



CORPORATE INFORMATION

BOARD OF DIRECTORS

Sri Krishna Naik
Smt Meena Bhushan Kerur
Sri Kotte Suresh
Sri Masqood Ahmed
Sri Pramod Hariharrao Puradupadhye

Chairman & Managing Director
women Director
Independent Director
Independent Director
Independent Director

CHIEF FINANCIAL OFFICER

Sri Janardhan Mandala

AUDIT COMMITTEE

Sri Kotte Suresh
Smt Meena Bhushan Kerur
Sri Masqood Ahmed
Sri Pramod Hariharrao Puradupadhye

AUDITORS

M/s. Ramasamy Koteswara Rao & Co
Chartered Accountants
Plot No 238/A, MLA's Colony,
Road No.12, Banjara Hills,
Hyderabad – 500 034

NOMINATION & REMUNERATION COMMITTEE

Sri Kotte Suresh
Sri Pramod Hariharrao Puradupadhye
Sri Masqood Ahmed
Smt Meena Bhushan Kerur

BANKERS

Axis Bank Limited
Road No. 1, Banjara Hills
Hyderabad

ICICI Bank Limited,
Road No. 12, Banjara Hills
Hyderabad

LISTING

Listed on BSE Limited
ISIN: INE595D01015
Script Code: 531928

REGISTERED OFFICE

Flat # 8-2-596/5/B/1/A, Road No.10
Banjara Hills, Hyderabad-500 034,
Telangana
Opp. Karvy House
040-66771111, Fax No. 040-23351576
Email: goldencarpets@vsnl.net
Website: www.goldencarpets.com
CIN: L17220TG1993PLC016672

REGISTRAR AND SHARE TRANSFER AGENTS

M/s. XL Softech Systems Limited
3, Sagar Society, Road No.2
Banjara Hills, Hyderabad - 500034
e-mail: xlfield@gmail.com
Website: www.xlsoftech.com

FACTORY

Sy.No. 36 & 37 Jeedipally Village,
Toopran Mandal
Medak District, Telangana, INDIA



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Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circular stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.



NOTICE

NOTICE is hereby given that the Twenty First (21st) Annual General Meeting of the Members of Golden Carpets Ltd will be held on **Wednesday, 30th day of September, 2015 at 11.00 A. M. at Hotel Marriott Tank Bund Road, Opposite Hussain Sagar Lake, Hyderabad - 500 080 Telangana** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2015 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Meena Bhushan Kerur who retires by rotation and, being eligible offers herself for reappointment.
3. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the 26th Annual General Meeting and in this connection, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and Companies (Audit & Auditors) Rules, 2014, M/s. L S Reddy & Associates, Chartered Accountants (Firm Reg. No. 012848S), be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors, to hold office from the conclusion of this Annual General Meeting (i.e., 21st Annual General Meeting) to the conclusion of the 26th Annual General Meeting (subject to ratification of the appointment by the Members at every Annual General Meeting) and that the Board of Directors be and are hereby authorized to fix such remuneration including manner of payment as may be determined in consultation with the Auditors.”

SPECIAL BUSINESS:

4. **TO CONSIDER AND IF THOUGH FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION.**

APPOINTMENT OF SRI PRAMOD HARIHARRAO PURADUPADHYE (DIN: 07161593) AS AN INDEPENDENT DIRECTOR:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri Pramod Hariharrao Puradupadhye (DIN: 07161593), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the rules made there under and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years.



RESOLVED FURTHER THAT Sri Pramod Hariharrao Puradupadhye (DIN: 07161593) as an Independent Director shall not be liable for retirement by rotation during the tenure of his office.”

5. TO CONSIDER, AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION(S) AS A SPECIAL RESOLUTION:

ADOPTION OF NEW ARTICLES OF ASSOCIATION:

“**RESOLVED THAT** pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the new set of Articles of Association submitted to this Meeting be and is hereby approved and adopted in substitution of existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors

Sd/-

Sri Krishna Naik

Chairman & Managing Director

DIN: 01730236

Add: 8-2-596/5/B/1, Road No 10,
Banjara Hills,
Hyderabad, 500034, Telangana

Place: Hyderabad

Date: 05.09.2015



NOTES

1. The register of members and share transfer books of the Company will be closed from 24th September, 2015 to 30th September, 2015 (both days inclusive) for the purpose of Annual General Meeting.
2. A MEMBER ENTITLED TO ATTEND THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.

3. A member holding more than 10% of the total share capital may appoint a single person as Proxy and such person shall not act as Proxy for any other person or member. The Instrument appointing the proxy should be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
4. The shareholder desiring any further information as regards the accounts are requested to write to the Company so as to reach it at least one week prior to the date of the meeting for consideration of the management to deal at the meeting.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

Members may note that the Notice of the Twenty First Annual General Meeting and the Annual Report for FY 2014-15, copies of audited financial statements, Directors' report etc., will also be available on the website of the Company, www.goldencarpets.com for download. Members holding shares in electronic mode are therefore requested to keep their email address updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company at the address M/s. XL Softech Systems Limited, 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad – 500034, Telangana e-mail: xlfield@gmail.com.

6. E-Voting:

- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide to its Members, the facility to cast their vote electronically, through the e-voting services provided by CDSL on all resolutions set forth in this Notice. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').



- (ii) In order to enable its Members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in the Notice of Annual General Meeting, the Company has also enclosed a ballot form with the Annual Report for the financial year 2014-15.
- (iii) The facility for voting through polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting/ballot form shall be able to vote at the Meeting through polling paper.
- (iv) A Member can opt for only single mode of voting i.e. either through e-voting or by Ballot Form. If a Member casts votes by both modes then voting done through e-voting shall prevail and vote by Ballot shall be treated as invalid. The members who have cast their vote by remote e-voting/ballot form may also attend the Meeting but shall not be entitled to cast their vote again.
- (v) The Board of Directors of the Company has appointed Smt. Srivani Tyarla, Practicing Company Secretary, R & A Associates, Hyderabad as Scrutinizer to voting process (e-voting, ballot and poll) in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.
- (vi) **Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 23rd September, 2015.**
- (vii) **A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 23rd September, 2015 only shall be entitled to avail the facility of remote e-voting, ballot form as well as voting at AGM through polling paper.**
- (viii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. **23rd September, 2015**, may obtain the User ID and password by writing to CDSL at helpdesk.evoting@cdslindia.com or contact 2272-5040 or Toll Free No. **1800-200-5533**. However, if the person is already registered with CDSL for remote e-voting then the existing user ID and password can be used for casting vote.
- (ix) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on September 27, 2015

End of remote e-voting: Up to 5.00 p.m. (IST) on September 29, 2015

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting Module shall be disabled by CDSL upon expiry of aforesaid period.

(x) **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on September 27, 2015 from 9.00 a.m. (IST) and ends on September 29, 2015 at 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.



- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
	<ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Detail	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly



recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Golden Carpets Ltd> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xi) The Scrutinizer, after scrutinising the votes cast at the meeting and through remote 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.goldencarpets.com and on the website of CDSL. The results shall simultaneously be communicated to BSE Limited.
- (xii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30th September, 2015.
- (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to gclscrutinizer@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

A. In case of members receiving notice through post/courier:

- (i) Initial password, as below, will be sent separately

EVEN (E Voting Event Number)	User ID	Password

(xiv) Instructions and other information relating to Ballot Form:

- (i) A Member desiring to exercise voting by using Ballot Form shall complete the enclosed Ballot Form with assent (FOR) or dissent (AGAINST) and send it to the Scrutinizer, Smt. Srivani Tyarla, Practising Company Secretary, R & A Associates, Hyderabad, duly appointed by the Board of Directors of the Company, in the enclosed postage prepaid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted at the Registered Office of the Company.
- (ii) Please convey your assent in Column “FOR” or dissent in the column “AGAINST” by placing a tick (“”) mark in the appropriate column in the Ballot Form only. The assent / dissent received in any other form / manner will not be considered.
- (iii) Duly completed and signed Ballot Forms shall reach the Scrutinizer on or before **Tuesday, 29th September, 2015 (5.00 p.m. IST)**. The Ballot Forms received after the said date / time shall be strictly treated as if the reply from the Member has not been received.
- (iv) Unsigned/ incomplete Ballot Forms will be rejected. Scrutinizer’s decision on validity of the Ballot Form shall be final.



- (v) A Member may request duplicate Ballot Form, if so required, by writing to the Company at its Registered Office or by sending an email on goldencarpets@vsnl.net by mentioning their Folio No. / DP ID and Client ID. However, the duly filled in duplicate Ballot Form should reach the scrutinizer not later than **Tuesday, 29th September, 2015 (5.00 p.m. IST)**.
- (xv) Members are requested to notify immediately any change in their addresses to the Company.
- (xvi) The members are requested to bring their copy for the annual report with them at the time of attending Annual General Meeting.

By order of the Board of Directors

Sd/-

Sri Krishna Naik

Chairman & Managing Director

Place: Hyderabad

Date: 05-09-2015

DIN: 01730236

Add: 8-2-596/5/B/1, Road No 10,
Banjara Hills,
Hyderabad, 500034, Telangana

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

Item No. 4

Sri Pramod Hariharrao Puradupadhye was appointed by the Board of Directors as Additional Director (Independent Director), on the recommendation of Nomination & Remuneration Committee, in terms of Sections 161 and 149 of the Companies Act 2013, from 12th May, 2015. In terms of the said section, Sri Pramod Hariharrao Puradupadhye shall hold office upto the date of the ensuing Annual General Meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier.

Notice in writing under Section 160 of the Act has been received from a member signifying his intention to propose Sri Pramod Hariharrao Puradupadhye as Director of the Company along with the requisite amount of deposit as required under the provisions of Section 160 of the Companies Act 2013 which will be refunded to the member if Sri Pramod Hariharrao Puradupadhye is elected as Director.

Sri Pramod Hariharrao Puradupadhye is an advocate by profession and has good experience in dealing with corporates and its legal compliance Graduate. In the opinion of the Board, his presence on the Board of the Company will add value to the management.



Sri Pramod Hariharrao Puradupadhye has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Sri Pramod Hariharrao Puradupadhye as Independent Director is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The other details of Sri Pramod Hariharrao Puradupadhye in terms of clause 49 are annexed to this Notice.

