

**CORPORATE INFORMATION**

**RESOLUTION PROFESSIONAL : Dr. M.S. SANKAR**  
**IP Registration No.IBBI/PA-001/IP-P00770/2017-18/11315.**

BOARD OF DIRECTORS (Powers suspended on account of CIRP)

INDEPENDENT DIRECTOR	:	Shri M.V. Bhaskara Rao
MANAGING DIRECTOR	:	Shri G. Srinivasa Raju
NON-EXECUTIVE DIRECTOR	:	Shri S. Hanumantha Rao
INDEPENDENT DIRECTOR	:	Shri A.S. Anand Kumar
INDEPENDENT DIRECTOR	:	Shri L. V. Rao

AUDIT COMMITTEE	:	Shri A. S. Anand Kumar Shri S. Hanumantha Rao Shri M. V. Bhaskara Rao Shri L. V. Rao
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MANAGEMENT COMMITTEE	:	Shri G. Srinivasa Raju Shri S. Hanumantha Rao Shri M. V. Bhaskara Rao
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CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	:	Shri G. Srinivasa Raju Shri S. Hanumantha Rao Shri M. V. Bhaskara Rao
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NOMINATION AND REMUNERATION COMMITTEE	:	Shri S. Hanumantha Rao Shri A. S. Anand Kumar Shri M. V. Bhaskara Rao
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RISK MANAGEMENT COMMITTEE	:	Shri G. Srinivasa Raju Shri S. Hanumantha Rao Shri M. V. Bhaskara Rao
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SHARE TRANSFER COMMITTEE	:	Shri G. Srinivasa Raju Shri M.V. Bhaskara Rao Shri S. Hanumantha Rao
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SHAREHOLDERS' GRIEVANCES COMMITTEE	:	Shri G. Srinivasa Raju Shri S. Hanumantha Rao Shri M.V. Bhaskara Rao
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COMPANY SECRETARY	:	Shri Pathan Apser Hussen
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STATUTORY AUDITORS	:	M/s. Venugopal & Chenoy Chartered Accountants, Tilak Road, Hyderabad.
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INTERNAL AUDITORS	:	Shri M. Balarama Krishnaiah Chartered Accountant, Hyderabad.
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COST AUDITORS	:	M/s Nageswara Rao & Co. Cost Accountants, Hyderabad
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# NEUEON TOWERS LIMITED

BANKERS	:	Andhra Bank Central Bank of India Exim Bank Limited IDBI Bank Limited Edelweiss ARC Limited Punjab National Bank UCO Bank
REGISTERED OFFICE	:	Survey No. 321, Turkala Khanapur (V), Hatnur (M), Sanga Reddy Dist - 502 296 Telangana, India.
CORPORATE OFFICE	:	No. 8-2-248/1/7/24, 2nd Floor, Nagarjuna Hills, Punjagutta, Hyderabad - 500 082. Website: <a href="http://www.sujana.com">www.sujana.com</a>
WORKS	:	(i) Plot No. 128 Part, Sy.No.172/B, I.D.A. Bollaram - 502 325, Jinnaram Mandal, Sanga Reddy Dist, Telangana.  (ii) Plot No. 10, 11 and 12, Sy. No.172 I.D.A. Bollaram - 502 325, Jinnaram Mandal, Sanga Reddy Dist, Telangana.  (iii) Plot No. 9, Sy. No.172/EE, U, UU, I.D.A. Bollaram - 502 325, Jinnaram Mandal, Sanga Reddy Dist, Telangana.  (iv) Plot No.159 B & C, Sy. No.172/EE, U, UU I.D.A. Bollaram - 502 325, Jinnaram Mandal, Sanga Reddy Dist, Telangana.  (v) Sy. No. 321, Turkala Khanapur Village, Hatnur Mandal, Sanga Reddy Dist, Telangana - 502 296
LISTING	:	EQUITY BSE Limited (BSE) PhirozeJeejeebhoy 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: <a href="mailto:bsshyd@bigshareonline.com">bsshyd@bigshareonline.com</a> Website: <a href="http://bigshareonline.com">bigshareonline.com</a>

## NOTICE

Notice is hereby given that the 13th Annual General Meeting of Neueon Towers Limited will be held Wednesday, the 30<sup>th</sup> day of December, 2020 at 12.00 Noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). to transact the following business:

