

(Formerly known as Sujana Towers Limited)



### CORPORATE INFORMATION

#### **BOARD OF DIRECTORS**

NON-EXECUTIVE CHAIRMAN Shri M. V. Bhaskara Rao \* MANAGING DIRECTOR Shri G. Srinivasa Raiu Shri S. Hanumantha Rao **DIRECTORS** 

Shri A. S. Anand Kumar \*

Shri L. V. Rao\*

Shri Saravanan Muthu #

\*Independent, Non-Executive Directors

# Nominee from IDBI Bank

**AUDIT COMMITTEE** Shri A. S. Anand Kumar

> Shri S. Hanumantha Rao Shri M. V. Bhaskara Rao

Shri L. V. Rao

MANAGEMENT COMMITTEE Shri G. Srinivasa Raiu

> Shri S. Hanumantha Rao Shri M. V. Bhaskara Rao

CORPORATE SOCIAL Shri G. Srinivasa Raju

RESPONSIBILITY COMMITTEE Shri S. Hanumantha Rao

Shri M V Bhaskara Bao

NOMINATION AND Shri S. Hanumantha Rao :

REMUNERATION COMMITTEE Shri A. S. Anand Kumar Shri M. V. Bhaskara Rao

**RISK MANAGEMENT COMMITTEE** : Shri G. Srinivasa Raiu

> Shri S. Hanumantha Rao Shri M. V. Bhaskara Rao

SHARE TRANSFER COMMITTEE Shri G. Srinivasa Raju

> Shri M. V. Bhaskara Rao Shri S. Hanumantha Rao

SHAREHOLDERS' GRIEVANCES

COMMITTEE

Shri G. Srinivasa Raju Shri S. Hanumantha Rao

Shri M. V. Bhaskara Rao

**VICE-PRESIDENT (FINANCE)** : Smt S. Kalyani

**COMPANY SECRETARY** Shri Ch. Mallikarjuna

M/s. Venugopal & Chenoy STATUTORY AUDITORS

> Chartered Accountants, Tilak Road, Hyderabad.

**INTERNAL AUDITORS** Shri M. Balarama Krishnaiah

Chartered Accountant.

Hyderabad.

**COST AUDITORS** M/s Nageswara Rao & Co. :

Cost Accountants.

Hyderabad

**BANKERS** : Andhra Bank

> Central Bank of India Exim Bank Limited **IDBI** Bank Limited Karnataka Bank Ltd Punjab National Bank

**UCO Bank** 

REGISTERED OFFICE : Survey No.321, Turkala Khanapur (V),

Hatnur (M), Sanga Reddy Dist - 502 296

Telangana, India

CORPORATE OFFICE : 5/A, Vengalrao Nagar,

> Hyderabad, Telangana- 500 038 Website: www.sujana.com

WORKS : Plot No. 128 Part, Sy.No.172/B, I.D.A. Bollaram - 502 325, Jinnaram Mandal, Sanga Reddy Dist, Telangana.

Plot No. 10, 11 and 12, Sy. No.172 (ii) I.D.A. Bollaram - 502 325, Jinnaram Mandal. Sanga Reddy Dist, Telangana.

Plot No. 9, Sv. No.172/EE, U, UU, (iii) I.D.A. Bollaram - 502 325, Jinnaram Mandal, Sanga Reddy Dist, Telangana.

(iv) Plot No.8 B & C, Sv. No.172/EE, U, UU I.D.A. Bollaram - 502 325, Jinnaram Mandal, Sanga Reddy Dist, Telangana.

Sy. No. 321, Turkala Khanapur Village - 502 296, (v) Hatnur Mandal, Sanga Reddy Dist, Telangana.

LISTING : **EQUITY** 

**BSE Limited (BSE)** 

PhirozeJeejeebhov Towers Dalal Street, Mumbai - 400 001

National Stock Exchange of India Limited (NSE)

5th Floor, Exchange Plaza Bandra (E), Mumbai - 400 051

**REGISTRAR & SHARE TRANSFER** 

**AGENT** 

M/s. Bigshare Services Private Limited

306, Right Wing, 3rd Floor, Amrutha Ville, Opp: Yashoda Hospital, Raj Bhavan Road,

Somajiguda, Hyderabad - 500 082

Phone No. 040-2337 4967

Email: bsshvd@bigshareonline.com

Website: bigshareonline.com

### **NOTICE**

NOTICE is hereby given that the 10th Annual General Meeting of the Members of Neueon Towers Limited (formerly known as Sujana Towers Limited) will be held on Friday the 29th day of September, 2017, at the Registered Office of the Company at "Survey No.321, Turkala Khanapur (V), Hatnur (M), Sanga Reddy Dist-502296, Telangana, India, at 4.00 P.M., to transact the following businesses:

### **ORDINARY BUSINESS**

- To receive, consider and adopt the standalone and consolidate financial statements of the Company for the financial year ended 31st March, 2017, including the audited Balance Sheets as at 31st March, 2017, the Statements of Profit and Loss and Cash Flow Statements for the financial year ended on that date and the report of the Board of Directors and Auditors thereon.
- To appoint a director in place of Shri G. Srinivasa Raju (DIN: 00132249), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint M/s Venugopal & Chenoy (Regn. No.004671S), Chartered Accountants, Hyderabad, as Statutory Auditors, in this regard to consider and if thought fit to pass with or without modifications(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule No.3 of the Companies (Audit and Auditors) Rules, 2014 and considering the recommendations made by the Audit Committee, the consent of the members of the Company be and is hereby accorded that, M/s Venugopal & Chenoy (Regn. No.004671S), Chartered Accountants, Hyderabad, be and are hereby re-appointed as the auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 15th Annual General Meeting to be held in year 2022, subject to ratification by the members at every Annual General Meeting hereafter."

"RESOLVED FURTHER THAT Shri G. Srinivasa Raju, Managing Director, Shri S.

Hanumantha Rao, Director and Shri Ch. Mallikarjuna, Company Secretary of the Company be and are hereby authorized severally to file Form ADT-1 with the Registrar of Companies within the prescribed time."

### **SPECIAL BUSINESS**

4. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2018 and in this regard 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 148 and all other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re- enactment thereof, for the time being in force), the remuneration of Rs. 25,000/-(Rupees Twenty Five Thousand Only) plus Service tax as applicable and reimbursment of actual expenses and out of packet expenses to be paid to M/s. Nageswara Rao & Co, (Membership No: 000332) Cost Auditors of the Company, for the financial year 2017-18, as approved by the Board of Directors of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised 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

G. Srinivasa Raju Managing Director (DIN: 00132249)

Place: Hyderabad Date: 14th August, 2017

### NOTES:

- The Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the Notice are annexed.
- 2 A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
- 3. Corporate Members intending to send their authorised 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 authorising their representative(s) to attend and vote on their behalf at the Meeting.
- 4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- Members/ proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

- Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
- The Share Transfer Books and Register of Members of the Company will remain closed on 28th September, 2017 (One Day only).
- Details under SEBI (Listing Obligations & Disclosure Requirements) 2015 in respect of the Directors seeking appointment/ reappointment at the Annual General Meeting, forms integral part of the notice. The directors have furnished the requisite declarations for their appointment/ re-appointment.
- 10. Shareholders desiring any information as regards the accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
- 11. The registration of share transfers and other related correspondence will be dealt at M/s. Bigshare Services Private Limited of Mumbai, having its branch office at 306, Right Wing, 3rd Floor, Amruta Ville, Opp: Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad -500 082 and Section 136 of the Companies Act. 2013 read with relevant Rules issued there under. Companies can serve Annual Reports and other communications through electronic mode to those shareholders who have registered their email address either with the Company or with the Depository. It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This is a golden opportunity for every shareholder of the Company on to contribute to the cause of Green Initiative. Members who have not registered their e-mail address with the Company are requested to register the same by submitting the letter to Companies RTA. The Members holding shares in electronic form are requested to register their e-mail address with their Depository Participants only. The Members of the Company, who have registered their e-mail address, are

