordance with the above provisions. Hence the price fixed per each Equity Share is higher than the price calculated in accordance with the SEBI (ICDR) Regulations, 2009.

Since the equity shares of the Company have been listed on the recognized stock exchanges for a period of more than 26 weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

M) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable.

N) The Company hereby undertakes that

- a. It would re-compute the price of the securities specified above in terms of the provisions of the SEBI ICDR Regulations, if it is required to do so.
- b. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

Auditor's certificate:

A certificate from M/s P.Murali & Company, Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations shall be placed before the general meeting of the shareholders.

Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days (excluding Saturdays, Sundays and Holidays) from 11.30 A.M. to 05.00 P.M. till the date of EGM

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

Item No. 2 - Issue of Convertible Warrants on preferential basis

Pollution is growing and has been reached danger levels in most of the metropolitan cities in INDIA, along with growth in transportation sector, which in terms brought higher oil imports, greenhouse emissions and noise pollution. To promote eco-friendly vehicles, the government has launched the FAME India scheme offering incentives on electric vehicles. The Company's journey in 2015 has begun towards promoting clean energy solutions to meet the public transportation needs and to control the pollution. Company has established a strategic partnership with the world's largest electric vehicle manufacturer and leading player in advanced battery technologies. The Company has already received orders for electric buses from BEST, Mumbai and HRTC and is in discussions with several other potential customers.

Apart from clean energy solutions for public transport; the Company's business of Polymer Insulators continues to grow where the Company is India's largest manufacturer of extra High Voltage Polymer Insulators and only approved manufacturer in India for 800KV HVDC Polymer Insulators.

To expand the existing capacity, setup integrated green-field facility for manufacture of Electric Vehicles, invest in related areas and to augment the working capital thereto; the Company is proposing to raise funds by way of equity.

The Company proposes to make a preferential allotment of Convertible warrants to:

M/s. Goldstone Power Private Limited ("GPPL"), Permanent Account Number AADCG8338D, having its Registered Office at 9-1-83 & 84, Amarchand Sharma Complex, S.D.Road, Secunderabad-500003 ("The Promoter/Warrant Holder") on a private placement basis, which has been approved by the Board of Directors of the Company at its meeting held on 14th August, 2017.

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "CA 2013") as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("ICDR Regulations").

Therefore, in terms of said sections, rules and regulations, consent of the Members is being sought for the issue and allotment of 54,00,000 (Fifty Four Lakhs) Warrants at a price of ₹ 80.10/- (Rupees Eighty and Ten Paise only) per each warrant aggregating to ₹ 43,25,40,000/- (Rupees Forty Three Crores Twenty Five Lakhs and Forty Thousand Only) on a preferential basis to the warrant holder, no later than Fifteen (15) days from the date of passing of this special resolution by the members.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

A) Objects of the Preferential Issue:

The proceeds of the issue will be utilized for expansion of the business, to set-up integrated green-field facility for manufacture of Electric Vehicles, investments in related areas and to augment the working capital thereto.

B) The total number of shares or other securities to be issued

The resolution set out in the accompanying notice authorizes the Board to issue to Promoter and Promoter Group up to 54,00,000 (Fifty Four Lakhs) Convertible Warrants on preferential basis.

C) Issue Price & Relevant Date

The relevant date as per the ICDR Regulations for the determination of the price per convertible warrant pursuant to the Regulation 71 of Chapter VII of SEBI (ICDR) Regulations, 2009 is 10th August, 2017 ("Relevant Date") (i.e. 30 days prior to the date of proposed EGM which is 9th September, 2017, to approve the proposed preferential issue).

The pricing for Convertible Warrants shall be higher of the following:

- i. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the National Stock Exchange of India Limited during the twenty six weeks preceding the relevant date; or
- ii. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the National Stock Exchange of India Limited during the two weeks preceding the relevant date;

D) Intention of promoters / directors / key managerial personnel to subscribe to the offer:

Promoters intend to subscribe to the proposed issue to support funding requirements of the Company.

E) The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control.