The Board recommends the above resolution for the approval of members.

Except Sri Pramod Hariharrao Puradupadhye, none of the other Directors /key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in the above resolutions.

Item No. 5:

With the notification of the Companies Act 2013 and the rules made thereunder, many of the provisions contained in the Articles of Association are not in conformity with the new provisions of the Companies Act, 2013 and the rules made there under, and your Directors consider it desirable to take this opportunity of adopting new Articles of Association which would not only be in conformity with the provisions of the new Act and the various Rules made there under but also with the requirements of the Stock Exchanges with which the Company's shares are listed.

The new Articles of Association to be substituted in place of the existing Articles of Association are based on Table "F" of the Companies Act which sets out the model Articles of Association for a Company limited by shares.

A copy of the draft of the new Articles of Association is available for inspection of the members at the Company's Registered Office on any working day during business hours. None of the Directors / Key Managerial Personnel / their relatives are interested in the item no.5 of the Notice. The Board commends the Special Resolution set out at item no.5 of the Notice for approval by the shareholders.

Place: Hyderabad

Date: 05-09-2015

Sd/-

Sri Krishna Naik

Chairman & Managing Director

DIN: 01730236

Add: 8-2-596/5/B/1, Road No 10,
Banjara Hills,
Hyderabad, 500034, Telangana

**ANNEXURE TO ITEMS 2 & 4 OF THE NOTICE**

Details of Directors seeking appointment and re-appointment at the forthcoming Annual
General Meeting

(in pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Sri Pramod Hariharrao Puradupadhye	Smt Meena Bhushan Kerur
DIN	07161593	02454919
Date of Birth	01.01.1945	08.10.1963
Nationality	Indian	Indian
Date of Appointment on the Board	12.05.2015	16.02.1995
Qualifications	B.Com & Advocate	Graduate
Expertise in specific functional area	Has been practicing as an advocate since the last two decades and has experience in dealing with corporate laws.	10 years of experience in various fields of Business, administration and marketing.
Number of shares held in the Company	Nil	1024764
List of the directorships held in other companies	Nil	1. Golden Harvest International Private Limited
Chairman/ Member in the Committees of the Boards of companies in which he/she is Director*	Nil	Nil
*Committee memberships/ chairmanships includes only Audit Committee and Stake holders' Relationship Committee of other Public Limited Companies (whether Listed or not).		



DIRECTORS' REPORT

Dear Members,

Your Directors present herewith the 21st Annual Report on the business and operations of the Company and the audited accounts for the year ended 31st March 2015.

Financial Results

Rs. In Lakhs.

S.No	Particulars	Year ended 31.03.2015	Year ended 31.03.2014
1.	Sales	77.09	51.46
2.	Other Income	35.93	19.16
3.	Total Income (1+2)	113.02	70.62
4.	Total Expenses other than interest	(157.34)	(146.11)
5.	Financial Cost	0	0.06
6.	Total Expenses other than Depreciation	101.29	66.54
7.	Depreciation	56.05	79.51
8.	Miscellaneous Expenditure Written off	0.00	0.00
9.	Profit/ (Loss) for the before tax	(44.32)	(75.49)
10.	Provision for tax:MAT	0.00	0.00
11.	Deferred Tax(Liability)/ Asset	13.70	33.90
12.	Profit/(Loss) for the year after tax	(30.62)	(41.59)

SHARE CAPITAL

The Authorized Share Capital of the Company as on 31st March, 2015 was Rs. 10,50,00,000/- divided into 1,05,00,000 equity shares of Rs. 10/- each.

The Paid up Capital of the Company is Rs. 6,49,01,590 divided into 64,90,159 Equity Shares of Rs. 10/- each.

DIVIDEND

In view of insufficient profits for the year under review, the Board is unable to recommend dividend.

EXPORTS

During the year under review the company's exports were NIL.

CORPORATE GOVERNANCE

A separate report on Corporate Governance is enclosed as a part of this Annual Report. A certificate from the Auditors of the Company regarding compliance with Corporate Governance norms stipulated under Clause 49 of the Listing Agreement is annexed to the Report on Corporate Governance.



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement is presented in a separate section forming part of the Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. RETIREMENT BY ROTATION

Pursuant to provisions of the Companies Act, 2013, Smt Meena Bhushan Kerur(DIN 02454919), Director will retire at the ensuing Annual General Meeting and being eligible, offers herself for reappointment. The Board recommends her re-appointment.

B. APPOINTMENT

- i. Sri Pramod Hariharrao Puradupadhye (DIN 07161593) was appointed as an Additional Director who shall hold office till the date of this Annual General Meeting. A member proposed his candidature for appointment at the ensuing Annual General Meeting.

In terms of the Companies Act, 2013 Sri Pramod Hariharrao Puradupadhye is proposed to be appointed as independent Director for a term of 5 years, not liable for retirement by rotation.

Brief resume of the Directors retiring by rotation and independent Director, nature of his expertise in specific functional areas and names of Companies in which he hold directorships as stipulated under clause 49 of the listing agreement with the Stock Exchange are given as Annexure to the Notice.

C. EVALUATION OF THE BOARD'S PERFORMANCE

During the year, the Board adopted a formal performance evaluation policy for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board's functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board, Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgement etc. The evaluation of the Independent Directors and that of the Chairman was carried out by the entire Board excluding the Director being evaluated and the evaluation of Non-Independent Directors was carried out by the Independent Directors. A separate meeting of Independent Directors was also held during the year wherein the performance of Chairman, Board, Executive Directors was evaluated.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.



D. REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is attached to this report as **Annexure I**.

E. DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors of the Company have given declaration stating that they meet the criteria of independence as provided under Companies Act, 2013.

F. FAMILIARIZATION PROGRAMME OF INDEPENDENT DIRECTORS

Each newly appointed Independent Director is taken through a formal induction program including the presentation from the Managing Director on the Company's manufacturing, marketing, finance and other important aspects. The induction for Independent Directors include interactive sessions with Executive Committee Members, Business and Functional Heads, visit to the manufacturing site etc.

AUDITORS & AUDITORS' REPORT

A. STATUTORY AUDITORS

The Statutory Auditors of the Company, M/s. Ramasamy Koteswara Rao & Co., Chartered Accountants, Hyderabad will retire at the conclusion of ensuing Annual General Meeting and has shown their un-willingness to get reappointment.

The Board recommends the appointment of M/s. LS Reddy & Associates., Chartered Accountants (Firm Reg. No. 012848S), as the Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of Twenty Sixth Annual General Meeting, subject to the ratification by the shareholders of the company in each and every Annual General Meeting. M/s L S Reddy & Associates, Chartered Accountants (Firm Reg No. 012848S), have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed there under for reappointment as Auditors of the Company.

The Statutory Auditors' Report does not contain any reservation, qualification or adverse remarks.

B. SECRETARIAL AUDITOR

During the year, the Company has appointed , Padma Priyanka vangala ACS – 23027, CP-13702 Practicing Company Secretaries as Secretarial Auditor. The Secretarial Audit report for the financial year 2014-15 is annexed herewith as **Annexure II** to this Report. The Secretarial Audit Report does not contain any reservation, qualification or adverse remark.

Reply to the Qualification of Secretarial Auditor:

Since your company operations are limited and the company is running into losses, the company has not appointed a whole time company secretary and an internal Auditor.

However, the Company has appointed R&A Associates as their consultants to advice on the secretarial compliances and the listing compliances.



2. DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. RELATED PARTY TRANSACTIONS:

Your Directors draw attention of the members to Notes to the financial statement which sets out related party disclosures.

16. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, is annexed and marked **Annexure III** and forms part of this Report.

17. INTERNAL FINANCIAL CONTROLS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

18. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The information required pursuant to Section 197(12) of Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the members and others entitled thereto, excluding the



information on employees' particulars which is available for inspection by the members at the Registered Office of the Company during business hours on working days of the Company upto the date of the ensuing Annual General Meeting. If any member is interested in obtaining a copy thereof, such member may write to the Company Secretary in this regard.

No employee was in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and hence the disclosure as required under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required.

19. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The Company has not made any loan, given guarantee or provided security or investments pursuant to the provisions of Section 186 of Companies Act, 2013.

20. DISCLOSURES:

A. EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed herewith as **Annexure IV** to this Report.

B. COMPOSITION OF AUDIT COMMITTEE

The Audit Committee comprises of Sri Kotte Suresh (Chairman), Smt. Meena Kerur, Sri Maqsood Ahmed and Sri Pramod Hariharrao Puradupadhye as other members.

All the recommendations made by the Audit Committee were accepted by the Board.

C. VIGIL MECHANISM

The Company has implemented a vigil mechanism policy to deal with instance of fraud and mismanagement, if any. It provides for the directors and employees to report genuine concerns and provides adequate safeguards against victimization of persons who use such mechanism. The Policy on vigil mechanism may be accessed on the Company's website at the link: <http://www.goldencarpets.com/whistle-blower-policy.html>. There were no complaints received during the year 2014-15.

D. NUMBER OF BOARD MEETINGS

The Board of Directors of the Company met Four (4) times during the year. For further details, please refer report on Corporate Governance.

E. LISTING FEES

The Company confirms that it has paid listing fees for the year to BSE Limited where its shares are listed.

21. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:



- a. Details relating to deposits covered under Chapter V of the Act.
- b. The Company has no subsidiaries, joint ventures or associate companies.
- c. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- d. The Company has no related party transactions.

22. APPRECIATION:

The Board of Directors is pleased to place on record their appreciation of the co-operation and support extended by the Financial Institutions, Banks and various State and Central Government Agencies.

The Board would also like to thank the Company's shareholders, customers, suppliers for the support and the confidence which they have reposed in the management. The Board place on record its appreciation of the contribution made by the employees at all levels for their hard work, solidarity, co-operation and support.

Sd/-

Place: Hyderabad
Date: 05-09-2015

Sri Krishna Naik
Chairman & Managing Director
DIN: 01730236
Add: 8-2-596/5/B/1, Road No 10,
Banjara Hills,
Hyderabad, 500034, Telangana



REMUNERATION POLICY

1. INTRODUCTION

Golden Carpets Ltd (GCL) recognizes the importance of aligning the business objectives with specific and measurable individual objectives and targets. The Company has therefore formulated the remuneration policy for its Directors, Key Managerial Personnel and other employees keeping in view the following objectives:

- a) Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.
- b) Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
- c) Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

2. SCOPE AND EXCLUSION:

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

3. TERMS AND REFERENCES:

In this Policy, the following terms shall have the following meanings:

“**Director**” means a Director appointed to the Board of the Company.

“**Key Managerial Personnel**” means

- (i) the Chief Executive Officer or the Managing Director or the manager;
- (ii) the Company secretary;
- (iii) the Whole-time director;
- (iv) the Chief Financial Officer; and
- (v) such other officer as may be prescribed under the Companies Act, 2013

“**Nomination and Remuneration Committee**” means the committee constituted by the Company Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement.

4. POLICY:

A. Criteria for Appointment of Non-Executive Directors & Independent Directors

- a) The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of marketing, finance, taxation, law, governance and general management.



- b) In case of appointment of Independent Directors, the Nomination & Remuneration (N&R) Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c) The N&R committee shall ensure that the candidate identified for appointment as a director is not disqualified for appointment under section 164 of the Companies Act, 2013.
- d) In case of re-appointment of Non-Executive Directors & Independent Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

Remuneration of Non-Executive Directors & Independent Directors

- i. A Non-Executive Director & Independent Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 including any amendment or modification thereto as may be in force;
- ii. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

B. Criteria for Appointment of Executive Directors and Key Managerial Personnel (KMP):

For the purpose of appointment of any Executive Director and Key Managerial Personnel (KMP), the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position. The Committee shall also ensure that the incumbent fulfils such other criteria as laid down under the Companies Act, 2013 read with Rules made there under or other applicable laws.

Remuneration of Executive Directors & KMP:

- i. The Board, on the recommendation of the Nomination and Remuneration (N&R) Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits prescribed under Companies Act, 2013 including any statutory modification or amendment thereto as may be in force, subject to approval by the shareholders in General Meeting.
- ii. The Board, on the recommendation of the N&R Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.
- iii. The remuneration of the Executive Directors and KMP may be broadly divided into fixed and variable components. The fixed component comprises salary, allowances, perquisites, amenities and retiral benefits. The variable component comprises performance bonus.

C. Remuneration to Other Employees:

- i. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.
- ii. The remuneration maybe divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus.



ANNEXURE - II

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015.

[Pursuant to section 204(1) of the Companies Act, 2013 and rule no.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
GOLDEN CARPETS LTD,
8-2-596/5/B/1, Road No.10, Banjara Hills,
Hyderabad - 500034.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GOLDEN CARPETS LTD (hereinafter called the “**Company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the GOLDEN CARPETS LTD books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Not applicable to the Company during the Audit Period.**
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange



Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014- **Not applicable to the Company during the Audit Period.**

- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable to the Company during the Audit Period.**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable to the Company during the Audit Period;** and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable to the Company during the Audit Period.**

vi. There are no other laws specifically applicable to the Company in view of the management.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India - **Not notified hence not applicable to the Company during the audit period.**
- ii. The Listing Agreement entered into by the Company with BSE India Limited.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The Company has not appointed Whole time Company Secretary as required under Section 203 of Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
2. The Company has not appointed Internal Auditor as required under the provisions of Section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

Relying on the representation given by the Company and its officers with regard to adequate systems and processes in the Company to monitor and to ensure the compliance with applicable laws, rules, etc., and based on the review done by us, we report that there are systems and processes to monitor and ensure compliance with applicable laws, rules, regulations and guidelines and there is need for its improvement for its adequacy.

Place: Hyderabad

Date: 28.05.2015

Padma Priyanka vangala
Practicing Company Secretary
ACS – 23027, CP-13702

This report is to be read with our letter of even date, which is annexed as “Annexure – A” and forms an integral part of this report.



“Annexure – A”

To,
The Members,
GOLDEN CARPETS LTD,
8-2-596/5/B/1, Road No.10, Banjara Hills,
Hyderabad - 500034.

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of M/s. GOLDEN CARPETS LTD (“the Company”). Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Hyderabad
Date: 28.05.2015

Padma Priyanka vangala
Practicing Company Secretary
ACS – 23027, CP-13702



ANNEXURE - III

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014:

A. CONSERVATION OF ENERGY

i)	The steps taken or impact on conservation of energy	The necessary steps were undertaken by a Company to improve upon the energy conservation measures.
ii)	The steps taken by the Company for utilizing alternate sources of energy	Nil
iii)	The capital investment on energy conservation equipments	Nil

B. TECHNOLOGY ABSORPTION

i)	The efforts made towards technology absorption	NA
ii)	The benefits derived like product improvement, cost reduction, product development or import substitution	NA
iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	NA
	a. The details of technology imported	NA
	b. The year of import	NA
	c. Whether the technology been fully absorbed	NA
	d. If not fully absorbed, areas where absorption has not taken place and the reasons thereof and	NA
iv)	The expenditure incurred on Research and Development	NA

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange Earnings & Outgo:	2014-15	2013-14
Earnings	Nil	Nil
Outgo	Nil	19.16 Lakhs



ANNEXURE - IV

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2015

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L17220TG1993PLC016672
ii)	Registration Date	02/12/1993
iii)	Name of the Company	Golden Carpets Ltd
iv)	Category / Sub-Category of the Company	Company Limited by shares / Indian Non-Government Company
v)	Address of the Registered Office and contact details	8-2-596/5/B/1, Road No.10, Banjara Hills, Hyderabad, Telangana - 500034 Contact Number 040-66771111, 09666573311
vi)	Whether listed company Yes / No	Yes
vii)	Name, address and contact details of Registrar and Transfer Agent, if any	M/s. XL Softech Systems Limited#3, Sagar Society, Road No.2, Banjara Hills, Hyderabad, Telangana - 500 034 Phone: 040 23545913/14/15, Fax: 040 23553214

PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Manufacturing Carpets	1393	100%

II. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

S. No.	Name and address of the Company	CIN/GLN	Holding / subsidiary / Associate	% of shares held	Applicable section
			Nil		



III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical shares	Total total	% of	Demat shares	Physical total	Total	% of	
A. Promoters									
(1) Indian									
a) Individual / HUF	1848040	540940	2388980	58.07	1848040	540940	2388980	58.07	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	1848040	540940	2388980	58.07	1848040	540940	2388980	58.07	-
(2) Foreign									
a) NRIs - Individuals	1024764	-	1024764	15.79	1024764	-	1024764	15.79	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	1024764	-	1024764	15.79	1024764	-	1024764	15.79	-
Total Share holding of Promoters (A) = (A)(1)+ (A)(2)	2872804	540940	3413744	52.60	2872804	540940	3413744	52.60	-
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-



b) Banks / FI	-	185185	185185	2.85	-	185185	185185	2.85	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):	-	185185	185185	2.85	-	185185	185185	2.85	-
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	184563	100000	284563	4.38	182276	100000	282276	4.35	0.03
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual Shareholders Holding nominal share capital upto Rs.1 lakh	593860	83302	677162	10.43	594207	82802	677009	10.43	-
ii) Individual Shareholders holding nominal share capital in excess of Rs.1 lakh	877765	140000	1017765	15.68	980205	140000	1120205	17.26	1.58
c) Others									
i) NRI	55000	856740	911740	14.05	55000	756750	811740	12.51	1.54
ii) Clearing Members / Clearing House	-	-	-	-	-	-	-	-	-
Sub-Total (B)(2):	1711188	1180042	2891230	44.55	1811688	1079542	2891230	44.55	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1711188	1365227	3076415	47.40	1711188	1365227	3076415	47.40	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4583992	1906167	6490159	100	4684492	1805667	6490159	100	-



ii) SHARE HOLDING OF PROMOTERS

S. No	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total share	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total share	
1	Sri Krishna Naik	18,43,540	28.41	-	18,43,540	28.41	-	-
2	MeenaBhushanKerur	10,24,764	15.79	-	10,24,764	15.79	-	-
3	G K Naik	2,33,700	3.60	-	2,33,700	3.60	-	-
4	MaliniGovindNaik	3,09,240	4.76	-	3,09,240	4.76	-	-
5	S B Kerur	2,500	0.04	-	2,500	0.04	-	-
	Total	34,13,744	52.60	-	34,13,744	52.60	-	

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Promoter's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
No Change					



(iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	*N Parameswari	71,500	1.10	-	-
	Increase/decrease in share	(71,500)	(1.10)		
	At the end of the year	-	-	-	-
2.	*A A N KUMAR	50,000	0.77	-	-
	Increase/decrease in shares	(50,000)	(0.77)	-	-
	At the end of the year	-	-	-	-
3.	*Kondapaneni Venkata Sambasivarao	40,900	0.63	-	-
	Increase/decrease in shares	(40,900)	(0.63)	-	-
	At the end of the year	-	-	-	-
4.	*MYNENI HITAL RAO	37,700	0.58	-	-
	Increase/decrease in shares	(37,700)	(0.58)	-	-
	At the end of the year	-	-	-	-
5.	*RAVINDRA AFZALPURKAR	34,519	0.53	-	-
	Increase/decrease in shares	(34,519)	(0.53)	-	-
	At the end of the year	-	-	-	-
6.	*NARASIMHA MURTHY BOLLA	24,800	0.38	-	-
	Increase/decrease in shares	(24,800)	(0.38)	-	-
	At the end of the year	-	-	-	-
7.	Stressed Assets Stabilised Fund	1,85,185	2.85	-	-
	Increase/decrease in shares	-	-	-	-
	At the end of the year	-	-	1,85,185	2.85
8.	C H Kiron	1,40,000	2.16	-	-
	Increase/decrease in shares	-	-	-	-
	At the end of the year	-	-	1,40,000	2.16
9.	Suresh Keerthi	1,35,000	2.08	-	-
	Increase/decrease in shares	-	-	-	-



	At the end of the year	-	-	1,35,000	2.08
10.	L N Raju	2,33,700	3.60	-	-
	Increase/decrease in shares	-	-	(1,00,000)	1.54
	At the end of the year	-	-	1,33,700	2.06
11.	A Rangabashyam	-	-	-	-
	Increase/decrease in shares	-	-	1,17,500	1.81
	At the end of the year	-	-	1,17,500	1.81
12.	Meera Keerthi	1,13,440	1.75	-	-
	Increase/decrease in shares	-	-	-	-
	At the end of the year	-	-	1,13,440	1.75
13.	Ramachandra Rao K	1,05,000	1.62	-	-
	Increase/decrease in shares	-	-	-	-
	At the end of the year	-	-	1,05,000	1.62
14.	Alluri Lakshmi	-	-	-	-
	Increase/decrease in shares	-	-	1,00,000	1.54
	At the end of the year	-	-	1,00,000	1.54
15.	Prudential Capital Markets Limited	1,00,000	1.54	-	-
	Increase/decrease in shares	-	-	-	-
	At the end of the year	-	-	1,00,000	1.54
16.	Hemendra Ratilal Mehta	92,800	1.43	-	-
	Increase/decrease in shares	-	-	92,800	1.43
	At the end of the year	-	-	92,800	1.43

*ceased to be in the list of top ten share holders.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sri Krishna Naik Chairman & Managing Director	-	-	-	-
	At the beginning of the year	18,43,540	28.41	-	-



	At the End of the year	-	-	18,43,540	28.41
2	Meena Bhushan Kerur Woman Director	-	-	-	-
	At the beginning of the year	10,24,764	15.79	10,24,764	15.79
	At the End of the year	-	-	10,24,764	15.79

V. INDEBTEDNESS : NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. in Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Sri Krishna Naik, Managing Director	
1.	Gross salary	1,00,000	1,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-
2.	Stock Option		-
3.	Sweat Equity		-
4.	Commission		
	- as % of profit		-
	- others, specify...		-
5.	Others, please specify Contribution to Provident fund		-
	Total (A)		
	Ceiling as per the Act		42 Lakhs

*As per Section II Part II of Schedule V



B. Remuneration to other Directors:

(Rs. in Lakhs)

Sl. no.	Particulars of Remuneration	Name of Directors					Total Amount
		Sri. Kotte Suresh	Sri Maqsood Ahmed	Sri Pramod Hariharrao Puradupadhyew.e.f 12.05.2015			
1.	Independent Directors						
	• Fee for attending board / committee meetings						
	• Commission	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-
	Total (1)						
2.	Other Non-Executive Directors	None					
	• Fee for attending board / committee meetings	-	-	-	-	-	-
	• Commission	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (B)=(1+2)						
	Total						



	(B)=(1+2)						
	Total Managerial Remuneration (A+B)						
	Overall Ceiling as per the Act (for Independent Directors)						

*Rs. 1 lac per each meeting attended

C. Remuneration to Key Managerial Personnel other than MD/ Manager/WTD:
(Rs. in Lakhs)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel	Total Amount
		Mr. Janardhan Mandala, CFO	
1.	Gross salary	25,000	25,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	- as % of profit	-	-
	- others, specify...	-	-



VII. PENALTIES / PUNISHMENT / COMPUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY Penalty			NONE		
Punishment Compounding					
B. DIRECTORS Penalty			NONE		
Punishment Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NONE		
Punishment Compounding					



MANAGEMENT DISCUSSION ANALYSIS FORMING PART OF THE ANNUAL REPORT

Industry Structure and Development

The carpet industry in India is an age-old, well established decentralized sector, employing over 2million rural workers, and who are mostly non-agricultural rural populace. Indian handmade carpet is an export oriented item & above 90% of its production being exported. The industry has made rapid strides during the post-independence era especially during and after 70s in the wake of overseas demand which stimulated carpet production and exports. As a result, exports which were worth around 3 crore in 1947-48 and 11 crore in 1970-71 registered manifold increase and exceeded Rs 3,600 crore in 2006-07. But after 2010-11 there is a sharp decline in export due to world wide economic recession.

Indian carpet has a special place particularly in the heart of the people in the developed countries which absorb 88-90% of Indian carpet exports. USA and Germany, the two largest and established markets for carpets together account for 76% of India's exports. The other developed countries and only a few developing countries account for the rest of the part. The carpet industry is basically both export-oriented and labor intensive. Apart from earning foreign exchange, the industry provides employment to a large number of people mostly in rural areas and helps in generating supplementary income for their families. The total value of India's listed companies is expected to cross the US\$ 1.5 trillion mark within the next 12 months as India enters the top 10 club of countries by market capitalization.

Also, India could become the world's seventh biggest nation in terms of private wealth, with a 150per cent increase in total, from US\$ 2 trillion in 2013 to US\$ 5 trillion by 2018, as per a recent study by the Boston Consulting Group (BCG).

Thus, the Government of India's initiatives for improving trade and infrastructure can go a long way in improving the country's overall economy and make it a force to reckon with in the global economic scenario.

Golden Carpets Limited, with its modern technology like computerized electronic Jacquard, skilled personnel manufactures carpets which are exquisitely designed, elegant, attractive catering to the different needs of the customers.

GOLBAL INDUSTRY ANALYSIS AND OPPORTUNITIES

Recovery of the construction industry in developed regions such as North America and Europe is expected to be one of the main drivers for the growth of the market over the next few years. In addition, increasing construction activities in emerging economies such as China, Brazil and India is expected to fuel the demand for floorings in this region. Moreover, increased consumer expenditure on interiors of houses, hotels and offices is expected contribute significantly to the growth of the market. More and more automobile manufacturers are strategically using carpets and floorings in automobiles to enhance the vehicle's appearance. However, price volatility of raw materials such as polymers, rubbers and ceramic are expected to hamper the growth of the market. Development of



innovative designed light weight carpets and floorings is expected to open opportunities for the growth of the market in the near future.

Market for ceramic tiles was significantly large in Asia Pacific and South America while the market for carpets was substantial in North America and Europe. Rapid industrialization and favorable economic conditions in Asia Pacific is expected to drive the construction market, which in turn is expected to bolster the demand for flooring and carpets over the forecast period. Demand for flooring and carpets are expected to be significant in the Americas over the same time period.

There is lot of opportunities available for the carpet industry in terms of improving the productivity and quality of raw materials at reasonable prices, necessary capabilities including R & D facilities for improvement of fiber quality and development of specialized fibres/yarns, as market always demands new product, pattern & design. Rising Inflation is a world-wide phenomenon. Owing to increase in price of oil and commodities, raw material costs have increased.

Our Company has been able to capture the export market and has made its place in the domestic as well as global market. We have explored the opportunities for providing stocking and warehousing services to various players also.

THREATS

Indian Carpet industry is getting a intensified competition from the major carpet producing countries viz. Iran, Pakistan etc. This situation becomes even grimmer as the currency exchange rates of these countries are under-values Vis-a-Vis US Dollar than Indian Rupee which is stronger Vis-a-vis US Dollar, making Indian carpets less competitive compared to Iranian carpets.

Segment Wise Performance:

As the Company is dealing in only one product, the same is not applicable.

Outlook

As the industry is moving towards the emergence of new market with use of modern techniques, Low-end carpets manufactured in modern designs like hand-tufted carpets are highly preferred by new customer base. Your Company has already taken initiatives to increase the productivity and value of business by implementing quality standards, cost reduction, better development of products and their on-time delivery.

Internal Control Systems and their Adequacy

The Company is having adequate Internal Control System with respect to effectively handing the operations and maintaining the accounts.

Material Development in Human Resources/Industrial Relations:

The Company recognizes the importance and contribution made by its employees to the growth and development of the Company. The Company has cordial relations with employees and staff.

Cautionary Statement

Statements in the Management and Discussion Analysis which seek to describe the Company's objective, projections, estimates, expectations or predictions may be considered to be forward looking



statements within the meaning of the applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include Indian demand and supply conditions, availability of working capital, raw material prices, changes in government regulations, tax regime, economic developments within India and globally.

RISKS AND CONCERNS:

- Economic slowdown:

Textile as a product is highly dependent on macro-economic scenario of the countries across the world. Any slowdown in the economy will have a direct impact on the operations of the Company. With the new government at the centre, the country is expected to potentially hit the sweet spot in the coming few years, and reaffirm its position as the fastest growing country in the world, overtaking China. This will adequately help the Company to sustain its top line and profitability levels.

- Evolving fashion trends

The Company might lose its customers and market share if it does not cater to the changing needs of its customers. The Company has set up a dedicated team that monitors and understands the fashion trends across the globe. This helps the Company produce different shades, textures and fabric which create a benchmark for their clients. This has helped company generate majority of its revenues from value-added products.

- Increase in cotton prices

Cotton accounts for significant portion of the cost of production for textile. Volatility in the cost of raw material might dent the margins of the company and affect its bottom-line. The Company has plants located within close proximity to cotton growing regions, which adds to savings on its procuring cost. In addition, it also sources bulk of its requirements from regulated government agencies, at reasonable cost and assured supply.

- Appreciation in Indian currency

Majority of the revenues of the Company is derived through exports. Any significant appreciation in currency might result in loss of revenues in near short-term for the Company. The volatility in currency is directly linked to raw material prices. Hence, any significant appreciation in the currency, will result in decline of raw material prices, thus giving a natural hedge, with no impact on margins.



CORPORATE GOVERNANCE REPORT

1. BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company believes that good Corporate Governance practices should be enshrined in all activities of the Company. This would ensure efficient conduct of affairs of the Company and help the Company to achieve goal of maximizing value for all its stake owners. Your Company's business objective is to manufacture and market the Company's product in such a way as to create value that can be sustained over the long term for consumers, shareholders, employees & business partners.

Your Company is conscious of the fact that the success of a Company is a reflection of the professional conduct and ethical values of its management & employees. Your Company affirms its commitment to follow good corporate governance practices proactively.