## BACKGROUND:

The members are hereby informed that Corporate Insolvency Resolution Process ("CIRP") has been initiated for the Company under the provisions of Section 7 of the Insolvency and Bankruptcy Code, 2016 ("IBC") by the National Company Law Tribunal vide Order No. CP(IB) No. 679/7/HDB/2018 ('order') with effect from 03.06.2019 (uploaded on website on 08.06.2019). Further, vide the aforesaid NCLT order and pursuant to Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended, and such powers are vested with the Interim Resolution Professional, Dr. M S Sankar, - Resolution Professional (IP Registration No. IBBI/IPA-001/ IP-P00770/2017-18/11315. His appointment confirmed by the Committee of Creditors ("COC") as the Resolution Professional (the 'RP'). Accordingly, Dr.M.S.Sankar in his capacity as RP took control and custody of the management and operations of the Company from 03.06.2019. Consequently, all actions that are deemed to be taken by the Board of Directors have been given effect to by the RP during the continuance of the CIRP as per the provisions of the IBC. In view thereof, the 13th Annual General Meeting (AGM) of the Members of the Company is being convened by the RP.

The appointment/re-appointments of the Directors are recommended only for the sole purpose of complying with the applicable provision(s) of the Companies Act, 2013 (as amended) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, pursuant to Section 17 of the IBC, the powers the Board of Directors shall stand suspended during the continuance of the CIRP.

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended March 31<sup>st</sup>, 2020 and the reports of the Directors and Auditors thereon.
2. To appoint a director in place of Shri S.Hanumantha Rao (DIN: 00118801), Director, who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

3. To ratify the remuneration of the cost auditors for the financial year ending 31<sup>st</sup> March, 2020 and the 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 up to Rs. 25,000/- (Rupees Twenty Five Thousand Only) plus Service tax as applicable and reimbursement of actual expenses and out of pocket expenses to be paid to M/s. Nageswara Rao & Co, (Membership No: 000332) Cost Auditors of the Company, for the financial year 2020-21, as approved by the Board of Directors of the Company, be and is hereby ratified.

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

FOR NEUEON TOWERS LIMITED

DR.M.S.Sankar-

Resolution Professional

(IP Registration No. IBBI/IPA-001/IP-P00770/201718/11315)

(A Company under Corporate Insolvency Resolution Process by NCLT order No. CP(IB)No. 679/07/HDB/2018)

Place: Hyderabad

Date: 07.12.2020

## NOTES:

1. 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. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Circular Nos. 14/2020 (dated April 8, 2020), 17/2020 (dated April 13, 2020) and 20/2020 (dated May 5, 2020) (Collectively referred to as MCA Circulars), issued by the Ministry of Corporate Affairs (MCA), permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.sujana.com](http://www.sujana.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned certified copy (PDF/JPG Format) of their Board or governing body's Resolution/Authorization, authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting, to the Scrutinizer through e-mail at [csdarakandassociates@gmail.com](mailto:csdarakandassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
10. 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.
11. The Share Transfer Books and Register of Members of the Company will remain closed on December 28<sup>th</sup>, 2020 (One day only).
12. The relevant details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Securities and Exchange Board of India Listing Regulations"), of the person seeking re-appointment are also annexed.
13. 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.
14. 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, 3<sup>rd</sup> Floor, Amruta Ville, Opp: Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad - 500082.
15. As mandated by SEBI, effective from April 1, 2019, that securities of listed companies shall be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize share(s) held by them in physical form.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA.
17. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agent of the Company (i.e., M/s Bigshare Services Pvt. Ltd., Hyderabad).
18. Pursuant to Section 101 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 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.
19. Members whose email address are not registered can register the same in the following manner:
  - (a)/Members holding share(s) in physical mode can register their e-mail ID with the Company's RTA
  - (b).Members who have not registered their E-mail address and in consequence, the Annual Report and Notice of AGM could not be served, may temporarily get their E-mail address and mobile number provided with NSDL / Company.
  - (c). Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.

20. 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.

21. In compliance with the provisions of Section 108 of the Act read with Rules made there under and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all Members of the Company. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e. December 23, 2020 only shall be entitled to avail the facility of remote e-voting/e-voting at the AGM. NSDL will be facilitating remote e-voting to enable the Members to cast their votes electronically. The Members can cast their vote online from 10.00 A.M. (IST) on, Saturday, December 26, 2020 to 5.00 P.M. (IST) on Tuesday, December 29, 2020. At the end of Remote e-voting period, the facility shall forthwith be blocked.

