

IN THE HIGH COURT OF JUDICATURE OF ANDHRA PRADESH :  
AT HYDERABAD

# **GOLDSTONE INFRATECH LIMITED**

Regd. Off.: 9-1-83 & 84, Amarchand Sharma Complex, Sarojini Devi Road,  
Secunderabad - 500 003.

In the matter of Sections 391 and 394 of the said Act

and

In the matter of M/s. Goldstone Infratech Limited

and

In the matter of M/s. Shree Shree Telecom Private Limited

and

In the matter of M/s. Newtech Stewing Telecom Limited

and

In the matter of M/s. Sun Plast-O-Mat Limited

*25/4/2009*

**M/s. GOLDSTONE INFRATECH LIMITED,**

a company incorporated under the Companies Act,

1956 having its registered office at 9-1-83 & 84,

Amarchand Sharma Complex, S. D. Road,

Secunderabad - 500 003.

Represented by its

Company Secretary, Sri. Adalat Srikanth.

Applicant/Transferor Company.

## **NOTICE CONVENING MEETING**

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Meeting of the members pursuant to the order of the Hon'ble High Court of Andhra Pradesh.

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**IN THE HIGH COURT OF JUDICATURE OF ANDHRA PRADESH :  
AT HYDERABAD  
(ORIGINAL JURISDICTION)**

**COMPANY APPLICATION No. 230 OF 2009**  
In the matter of Companies Act, 1956 (1 of 1956)

and  
In the matter of Sections 391 and 394 of the said Act  
and  
In the matter of M/s. Goldstone Infratech Limited  
and  
In the matter of M/s. Shree Shree Telecom Private Limited  
and  
In the matter of M/s. Newtech Stewing Telecom Limited  
and  
In the matter of M/s. Sun Plast-O-Met Limited

**M/s. GOLDSTONE INFRATECH LIMITED,**

a company incorporated under the Companies Act,  
1956 having its registered office at 9-1-83 & 84,  
Amarchand Sharma Complex, S. D. Road,  
Secunderabad – 500 003.

Represented by its  
Company Secretary, **Sri. Adalat Srikanth.**

... Applicant/Transferee Company.

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**NOTICE CONVENING MEETING**

To,  
The Members of  
M/s. Goldstone Infratech Limited,

Take notice that by an order made on the 19.3.2009 the Hon'ble High Court of Judicature of Andhra Pradesh at Hyderabad has directed that the meeting of the shareholders of M/s. Goldstone Infratech Limited, be held at its factory at Plot No. 1 & 9, IDA, Phase II, Cherlapally, Hyderabad – 500 051, on Saturday the 25<sup>th</sup> day of April, 2009 at 11:00 A. M. for the purpose of considering and, if thought fit, approving, with or without modification(s) the proposed scheme of amalgamation of M/s. Shree Shree Telecom Private Limited and M/s. Newtech Stewing Telecom Limited and M/s. Sun Plast-O-Met Limited with M/s. Goldstone Infratech Limited.

IN THE HIGH COURT OF JUDICATURE OF ANDHRA PRADESH :

Take further notice that in pursuance of the said order, the meeting of the shareholders of the transferee company will be held on Saturday the 25<sup>th</sup> day of April, 2009 at 11:00 A. M. at its factory at Plot No. 1 & 9, IDA, Phase II, Cherlapally, Hyderabad – 500 051, which you are requested to attend.

Take further notice that you may attend and vote at the said meeting in person or by proxy, provided that the proxy in the prescribed form duly signed by you or your authorized representative is deposited at the registered office of the transferee company at 9-1-83 & 84, Amarchand Sharma Complex, S. D. Road, Secunderabad – 500 003, not later than 48 hours before the meeting.

The Hon'ble High Court, Andhra Pradesh has appointed Shri Sandeep Reddy Sama, Advocate to be the Chairman of the said meeting.

A copy of the statement under section 393 of the Companies Act, 1956, the scheme of amalgamation and a form of proxy are enclosed.

Sd/-

**Sandeep Reddy Sama**  
Advocate

Chairman appointed for the meeting.

Address : H. No. 16-11-477/6/A/2,  
Dilsukh Nagar, Hyderabad – 500 036.

Place : Hyderabad,  
Date : 23.3.2009.

**IN THE HIGH COURT OF JUDICATURE OF ANDHRA PRADESH :  
AT HYDERABAD  
(ORIGINAL JURISDICTION)**

COMPANY APPLICATION No. 230 OF 2009

In the matter of Companies Act, 1956 (1 of 1956)

and

In the matter of Sections 391 and 394 of the said Act

and

In the matter of M/s. Goldstone Infratech Limited

and

In the matter of M/s. Shree Shree Telecom Private Limited

and

In the matter of M/s. Newtech Stewing Telecom Limited

and

In the matter of M/s. Sun Plast-O-Met Limited

**M/s. GOLDSTONE INFRA TECH LIMITED,**

a company incorporated under the Companies Act,

1956 having its registered office at 9-1-83 & 84,

Amarchand Sharma Complex, S. D. Road,

Secunderabad – 500 003.

Represented by its

Company Secretary, **Sri. Adalat Srikanth.**

... Applicant/ Transferee Company.

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**STATEMENT UNDER SECTION 393 OF THE COMPANIES ACT, 1956**

1. The accompanying notice has been sent for convening meeting of the shareholders of M/s. Goldstone Infratech Limited for the purpose of considering and, if thought fit, approving with or without modifications, the proposed scheme of amalgamation of M/s. Shree Shree Telecom Private Limited (hereinafter referred to as "SSTPL" / First Transferor Company) and M/s. Newtech Stewing Telecom Limited (hereinafter referred to as "NSTL" / Second Transferor Company) and M/s. Sun Plast-O-Met Limited (hereinafter referred to as "SPML" / Third Transferor Company) with M/s. Goldstone Infratech Limited (hereinafter referred to as "GIL" / Transferee Company).