2. BOARD OF DIRECTORS

a) Composition and provisions as to Board and Committees:

Your Company's existing Board comprises of 4 (Four) Directors. Of these, 3 (Three) are Non-Executive Directors and 2(Two) are Independent Directors. The Chairman is an Executive Director. The details of the Directors with regard to outside directorships, committee positions are as follows:

Name of the Director	Category	No. of other Directorships as on 31.03.2015	No. of membership (s) of Board Committees* in other companies as on 31.03.2015	No. of Chairmanship (s) of Board Committees* in other Companies as on 31.03.2015
Sri Krishna Naik DIN: 01730236	Executive Chairman (Promoter&Managing Director)	3	-	-
Meena Bhushan Kerur DIN: 02454919	Non Executive(Promoter)	1	1	-
Kotte Suresh DIN: 01440949	Executive Director (Promoter)	6	-	-
#PramodHariharraoPuradupadhye DIN: 07161593	Executive Director (Promoter)	-	-	-



Appointed w.e.f. 12thMay, 2015.

b) Attendance of each Director at the Board of Directors Meeting and the last Annual General Meeting:

Name of the Director	No. of Board meetings held from 01.04.2014 to 31.03.2015	No. of Board meetings attended from 01.04.2014 to 31.03.2015	Attendance at last AGM (30.09.2014)
Sri Krishna Naik	4	4	Yes
Smt.Meena Kerur	4	4	No
Sri KotteSuresh	4	4	Yes
Sri Maqsood Ahmed	4	3	
PramodHariharraoPuradupadhye	4	Nil	No

*Appointed w.e.f. 12thMay, 2015

c) **No of Board of Director Meetings held, dates on which meetings were held:** During the financial year ended 31st March, 2015, Four (4) Board Meetings were held on 29.05.2014, 04.08.2014, 05.11.2014 and 10.02.2015.

3. AUDIT COMMITTEE

a) Composition, name of members and Chairperson

- | | | |
|--------------------------------------|---|--------------------------------|
| 1. Sri Kotte Suresh | – | Chairman, Independent Director |
| 2. Smt.Meena Kerur | – | Member, Non-Executive Director |
| 3. Sri Maqsood Ahmed | – | Member, Independent Director |
| 4. Sri PramodHariharraoPuradupadhye* | – | Member, Independent Director |

b) Meetings and attendance during the year

During the financial year ended March 31, 2015 – Four (4) Audit Committee Meetings were held on 29.05.2014, 04.08.2014, 05.11.2014 and 10.02.2015.

Name	No. of meetings attended
Sri KotteSuresh	4
Smt.MeenaKerur	4
Sri Maqsood Ahmed	4
Sri PramodHariharraoPuradupadhye	Nil*

*Appointed w.e.f. 12th May, 2015



c) Powers of Audit Committee

The audit committee shall have powers, which should include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

d) Role of Audit Committee

The role of the audit committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
 2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
 3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
 4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
 5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the company with related parties;
 9. Scrutiny of inter-corporate loans and investments;
-



10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
Explanation (i): The term “related party transactions” shall have the same meaning as provided in Clause 49(VII) of the Listing Agreement.

e) Review of information by Audit Committee

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

4. NOMINATION AND REMUNERATION COMMITTEE

a) Composition, Name of members and Chairperson

- | | | |
|---|---|--------------------------------|
| 1. Sri Kotte Suresh | – | Chairman, Independent Director |
| 2. Sri Maqsood Ahmed | - | Member, Independent Director |
| 3. Smt Meena Bhushan Kerur* | – | Member, non-Executive Director |
| 4. Sri Pramod Harihar Rao Puradupadhye* | – | Member, Independent Director |

*Appointed w.e.f. 12th May, 2015.

**Meetings and attendance during the year**

During the financial year ended March 31, 2015 – One(1) Nomination & Remuneration Committee Meetings was held on.

Name	No. of meetings attended
Sri Kotte Suresh	1
Sri Maqsood Ahmed	1
SmtMeenaBhushanKerur	1
Sri PramodHariharraoPuradupadhye*	Nil*

*Appointed w.e.f. 12th May, 2015.

b) Brief description of terms of reference

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

c) Remuneration policy

The Company follows a policy on remuneration of Directors and Senior Management Employees. The Remuneration policy is attached to this report as Annexure I.

d) Details of remuneration to all the Directors, as per format in main report.

(Rs. in Lakhs)

Sl. No.	Name of the Director	Salary, allowances & Perquisites	Sitting fees paid	Commission	Total	No. of shares held
1	Sri Krishna Naik	1,00,000	-	-		18,43,540
2	Smt Meena Bhushan Kerur	-	-	-		10,24,764
3	Sri Kotte Suresh	-	-	-	-	Nil
4	PramodHariharraoPuradupadhye*	-	-	-	-	Nil

*Appointed w.e.f. 12th May, 2015.



The Company does not have any stock option plan or performance linked incentive for the Executive Directors. The appointments are made for a period of three years on the terms and conditions in the respective resolution passed by the Members in the General Meetings, which do not provide for severance fees.

5. GENERAL BODY MEETINGS

a) Location and time, where last three AGMs held:

Financial Year	Date	Venue	Time
2013-2014	30/09/2014	Hotel Marriot, Tankbund, Hyderabad -500080	11.00 A.M.
2012-2013	27/09/2013	Hotel Marriot, Tankbund, Hyderabad – 500080	9.00 A.M
2011-2012	29/09/2012	Hotel Marriot, Tankbund, Hyderabad – 500080	9.00 A.M

b) Special Resolutions passed in the previous three AGMs:

At the AGM held on 30.09.2014, the following special resolutions were passed:

1. Appointment of Sri Kotte Suresh as Independent Director for a period of 5 years.
2. Appointment of Sri Masqood Ahmed as Independent Director for a period of 5 years.
3. Appointment of Sri Krishna Naik as a Director, liable to retire by rotation and also as a Managing Director.

At the AGM held on 27.09.2013, no special resolution was passed:

At the AGM held on 29.09.2012, the following resolution was passed:

1. Appointment of Sri Krishna Naik as Managing Director.

c) Whether Special resolutions were put through postal ballot during the financial year 2013-14, details of voting pattern: Nil

d) None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through postal ballot. Nil

7. DISCLOSURES

a. Disclosures on materially significant related party transactions i.e., transactions of the company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives, etc., that may have potential conflict with the interests of Company at large.

During the period under review, the Company had not entered into any material transaction with any of its related parties. None of the transactions with any of related parties were in conflict with the Company's interest. Attention of members is drawn to the disclosure of transactions with related parties set out in Note No. 30 of Audited Financial Statements, forming part of the Annual Report.



b. **Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.** Nil

c. **Whistle Blower policy:**

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism/ Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct.

The reportable matters may be disclosed to the Compliance Officer who operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

d. **Details of compliance with mandatory requirements and adoption of non-mandatory requirements.**

Mandatory requirements: All complied with.

e. **CEO/CFO certification:**

In terms of Clause 49 of the Listing Agreement, the Certificate duly signed by Managing Director and Chief Financial Officer of the Company was placed before the Board of Directors along with the financial statements for the year ended March 31, 2015, at its meeting held on 28.05.2015. The same is annexed herewith.

f. **Particulars of cost auditor:**

During the year under review, the Company was not required to maintain cost records and get them audited by Cost Auditor.

8. MEANS OF COMMUNICATION

- a. The Company's quarterly financial results are informed to BSE Limited and also uploaded on the Company's website www.goldencarpets.com
- b. The Quarterly results are usually published in Financial Express and Nava Telangana.
- c. Display of official news releases and the presentations made to institutional investors or to the analysts - The website shall be used for this purpose, when the occasion arises.

9. GENERAL SHAREHOLDER INFORMATION

a) AGM – Date, time and Venue:

Day, Date	: Wednesday, 30 th September, 2015
Time	: 11.00 A.M.
Venue	: Tank Bund Road, Opposite Hussain Sagar Lake, Hyderabad, Telangana 500080



- b) Financial Year : 1st April to 31st March of the following year
 c) Date of Book closure : 24th September, 2015 to 30th September, 2015
 d) Dividend payment date : N.A.
 e) Listing on Stock Exchanges : BSE Limited
 f) Stock code : 531928
 g) Market price data & performance in comparison to broad-base indices i.e., SENSEX:

Month	BSE Limited			
	Share Price		SENSEX	
	High	Low	High	Low
April, 2014	-	-	22,939.31	22,197.51
May, 2014	2.50	2.28	25,375.63	22,277.04
June, 2014	2.38	2.08	25,725.12	24,270.20
July, 2014	2.73	2.38	26,300.17	24,892.00
August, 2014	3.05	2.86	26,674.38	25,232.82
September, 2014	3.51	3.20	27,354.99	26,220.49
October, 2014	3.55	3.34	27,894.32	25,910.77
November, 2014	3.67	3.50	28,822.37	27,739.56
December, 2014	3.65	3.65	28,809.64	26,469.42
January, 2015	-	-	29,844.16	26,776.12
February, 2015	-	-	29,560.32	28,044.49
March, 2015	3.90	3.75	30,024.74	27,248.45

h) Registrar & Transfer Agent:

XL Softech Systems Ltd.,
 3, Sagar Society, Road No.2, Banjara Hills,
 Hyderabad - 500 034.
 Tel No; 040 23545913/14/15, Fax No. 040 23553214
 e-mailxlfield@gmail.com
 Website: www.xlsoftech.com

i) Share transfer system:

Shares sent for transfer in physical form are registered and returned by our Registrar and Share Transfer Agent in 15 days of receipt of the documents, provided the documents are found to be in order. Shares under objection are returned within two weeks.



j) Distribution of shareholding:

Shareholding pattern as on 31.03.2015

S. No.	Particulars	No. of shares	% of Holding
(A)	Shareholding of Promoter and Promoter Group:		
1	Indian	23,88,980	36.81
2	Foreign	10,24,764	15.79
	Total Shareholding of Promoter and Promoter Group	34,13,744	52.60
(B)	Public Shareholding:		
1	Institutions	1,85,185	2.85
2	Non-Institutions	28,91,230	44.55
	Total Public Shareholding	30,76,415	41.93
(C)	Shares held by Custodians and against which Depository Receipts have been issued		
1	Promoter and Promoter Group	-	-
2	Public	-	-
	Total (A+B+C)	64,90,159	100.00

Distribution of shareholding as on 31.03.2015

Category	Holders		Amount	
	Number	% to total	In Rs.	% to total
up to 5000	432	55.67	973090	1.50
5001 - 10000	111	14.30	1008180	1.55
10001 - 20000	69	8.89	1145270	1.76
20001 - 30000	35	4.51	898840	1.38
30001 - 40000	23	2.96	838690	1.29
40001 - 50000	26	3.35	1258980	1.94
50001 - 100000	25	3.22	1913970	2.95
100001 & ABOVE	55	7.09	56864570	87.62
TOTAL	776	100.00	64901590	100.00

k) Dematerialization of shares and liquidity:

Mode of Holding	% of holding
NSDL	46.48
CDSL	9.01
Physical	21.39

The Company's shares are available for dematerialization on both the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). 1,15,31,492 shares amounting to 55.49% of the total paid-up capital has been dematerialised up to 31st March, 2015.