S. No.	Details of Subscriber	Category of Subscriber	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding	Beneficial Ownership
1	Goldstone Power Private Limited ("GPPL")	Company (Promoter Group)	Nil	54,00,000	9.72	GPPL is the wholly owned subsidiary (WoS) of M/s. Trinity Infraventures Limited (The Promoter Entity-TIL), whose ultimate beneficiaries are as follows: 1. Mrs. Indrani Prasad 2. Mrs. Sunita Prasad 3. Mrs. Mahita Caddell

S. No.	Category	Pre Issue		Post Issue			
				Post Allotment of Equity Shares but before Conversion of warrants		Post Allotment of Equity Shares and Conversion of warrants	
		No. of Shares held	% of Share holding	No. of Shares held	% of Share holding	No. of Shares held	% of Share holding
A	Promoters' holding						
1	Indian						
	Individual	5,71,350	1.58	5,71,350	1.14	5,71,350	1.03
	Body Corporate	1,77,76,165	49.27	1,77,76,165	35.42	2,31,76,165	41.70
	Sub total	1,83,47,515	50.85	1,83,47,515	36.56	2,37,47,515	42.73
2	Foreign Promoters	-	-	-	-	-	-
	Sub Total (A)	1,83,47,515	50.85	1,83,47,515	36.56	2,37,47,515	42.73
B	Non-Promoters' holding						
1	Institutional Investors						
	Non-Institution Investors	1,38,809	0.38	1,38,809	0.28	1,38,809	0.25
	Directors	-	-	-	-	-	-
	Indian Public Others (Including NRIs)	1,75,94,413	48.77	3,16,94,413	63.16	3,16,94,413	57.02
2	Sub Total (B)	1,77,33,222	49.15	3,18,33,222	63.44	3,18,33,222	57.27
	GRAND TOTAL (A+B)	3,60,80,737	100.00	5,01,80,737	100.00	5,55,80,737	100.00

F) Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in management or control of the Company pursuant to the issue of the equity shares.

G) Proposed time within which the allotment of Warrants shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of warrants would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

H) No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

I) Pricing of Preferential Issue:

The price of convertible warrants to be issued is fixed at ₹ 80.10/- (Rupees Eighty and Ten Paise only) per each warrant in accordance with the price determined in terms of Chapter VII of the ICDR Regulations.

J) Basis on which the price has been arrived at:

The Company is listed on BSE Limited and National Stock Exchange of India Limited and the equity shares of the Company are frequently traded in accordance with Regulation 71A of the ICDR Regulations.

For the purpose of computation of the price per Convertible Warrant, National Stock Exchange of India, the stock exchanges which has the highest trading volume in respect of the equity shares of the Company, higher of the prices quoted during the preceding twenty six weeks and during the two weeks prior to the relevant date has been considered.

In terms of ICDR Regulations, the equity shares shall be allotted at a price not less than higher of the following:

- a. Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the stock exchange, during the twenty six weeks preceding the Relevant Date (₹ i.e. 71.57/-) or
- b. Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date (i.e. ₹ 78.34/-).

Accordingly, price per convertible warrant is ₹ 80.10/- (Rupees Eighty and Ten Paise only) per Warrant in accordance with the above provisions. Hence the price fixed per each convertible warrant is higher than the price calculated in accordance with the SEBI (ICDR) Regulations, 2009.

Since the equity shares of the Company have been listed on the recognized stock exchanges for a period of more than 26 weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

K) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable.

L) Lock in period:

The equity shares to be allotted on a preferential basis to entities belonging to the promoter group, pursuant to exercise of options against each convertible warrants, shall be subject to 'lock-in' for a period of three years from the date of trading approval for such equity shares in accordance with Regulation 78(1) of the SEBI ICDR Regulations.

Provided further that equity shares allotted in excess of the twenty per cent shall be locked-in for one year from the date of trading approval pursuant to exercise of options.

M) Terms of Issue of the Convertible Warrants.