2. The circumstances which justify and / or necessitate the said scheme of amalgamation, inter alia, as follows :-

2.1 That the transferor companies are engaged to carry on the business of Telecommunication Components, Jointing Kits etc.

2.2 That the transferee company is also engaged in the similar line of business activities that of Telecommunication Components, Jointing Kits etc.

2.3 In order to have optimum utilization of the products with wide range of markets geographically it has been thought that the amalgamation of all the transferor companies with the transferee company will give more financial edge, marketing tie up, cost effective and develop multi product range with effective production and supply management chain by availing the infrastructure facilities.

2.4 Moreover by amalgamation, there will be wider financial leverage to the transferee company.

2.5 Apart from the above, the proposed amalgamation will also increase the business/market share and reduce the overhead cost and there will be synergy of operations.

2.6 Therefore it has been decided to amalgamate the transferor companies with the transferee company which will be not only beneficial to its shareholders but as well as to its employees and creditors.

3.0 The details of the financial position of the "SSTPL" / First Transferor Company as per their audited Balance Sheet as at 31<sup>st</sup> March, 2008 are as under :-

3.1 "SSTPL" / First Transferor Company :

(in Rupees)

I. SOURCES OF FUNDS :

Shareholders Funds :

Share capital	15,00,000
Deferred tax liability	4,67,485
Total :	<u>19,67,485</u>

II. APPLICATION OF FUNDS :

Fixed Assets :

Gross block	7,53,474
Less : Depreciation	2,66,009
Net block	<u>4,87,465</u>

Current Assets, Loans & Advances :

Sundry debtors	2,86,991
Cash and bank balances	1,55,486
Loans and advances	2,04,646
	<u>6,47,123</u>

Current Liabilities & Provisions :

Current liabilities	53,75,444
Net current assets	(47,28,321)
Profit and Loss A/c.	(62,08,341)
Total :	<u>19,67,485</u>

3.2 The details of the financial position of the "NSTL" / Second Transferor Company as per their audited Balance Sheet as at 31<sup>st</sup> March, 2008 are as under :-

### 3.3 "NSTL" / Second Transferor Company :

(in Rupees)

#### I. SOURCES OF FUNDS :

##### Shareholders Funds

Share capital 1,49,51,120

Reserves and surplus 1,17,14,571

2,66,65,691

Deferred tax liability 13,84,949

Total : 2,80,50,640

#### II. APPLICATION OF FUNDS :

##### Fixed Assets

Gross block 1,77,33,382

Less : Depreciation 1,49,86,017

Net block 27,47,365

Investments 1,65,735

##### Current Assets, Loans and Advances :

Inventories

Sundry debtors 9,62,808

Cash and bank balances 14,97,385

Loans and advances 2,30,34,104

2,54,94,297

##### Current Liabilities & Provisions

Current liabilities 1,86,454

Provisions 2,00,000

3,86,454

Net current assets 2,51,07,843

Miscellaneous expenditure 29,697

Total : 2,80,50,640

3.4 The details of the financial position of the "SPML" / Third Transferor Company as per their audited Balance Sheet as at 31<sup>st</sup> March, 2008 are as under :-

3.5 "SPML" / Third Transferor Company :

(in Rupees)

SOURCES OF FUNDS :		
<b>Shareholders Funds :</b>		
Share capital		1,44,55,795
Reserves and surplus		35,31,859
		<u>1,79,87,654</u>
<b>Loan Funds :</b>		
Unsecured loans		3,12,01,338
		3,12,01,338
Deferred tax liability		42,73,750
	<b>Total :</b>	<u>5,34,62,742</u>
<b>APPLICATION OF FUNDS :</b>		
<b>Fixed Assets :</b>		
Gross block		3,19,89,925
Less : Depreciation		1,59,18,013
Net block		1,60,71,912
Capital work in progress including advances		43,07,542
		<u>2,03,79,454</u>
<b>Current Assets, Loans &amp; Advances :</b>		
Inventories		6,18,24,964
Sundry debtors		21,10,975
Cash and bank balances		10,89,522
Loans and advances		1,95,87,550
		<u>8,46,13,011</u>
<b>Current Liabilities &amp; Provisions</b>		
Current liabilities		8,24,72,520
Provisions		3,894
		<u>8,24,76,414</u>
Net current assets		21,36,597
Profit and Loss Account		3,09,46,691
	<b>Total :</b>	<u>5,34,62,742</u>

3.6 The details of the financial position of the "GIL" / Transferee Company as per their audited Balance Sheet as at 31<sup>st</sup> March, 2008 are as under :-



### 3.7 "GIL" / Transferee Company :

(in Rupees)

#### I. SOURCES OF FUNDS :

##### Shareholders' Funds

Share capital	8,40,93,220
Reserves and surplus	45,52,15,081
Share warrants money	33,00,00,000
	<u>86,93,08,301</u>

##### Loan Funds

Secured loans	9,17,39,333
Unsecured loans	8,43,66,346
	<u>17,61,05,679</u>

Deferred tax liability

4,21,11,969

Total : 1,08,75,25,949

#### II. APPLICATION OF FUNDS :

##### Fixed Assets

Gross block	41,27,20,731
Less : Depreciation	16,23,87,530
Net block	<u>25,03,33,201</u>

Capital work in progress (including land advances)

57,68,45,590

82,71,78,791

2,31,17,000

##### Investments

##### Current Assets, Loans and Advances :

Inventories	7,49,67,516
Sundry debtors	25,21,69,133
Cash and bank balances	1,43,47,958
Loans and advances	11,35,16,433
	<u>45,50,01,040</u>

##### Current Liabilities and Provisions

Current liabilities	15,38,41,731
Provisions	7,01,94,389
	<u>22,40,36,120</u>

Net current assets

23,09,64,920

Miscellaneous expenditure

62,65,238

Total : 1,08,75,25,949

4.0 A copy of the scheme of amalgamation setting out the terms and conditions of the amalgamation of the business of the transferor companies with the transferee company as approved by the Board of Directors of the transferor companies and the transferee company in their respective Board Meetings is enclosed herewith.

4.1 The shareholding pattern of pre and post amalgamation of the transferee company is given below :-

(I) (a) **Pre- and Post Amalgamation Shareholding Pattern**

Category	Category of Shareholder	Pre Merger		Post Merger	
		Total No. of Shares	Percentage of Holding	Total No. of Shares	Percentage of Holding
<b>A</b>	<b>SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP</b>				
<b>1</b>	<b>Indian</b>				
(a)	Individuals/Hindu Undivided Family	1310515	3.64%	1310515	3.63%
(b)	Central/State Government (s)	—	—	—	—
(c)	Bodies Corporate	17000000	47.19%	17000000	47.12%
(d)	Financial Institutions/Banks	—	—	—	—
(d)	Any Other (Specify)	—	—	—	—
	<b>Sub-Total (A)(1)</b>	<b>18310515</b>	<b>50.83%</b>	<b>18310515</b>	<b>50.75%</b>
<b>2</b>	<b>Foreign</b>				
(a)	Individuals (Non Resident Individuals/ Foreign Individuals)	—	—	—	—
(b)	Bodies Corporate	—	—	—	—
(c)	Institutions	—	—	—	—
(d)	Any Other (Specify)	—	—	—	—
	<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoter and Promoter Group A= (A)(1) + (A)(2)</b>	<b>18310515</b>	<b>50.83%</b>	<b>18310515</b>	<b>50.75%</b>
<b>B</b>	<b>Public Shareholding</b>				
<b>(1)</b>	<b>Institutions</b>				
(a)	Mutual Funds/UTI	—	—	—	—
(b)	Financial Institutions/Banks	31259	0.09%	31259	0.09%
(c)	Central/State Government(s)	—	—	—	—
(d)	Venture Capital Funds	—	—	—	—
(e)	Insurance Companies	71000	0.20%	71000	0.20%
(f)	Foreign Institutional Investors	—	—	—	—
(g)	Foreign Venture Capital Investors	—	—	—	—
(h)	Any Other (Specify)	—	—	—	—
	<b>Sub-Total (B)(1)</b>	<b>102259</b>	<b>0.28%</b>	<b>102259</b>	<b>0.28%</b>
<b>(2)</b>	<b>Non Institutions</b>				
(a)	Bodies Corporate	5262190	14.61%	5262190	14.58%
(b)	Individuals				
	i Individual Shareholders Holding Nominal Share Capital upto 1Lakh Rs.	5155676	14.31%	5156221	14.29%
	ii Individual Shareholders Holding Nominal Share Capital in excess of Rs. 1 Lakh	6832708	18.97%	6889595	19.09%
(c)	Any Other (Specify)				
	NRI'S/OCB	327868	0.91%	327868	0.91%
	Trust	1000	0.00%	1000	0.00%
	Clearing Members	31089	0.09%	31089	0.09%
	<b>Sub-Total (B)(2)</b>	<b>17610531</b>	<b>48.89%</b>	<b>17667963</b>	<b>48.97%</b>
	<b>Total Public Shareholding</b>				
	<b>B= (B)(1) + (B)(2)</b>	<b>17712790</b>	<b>49.17%</b>	<b>17770222</b>	<b>49.25%</b>
	<b>Total (A) + (B)</b>	<b>36023305</b>	<b>100.00%</b>	<b>36080737</b>	<b>100.00%</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>				
		0	0	0	0
	<b>GRAND TOTAL (A) + (B) + (C)</b>	<b>36023305</b>	<b>100.00%</b>	<b>36080737</b>	<b>100.00%</b>

4.2 The shares held by the Directors of the transferor companies and the transferee company as on date are set out below :-

Name of the Director	Shares held in "SSTPL"/First Transferor Company	Shares held in "NSTL"/Second Transferor Company	Shares held in "SPML"/Third Transferor Company	Shares held in "GIL"/Transferee Company
L. P. Sashikumar (As representative of GIL)	100	18,015	-	-
J. A. Rao (As representative of GIL)	100	5	-	-
P. Ramesh Babu (As representative of GIL)	-	5	-	-
L. Preetha Priyadarshini (As representative of GIL)	-	18,010	-	-
K. Vasudeva Rao (As representative of GIL)	-	5	-	-
P. V. R. Murthy (As representative of GIL)	-	5	-	-
K. V. B. Narayana	-	-	7,302	-
K. V. Rajeshwari	-	-	70	-
L.P. Sashikumar	-	-	-	13,10,515
M. Gopalakrishna	-	-	-	-
Mahita Caddell	-	-	-	-
S. Murali Krishna	-	-	-	-

4.3 That none of the Directors of the transferor companies and Transferee Company have any material interest in the said scheme except as shareholders in general to the extent of the shares held by them in the transferor companies and the transferee company.

4.4 Copies of the following documents are open for inspection at the registered office of the transferee company between 11.00 A.M. to 1.00 P.M. on any working day.

- Memorandum and Articles of Association of the transferee company.
- Annual Reports and Accounts of the transferee company for the year ended 31<sup>st</sup> March, 2008.
- Scheme of amalgamation of the transferor companies with the transferee company.
- Register of Directors, Directors' Shareholding and members of the transferee company.
- Fairness Opinion obtained from an Independent Merchant Banker for share swap ratio to M/s. Sun Plast-O-Met Limited

Sd/-

**Sandeep Reddy Sama**  
Advocate

Chairman appointed for the meeting.

Address : H. No. 16-11-477/6/A/2,  
Dilsukh Nagar, Hyderabad – 500 036.

Place : Hyderabad,

Date : 23.3.2009.

**SCHEME OF AMALGAMATION**

**OF**

**M/s. SHREE SHREE TELECOM PRIVATE LIMITED (FIRST TRANSFEROR COMPANY)**

**AND**

**M/s. NEWTECH STEWING TELECOM LIMITED (SECOND TRANSFEROR COMPANY)**

**AND**

**M/s. SUN PLAST-O-MET LIMITED (THIRD TRANSFEROR COMPANY)**

**WITH**

**M/s. GOLDSTONE INFRATECH LIMITED (TRANSFEEE COMPANY)**

**PART - I**

1. In this scheme unless inconsistent with the subject or context the following expressions shall have the following meanings :-
- (a) "The Act" means the Companies Act, 1956 (1 of 1956).
  - (b) "Appointed Date" means 1<sup>st</sup> day of April, 2008.
  - (c) "Court" means the Hon'ble High Court of Andhra Pradesh, Hyderabad.
  - (d) "First Transferor company" means M/s. Shree Shree Telecom Private Limited (hereinafter referred to as "SSTPL" / First Transferor company), a company incorporated under the provisions of the Companies Act, 1956 having its registered office at Plot No.152/A, IDA Phase -II, Cherlapally, Hyderabad – 500 051.
  - (e) "Second Transferor company" means M/s. Newtech Stewing Telecom Limited (hereinafter referred to as "NSTL" / Second Transferor company), a company incorporated under the provisions of the Companies Act, 1956 having its registered office at 9-1-87, John Road, Secunderabad.
  - (f) "Third Transferor company" means M/s. Sun Plast-O-Met Limited (hereinafter referred to as "SPML" / Third Transferor company), a company incorporated under the provisions of the Companies Act, 1956 having its registered office at 9-1-83 & 84, Amarchand Sharma Complex, S D Road, Secunderabad – 500 003.
  - (g) "Transferee Company" means M/s. Goldstone Infratech Limited (hereinafter referred to as "GIL" / Transferee company) a company incorporated under the provisions of the Companies Act, 1956 having its registered office at 9-1-83 & 84, Amarchand Sharma Complex, S D Road, Secunderabad – 500 003.
  - (h) "Scheme" means Scheme of amalgamation of M/s. Shree Shree Telecom Private Limited (First Transferor company) and M/s. Newtech Stewing Telecom Limited (Second Transferor company) and M/s. Sun Plast-O-Met Limited (Third Transferor company) with M/s. Goldstone Infratech Limited (Transferee company) under sections 394 of the Companies Act, 1956.

(i) "Effective Date" means the date on which the certified copies of the orders of the Hon'ble High Court at Hyderabad, sanctioning this scheme, is filed with the Registrar of Companies, Andhra Pradesh, Hyderabad under sections 391 and 394 of the Companies Act, 1956.

(ii) "Undertaking of the Transferor Companies means";

It includes all the properties, assets, and liabilities of the Transferor companies viz., M/s. Shree Shree Telecom Private Limited (First Transferor company) and M/s. Newtech Stewing Telecom Limited (Second Transferor company) and M/s. Sun Plast-O-Met Limited (Third Transferor company) immediately before the amalgamation.

2. Without prejudice to the generality of the foregoing Clauses the said undertakings shall include all rights, powers, interests, authorities, privileges, liberties and all properties and assets, movable or immovable, tangibles, real or personal, corporeal or incorporeal in possession or reversion, present or contingent of whatsoever nature and wherever situated including lease tenancy and agency rights and all other interests and rights in or arising out of such property with all licenses, trade marks, brand names, benefits on all agreements of all tax reliefs (including under the Income Tax Act) if any held, applied for or as may be obtained hereinafter by the Transferor companies or which the Transferor companies are entitled to and all debts including borrowings from financial institutions and banks, liabilities and duties and obligations of the Transferor companies to the secured and unsecured creditors if any and the shareholders and other creditors whatsoever kind.

#### PART - II

3. (i) The First Transferor company / "SSTPL" was incorporated as a private limited company under the name and style of M/s. Shree Shree Telecom Private Limited in the State of Andhra Pradesh on 24<sup>th</sup> day of April, 2000 under Certificate of Incorporation No.01-34300 of 2000-2001.

(ii) The authorised share capital of the First Transferor company is Rs.15,00,000/- divided into 1,50,000 equity shares of Rs.10/- each. The issued, subscribed and paid up capital of the First Transferor company is Rs.15,00,000/- divided into 1,50,000 equity shares of Rs.10/- each fully paid up.

(iii) The main objects of "SSTPL" / First Transferor company is presently enables it to carry on the business of :-

- 1) To manufacture, sell, import, export, deal in assemble, fix, repair, alter, maintain and improve all kinds of engineering electronic and telecommunication components, equipments, devices and accessories including cable jointing kits, fiber optics, integrated and hybrid circuits, electro-mechanical, pneumatic controls, relays, condensers, diodes, cables, semi-conductors, computers and any other type of equipment or materials used in instrumentation process control communication and telecommunication equipment and components, in India or abroad.
- 2) a) To Conduct, sponsor or otherwise participate in training programmes, courses, seminars and conferences in respect of any of the objects of the company and for spreading or

imparting the knowledge and use of computers and computer programming languages including the publication of books, journals, bulletins, study/course materials, circulars and news-letter ;