22. Mr. Anand Kumar C Kasat Practicing Company Secretary, Chennai, has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

23. 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 and shall make, not later than 48 (Forty Eight) hours 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.

24. The Scrutinizer after scrutinizing the voting through e-voting / remote e-voting at AGM and through remote e-voting shall, within Forty Eight (48) Hours from conclusion of the AGM, make a consolidated scrutinizer's report of the votes cast in favour or against, if any and submit the report to the Chairman or any person authorized by her. The Chairman or the authorized person shall declare the results. The results declared shall be available on the website of the Company at [www.sujana.com](http://www.sujana.com) and also on the website of NSDL and shall also be displayed on the notice board at the registered and corporate office of the Company. The result shall simultaneously be communicated to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company. The resolutions shall be deemed to be passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.

25. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company.

The instructions for members for Remote e - voting are as under:-

The remote e-voting period begins on Saturday, December 26, 2020 at 10:00 A.M. and ends on Tuesday, December 29, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at

<https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

- i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

1. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

2. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

3. Now, you will have to click on "Login" button.

4. After you click on the "Login" button, Home page of e-Voting will open.

23. Details on Step 2 is given below:

#### 24. How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csdarakandassociates@gmail.com](mailto:csdarakandassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice.

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info.towers@sujana.com](mailto:info.towers@sujana.com)

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info.towers@sujana.com](mailto:info.towers@sujana.com)

2. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be

#### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM



through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/ folio number, email id, mobile number at (company email id)..
- Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

By order of the  
Resolution Professional  
FOR NEUEON TOWERS LIMITED  
DR.M.S.Sankar-  
Resolution Professional

(IP Registration No.IBBI/IPA-001/IP-P00770/2017-18/11315)

(A Company under Corporate Insolvency Resolution Process by  
NCLT order No. CP(IB)No. 679/07/HDB/2018)

Place: Hyderabad  
Date: 07.12.2020

#### 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. 03 of the accompanying Notice:

#### Item No.3:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014, as amended from time to time, the cost audit records maintained by the Company are required to be audited by a Cost Accountant in Practice who shall be appointed by the Board of Directors on such remuneration as may be determined by the Members of the Company.

In light of Corporate Insolvency Resolution Professional, the Resolution Professional, on 12<sup>th</sup> November, 2019, has appointed of M/s. Nageswara Rao & Co, (Member Ship No: 000332) as the Cost Auditor of the Company for the FY 2020-21 at a remuneration up to Rs. 25,000/- (Rupees Twenty Five Thousand Only) plus Service tax as applicable and reimbursement of actual expenses and out of packet expenses.

Accordingly, the resolution at Item No. 3 of the Notice is set out as an Ordinary Resolution for ratification by the Members in accordance with Section 148 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, finance ally or otherwise, in the Resolutions at Item No. 3.

The Resolution Professional recommends the Resolution at Item No. 3 for approval of the Members.

By order of the Resolution Professional  
FOR NEUEON TOWERS LIMITED

DR.M.S.Sankar-  
Resolution Professional  
(IP Registration No.IBBI/IPA-001/IP-P00770/2017-18/11315)  
(A Company under Corporate Insolvency Resolution Process by  
NCLT order No. CP(IB)No. 679/07/HDB/2018)

Place: Hyderabad  
Date: 07.12.2020

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. S Hanumantha Rao
Date of Birth	18.07.1951
Date of Appointment	06.04.2006
Expertise in specific Functional areas	Shri S. Hanumantha Rao has been on the Board of Directors of the Company since 18.07.2005. He did his B. Tech and AICWA also he has worked for more than 20 years in State Bank of India, moreover 3 years as Financial and Management Consultant.
Qualifications	AICWA and B.Tech
Directorship held in other Public Companies.	1. SPLENDID METAL PRODUCTS LIMITED. 2. SUJANA UNIVERSAL INDUSTRIES LIMITED. 3. SUJANA ENERGY LIMITED 4. SUJANA POWER (INDIA) LIMITED. 5. SUJANA HOLDINGS LIMITED. 6. SUJANA PROJECTS LIMITED
Membership/Chairmanship of Committee of other Public Companies.	SUJANA UNIVERSAL INDUSTRIES LIMITED.(M) SPLENDID METAL PRODUCTS LIMITED. (C).
Shareholding in the Company	7000 Shares and Trustee for 1357 Odd lot shares.
Relationship between directors inter-se	Nil