- i) The proposed allottee of warrants shall pay an amount equivalent to at least 25% of the Issue Price at the time of subscription and allotment of each warrant. The balance 75% of the Issue Price shall be payable by the warrant holder upon exercise of the entitlement attached to the warrant(s) to subscribe for equity share(s). The amount paid against warrants shall be adjusted / set off against the Issue Price of the resultant equity shares.
- ii) If the entitlement against the warrants to apply for the equity shares is not exercised by the warrant holder, within the specified period stipulated under Regulation 75 of the SEBI ICDR Regulations, the entitlement of the warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrant shall stand forfeited by the Company.

- iii) At any time on or before the expiry of 18 months from the date of allotment of the convertible warrants, the warrant holder will be entitled, to apply for and obtain allotment of 54,00,000 (Fifty Four Lakhs) number of equity shares of face value of ₹ 4/- each of the Company, aggregating upto ₹ 432,540,000/- (Rupees Forty Three Crores Fifty Four Lakhs only) at a price calculated on the basis of Para C above.
- iv) Upon exercise of convertible warrants by the warrant holder, the Board (or a Committee authorized by the Board) shall allot such number of equity shares of face value of ₹ 4/- (Rupees Four Only) each as may be required to be issued and allotted, as would be calculated on the basis of price as determined above. The allotment shall only be made in the dematerialized form.
- v) The equity shares issued pursuant to an exercise of the convertible warrants will be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects including with respect to dividend, with the then fully paid-up equity shares of the Company.
- vi) The equity shares to be allotted on exercise of convertible warrants will be subject to lock in for a period of Three years from the date of receipt of trading approval from stock exchanges where the Company's equity shares are listed.

N) The Company hereby undertakes that

- a. It would re-compute the price of the securities specified above in terms of the provisions of the SEBI ICDR Regulations, if it is required to do so.
- b. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

Auditor's Certificate :

A Certificate from M/s P. Murali & Company, Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations shall be placed before the general meeting of the shareholders.

Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days (excluding Saturdays, Sundays and Holidays) from 11.30 A.M. to 05.00 P.M. till the date of EGM.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

Item No.3 Issue of Employee Stock Option (GILESOP 2017)

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. Your Company believes that equity based compensation schemes are an effective tool to reward the employees (including Directors) of the Company in the growth of the Company, to create an employee ownership in the Company, to attract new talents, to retain the key resources in the organization and for the benefit of the present and future employees of the Company.

With this objective in mind, your Company intends to implement Goldstone Infratech Limited Employee Stock Option Plan 2017 ("GILESOP 2017") for the aforesaid employees.

The Company seeks members' approval in respect of GILESOP 2017 and grant of Stock Options to the eligible employees of the Company as decided in this behalf from time to time in due compliance of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations").

The main features of the GILESOP 2017/ Scheme are as under:

a) Brief description of the Scheme:

The Company proposes to introduce the GILESOP 2017 for the benefit of the permanent employees and Directors of the Company and such other eligible persons as may be determined as per SEBI SBEB Regulations. Options granted under the Scheme shall vest on satisfaction of vesting conditions which can thereafter be exercised resulting in allotment/issue of equity shares of the Company.

All questions of interpretation of the GILESOP 2017 shall be determined by the Compensation Committee ("Committee") and such determination shall be final and binding upon all persons having an interest in GILESOP 2017.

b) Total number of Options to be granted:

The total number of options to be granted under GILESOP 2017 shall not exceed 27,00,000 (Twenty Seven Lakhs) options. Each option when exercised would be converted into one Equity Share of ₹ 4/- (Rupees Four) each fully paid-up.

The SEBI Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such manner that the total value of the options granted under GILESOP 2017 remain the same after any such corporate action. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 27,00,000 shall be deemed to be increased to the extent of such additional options issued.

c) Identification of classes of employees entitled to participate in GILESOP 2017:

Only the permanent employees (including a Director, whether whole-time or not) of the Company shall be eligible to participate in the Scheme. Provided however that the following persons shall not be eligible to participate in GILESOP 2017:

- a. an employee who is a Promoter or belongs to the Promoter Group as defined in the SEBI Regulations;
- b. a Director who either by himself/herself or through his/her relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed Equity Shares of the Company;
- c. Independent Directors.