- b) To manufacture either for its own use or for sale in India or for export outside India computer systems. Computer peripherals and accessories, computer consumables like floppy disks/diskettes, hard disks, ribbons continuous and non-continuous stationary and such other products or things which may be considered either as an integral part of a computer system or as an optional attachment or supplement thereto.
  - c) To carry on the business of Web designing, web-hosting, net telephony and other internet and telecom related activities.
4. (i) The Second Transferor company / "NSTL" was originally incorporated as a private limited company under the name and style of M/s. Newtech Stewing Telecom Private Limited in the State of Andhra Pradesh on 4<sup>th</sup> day of December, 1989 under Certificate of Incorporation No.01-10731 of 1989-1990. Later on the company had changed its name from M/s. Newtech Stewing Telecom Private Limited to M/s. Newtech Stewing Telecom Limited and obtained fresh certificate of incorporation on 29<sup>th</sup> November, 1995 from the Registrar of Companies, Andhra Pradesh, Hyderabad consequent on the conversion under section 31/44 of the Companies Act, 1956 (1 of 1956).
- (ii) The authorised share capital of the Second Transferor company is Rs.6,00,00,000/- divided into 60,00,000 equity shares of Rs.10/- each. The issued, subscribed and paid up capital of the Second Transferor company is Rs.1,49,51,120/- divided into 14,95,112 equity shares of Rs.10/- each fully paid up.
- (iii) The main objects of "NSTL" / Second Transferor company is presently enables it to carry on the business of :-
- 1) To manufacture, buy, sell and otherwise deal in heat shrinkable wrap-around sleeves, mechanical closures, connectors cable termination and distribution point boxes, manholes, cable jointing systems and accessories for telecommunication and power cable jointing.
  - 2) To buy, sell, export, transport, store and deal in all items and components relating to telecommunications and power cable jointing activities involving mechanical, electrical, electronic or other skills and to do business therein.
  - 3) To provide and undertake all types of engineering, contracting, erection and installation work and the supervision commissioning, guidance and other work related thereto and to undertake consultancy work and training of the workers and staff members of clients in the production and use of the above products.
5. (i) The Third Transferor company / "SPML" was originally incorporated as a private limited company under the name and style of M/s. Sun Plast-O-Met Private Limited in the State of Andhra Pradesh on 7<sup>th</sup> day of April, 1988 under Certificate of Incorporation No.01-08513 of 1988-89.
- (ii) The authorised share capital of the Third Transferor company is Rs.1,50,00,000/- divided into 15,000 equity shares of Rs.1,000/- each. The issued, subscribed and paid up capital of the Third Transferor company is Rs.1,44,55,000/- divided into 14,455 equity shares of

Rs.1,000/- each fully paid up. There is a Share application money pending allotment to an extent of Rs.795/-.

(iii) The main objects of "SPML" / Third Transferor company is presently enables it to carry on the business of :-

- 1) To carry on the business of manufacturers, producers, developers and dealers in all kinds of plastic materials including moulded plastic components, products, resins, compounds, derivatives, intermediates or any of the by-products of plastics or similar materials and the manufacturers and producers of all kinds of goods made of plastics or similar materials and to import or export the same and to act as commission agents, brokers of and in connection with all business as aforesaid.
- 2) To carry on the business of mechanical Engineers, importers and exporters of all kinds of implements, tools, dies, moulds, jigs and fixtures components for the above industry.

6. (i) The Transferee company / "GIL" was originally incorporated as a public limited company under the name and style of M/s. Goldstone Teleservices Limited in the State of Andhra Pradesh on 11<sup>th</sup> day of October, 2000 under Certificate of Incorporation No.01-35451 of the Companies Act, 1956 the name of the said company had changed to M/s. Goldstone Infratech Limited and the Certificate was issued pursuant to Section 23(1) of the said Act and the Company obtained fresh certificate of incorporation consequent upon change of name from The Registrar of Companies, Andhra Pradesh, Hyderabad on 27<sup>th</sup> day of October, 2007 and its Corporate Identity Number is L64203AP2000PLC035451.

(ii) The authorised share capital of "GIL" / Transferee Company is Rs.17,00,00,000/- divided into 4,25,00,000 equity shares of Rs.4/- each. The present issued, subscribed and paid up capital of the Transferee company is Rs.14,40,93,220/- divided into 3,60,23,305 equity shares of Rs.4/- each fully paid up.

(iii) The main objects of "GIL" / Transferee company is presently enables it to carry on the business of :-

- 1) To carry on the business of Communication Products and services including but not limited to Installation, Maintenance, acting as Buyers, Sellers, Hirers, Exporters, Importers, Distributors, Agents and dealers of and in the Telecom Services, v-Sat services, Information Technology for communications, controls, computers, Software development, networking, Internet and broadband services, Internet services stations, Direct to home facility (DTH), Education to Home (ETH), network frequency stations, provide comprehensive business solutions through networking, recruit train and provide software and hardware professionals for software and hardware business, integrate, provide consultancy services, engage consultancy services in respect of software development, networking, internet services providers (ISP), creation of web sites and any business which is directly or indirectly related to the business of communication and software development, mobile / internet services and to run the said activities by itself and or singly or jointly in association with any individual, group, private, public or foreign organizations, Self-supporting towers including triangular lattice towers, telescopic and tubular masts, guides, appliances and materials of every kind and description whereby

Sound, vision or any other type of signal, recorded, amplified, rectified reproduced, transmitted or received and ancillary / auxiliary equipment thereof is handled, processed or broadcasted telecasted.

