



SURANA VENTURES LIMITED

**6th Annual Report
2011-12**

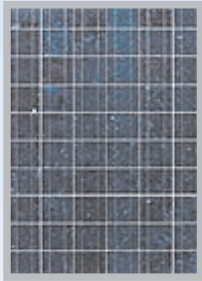




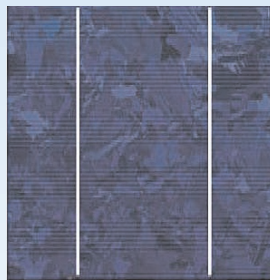
Solar Street Light



Solar Lantern



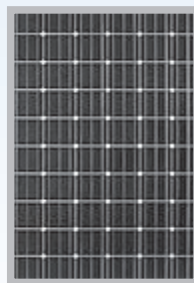
Multicrystalline Module



Multicrystalline Cell



Monocrystalline Cell



Monocrystalline Module

SURANA

BOARD OF DIRECTORS

G M SURANA	-	CHAIRMAN
O SWAMINATHA REDDY	-	DIRECTOR
R SURENDER REDDY	-	DIRECTOR
S R VIJAYAKAR	-	DIRECTOR
DR. R. N. SREENATH	-	DIRECTOR
NARENDER SURANA	-	MANAGING DIRECTOR
DEVENDRA SURANA	-	DIRECTOR
MANISH SURANA	-	DIRECTOR - FINANCE & TECHNICAL
HARISH NAIR	-	DIRECTOR

STATUTORY COMMITTEES

AUDIT COMMITTEE

O SWAMINATHA REDDY	-	CHAIRMAN
G M SURANA	-	MEMBER
R SURENDER REDDY	-	MEMBER
S R VIJAYAKAR	-	MEMBER

SHAREHOLDERS GRIEVANCE COMMITTEE

G M SURANA	-	CHAIRMAN
NARENDER SURANA	-	MEMBER
DEVENDRA SURANA	-	MEMBER

REMUNERATION COMMITTEE

R SURENDER REDDY	-	CHAIRMAN
O SWAMINATHA REDDY	-	MEMBER
S R VIJAYAKAR	-	MEMBER

BANKERS

Indian Overseas Bank
Bank of India
Corporation Bank

STATUTORY AUDITORS

Sekhar & Co.,
Chartered Accountants
133/4, R. P. Road, Secunderabad - 500 003.

INTERNAL AUDITORS

Luharuka & Associates
Chartered Accountants
5-4-187/3&4, Soham Mansion,
2nd Floor, Above Bank of Baroda
M G Road, Secunderabad - 500 003.

REGISTRAR & TRANSFER AGENT:

KARVY COMPUTERSHARE PRIVATE LIMITED

Plot No.17-24 Vittalrao Nagar,
Madhapur, Hyderabad - 500 081
Tel No.040-44655000
Fax No.040-23420814, Toll Free No.1800-3454-001
E-mail : einward.ris@karvy.com Web Site: www.karvy.com
Regd.Office : Karvy House 46, Avenue 4, Street No.1,
Banjara Hills, Hyderabad - 500 034

WORKS :

SOLAR PHOTOVOLTAIC DIVISION

1. Plot No 212/3, Phase II,
I.D.A., Cherlapally
Hyderabad - 500 051
2. Plot No.21, Ravirayal (Village)
Maheswaram (Mandal)
Rangareddy (Dist)
Fabcity, Hyderabad

NON- CONVENTIONAL ENERGY (WIND)

1. Kaladhon Village, Khatav Taluka,
Satara Dist.,
Maharashtra.
2. Kurichampatti Village,
V.K. Pudur Taluk, Tirunelveli Dist.,
Tamilnadu
3. Puliyur Village,
Tenkasi Taluk
Tirunelveli Dist.,
Tamilnadu

REGISTERED OFFICE

5th Floor, Surya Towers,
Sardar Patel Road,
Secunderabad - 500 003,
A.P., India.
Tel:+ 91 40 27845119, 27841198, 44665700
Fax: + 91 40 27848851
E-mail: surana@surana.com
Investors: cs@surana.com
investorservices_svl@surana.com
Website: www.surana.com, www.suranaventures.com