In case any grant of options would be contemplated to the employees of any Subsidiary Company set-up if any in future and that of the Holding Company, separate approval of the Shareholders shall be obtained as per provisions of SEBI SBEB Regulations, prior to such grant.

d) Requirements of vesting and period of vesting:

All the options granted on any date shall vest not earlier than 1 (one) year and not later than a maximum of Four (4) years from the date of grant of options as may be determined by the Committee. The Committee may extend, shorten or otherwise vary the vesting period from time to time, in accordance with the applicable laws and in the interest of the option grantee.

The vesting dates in respect of the options granted under the Scheme shall be determined by the Committee and may vary from an employee to employee or any class thereof and/or in respect of the number or percentage of options granted to an employee.

Options shall vest essentially based on continuation of employment and apart from that the Committee may prescribe achievement of any performance condition(s) for vesting.

e) Maximum period within which the options shall be vested:

All the options granted on any date shall vest not later than a maximum Four (4) years from the date of grant of options as may be determined by the Committee.

f) Exercise price or pricing formula:

The exercise price shall be equal to the market price at which the options are granted per Employee Stock Option, with a right to the Option Grantee to convert it into one equity share of a face value of ₹ 4/- each

g) Exercise period and the process of Exercise:

The exercise period would commence from the date of vesting and will expire on completion of 1 (one) year from the date of respective vesting of options.

The vested Option shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under GILESOP 2017:

The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.

i) Maximum number of Options to be issued per employee and in aggregate:

The number of options that may be granted to any specific employee of the Company under the Scheme, in any financial year and in aggregate under the GILESOP 2017 shall not exceed 5,00,000 (Five Lakhs) options.

j) Maximum quantum of benefits to be provided per employee under the GILESOP 2017:

The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the market price of the shares as on the date of sale of shares.

k) Route of Scheme implementation:

The Scheme shall be implemented and administered directly by the Company through the Committee. In case Company wishes otherwise, it may be intimated to the members in due course as per the applicable laws.

l) Source of acquisition of shares under the Scheme:

The Scheme contemplates fresh/new issue of shares by the Company.

m) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, Repayment terms, etc.:

This is currently not contemplated under the present Scheme.

n) Maximum percentage of secondary acquisition:

This is not relevant under the present Scheme.

o) Accounting and Disclosure Policies:

The Company shall follow the Guidance Note on Accounting for Employee Share-based Payments and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

p) Method of option valuation:

The Company shall adopt the intrinsic value method of valuation of options. Notwithstanding the above, the Company may adopt any other method as may be required under prevailing applicable laws.

q) Declaration:

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share of the Company shall also be disclosed in the Directors' Report.

Consent of the members is being sought by way of a special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

A draft copy of the GILESOP 2017 Scheme is available for inspection at the Company's Registered Office from 11.30 A.M. to 05.00 P.M. on all working days (excluding Saturdays, Sundays and Holidays) till the date of EGM.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Scheme.