- entitled to receive communications in physical form, upon request.
- 12. Electronic copy of the Annual Report for 2016-17 (including Notice of the 10th Annual General Meeting of the Company along with Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode.
- 13. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates with their respective Depository Participants to receive all the communications in electronic mode. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company RTA.
- 14. Members may also note that the Notice of the 10th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.sujana.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
- 15. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, circulars, etc., from the Company electronically.
- 16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- 17. Instructions for members for voting electronically are as under:-

- In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 '(Amended Rules 2015') and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 10th Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- The remote e-voting period commences on 25th September, 2017 at (9:00 A.M.) and ends on 28th September, 2017 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- Shri Y. Ravi Prasada Reddy, Practicing Company Secretary, Hyderabad, has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sujana.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the stock exchanges at which the shares of the Company are listed.

### The process and manner for remote e-voting are as under:

- In case a Member receives an e-mail from NSDL (for members whose e-mail ID's are registered with the Company/Depository Participant(s)):
  - (i) Open e-mail and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: https://www. evoting. nsdl.com/
  - (iii) Click on Shareholder Login
  - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.

- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Sujana Towers Limited
- (viii) Now you are ready for e-Voting as Cast Vote page opens
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) 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 yravifcs@gmail.com with a copy marked to evoting@nsdl.co.in.
- (b) In case of Shareholders' receiving Physical copy of Notice [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:
  - Initial password is provided at the bottom of the Attendance Slip.
  - (ii) Please follow all steps from SI. No.(ii) to SI. No. (xii) above, to cast vote.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for

Shareholders available at the Downloads section of www.evoting.nsdl.com.

- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (f) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2017.
- (g) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2017, may obtain the login ID and password by sending a request at evoting@ nsdl.co.in or Issuer/ RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

By order of the Board

G. Srinivasa Raju Managing Director (DIN: 00132249)

Place: Hyderabad Date: 14th August, 2017

# EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the Act"):

The following statement sets out all material facts relating to the business mentioned in Item No. 04 of the accompanying Notice:

#### Item No. 4:

## To ratify the remuneration of the cost auditors for the financial year ending 31st March, 2018:

The Board of Directors, on recommendation of the Audit Committee, at their meeting held on 30th May, 2017, has approved the appointment and remuneration of M/s. Nageswara Rao & Co, (Member Ship No: 000332) Cost Accountants in practice, as Cost Auditors of the Company to conduct the audit of the cost records of the Company across various segments, for the financial year ending 31st March, 2018 on a remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand Only) plus Service tax as applicable and reimbursment of actual expenses and out of packet expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

By order of the Board

G. Srinivasa Raju Managing Director (DIN: 00132249)

Place: Hyderabad Date: 14th August, 2017

Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting (in pursuance of Regulation 36 (3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015):

Name of Director	Shri G. Srinivasa Raju	
Date of Birth	20-10-1963	
DIN	00132249	
Date of Appointment	06-04-2006	
Expertise in specific functional areas	He is a Promoter-Director of the Company. He holds Bachelor's Degree in Mechanical Engineering from Chaitanya Bharathi Institute of Technology, Hyderabad. He also holds a Master Degree in Engineering from Roorke University. Shri G. Srinivasa Raju has about 30 plus years of professional experience in manufacturing sector and immense knowledge in the steel & related products business. He also possesses a deep understanding of all the aspects of business administration.	
Qualifications	Master Degree in Engineering	
Directorship held in other public companies (excluding foreign companies)	<ol> <li>Splendid Metal Products Limited</li> <li>Sujana Universal Industries Limited</li> <li>Sujana Holding Limited</li> <li>Sujana Projects Limited</li> <li>Sujana Energy Limited</li> <li>Sujana Power (India) Limited</li> </ol>	
Membership/Chairmanship of Committees of other Listed entities C=Chairman, M=Member	Audit Committee:  1. Splendid Metal Products Limited (M)	
	Shareholders' Grievance Committee:  1. Splendid Metal Products Limited (C)  2. Sujana Universal Industries Limited (M)	
	Management Committee: 1. Sujana Universal Industries Limited (M) 2. Splendid Metal Products Limited (M)	
	Corporate Social Responsibility Committee: 1. Sujana Universal Industries Limited (M) 2. Splendid Metal Products Limited (M)	
	Risk Management Committee: 1. Sujana Universal Industries Limited (M) 2. Splendid Metal Products Limited (M)	
	Share Transfer Committee:  1. Sujana Universal Industries Limited (C)  2. Splendid Metal Products Limited (M)	
Shareholdings in the Company	10184 Equity Shares @ Rs. 10/- Each	
Relationship between Directors inter-se	Nil	

### **DIRECTORS' REPORT**

### TO THE SHAREHOLDERS

The Directors have pleasure in presenting their Report and the Audited Financial Statements of your Company for the year ended 31st March, 2017.

### Company's Performance:

Your Company has achieved a turnover of Rs. 20,706.05 lakhs for the year ended 31st March, 2017, as against the turnover of Rs. 1,40,143.81 lakhs for the previous year ended 31st March, 2016, the highlights of the financial results are as follows:

(Rs. in lakhs)

Particulars	Financial Year ended 31st March, 2017	Financial Year ended 31st March, 2016
Profit before Depreciation and Interest	(7268.26)	23,572.30
Interest	29246.53	25,795.56
Depreciation	9488.52	7,830.51
Profit before tax	(46003.31)	(10,053.77)
Provision for		
- Current tax	-	-
- Deferred tax	3188.91	4,501.99
Profit after tax	(49192.22)	(14,555.76)
Dividend on CRPS	-	-
Profit carried to Balance Sheet	(49192.22)	(14,555.76)

### **Review of Operations:**

Operations stood at an all time low, since the inception of the Company. Not withstanding positive market conditions, your Company is unable to capitalize on them due to the financial constraints. Its inability to complete the existing contracts on hand is also acting as an impediment in procuring new contracts. However, all these are expected to be obliterated once the present debt-restructuring initiative gets completed. Most of the capacity of the Company remain unutilized for want of resources. Your Directors hope and wish to report a good performance in the years to come.

### **Subsidiary Companies:**

Your Company has the following Wholly Owned Subsidiaries:

### A) Digitech Business Systems Ltd:

The operations of M/s. Digitech Business Systems Limited have commenced in a small way. We have stepped up the marketing activities under the aegis of this Company and we hope to clock good turnover during the next year. Company has started looking for a strategic investor either to sell off or to join as a partner.

### B) Telesuprecon Limited:

Your Company had acquired 51% of the shareholdings of M/s Telesuprecon Limited, a GBL 2 Company incorporatedin Mauritius. M/s Telesuprecon Limited has branches in three countries viz., Malawi, Zambia and Kenya, providing telecom infrastructure services to Telecom operators. The Telecom Business in Africa was slowdown and many contracts were kept pending due to Global recession. We hope for the improvement of the situation during the next year. As per the law prevailing in Mauritius, financial statements of M/s Telesuprecon Limited are not required to be audited.

### C) STL Africa Limited:

As of date the concentration is more on CAD/ CAM contracts and Company is planning to enter into Execution Contracts across Eastern Africa and has already started working in this direction.

### **Consolidated Financial Statements:**

As required under the Listing Agreements entered into with the Stock Exchanges, a consolidated financial statement of the Company and all its subsidiaries is attached. The consolidated financial statement has been prepared in accordance with the relevant accounting standards as prescribed under Section 133 of the Companies Act, 2013. The consolidated financial statement discloses the assets, liabilities, income, expenses and other details of the Company and its subsidiaries.

As per the provisions of Companies Act, 2013 annual accounts of the subsidiary companies and the related detailed information will be made available to the holding and subsidiary companies' investors seeking such information at any point of time. The annual accounts of the subsidiary companies will also be kept for inspection by any investor at its Registered Office and that of the subsidiary companies concerned. A gist of the