## DIRECTORS' REPORT

To

Neueon Towers Limited

Your Directors and the Resolution Professional have pleasure in presenting the 13th Annual Report of your Company together with the Audited Financial Statements of Accounts for the Financial Year ended 31<sup>st</sup> March, 2020

Company's Performance:

Your Directors hereby report that the Company has achieved a turnover of Rs.416.96 lakhs upto 31.03.2020 as against the turnover of Rs.4189.89 lakhs during the previous financial year ended 31.03.2019.

Company's Performance

(Rs. in lakhs)

Particular	Financial Year ended 31st March 2020	Financial Year ended 31st March 2019
Profit before Depreciation and Interest	(10,376.76)	(42,825.82)
Interest	1,619.74	6,833.61
Depreciation	9,417.30	9,379.31
Profit before tax	(21,413.80)	(59,038.74)
Provision for		
-Current Tax	-	-
-Deferred Tax	814.95	1,542.84
Profit after tax	(22,228.75)	(60,581.58)
Dividend on CRPS	-	-
Profit carried to Balance Sheet	(22,228.75)	(60,581.58)

Review of Operations:

Operations stood at an all time low, since the inception of the Company. Notwithstanding positive market conditions, your Company is unable to capitalize on them due to the financial constraints. It's 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 production 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.

Status of Corporate Insolvency Resolution Plan (CIRP):

As informed to the Members earlier and also the disclosures made to the Stock Exchanges that the Corporate Insolvency Resolution Process ('CIRP') was initiated for the Company under the provisions of Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC') by the National Company Law Tribunal vide Order No. CP(IB) No. 679/7/HDB/2018 ('order') with effect from 03.06.2019. Further, vide the aforesaid NCLT order and pursuant to Section 17 of the IBC, the powers of the Board of Directors of the Company stood

suspended, and such powers are vested with the Interim Resolution Professional, Dr. M S Sankar, - Resolution Professional (IP Registration No. IBB/IPA-001/ IP-P00770/2017-18/11315. His appointment confirmed by the Committee of Creditors ('COC') as the Resolution Professional (the 'RP'). Accordingly, Dr.M.S.Sankar in his capacity as RP took control and custody of the management and operations of the Company from 03.06.2019. Consequently, all actions that are deemed to be taken by the Board of Directors have been given effect to by the RP during the continuance of the CIRP as per the provisions of the IBC. In view thereof, the 13th Annual General Meeting (AGM) of the Members of the Company is being convened by the RP.

Subsequently, the completion of CIRP was extended with the permission of the Honourable NCLT as follows:

Sl. No.	Details of the Orders passed by the Hon'ble NCLT, Hyderabad	Date upto which the CIRP is to be completed
01.	Order No. CP(IB)No.679/7/HDB, dated 3 <sup>rd</sup> June 2019	180 days from 3 <sup>rd</sup> June 2019
02.	Order No. IA No.1047/2019 in CP(IB)No.679/7/HDB, dated 22-11-2019	90 days from 1 <sup>st</sup> December 2019
03.	Order No. I.A. No.206 of 2020 in C.P. (IB) No.679/7/2018, dated 02-03-2020	60 days from 29 <sup>th</sup> February 2020
04.	Order IA 523/2020 in main CP No.679/7/HDB/2018 dated 30.07.2020	Extended up to 06.09.2020
05.	IA was filed before Hon'ble NCLT, Hyd after completion of e-voting .	Period extended up to 06.11.2020
06.	IA and memo filed before Hon'ble NCLT, Hyd to exclude lockdown period up to 31.10.2020 where by CIRP will end on 07.12.2020	Hon'ble NCLT hearings is going on and CIRP is likely to be completed before 31 <sup>st</sup> December 2020

The Resolution Plan dated 7<sup>th</sup> October 2020 submitted by M/s. Longview Resources (HK) Limited, and M/s Invent Assets Securitisation & Reconstruction Private Limited was approved by the Committee of Creditors in their 27<sup>th</sup> Meeting held on 19<sup>th</sup> October 2020 and the same was put for E voting during the period from 28<sup>th</sup> October 2020 to 4<sup>th</sup> November 2020. The said resolution plan was voted in favour by 98.7% creditors in value and it was approved by Committee of Creditors with requisite majority under the provisions of the Insolvency and Bankruptcy Code 2016 and Other Regulations as specified under the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 including amendments, if any, in pursuance to Sec. 30 of the Insolvency and Bankruptcy Code 2016 and subject to the approval of the Hon'ble National Company Law Tribunal, Hyderabad Bench.