- 2) To carry on the business of manufacturers, installers, maintainers, buyers, sellers, hirers, exporters, importers, distributors, agents and dealers of and in electrical equipments / apparatus including not limited to polymer (composite) insulators of all voltage ratings, surge arrestors, dis-connectors, general electrical equipments, power and control cables of all varieties, heat shrinkable cable jointing kits etc. To carry on the business of hydrocarbon transportation including but not limited to gas & oil pipelines, heat shrinkable sleeves / coverings for pipeline joints and controls and protection system thereof. To carry on the manufacturing, produce, assemble, fabricate, design, import, export, buy, sell, distribute, repair, service, lease out or otherwise deal in all kinds and types of plant, machinery, equipment and systems, accessories and fittings, components, tools and any other things capable of being used in engineering industry and to run the said activities by itself or in joint venture or in association with any private, public or foreign organization or individual or groups.
- 3) To carry on the business of builders, contractors, erectors, constructions of building, erection, conversion, improvement, design, dismantle, generally develop, survey, examine, operate, reconstruct, modify and to act as civil / architectural / mechanical / electronic engineer, consultant, advisor, administrator, contractor / sub-contractor / turnkey contractor, manager for all types of construction and infrastructure developmental / maintenance / upgradation / renovation / strengthening works such as roadways, railways, bridges, prestressed / other RCC works, flyovers, all kinds / types of dams, canals, wharves, harbors, docks, ports, jetties, airports, runways, irrigation works, warehouses, factories, buildings / structures, drainage / sewage works, tunnels, water distribution / filtration systems, houses, apartments, structures or residential offices, industrial, institutional or commercial or developers of Co-operative Housing Societies, developers of housing schemes, townships, holiday resorts hotels entertainment parks, power houses / stations, stadiums, drilling and preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating, furnishing and maintaining of structures, flats, houses, factories, shops, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godown and the commercial educational purposes for and convenience to purchase for development, investment or for resale of lands, houses, buildings, structures and other properties of any tenure and to acquire, purchase, sell, own, develop or otherwise deal in buildings, materials, plants, equipment, machinery, tools, fittings, accessories or otherwise deal in buildings, material, plants, equipment, machinery, tools, fittings, accessories of whatsoever nature and to do all acts or things as may be necessary for attainment of the forgoing objects.
- 4) To generate, harness, develop, accumulate, distribute and supply electricity, power supply either by hydro, thermal, gas, air, diesel oil or through renewable Energy sources such as solar, photo voltaic, windmill and or any other means by setting up thermal power plants by use of liquid, gaseous or solid fuels for the purpose of light, heat, motive power, and for all other purposes for which electric energy can be employed. To transmit, distribute supply and sell such power either directly or through transmission lines and facilities of



Central / State Governments or private companies or Electricity Boards to industries and to Central / State Governments, other consumers of electricity including for captive consumption for any industrial projects promoted by this Company or promoter companies. To construct, establish, operate, manage power stations, boiler houses, steam turbines, switch yards, transformer yards, sub-stations, transmission lines, accumulators, workshops and all such works necessary for generating, accumulating, distributing and supply of electricity. To construct, lay down, establish, fix, erect, equip and maintain power generating machinery, and all other types of Plant and Machinery, electrical equipment and cables, Computer and Control equipment, transmission lines, accumulators, fittings and apparatus in the capacity of principals, contractors and to do all acts or things as may be necessary for attainment of the forgoing objects.

- 5) To carry on the business of mining, purchase, take on lease, or otherwise acquire any mines, mining rights, mining grounds and minerals and any grants, concessions and easements hereditaments or other property necessary or convenient for the advantageous possession and lands or any interest therein and to quarry mine dress, reduce extract, calcine, smelt, refine, manufacture, process and otherwise acquire, buy, sell, export or otherwise dispose of and deal in all types, qualities and descriptions of ores, metals and minerals, substances and use of the mines or work for the time being owned or worked by the company and interest therein respectively and to search for, get make merchantable and sell and dispose of mining, metal and other ores minerals and substances of the earth whatsoever and to carry on any other metallurgical operations which may seem conducive to any of the company's objects. To carry on in India and elsewhere in the world the business of surveying, prospecting, drilling and exploring for, acquiring, developing, producing, maintaining, refining, storing, trading, supplying, transporting, marketing, distributing, importing, exporting and generally dealing in minerals and other natural oils, petroleum and all other forms of solid, liquid and gaseous hydrocarbons and other minerals and their products and by-products and all their branches. To sub-contract any work or portion of work or the whole/part of any contract and to do all acts or things as may be necessary for attainment of the forgoing objects.

### PART - III

7. With effect from the appointed date, the entire undertakings of the Transferor companies viz., M/s. Shree Shree Telecom Private Limited and M/s. Newtech Stewing Telecom Limited and M/s. Sun Plast-O-Met Limited including all its movable and immovable properties such as land, buildings, plant & machinery and other assets of whatsoever nature and including all its rights, interests, privileges, powers and authorities together with all its licenses, trade marks, brand names of all tax reliefs (including under the Income Tax Act), held, applied for or as may be including obtained hereafter by it to which it is entitled and including all its moneys, advances, book debts outstanding recoverable claims and agreements and including all other rights and powers of every description but subject to all mortgages and charges and hypothecation and guarantees, if any, and all other rights whatsoever affecting the properties of Transferor companies i. e., M/s. Shree Shree Telecom Private Limited and M/s. Newtech Stewing Telecom Limited and M/s. Sun Plast-O-Met Limited shall without any further act or deed be transferred to and be vested in Transferee company in accordance with and under section 394 of the Act.