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 6th Annual General Meeting of the members of **SURANA VENTURES LIMITED**, will be held on 29th day of September, 2012 at 11.30 am at Taj Tristar, 1-1-40, Seven Hills, Sarojini Devi Road, Secunderabad-500 003, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and Profit and Loss Account for the year ended 31st March, 2012 along with Auditors' Report & Directors' Report thereon.
2. To declare Dividend for the year ended 31st March, 2012.
3. To appoint a Director in place of Shri G M Surana, who retires by rotation and being eligible, offers himself for re-appointment
4. To appoint a Director in place of Dr. R N Sreenath, who retires by rotation and being eligible, offers himself for re-appointment
5. To appoint Auditors and to fix their remuneration 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 M/s. Sekhar & Co., Chartered Accountants, (Registration No. 003695S), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **ORDINARY RESOLUTION**:
"RESOLVED THAT in partial modification to the Resolution No. 11 passed by the Members at the 4th Annual General Meeting held on 10th August 2010 regarding the appointment and terms of remuneration of Shri Manish

Surana as Executive Director in accordance with the provisions of Sections 198, 269, 309 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any Statutory modification or re-enactment thereof for the time being in force), the terms of appointment of Shri Manish Surana as "Director - Finance & Technical" of the Company be and is hereby revised and that he be appointed for a period of 3 years with effect from 28.01.2012 upto 27.01.2015 and be entitled to remuneration package as below

1. SALARY:

₹ 2,00,000/- per month in the scale of ₹ 2,00,000 - 50,000 - 3,00,000/- per month

2. PERQUISITES:

In addition to salary as above, Shri Manish Surana shall be entitled to perquisites as under:

Category 'A'

i) Medical Reimbursement:

Expenses actually incurred for Shri Manish Surana and his family shall be reimbursed subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

ii) Leave Travel concession:

For Shri Manish Surana and his family once in a year incurred in accordance with any rule specified by the Company.

iii) Club Fees:

Fees of clubs subject to a maximum of two clubs, provided no life membership or admission fee shall be paid.

iv) Personal Accident Insurance:

Premium not to exceed ₹ 1,000/- per annum.

Explanation: For the purpose of Category 'A', family means the spouse, dependent children and dependent parents of the Executive Director.



Overall Limit: The monetary value of perquisites listed in Category 'A' at 2(i), (ii), (iii) and (iv) above shall not exceed an amount equal to the annual salary.

Category 'B'

i) Provident and Superannuation Fund:

Contribution to the Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act. This will not be included in the computation of the ceiling on perquisites.

ii) Gratuity:

Gratuity payable shall not exceed one half month's salary for each completed year of service.

Category 'C'

i) Provision of Car and Telephone:

Shri Manish Surana shall be entitled to a motor car for use on Company's business and telephone at residence. However, use of car for private purpose and personal long distance calls on telephone shall be billed by the Company to Shri Manish Surana.

3. COMMISSION:

In addition to salary and perquisites as above, Shri Manish Surana shall be entitled to commission at the rate of 1% of the net profits of the Company computed in the manner laid down under Section 309(5) of the Companies Act, 1956, subject to the overall ceiling laid down in Section 198 and Section 309 of the Companies Act, 1956.

4. MINIMUM SALARY:

Where in any financial year, during the currency of tenure of Shri Manish Surana, the Company has no profits or its profits are inadequate, the Company shall pay to Shri Manish Surana remuneration by way of salary and perquisites not

exceeding the limits specified herein under Part -II Section II of Schedule -XIII of the Companies Act, 1956 including any statutory modifications thereof for the time being in force.

5. OTHER BENEFITS:

- i) Shri Manish Surana shall be entitled to reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's Business.
- ii) He will not be eligible for any sitting Fees for attending the Company's Board/Committee Meetings.

7. APPOINTMENT OF SHRI HARISH NAIR AS DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT Shri Harish Nair, who was appointed as an Additional Director with effect from 28.07.2012 on the Board of the Company in terms of Section 260 of the Companies Act, 1956 and Article 53(e) of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing, under Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the Company."