The approved Resolution Plan would be filed with the National Company Law Tribunal – Hyderabad Bench shortly for the approval of the Adjudicating Authority.

Dividend:

In view of the losses, your Company does not recommend any dividend for the year under review

Material Changes and Commitments:

There is no material change and commitment has occurred, affecting the financial position of the Company, between the end of the financial year of the Company i.e. 31st March, 2020 and the date of this report.



The Company Petition i.e. C.P. 137/2013, u/s 433 of the Companies Act, 1956 filed against the Company by M/s. Bhiragacha Finance Company Private Limited is not admitted by the Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and Andhra Pradesh. The said Company Petition was dismissed by the Hon'ble Court on 04-08-2014 for non representation by the Counsel for the Petitioner. As dues payable to them have been settled. Petitioners have preferred appeal against the Order of 04.08.2014. The said petition is pending for admission and hearing. M/s. Bhiragacha Finance Company Private Limited is in the process of withdrawing the petition.

Members may kindly note that Corporate Insolvency Resolution Process ('CIRP') has been initiated for the Company under the provisions of Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC') by the National Company Law Tribunal vide Order No. CP(IB)No. 676/7/HDB/2018 ('order') with effect from 03.06.2019 (uploaded on website on 08.06.2019). Further, vide the aforesaid NCLT order and pursuant to Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended, and such powers are vested with the Interim Resolution Professional, Dr. M S Sankar, - Resolution Professional (IP Registration No.IBBI/ IPA-001/IP-P00770/2017-18/ 11315. His appointment confirmed by the Committee of Creditors ('COC') as the Resolution Professional (the 'RP'). Accordingly, Dr. M.S.Sankar in his capacity as RP took control and custody of the management and operations of the Company from 03.06.2019.

Except the above, there are no significant and material orders passed by the regulators or courts or tribunals impacting the ongoing concern status of the Company and the Company's operations in future.

#### Deposits

Your Company has not accepted Deposits from Publicor Members under Chapter V of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 for the year under review.

#### Related Party Transactions

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material under Regulation 23 of Listing Regulation. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC - 2 is not applicable. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is also posted in the Investors section of the Company's website [www.sujana.com](http://www.sujana.com). Your Directors draw attention of the members to Note no. 30 to the financial statements which sets out related party disclosures.

Prior omnibus approval is obtained on an annual basis for the transactions with related parties which are of a foreseeable and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted and a statement giving details of all transactions with related parties are placed before the Audit Committee and Board of Directors for their review on a periodic basis.

None of the Directors, other than to the extent of their shareholding, receipt of remuneration / commission, has any pecuniary relationships or transactions vis-à-vis the Company.

#### Corporate Social Responsibility

Corporate Social Responsibility Policy framed in consonance with Section 135 of the Companies Act, 2013 read with the rules framed there under duly indicating the activities to be undertaken by the Company as specified in the Schedule VII of the Companies Act, 2013. The Corporate Social Responsibility Policy is posted in the Investors section of the Company's website. The Company is not falling under any of the applicability criteria of CSR as mentioned under the provisions of Section 135 of the Companies Act, 2013 as amended by the Companies Amendment Act, 2019. Reporting as required under the aforesaid Section, for the FY 2019-20 as Annexure- I and forms part of this report.

#### Directors' Responsibility Statement:

Directors' Responsibility Statement as required under the provisions of Section 134(3) (c) of the Companies Act, 2013, is given in the Annexure - II attached hereto and forms part of this Report

#### Auditors:

##### (a). Statutory Auditors:

In terms of Section 139 of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company, 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.

During the year under review, the Auditors of the Company have not reported any fraud as specified under Section 143 (12) of the Companies Act, 2013 to the Audit Committee.