ISIN: INE595D01015

Address of Registrar for Dematerialisation of Shares:

Ms. XL Softech Systems Ltd.,

3, Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500 034.

Tel No. 040 23545913/14/15, Fax No. 040 23553214

e-mail: xlfield@gmail.com, Website: www.xlsoftech.com

l) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity.

Not Applicable as the Company has not issued any of the above instruments.

m) Plant Locations

Jeedipally Village

ToopranMandal, Medak District, Telangana

n) Address for correspondence:

i. For transfer / dematerialisation of share, change of address of members and other queries relating to the shares of the Company:

Ms. XL Softech Systems Ltd.,

3, Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500 034

Tel No. 040 23545913/14/15, Fax No. 040 23553214

E-mail: xlfield@gmail.com Website: www.xlsoftech.com

Golden Carpets Ltd,

8-2-596/5/B/1, ROAD NO.10,BANJARA HILLS,.

Phone No(s) : 040 - 66771111, Fax No: 040 - 23351576

Email ID: goldencarpets@vsnl.net

The above report has been approved by the Board of Directors in their meeting held on 16.05.2015.

DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, all Board members and Senior Management Personnel have affirmed compliance with Golden Carpets Ltd Code of Conduct for the year ended March 31, 2015.

By order of the Board
For Golden Carpets Ltd

Place: Hyderabad

Date: 05-09.2015

Sri Krishna Naik
Chairman & Managing Director



CEO/CFO CERTIFICATE UNDER CLAUSE 49 OF LISTING AGREEMENT

To
The Board of Directors
Golden Carpets Ltd

- A. We have reviewed the financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
1. significant changes in internal control over financial reporting during the year;
 2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 3. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Golden Carpets Ltd

Place: Hyderabad
Date: 05-09.2015

Sri Krishna Naik
Managing Director

Janardhan Mandala
CFO



AUDITORS CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To the members of
Golden Carpets Ltd,
Hyderabad.

We have examined the compliance of conditions of Corporate Governance by **Golden Carpets Ltd**, for the year ended 31st March, 2015 as stipulated in Clause 49 of the listing agreement of the Company with Stock Exchanges in India.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, the Company has complied with the conditions of Corporate Governance as stipulated in the above listing agreement.

We state that in respect of investor grievances received during the year ended 31st March, 2014, no investor grievances are pending against the Company, as per the records maintained by the Company and presented to the Investors/ Shareholders Grievance Committee. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Ramasamy Koteswara Rao & Co.,
Chartered Accountants

Place : Hyderabad
Date : 05-09.2015

C.V.Koteswara Rao
Partner
(Membership No. 028353)



INDEPENDENT AUDITOR'S REPORT

To the Members,
GOLDEN CARPETS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **M/s. Golden Carpets Limited** ("the Company"), which comprises the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash Flow statement for the year ended, and summary of significant accounting policies and other explanatory information.

Management Responsibility for the Financial Statements

The company's board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013, ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with Accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the companies (Accounts) Rules, 2014, This responsibility also includes the maintenance of adequate records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the Accounting and Auditing standards and matters which are required to be included in audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing Specified under sec 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial control over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March, 2015, and its Loss and its cash flows for the year ended on the date.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies(Auditor's Report) Order, 2015 (the Order) issued by the Central Government of India in terms of sub-section(11) of section 143 of the Act, we give in the annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on 31st March 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company does not have any long term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which required to be transferred to the Investor Education and protection fund by the company

For Ramasamy Koteswara Rao & Co,
Chartered Accountants

Firm Registration Number: 010396S
(C V Koteswara Rao)

Partner
Membership No.028353

Place: Hyderabad
Date: 28th May, 2015



The Annexure referred to in our Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended March 31, 2015, we report that:

- i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Fixed assets have been physically verified by the management during the year in accordance with a phased program of verification and no material discrepancies have been noticed on such verification.
- ii) a) As explained to us, inventories have been physically verified by the Management at regular intervals during the year.
- b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
- c) In our opinion, the company has maintained proper records of inventories and as explained to us there was no material discrepancy noticed on physical verification.
- iii) a) In our opinion and according to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Therefore, requirements of clauses (a), (b), of paragraph 3(iii) of the order are not applicable.
- iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, with regard to purchase of inventory and fixed assets and for the sale of goods. During the course of the audit we have not observed any major weaknesses in the internal control system.
- v) In our opinion and according to the explanations given to us, the company has not accepted any deposits from Public.
- vi) The Central Government has not prescribed the maintenance of cost record under section 148(1) of the Companies Act 2013.
- vii) a) According to the records of the company and explanations given to us and on the basis of our examination of the records of the company, undisputed statutory dues including provident fund, Income - tax, Value Added Tax, and other material statutory dues applicable to it have been regularly deposited with the appropriate authorities. Further, as explained to us, no undisputed statutory dues were in arrears as at 31st March 2015 for a period of more than 6 months from the date they become payable.
- b) According to the information and explanation given to us, there are no dues of income-tax, sales-tax and cess which have not been deposited on account of any dispute.



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- c) According to the information and explanation given to us there were no amount transferred to investor education and protection fund.
 - viii) The company has accumulated losses as at the end of the financial year and it accumulated losses are not less than fifty percent of its net worth and the company has not incurred any cash losses during the current financial year covered by our audit and in the immediately preceding financial year.
 - ix) Based on our audit procedures and on the information and explanation given to us, we are of the opinion the company did not have any dues to financial institutions, bankers or debentures holders during the year.
 - x) According to the information and explanations given to us, the company has not given guarantees for loans taken by others from banks or financial institutions.
 - xi) According to the information and explanations given to us, no term loans were raised during the year.
 - xii) Based on the audit procedures performed and information and explanations given to us by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

Place: Hyderabad
Date: 28th May, 2015

For Ramasamy Koteswara Rao & Co,
Chartered Accountants
Firm Registration Number: 010396S
(C V Koteswara Rao)
Partner
Membership No.028353

**Balance Sheet as at 31st March, 2015**

Particulars	Notes	As on 31.03.2015	As on 31.03.2014
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	1	84,411,590	84,411,590
Reserves and Surplus	2	(78,894,583)	(50,292,899)
Non-Current Liabilities			
Long Term Borrowings	3	45,184,949	45,184,949
Deferred Tax liability(Net)	4	8,392,746	9,763,031
Current Liabilities			
Trade payables	5	260,408	878,212
Other Current Liabilities	6	262,699	202,934
		59,617,808	90,147,810
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	7	27,192,297	58,247,143
Long Term Loans and Advances	8	483,410	483,410
Current Assets			
Inventories	9	23,887,391	25,897,041
Trade Receivables	10	1,901,213	1,227,742
Cash and Bank Balances	11	5,388,489	3,892,152
Short Term Loans and Advances	12	20,000	28,000
Other Current Assets	13	745,009	372,325
		59,617,808	90,147,810

For Ramasamy Koteswararao & Co
Chartered Accountants
FRN No.010396S

For and on Behalf of Board of Directors

Sd/-
C.V.Koteswara Rao
Partner
M.No.028353

Sd/-
Sri Krishna Naik
Managing Director

Sd/-
Meena Kerur
Director

Place : Hyderabad
Date : 28-05-2015



Statement of Profit and Loss for the period ended 31st March 2015

Particulars	Notes	As at 31 March 2015	As at 31 March 2014
Revenue			
Revenue from operations	14	7,709,454	5,145,965
Other Income	15	3,592,519	1,915,838
Total Revenue		11,301,973	7,061,803
Expenses:			
Cost of raw material and components Consumed (Increase)/decrease in inventories of finished goods and work-in -progress	16 17	3,325,436 -	1,584,000 -
Employee benefit expense	18	2,097,677	2,071,184
Financial costs	19	357	6,352
Depreciation and amortization expense	7	5,605,311	7,950,634
Other expenses	20	4,705,497	2,998,572
Total Expenses		15,734,278	14,610,742
Profit before tax		(4,432,305)	(7,548,939)
Tax expense:			
Current tax		-	-
Deferred tax (saving)		(1,370,285)	(3,390,077)
Profit(Loss) from the period from continuing operations		(3,062,020)	(4,158,862)
Profit/(Loss) for the period		(3,062,020)	(4,158,862)
Earning per equity share:			
Basic & Diluted		(0.47)	(0.64)

For Ramasamy Koteswara Rao & Co.,
Chartered Accountants
FRN : 010396S

For and on behalf of the Board of Directors

Sd/-
C.V.Koteswara Rao
Partner
M.No.028353

Sd/-
Sri Krishna Naik
Managing Director

Sd/-
Meena Kerur
Director

Place : Hyderabad
Date : 28-05-2015



SCHEDULES FORMING PART OF BALANCE SHEET

1	Share Capital	31-Mar-15	31-Mar-14
	Authorised 10500000 equity shares of Rs.10 each	105,000,000	105,000,000
	Issued 6490159 equity shares of Rs. 10 each	64,901,590	64,901,590
	Subscribed 6490159 equity shares of Rs. 10 each	64,901,590	64,901,590
	Add:Forfieted Shares	19,510,000	19,510,000
		84,411,590	84,411,590

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	31-Mar-15	
	Number	Amount
Shares outstanding at the beginning of the year	6,490,159	64,901,590
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	6,490,159	64,901,590

2 Reserves & Surplus		
Capital Reserve		
Securities Premium account	22,407,396	22,407,396
	22,407,396	22,407,396
Surplus/(Deficit) in the statement of profit and loss		
Balance as per last financial statements	(72,700,296)	(68,541,434)
Profit/(Loss) for the year	(3,062,020)	(4,158,862)
	(25,539,664)	-
	(101,301,979)	(72,700,295)
	(78,894,583)	(50,292,899)