RESOLVED FURTHER THAT Shri Narender Surana, Managing Director & Shri Devendra Surana, Director be and are hereby severally authorized to file E-Form 32 with the Registrar of Companies, Andhra Pradesh in accordance with the provisions of the Companies Act, 1956 by applying their digital signature thereto."

By Order of the Board
For **SURANA VENTURES LIMITED**

Place: Secunderabad

Date : 28th July, 2012

NARENDER SURANA
MANAGING DIRECTOR

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 26.09.2012 to 29.09.2012 (both days inclusive).
3. Dividend on shares @ 5% as recommended by the Board of Directors, if declared by the Company at the meeting, will be paid subject to the provisions of Section 205A of the Companies Act, 1956, to those shareholders whose names appear on the Register of Members of the Company as on 26.09.2012 or to their mandates, to the extent eligible, and also to the Beneficial Owners of equity shares held in electronic form on the same date as per the details furnished by the Depositories for this purpose.
4. The Securities and Exchange Board of India (SEBI) and the Ministry of Corporate Affairs have made it mandatory for all the listed Companies to offer Electronic Clearing Service (ECS) facilities for payment of dividend, wherever applicable. This facility offers various benefits like timely credit of dividend to the shareholders' account, elimination of loss of instruments in transit or fraudulent encashment etc. Currently, the facility is available at locations specified by RBI. In case of shareholders staying at locations not currently covered by ECS, the bank account details will be used for suffixing along with the name of the shareholder on the Dividend Warrant.
5. Shareholders holding shares in **Physical Form** and desirous of availing the facility are requested to complete the ECS Form attached to this Annual Report and forward the same to the Company at its registered address.
6. Shareholders holding shares in **Dematerialised Form** are requested to provide the Bank details to their Depository Participants for incorporation in their records. The Depository in turn would also forward the required information to the Company.
7. The Members, who have not encashed the Dividend Warrant(s) so far for the financial year ended 31st March, 2011 are requested to make their claim to the Company at its Registered Office. It may also be noted that once the Unclaimed Dividend is transferred to the Investor Education and Protection Fund, no claim shall lie in respect thereof pursuant to Section 205 (c) of the Companies Act, 1956, Information in respect of the due date for transfer of such unclaimed dividend to the said fund is given below:

For the Financial Year	Date of Declaration	Due for Transfer on
2010-11	21.09.2011	20.10.2018
8. The Company's Equity shares are listed at Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 and National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (E), Mumbai - 400 051 and the Company has paid the Listing Fees to the said Stock Exchanges.
9. Members / Proxies are requested to bring their copies of Annual Report with them for the Annual General Meeting and the attendance slip duly filled in for attending the Meeting. No copies of the Annual Report will be distributed at the meeting.



- 10. *The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document by a Company can be made through electronic mode. In view of the circular issued by MCA the Company proposes to henceforth deliver document like the Notice calling the Annual General Meeting /Extra Ordinary General Meeting / Auditors /Report of the Directors, etc., in electronic form to the email address provided by the shareholders.***
 - 11. *Shareholders are requested to furnish their e-mail id's that enables the Company to forward all the requisite information in electronic mode. In case of the Shareholders holding shares in demat form the email IDs of the shareholders registered with DP and mode available to the Company shall be the registered email ID unless communication is received to the contrary.***
 - 12. *Shareholders requiring a printed copy of the Annual Report should forward their request to the Company.***
 - 13. The Securities Exchange Board of India has notified that the shareholder/transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their PAN Card to the Company's RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders/transferee of shares (including joint holders) are requested to furnish a certified copy of their PAN Card to the Company's RTA while transacting in the securities market including transfer, transmission or any other corporate action.**
 - 14. Members holding shares in physical form, may write to the Company's Registrars & Transfer Agents for any change in their address and bank mandates, members having shares in electronic form may inform the same to their depository participants immediately so as to enable the Company to despatch dividend warrants at their correct addresses.**
 - 15. Members are requested to send all communication relating to shares to the Company's Share Transfer Agents (Physical and Electronic) at KARVY COMPUTERSHARE PRIVATE LIMITED, Plot No. 17-24, Vittalrao Nagar, Madhapur, Hyderabad- 500 081.**
 - 16. Please note that, any queries pertaining to Accounts related aspects, in order to give proper clarification should reach the at Registered Office of the Company at least 48 hours before Annual General Meeting.**
- By Order of the Board
For SURANA VENTURES LIMITED**
- Place:** Secunderabad **NARENDER SURANA**
Date : 28th July, 2012 **MANAGING DIRECTOR**