8. With effect from the appointed date all liabilities, debts, duties and obligations of whatsoever nature shall without any further Act or Deed be transferred to and taken over by the Transferee company in accordance with and under section 394 of the Act.
9. (i) All legal and other proceedings and action of whatsoever nature in any Court or Tribunal or before any Authority with which M/s. Shree Shree Telecom Private Limited and M/s. Newtech Stewing Telecom Limited and M/s. Sun Plast-O-Met Limited are concerned or to which they are the parties shall not abate or be discontinued or be in any way prejudicially affect by reason of the aforesaid transfer and vesting of the undertaking etc., under Clauses 7 and 8 above by anything contained in the scheme and may be continued and prosecuted by or against Transferee company in the same manner and to the same extent as they would have been continued and prosecuted by or against Transferor companies if the scheme had not been given effect to.
- (ii) All the permanent employees of M/s. Shree Shree Telecom Private Limited and M/s. Newtech Stewing Telecom Limited and M/s. Sun Plast-O-Met Limited shall become the employees of the Transferee company without interruption in service and on the basis of continuity of service and on the terms and conditions not less favourable than those subsisting with reference to the Transferor companies as on the said date.
10. The aforesaid M/s. Shree Shree Telecom Private Limited and M/s. Newtech Stewing Telecom Limited and M/s. Sun Plast-O-Met Limited and vesting of the undertaking etc., of Transferor companies under Clauses 5 and 6 above shall not affect any transaction, proceedings or action already validly concluded, settled or taken by Transferor companies and after the appointed date, pursuant to Clause 10 hereunder.

11. Consideration :

- (a) M/s. Shree Shree Telecom Private Limited / SSTPL is a wholly owned subsidiary of GIL and the entire share capital is held by GIL and its Nominees. Accordingly, there would be no issue of equity shares of GIL to the Shareholders of SSTPL. Pursuant to the vesting of the undertaking in GIL, the investment in the shares of SSTPL, appearing in the books of accounts of GIL shall stand cancelled.
- (b) M/s. New Tech Stewing Telecom Limited / NSTL is a wholly owned subsidiary of GIL and the entire share capital is held by GIL and its Nominees. Accordingly, there would be no issue of equity shares of GIL to the Shareholders of NSTL. Pursuant to the vesting of the undertaking in GIL, the investment in the shares of NSTL, appearing in the books of accounts of GIL shall stand cancelled.
- (c) In case of third transferor company i. e., M/s. Sun Plast-O-Met Limited, the transferee company i. e., GIL shall allot 57,432 (Fifty Seven Thousand Four Hundred and Thirty Two) equity shares of Rs.4/- each fully paid up for remaining shareholders of M/s. Sun Plast-O-Met Limited, i.e., Sri K V B Narayana (56,887 shares) and Smt K Rajeshwari (545 shares) and the interse investment made by the transferee company in the third transferor company shall stand cancelled.
- (d) All the equity shareholders of the Third Transferor Company shall accept the Equity Shares to be allotted and issued to them, in physical form and/ or dematerialized form as aforesaid in lieu of their shareholding in the Transferor Company in full and final satisfaction of all their claims.

- (e) The new equity shares of Transferor companies to be allotted as aforesaid shall rank for voting and all other rights, pari passu with the existing shares of Transferee company.
- (f) The members of M/s. Shree Shree Telecom Private Limited (First Transferor company) and M/s. Newtech Stewing Telecom Limited (Second Transferor company) and M/s. Sun Plast-O-Met Limited on intimation from M/s. Goldstone Infratech Limited shall surrender their share certificates to M/s. Goldstone Infratech Limited for cancellation thereof and take all necessary steps to obtain from M/s. Goldstone Infratech Limited the share certificates to which they are entitled under the scheme.
- (g) Upon the coming into effect of this Scheme, as on the Appointed Date the New Equity Shares issued in terms of Clause 11(3) shall be listed and/or admitted to trading on the relevant stock exchange/s in India, where the equity shares of GIL/Transferee Company are listed and/or admitted to trading as on the Effective Date.
- (h) No fractional certificates shall be issued by the Transferee company in respect of fractional entitlements, if any, to which the members of the Transferor companies may be entitled on issue and allotment of the shares and of the Transferee company as aforesaid any fractions arising there from shall be rounded off to one.
- (i) On sanctioning the scheme of amalgamation, the authorized share capital of the transferor Companies be added to the authorized share capital of the transferee company. It is deemed that all the necessary requirements under the Act have been complied with by the transferee company.
12. Subject to the provisions contained in the scheme, all deeds, bonds, contracts, agreements and other instruments and documents of whatsoever nature to which the Transferor companies are the parties and which are subsisting effective or enforceable before the appointed date shall remain in full force and effective against or in favour of Transferee company and may be enforced as fully and effectively by or against Transferee company as if they would have been by or against Transferor companies if the scheme had not been give effect to.
13. With effect from the appointed date and till Transferor companies are dissolved, it shall be deemed to have been carrying on and to be carrying on its business for and on behalf of and in trust of Transferee company.
14. Upon the scheme being sanctioned by the Court under section 394 of the Act and on its becoming effective, the Transferor companies shall be dissolved without going through the process of winding up with effect from the appointed date or such other date as may be fixed by the Court.
15. Any modification of the scheme, which the Court by its order may deem fit to make or impose and any direction which the Court may deem fit to issue as regards the implementation of the scheme and all matters connected therewith shall bind all the companies and shall be given effect to by the Board of Directors of all the companies and they shall also do all acts, deeds or things as may be necessary to carry the scheme into effect.
16. The transferee company shall on behalf of transferor companies bear all costs, charges and expenses relating to and to be incurred in connection with bringing into effect the scheme and consequent upon amalgamation of M/s. Shree Shree Telecom Private Limited and M/s. Newtech

Stewing Telecom Limited and M/s. Sun Plast-O-Met Limited with M/s. Goldstone Infratech Limited.

17. The transferee company and the transferor companies shall apply to the High Court of Judicature of Andhra Pradesh at Hyderabad for sanctioning this scheme under section 391 of the Act and for an order or orders under section 394 of the Act for carrying this scheme into effect and for dissolution without winding up of the transferor companies i. e., M/s. Shree Shree Telecom Private Limited and M/s. Newtech Stewing Telecom Limited and M/s. Sun Plast-O-Met Limited.