3	Long term Borrowings		
	Deferred Sales tax loan (Interest free)	190,370	190,370
	Unsecured loans from Promoters	44,994,579	44,994,579
		45,184,949	45,184,949
	Unsecured Loans from Related Parties		
	S.K.Naik	6,759,307	6,759,307
	Other Loans and Advances	38,235,272	38,235,272
		44,994,579	44,994,579
4	Trade payables		
	Audit Fees Payable	25,000	25,000
	Courier charges payable	-	1,015
	Electricity charges payable	2,842	3,035
	Director Remuneration Payable	-	718,340
	Rent payable	144,729	44,739
	Salaries Payable	76,791	69,718
	Telephone Charges Payable	11,046	7,800
	Share Transfer Fees Payable	-	8,565
	260,408	878,212	
5	Other Current liabilities		
	Other liabilities		
	CST Payable	43,943	42,015
	Vat Payable	10,658	67,879
	TDS Payable	167,738	39,000
	Calls Unpaid payable on allotment money	2,500	2,500
	Sundry Creditors	37,860	51,540
	262,699	202,93	



DEPRECIATION AS PER COMPANIES ACT 2014-2015 (F. YEAR 2014-2015)

Description	GROSS BLOCK		As at 31.03.15	As on 31.03.14	DEPRECIATION			NET BLOCK			
	As at 01.04.14	Addition During the period			Deletion During the period	Charged to retained earnings	FOR THE PERIOD		Total as at 31.03.15	WDV as at 31.03.15	WDV as at 31.03.14
							Current year	depreciation year			
Building others	2,062,860	-	-	520,495	-	100,749	621,243	1,441,617	1,542,365		
Building factory	17,686,462	-	-	8,189,418	-	539,373	8,728,792	8,957,670	9,497,044		
Computers	2,119,434	13,500	2,132,934	735,184	1,290,570	2,235	2,027,988	104,946	1,384,250		
Electrical	4,192,872	76,625	4,269,150	2,671,134	727,074	97,440	3,495,648	773,502	1,521,391		
Furniture & fixtures	1,534,872	-	1,534,872	1,203,508	3,049	198,615	1,405,173	129,699	331,364		
Land & site development	2,655,433	-	2,655,433	-	-	-	2,655,433	2,655,433	-		
Misc fixed assets	4,882,747	-	4,882,747	3,169,353	712,555	146,086	4,027,995	854,752	1,713,394		
Plant & machinery	134,752,320	-	134,752,320	95,369,183	22,806,416	4,482,338	122,657,937	12,094,383	39,383,137		
Vehicles	351,686	-	351,686	132,917	38,474	171,390	180,296	218,769	-		
TOTAL	170,238,339	90,125	170,328,464	111,991,192	25,539,664	5,605,311	143,136,167	27,192,297	58,247,147		



7	Long Term Loans and Advances		
	Electricity Deposit	148,410	148,410
	Deposit With FAPCCI	3,000	3,000
	Sales tax Deposit	5,000	5,000
	Rent Deposit	312,000	312,000
	Telephone Deposit	15,000	15,000
		483,410	483,410
8	Inventories		
	Raw materials	20,228,191	22,237,841
	Finished goods	3,659,200	3,659,200
		23,887,391	25,897,041
9	Trade Receivables and other asstes		
	Unsecured and considered good		-
	Outstanding for a period		
	Less than 6 months from the date they are due for payment	1,856,787	1,024,619
	Exceeding 6 months from the date they are due for payment	44,426	203,123
		1,901,213	1,227,742
10	Cash and Bank Balances		
	cash and cash equivelents		
	Cash on hand	577,937	1,276,012
	Balances with Banks		
	In Current accounts	37,316	601,468
		615,254	1,877,480
	Other bank balances		
	Fixed Deposits	4,773,235	2,014,672
		5,388,489	3,892,152
11	Short Term Loans and Advances		
	Advances to Employees	20,000	28,000
		20,000	28,000
12	Other Current Assets		
	Advances given to suppliers	500,879	159,447
	TDS Receivables	244,130	212,878
		745,009	372,325



Note No.		31-Mar-15	31-Mar-14
13	Revenue from Operations		
	Sale of Finished goods	7,709,454	5,145,965
		7,709,454	5,145,965
14	Other Income		
	Interest Income		
	Intrest on Fixed Deposit - Axis Bank	287,292	326,745
	Intrest on Sweep term Deposit - Axis Bank	25,604	28,452
	Non-operating Income (Foreign Exchange Fluctuation)	-	1,429
	Exhibition Income	1,767,224	
Other Income	1,512,399	1,559,212	
		3,592,519	1,915,838
15	Cost of Raw material and components consumed		
	Inventory at the beginning of the year	22,237,841	20,605,467
	Add : Purchases	1,315,786	3,216,374
		23,553,627	23,821,841
	Less : Inventory at the end of the year	20,228,191	22,237,841
	Consumption	3,325,436	1,584,000
16	(Increase)/decrease in Inventories		
	Inventories at the beginning of the year (April,14)		
	Finished goods	3,659,200	3,659,200
	Inventories at the end of the year (Mar,2015)		
Finished goods	3,659,200	3,659,200	
Change in inventory	-	-	
17	Employee benfit Expenses		
	Salaries and Wages	863,211	857,284
	Directors Remuneration	1,200,000	1,200,000
	Staff Welfare Expenses	34,466	13,900
		2,097,677	2,071,184
18	Finance Cost		
	Bank Charges	357	6,352
		357	6,352



19	Other Expenses		
	Advertisement Expenses	41,816	48,802
	Annual Custodial Fees	146,068	61,798
	Back Coating Material	18,850	-
	Board Meeting Expenses	27,245	42,350
	Business Promotion Expenses	425,192	-
	BSE filing expenses	17,978	-
	Conveyance Expenses	-	24,602
	Debtors Written off	-	276,592
	Directors Sitting Fees	10,000	10,000
	Donations	-	40,000
	Interest on TDS	1,682	9,366
	Discount allowed	31,739	-
	Factory Maintainence	330,000	-
	Laying Material & Underlay Expenses	-	23,000
	Rates and taxes	38,110	-
	Office maintenance expenses	47,714	13,560
	Packing charges	41,880	-
	Postage & Courier charges	14,021	16,326
	Power & Diesel	493,044	310,534
	Printing & Stationery	11,025	17,180
	Professional Charges	344,606	90,000
	Rent	1,199,880	1,199,880
	Repair & Maintanance	616,392	364,786
	ROC filing fee Expenses	77,000	-
	Sales Tax Arears	61,719	-
	Share Transfer Processing fees	36,479	34,590
	Telephone & Internet Expenses	140,406	145,529
	Transport Charges	61,272	23,800
	Travelling Expenses	446,379	220,877
	Payment to Auditor		
	Audit fee	25,000	25,000
		4,705,497	2,998,572



MEASUREMENT AND DISCLOSURES AS PER ACCOUNTING STANDARDS

1. Significant Accounting Policies: –

I. Basis of Preparation of Financial Statements:

The Financial statements have been prepared under the historical cost convention on accrual basis. The mandatory applicable accounting standards in India and the provisions of the companies Act, 2013 have been followed in preparation of these financial statements.

All assets and liabilities have been classified as current or non-current as per the operating cycle criteria set out in the Revised Schedule III to the Companies Act, 2013.

II. Use of Estimates:

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

III. Revenue Recognition:

Revenue from sale of goods is recognized when significant risks and rewards in respect of ownership of products are transferred to customers. Revenue from domestic sales of products is recognized on dispatch of products. Revenue from products is stated inclusive of duties, taxes but exclusive of returns, and applicable trade discounts and allowances.

Interest accrues on the time basis, determined by the amount outstanding and the rate applicable.

IV. Fixed Assets:

Fixed assets are recognized at cost of acquisition and installation less accumulated depreciation. The cost comprises purchase price, freight, duties, levies, borrowing cost and directly attributable cost of bringing the assets to their working condition for intended use. Subsequent expenditure related to an item of fixed assets is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance or extend its estimated useful life.

V. Depreciation:

Depreciation on fixed assets is provided on straight-line method using the lives of assets given in Schedule II of the Companies Act, 2013.

With Effective from April 01, 2014, and as per the norms of the amendment of schedule II of the companies Act 2013 the Company has reviewed and revised the useful life of



fixed assets, generally in accordance with the provisions of the Schedule II to the Companies Act, 2013 for the purpose of providing depreciation on its fixed assets and based on the transitional provision provided in note 7(b) of Schedule II, the carrying value of assets has changed accordingly as per the amendment of the companies Act 2013. And now carrying value of the assets which has completed its depreciation period (useful life) as on 1st April 2014 is Rs.2,55,39,664 has been recognized in the opening balance of profit and loss account.

VI Valuation of Inventories:

Inventories are valued at the lower of cost (or) net realizable value.

Cost is arrived at by using weighted average method and includes all costs of purchases, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

VII Tax Expense:

Deferred tax resulting from "Timing Difference" between book profit and taxable profit is accounted for using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date. Deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the asset will be realized in future.

Provision is made for deferred tax as per the applicable provisions of Income Tax Act, 1961.

2. Other Notes to Accounts and Disclosures

I Related party disclosures (AS-18):

- i. Key Management Personnel: Mr Sri Krishna Naik ,Managing Director

Particulars of transactions with related parties:

(Amount in Rupees)

Sl. No.	Type of Relationship	Name of the Company/ Party	Nature of Transaction	As on 31-03-2015	As on 31-03-2014
1	Managing Director	Mr Sri Krishna Naik	Remuneration	12,00,000	11,20,000

II. Remuneration to Auditors:-

Particulars	As on 31-03-2015	As on 31-03-2014
Audit Fee	25,000	25,000

**III. Earnings Per Share:-**

Particulars	As on 31-03-2015	As on 31-03-2014
Net Profit/(Loss) attributable to Equity Share Holders	(1,45,29,066)	(41,58,862)
Weighted Average No of Equity Shares	64,90,159	64,90,159
Basic and Diluted Earnings per Share	(0.64)	(1.16)

IV. Contingent Liabilities and commitments – (AS-29):

i) Guarantees and letters of credit: Nil

ii) Bank Guarantees: Rs. Nil

V. Quantitative and other information:-**a) Opening Stock and closing stock:-****(i) Raw- Materials:-**

Particulars	Raw Material(in Kgs)		
	Opening 01.04.2014)	Purchases During (the year 2014-15	Closing (31.03.2015)
Raw Materials	108199	6250	97072

(ii) Raw- Materials in Value (In Rs) for the year 2014-15:-

Particulars	Opening	Purchases	Consumption	Closing
Raw Material	2,22,37,841	1315786	3325436	20228191

(iii) Finished Goods:

Particulars	Opening (in SQMT)	Produced (in SQMT)	Sales (SQMT)	Closing Stock (in SQMT)	Closing stock in Value
Finished Goods	6654	6787	6787	6654	36,59,200

(iv) Goods Purchased: - (In Rs)

Particulars	2014-15	2013-14
Raw Material Purchased	1315786	3216374

**(v) Raw Material Consumed:- (In Rs)**

Particulars	2014-15	2013-14
Raw material consumed	33,25,436	15,84,000

c) Sales (in Rs)

Particulars	2014-15	2013-14
Sale of Goods	77,09,456	51,45,965

VI. Foreign Exchange Details:	As at 31.03.2015	As at 31.03.2014
Foreign Exchange Outgo:	-	19,15,569
VII. Deferred Tax Liability/(Asset)		
Opening Value of deferred tax Liability		97,63,031
Deferred tax on account Depreciation and Accumulated Losses		(13,70,285)
Closing Value of deferred tax Liability as on 31.03.2015		83,92,746

VIII. Other Disclosures:-

- a) The Previous year's figures have been regrouped and recast wherever necessary to bring them in line with the current year's figures.

