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Hyderabad, Telangana - 500 081.  
Phone : +91 40 66284999  
URL : [www.goldstonetech.com](http://www.goldstonetech.com)  
GSTIN : 36AAACG7478F1ZF  
CIN : L72200TG1994PLC017211  
E-mail Id : [corporate@goldstonetech.com](mailto:corporate@goldstonetech.com)

**Date: 29<sup>th</sup> May, 2023**

<p>The Manager <b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot C/1, G-Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051. Scrip Code: <b>GOLDTECH</b></p>	<p>The Manager <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: <b>531439</b></p>
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Dear Sir/Madam,

**Sub: Submission of Annual Secretarial Compliance Report for the financial year 2022-2023**

**Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019**

With reference to the subject cited, please find enclosed herewith a copy of Annual Secretarial Compliance Report obtained from M/s. Prathap Satla & Associates, Practicing Company Secretaries, Hyderabad, for the financial year ended March 31, 2023.

Kindly take the aforementioned submissions on your records.

Yours faithfully,

**For Goldstone Technologies Limited**

**Niralee Rasesh Kotdawala**  
Company Secretary  
M. No. - A16934

**ANNUAL SECRETARIAL COMPLIANCE REPORT**

**Of**

**GOLDSTONE TECHNOLOGIES LIMITED**

**(CIN: L72200TG1994PLC017211)**

**For the Financial Year Ended 31<sup>st</sup> March, 2023**

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015]

I, PRATHAP SATLA & ASSOCIATES, firm of Practicing Company Secretaries have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **GOLDSTONE TECHNOLOGIES LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at My Home Hub, Block-I, 9<sup>th</sup> Floor, Hitech City, Madhapur, Hyderabad Telangana 500081 India Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31.03.2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, PRATHAP SATLA & ASSOCIATES, firm of Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **GOLDSTONE TECHNOLOGIES LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2023 ("Review Period") in respect of compliance with the provisions of:
  - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **not applicable during the period under review;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **not applicable during the period under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **not applicable during the period under review;**
- (g) Securities and Exchange Board of India (Issue and listing of Non-Convertible Securities) Regulations, 2021; **not applicable during the period under review;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;





And circulars/ guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Nil
2	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/guidelines issued by SEBI</li> </ul>	Yes	Nil
3	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes	Nil
4	<b>Disqualification of Director:</b> None of the Director(s) of the Company is /are disqualified under Section 164 of Companies Act, 2013	Yes	Nil
5	<b>Details related to Subsidiaries of listed entities have been examined w.r.t:</b> (a) Identification of material subsidiary companies  (b) Disclosure requirement of material as well as other subsidiaries	Yes  Yes	Listed entity has two subsidiaries  1. Staytop Systems Inc (material subsidiary)



			<b>2.Wowtruck Technologies Private Limited (Formerly known as Equitas Technologies Private Limited)- (Non material subsidiary)</b>
<b>6</b>	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	<b>Yes</b>	<b>Nil</b>
<b>7</b>	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	<b>Yes</b>	<b>Nil</b>
<b>8</b>	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or  (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained	<b>Yes</b>  <b>NA</b>	<b>Nil</b>
<b>9</b>	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	<b>Yes</b>	<b>Nil</b>
<b>10</b>	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	<b>Yes</b>	<b>Nil</b>



11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges under SEBI Regulations and circulars/ guidelines issued thereunder during the year under review.
12	<b>Additional Non-compliances, if any:</b> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	No additional non-compliance was observed for all SEBI regulation/circular/guidance note etc during the year under review.

The Additional disclosures of Annual Secretarial Compliance Report as below:-

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations /circulars/ guidelines including	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks



specific clause										
<b>Not Applicable</b>										

**(b)** The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations /circulars/guidelines including specific clause	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
<b>Not Applicable</b>										

**(c)** Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr.No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
<b>1.</b>	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	<b>NA</b>	<b>No resignation of Statutory Auditors have taken place during the financial year however, M/s. PCN &amp; Associates (formerly known as</b>
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit	<b>NA</b>	





	<p>report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	<p><b>Chandra Babu Naidu &amp; Co.), Chartered Accountants (FRN 016016S), term has expired as the statutory auditors of the company in the Annual General Meeting Held on 28<sup>th</sup> September, 2022 Further M/s. P. Murali &amp; Co., Chartered Accountants (FRN: 007257S), have appointed as the statutory auditors of the company</b></p>
<b>2.</b>	<b>Other conditions relating to resignation of statutory auditor</b>		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	Nil
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / noncooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not</p>	NA	Nil





	<p>provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	Nil

**For PRATHAP SATLA & ASSOCIATES  
COMPANY SECRETARIES**



**SATLA  
PRATHA  
P**

Digitally signed  
by SATLA  
PRATHAP  
Date: 2023.05.29  
12:41:57 +05'30'

**PRATHAP SATLA**  
Proprietor  
M. No.F11086  
CPNO.11879

Place: Hyderabad  
Date: 29.05.2023  
UDIN: F011086E000402455