EXPLANATORY STATEMENT

Pursuant to Section 173 (2) of the Companies Act, 1956

ITEM NO. 6

At the AGM held on 10.08.2010, Shri Manish Surana was appointed as Executive Director of the Company for a period of 5 years with effect from 08.08.2010 upto 07.08.2015 on a remuneration of ₹2,00,000/- per month. The Board at their meeting held on 28.01.2012 deemed fit to revise the terms and conditions of appointment so as to include the payment of remuneration in case of inadequacy of profits in any year/(s) and also the detailed break up of remuneration package. Hence the resolution detailing the revised terms and conditions of appointment of Shri Manish Surana is placed before the Members.

The profile of Shri Manish Surana is annexed to Corporate Governance Report. The Board is of the view that the vast knowledge and experience of Shri Manish Surana will be of immense value and benefit to the Company and therefore recommends the resolution for the approval of the Members.

Under Section 173 of the Companies Act 1956, your Directors recommend the Ordinary Resolution for your approval.

None of the Directors other than Shri G M Surana, Shri Narender Surana, Shri Devendra Surana and Shri Manish Surana are concerned or interested in the said resolution except as members.

The explanatory statement together accompanying notice may be regarded as an abstract of the terms of re-appointment and remuneration of Shri Manish

Surana and Memorandum of Interest of directors under Section 302 of the Companies Act, 1956

ITEM NO. 7:

Shri Harish Nair was appointed as an Additional Director by the Board of Director w.e.f. 28.07.2012 in accordance with the provisions of Section 260 of the Companies Act, 1956 and Article 53(e) of Article of Association of the Company.

Pursuant to Section 260 of the Companies Act, 1956 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the Company proposing his candidature for appointment as Director of the Company in accordance with the provisions of Section 257 and all other applicable provisions of the Companies Act, 1956.

The detailed profile of Shri Harish Nair is attached to the Corporate Governance report.

Your Directors recommend the above Resolution for your approval.

None of the Directors are concerned or interested in the said resolution.

By Order of the Board
For **SURANA VENTURES LIMITED**

Place: Secunderabad **NARENDER SURANA**
Date : 28th July, 2012 **MANAGING DIRECTOR**



DIRECTORS REPORT

To
The Members

Your Directors have pleasure in presenting the 6th Annual Report and the Audited Statement of Accounts for the financial year ended 31st March, 2012, together with the Auditors Report thereon.

FINANCIAL RESULTS:

The performance of the Company during the year has been as under:

(₹ in Lakhs)

Particulars	2011-12	2010-11
Sales and other Income	7387.42	10,425.06
Profit before Depreciation, Interest and exceptional Items	697.11	2550.81
DEDUCT :		
Depreciation and amortisation expenses	223.06	173.22
Interest and Finance charges	355.93	231.62
Profit for the year before exceptional items	118.12	2,145.97
Less: Prior period Adjustments	-	(0.11)
Less: Amortisation of Intangible Assets	73.85	71.40
Profit before Taxation	44.27	2,074.68
Provision for Taxation:		
Current Tax	8.00	414.00
Deferred Tax	5.14	36.39
MAT tax Expense/(Credit)	(0.98)	(21.03)
Profit after Tax	32.11	1,645.32
Surplus brought forward from previous year	801.66	393.24
Balance available for appropriation	833.77	2,038.56
APPROPRIATION:		
Dividend	123.02	246.03
Tax on Dividend	19.96	40.87
Transfer to Debenture Redemption Reserve	-	450.00
Transfer to General Reserves	250.00	500.00
Balance c/f to Balance Sheet	440.79	801.66
TOTAL	833.77	2,038.56