For RAMASAMYKOTESWARA RAO & Co.
Chartered Accountants
Firm Reg. No.010396S

For and on behalf of the Board

Sd/-

(C.V. KOTESWARA RAO)

Partner
Membership No.028353

Sd/-

Sri Krishna Naik
Managing Director

Sd/-

Meena Kerur
Director

Place: Hyderabad
Date: 28-05-2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2015

(Pursuant to Clause 32 of the Listing Agreement)

PARTICULARS	Year ended 31 st March 2015	Year ended 31 st March 2014
	Rs.	Rs.
A. Cash flow from Operating activities		
Profit Before Tax	(4,432,305)	(7,548,939)
Adjustment for		
Depreciation and amortisation	5,605,311	7,950,634
Operating Profit before working capital changes	1,173,006	401,695
Movement in Working capital		
Increase/(Decrease) in Inventories	2,009,650	(1,632,374)
Increase/(Decrease) in Trade Receivables	(673,471)	(914,660)
Increase/(Decrease) in Short Term Loans and Advances	8,000	(4,000)
Increase/(Decrease) in Other current assets	(372,684)	(33,903)
(Increase)/Decrease in Current Liabilities	(558,039)	(582,015)
Cash Generated from operations	1,586,462	(2,765,258)
Direct tax paid		-
Net Cash flow from Operating activities (A)	1,586,462	(2,765,258)
B. Cash flow from Investing activities		
Purchases of Fixed Assets	(90,125)	(446,600)
Net Cash flow used in Investing Activities (B)	(90,125)	(446,600)
C. Cash flow from financing activities		
Proceeds from Share Capital	-	-
Payments Towards Long Term Borrowings	-	-
Net Cash flow used in Financing Activities (C)	-	-
Net increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	1,496,337	(3,211,858)
Cash & Cash Equivalents at the beginning of the year	3,892,152	7,104,010
Cash & Cash Equivalents at the end of the year	5,388,489	3,892,152

For Ramasamy Koteswara Rao & Co.,
Chartered Accountants
FRN : 010396S

For and on behalf of the Board of Directors

Sd/-
C.V.Koteswara Rao
Partner
M.No.028353

Sd/-
Sri Krishna Naik
Managing Director

Sd/-
Meena Kerur
Director

Place : Hyderabad
Date : 28-05-2015

21st Annual General Meeting
GOLDEN CARPETS LTD
Registered Office: 8-2-596/5/B/1, ROAD NO.10,BANJARA
HILLS, Hyderabad – 500 034
Phone: 040-66771111; Fax: 040-23351576
Website: www.goldencarpets.com, Email: goldencarpets@vsnl.net

CIN: L17220TG1993PLC016672

PLEASE COMPLETE THE ATTENDANCE SLIP AND HAND OVER AT THE ENTRANCE OF THE MEETING HALL.

ATTENDANCE SLIP

I / We hereby record my / our presence at the 21st Annual General Meeting of the Golden Carpets Ltd held on Wednesday, 30th September, 2015 at 11.00 A.M. at **Tank Bund Road, Opposite Hussain Sagar Lake, Hyderabad, Telangana 500080.**

For Physical Holding	For Electronic Form (Demat) NSDL / CDSL		No. of shares
Folio No.	DP ID	CLIENT ID	
NAME OF THE MEMBER / JOINT MEMBER(S) (IN BLOCK CAPITALS):			

Signature of the member / Joint member(s) / proxy

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)	
Registered Address	
Email ID	
Folio No./ Client ID	
DP ID	

I/We, being the member(s) of shares of the above named company, hereby appoint



1. Name :
Address:
Email ID
2. Name :
Address :
Email ID :
Signature : or failing him
3. Name :
Address :
Email ID :
Signature :

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Annual General Meeting of the company, to be held on Wednesday, 30th September, 2015 at 11.00 A.M. at **Tank Bund Road, Opposite Hussain Sagar Lake, Hyderabad, Telangana 500080** or at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Particulars	FOR	AGAINST
	Ordinary Business		
1	To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 st March, 2015 and the Reports of the Directors and Auditors thereon.		
2	To appoint a director in place of Smt Meena Kerur, who retires by rotation and, being eligible offers himself for reappointment.		
3	To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.		
	Special Business		
4	To Appoint Sri Pramod Harihar Rao Puradupadhye (Din: 07161593) as an Independent Director.		
5	Adoption of new set of Articles		

Signed this _____ day of _____ 2015

Affix Revenue stamp

Signature of Shareholder

Affix
Revenue
stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



GOLDEN CARPETS LTD
CIN: L17220TG1993PLC016672

Registered Office: 8-2-596/5/B/1, Road No.10, Banjara Hills, Hyderabad– 500 034

Phone: 040-66771111; Fax: 040-23351576

Website: www.goldencarpets.com, Email: goldencarpets@vsnl.net

FORM No. MGT-12: POLLING PAPER

(Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014)

BALLOT PAPER

Name of the first named shareholder (in Block letters)	
Postal Address	
Registered Folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
Class of shares	Equity

I hereby exercise my vote in respect of the ordinary / special resolutions for the business enumerated below and as stated in the Notice of 21st Annual General Meeting of the Company to be held on Wednesday, September 30, 2015 at 11.00 A.M. by recording my / assent or dissent to the said resolution by placing tick (") at the appropriate box below:

S. No.	Particulars	No. of shares	I/we assent to the resolution) (FOR	I/we dissent to the resolution (AGAINST)
Ordinary Business				
1	To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 st March, 2015 and the Reports of the Directors and Auditors thereon.			
2	To appoint a Director in place of Smt. Meena Bhushan Kerur who retires by rotation and, being eligible offers herself for reappointment.			
3	To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the 26 th Annual General Meeting			



	Special Business			
4	To appoint Sri Pramod Hariharrao Puradupadhye as Independent Director for a period of 5 years			
5	Adoption of New Articles of Association:			

Place:

Date:

Signature of the member

NOTE: Kindly read the instructions printed overleaf before filling the form. Valid postal ballot forms received by the scrutinizer on or before 5 p.m. (IST) on September 29, 2015 shall only be considered.

E-VOTING

Users who wish to opt for e-voting may use the following log-in credentials

EVEN (E-voting Event Number)	USER ID	PASSWORD

The e-voting facility will be available during the following period:

Commencement of e-voting	End of e-voting
From 9.00 a.m. (IST) on 27 th September, 2015	Upto 5.00 p.m. (IST) on 29 th September, 2015

Please follow steps for e-voting as mentioned in the Notice of the 21st Annual General Meeting of the company by logging on to <http://www.evotingindia.com>

INSTRUCTIONS

1. A Member desiring to exercise voting by using Ballot Form shall complete the enclosed Ballot Form with assent (FOR) or dissent (AGAINST) and send it to the Scrutinizer, Smt Srivani Tyarla, a Practising Company Secretary, R & A Associates, Hyderabad, duly appointed by the Board of Directors of the Company, in the enclosed postage prepaid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted at the Registered Office of the Company.
2. Please convey your assent in Column "FOR" or dissent in the column "AGAINST" by placing a tick (") mark in the appropriate column in the Ballot Form only. The assent / dissent received in any other form / manner will not be considered.
3. Duly completed and signed Ballot Forms shall reach the Scrutinizer on or before **Tuesday, September 29, 2015 (5.00 p.m. IST)**. The Ballot Forms received after the said date / time shall be strictly treated as if the reply from the Member has not been received.



4. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
5. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
6. A Member may request duplicate Ballot Form, if so required, by writing to the Company at its Registered Office or by sending an email on goldencarpets@vsnl.net by mentioning their Folio No. / DP ID and Client ID. However, the duly filled in duplicate Ballot Form should reach the scrutinizer not later than Tuesday, September 29, 2015 (5.00 p.m. IST).
7. In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
8. The right of voting by Ballot Form shall not be exercised by a proxy.
9. 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 September 23, 2015.
10. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. M/s XL Softech Systems Limited.). Members are requested to keep the same updated.
11. There will be only one Ballot Form for every Folio/DP ID/CLIENT ID irrespective of the number of joint members.
12. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot Form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
13. Where the Ballot Form has been signed by an authorized representative of the Body Corporate/ Trust/Society, etc., a certified copy of the relevant authorization/Board resolution to vote should accompany the Ballot Form.
14. Instructions for e-voting procedure are available in the Notice of the Annual General Meeting and are also placed on the website of the Company, www.goldencarpets.com and <http://www.evotingindia.com>. For further details members are requested to refer the same.
15. In case of any query, you may refer Help & FAQ section of <http://www.evotingindia.com> or call on Toll Free No. 1800-200-5533.



**21st
Annual Report
2014-2015**



GOLDEN CARPETS LIMITED

Regd. Office : 8-2-596/5/B/1/A, Road No. 10,
Banjara Hills, Hyderabad – 500 034

Book Post

If Undelivered please return to

Golden Carpets Limited
8-2-596/5/ B/1/A, Road No – 10,
Banjara Hills, Hyderabad – 500 034