#### PART - IV

18. The scheme is conditional and subject to following approvals :-
- (a) The approval by the requisite majorities / consent of the members of the Transferor companies and Transferee company.
  - (b) Obtaining all sanctions and orders of the Court under the Act.
  - (c) The Board of Directors of transferor companies and transferee company or any person authorised by them may assent on behalf of all concerned to any modification to the scheme of amalgamation or to any condition which the Hon'ble High Court of Andhra Pradesh, Hyderabad and the Board of Directors may do all such acts, things and deeds as they may be necessary and / or expedient for the purpose of implementing the scheme.
  - (d) In the event of the said sanctions and approvals not being obtained or complied with and if the scheme not being sanctioned by the Hon'ble High Court, the scheme shall become null and void and in that event no rights and liabilities whatsoever shall accrue to either of the parties.
  - (e) The scheme although operative from the appointed date shall be given effect to with such modifications as may be ordered by the Hon'ble High Court of Andhra Pradesh at Hyderabad.

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2009.

Signature

Name

Address

No. of shares held

Folio No.

**IN THE HIGH COURT OF JUDICATURE OF ANDHRA PRADESH :  
AT HYDERABAD  
(ORIGINAL JURISDICTION)**

**COMPANY APPLICATION No. 230 OF 2009**

In the matter of Companies Act, 1956 (1 of 1956)

And

In the matter of Sections 391 and 394 of the said Act

And

In the matter of M/s. Goldstone Infratech Limited

And

In the matter of M/s. Shree Shree Telecom Private Limited

And

In the matter of M/s. Newtech Stewing Telecom Limited

And

In the matter of M/s. Sun Plast-O-Met Limited

**M/s. GOLDSTONE INFRATECH LIMITED,**

a company incorporated under the Companies Act,  
1956 having its registered office at 9-1-83 & 84,

Amarchand Sharma Complex, S. D. Road,  
Secunderabad – 500 003.

Represented by its

Company Secretary, **Sri. Adalat Srikanth.**

... Applicant/Transferee Company.

**M/s. GOLDSTONE INFRATECH LIMITED**

Registered office at 9-1-83 & 84,  
Amarchand Sharma Complex, S. D. Road, Secunderabad – 500 003.

**Attendance Slip**

Name and address of the Shareholder : .....

Registered Folio No. .... No. of shares held .....

I/we certify that I/we am/are registered shareholder/proxy for the registered shareholder of the company. I/we hereby record my/our presence at the meeting of the shareholders of the company to be held at its factory at Plot No. 1 & 9, IDA, Phase II, Cherlapally, Hyderabad – 500 051, on Saturday the 25<sup>th</sup> day of April, 2009 at 11:00 A. M.

Member's / Proxy's Name in block letters

Member's / Proxy's Signature.

**Note:** Please fill in this attendance slip and hand it over at the entrance of the hall.

**FORM OF PROXY**

I/we, the undersigned shareholder/s of the above company hereby appoint Mr./Mrs..... as my/our proxy, to act for me/our at the meeting of the shareholders to be held at its factory at Plot No. 1 & 9, IDA, Phase II, Cherlapally, Hyderabad – 500 051, on Saturday the 25<sup>th</sup> day of April, 2009 at 11:00 A. M. for the purpose of considering and if thought fit, approving with or without modification(s), the proposed scheme of amalgamation of M/s. Shree Shree Telecom Private Limited and M/s. Newtech Stewing Telecom Limited and M/s. Sun Plast-O-Met Limited with M/s. Goldstone Infratech Limited and at such meeting and any adjournment thereof, to vote, for me/us and in my/our name ..... (herein if for insert "for", if against, insert "against") the said scheme of amalgamation of either with or without modification(s) as my/our proxy my approve.

Date this          day of          2009.

Signature          :          Name

Address          :          No. of shares held          :

Folio No.          :

**PRINTED MATTER  
BOOK-POST  
UNDER CERTIFICATE OF POSTING**

.....  
Name and address of the shareholder  
In the matter of Companies Act, 1956 (of 1956)  
.....  
Registered Folio No. ....  
.....  
No. of shares held .....

.....  
The undersigned shareholder of the above company hereby appoints  
.....  
as my proxy to attend and vote at the meeting of the shareholders of the  
company to be held at its factory at Plot No. 1 & 2, IDA, Phase II, Cheshabai, Hyderabad - 500 051, on  
Saturday the 25<sup>th</sup> day of April, 2009 at 11:00 A.M.

In the matter of M/s. Shree Shree Telecom Private Limited

And  
**To,** \_\_\_\_\_  
Member's / Proxy's Name in block letters  
Member's / Proxy's Signature

Note: Please fill in the attendance slip and hand it over at the entrance of the hall.

.....  
A shareholder of the company  
.....  
No. of shares held .....

.....  
I/we, the undersigned shareholder(s) of the above company hereby appoint Mr./  
Mrs. ....  
as my/our proxy to attend and vote at the meeting of the  
shareholders to be held at its factory at Plot No. 1 & 2, IDA, Phase II, Cheshabai, Hyderabad - 500  
051, on Saturday the 25<sup>th</sup> day of April, 2009 at 11:00 A.M. for the purpose of considering and if  
throughly approving with or without modification(s), the proposed scheme of amalgamation of M/s. Shree  
Shree Telecom Private Limited and M/s. Newtech Shree Telecom Limited and M/s. Sun  
Prest-O-Mat Limited with M/s. Goldstone Infratech Limited and at such meeting and any  
adjournment thereof, for me/us and in my/our name(s) .....

*If undelivered, please return to :*  
**GOLDSTONE INFRATECH LIMITED**  
9-1-83 & 84, Amarchand Sharma Complex,  
S.D. Road, Secunderabad - 500 003.  
Andhra Pradesh, India.  
Ph.: 040-27807640, 27800742, 27801910  
Fax: 040-39120023  
e-mail: cs@goldstone.net