(b). Cost Auditors: M/s. Nageswara Rao & Co, Cost Accountants [Firm No.000332] have been appointed as the Cost Auditor of the Company for financial year 2019-20 pursuant to provisions of Section 148 and other applicable provisions of the Companies Act 2013. As required by Section 148 of the Companies Act, 2013, necessary resolution has been included in the notice convening the Annual General Meeting seeking ratification by the members to the remuneration proposed to be paid to the cost auditors for the financial year ending 31<sup>st</sup> March, 2021

##### (c). Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules framed there under, the Resolution Professional has appointed Mr. Anand Kumar C Kasat, Practicing Company Secretaries (CP.NO.42078, FCS NO.17420), to undertake the secretarial audit of the Company. The secretarial audit report issued by Mr. Anand Kumar C Kasat, Practicing Company Secretary for the

financial year ending 31st March, 2020 is given in the Annexure- III-A attached hereto and forms part of this Report. There are no qualifications, reservations or adverse remarks made by the secretarial auditor and the observation made is self explanatory and requires no further explanation from the Board.

(d). Secretarial Compliance Report

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 the Company has obtained annual Secretarial Compliance Report for the financial year ended 31st March, 2019. The report has been annexed herewith as "Annexure – III-B"

Share Capital

The paid up equity share capital as on 31st March, 2020 was Rs.5654.46 Lakhs. During the year 2019-20, there was no change in the share capital of the Company.

The Company has not issued any share with differential voting rights nor has granted any stock options or sweat equity as on 31st March, 2020. None of the Directors of the Company hold instruments convertible into equity shares of the Company.

Extract of Annual Return:

Pursuant to the provisions of Section 92 of the Companies Act, 2013 and rules framed there under, the extract of the Annual Return in form MGT-9 is annexed herewith as Annexure -IV and forms part of this Report.

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

Particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required under Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 are given in the Annexure -V attached hereto and forms part of this Report.

Meetings:

The powers of the Board of Directors stood suspended, and such powers were vested with the Interim Resolution Professional, Dr. M S Sankar, - Resolution Professional (IP Registration No.IBBI/ IPA-001/IP-P00770/2017-18/11315. His appointment confirmed by the Committee of Creditors ('COC') as the Resolution Professional (the 'RP'). Accordingly, Dr.M.S.Sankar in his capacity as RP took control and custody of the management and operations of the Company from 03.06.2019.

Hence, no Board meetings were held during the year 2019-20. However, Resolution Professional has conducted the meetings with the Directors of the Company from time to time to consider and approve the Quarterly and Yearly Financial Results of the Company. Four such meetings were held during the year on 26.04.2019, 14.08.2019, 12.11.2019 and 14.02.2020 to consider and approve the Quarterly and Yearly Financial Results of the Company pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Directors:

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, Shri.S.Hanumantha Rao (DIN: 00118801), Director of the Company will retire by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment.

Independent Directors existing prior to the Commencement of Corporate Insolvency Resolution Process (CIRP), will continue as such irrespective of their tenure since the provisions of IBC Override the provisions of Companies Act, 2013.

The Resolutions proposing their re - appointment / appointments as Directors will be placed before the Shareholders for their approval at the ensuing Annual General Meeting of the Company.

The Company has received declarations from all the Independent Directors of the Company confirming that they continue to meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

None of the Directors of your Company is disqualified under Section 164 (2) of the Companies Act, 2013. As required by law, this position is also reflected in the Auditors' Report

The following persons are Key Managerial personnel of the Company:

Shri G Srinivasa Raju : Managing Director

Shri P Apser Hussien : Company secretary

For Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting of the Company; the particulars as required to be disclosed in accordance with Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, forms part of this Report.

Board Evaluation

The Board of Directors evaluated the annual performance of the Board as a whole, its committee's and the directors individually in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 in the following manner:

- Structured evaluation forms, after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance, for evaluation of the performance of the Board, its Committee's and each director were circulated to all the members of the Board along with the Agenda Papers.
- The members of the Board were requested to evaluate by filling the evaluation forms and the duly filled in evaluation forms were required to be sent to the Company Secretary in a sealed envelope or personally submitted to the Chairman at the concerned meeting.
- The Board also provided an individual feedback to the concerned director on areas of improvement, if any.

A separate meeting of Independent Directors was held on 30<sup>th</sup> March, 2020 to evaluate the performance of the Chairman, the Non Independent Directors, the Board and flow of information from management.