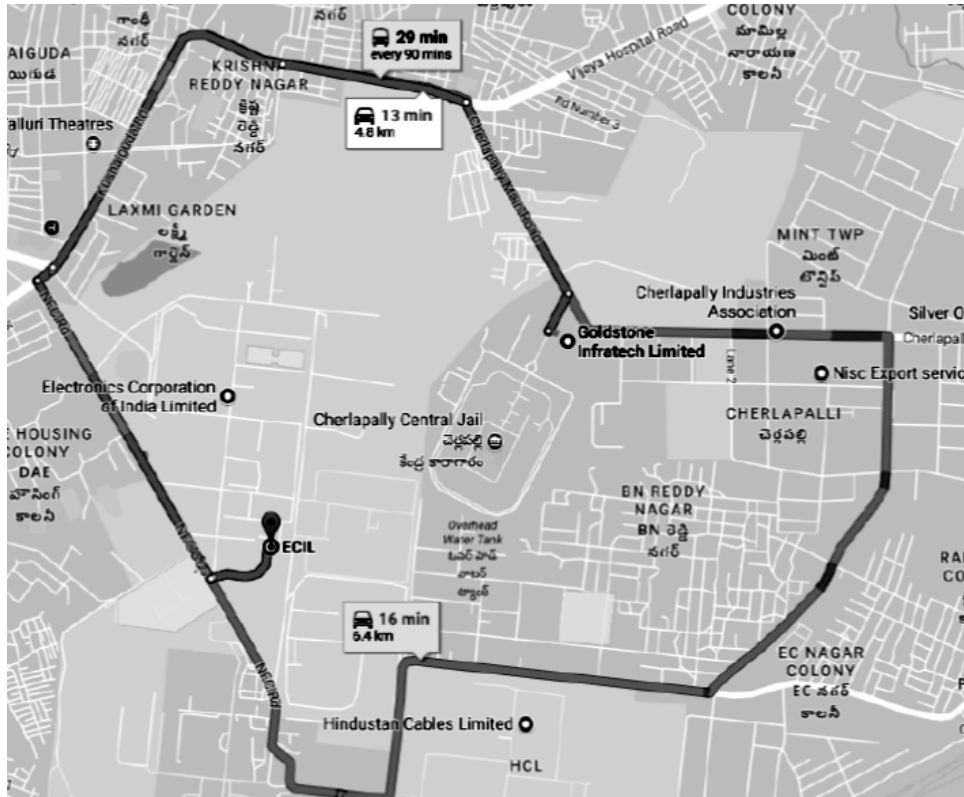
In light of the above, you are requested to accord your approval to this Special Resolution.

By Order of the Board
For **Goldstone Infratech limited**

Sd/-
L P. Sashi Kumar
Managing Director

Date : 14th August, 2017
Place : Secunderabad

EGM Venue Route Map





GOLDSTONE INFRATECH LIMITED

(CIN: L64203TG2000PLC035451)

Registered office 9-1-83 & 84, Amarchand Sharma Complex,

S.D. Road, Secunderabad, Telengana 500 003

Phone No. 040-27807640

Email: info@goldstone.net

Website: www.goldstonepower.com

ATTENDANCE SLIP (to be present at the entrance)

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*	Client Id*	Folio No.	No. of Shares

I hereby certify that I am registered Shareholder/ proxy/representatives of the registered shareholder(s) of **Goldstone Infratech Limited.**

I hereby record my presence at the **EXTRA-ORDINARY GENERAL MEETING** of the Company held on Saturday, 9th September, 2017 at 3.30 P.M. at Plot No. 1 & 9, Phase - II, IDA, Cherlapally, Hyderabad - 500 051, Telangana, India.

Name of the Shareholder :

Name of the Proxy :

Signature of member/proxy :

Note: 1) to be signed at the time of handing over the slip.

2) Members are requested to register their names at least 15 minutes prior to the commencement of the Meeting.

**GOLDSTONE INFRATECH LIMITED**

(CIN: L64203TG2000PLC035451)

Registered office 9-1-83 & 84, Amarchand Sharma Complex,

S.D. Road, Secunderabad, Telangana 500003

Phone No. 040-27807640

Email: info@goldstone.net

Website: www.goldstonepower.com

PROXY FORM

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]**

Name of the member(s):		e-mail Id:	
Registered address:			
Folio No/*Client Id:		*DP Id:	

I / We, being the member(s) holding _____ shares of Goldstone Infratech Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him/her
- 2) _____ of _____ having e-mail id _____ or failing him/her
- 3) _____ of _____ having e-mail id _____ or failing him/her

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Saturday, 9th September, 2017 at 3.30 P.M. at Plot No. 1 & 9, Phase - II, IDA, Cherlapally, Hyderabad - 500 051, Telangana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. ISSUE OF EQUITY SHARES ON A PREFERENTIAL ALLOTMENT BASIS		
2. ISSUE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL ALLOTMENT BASIS		
3. ISSUE OF EMPLOYEE STOCK OPTIONS (ESOPS)		

* Applicable for investors holding shares in electronic form.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

Signed this _____ day of _____, 2017

Signature of holder

Affix a
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder