

BOARD OF DIRECTORS

G Mangilal 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
S.Balasubramanian	-	Whole-time Director

V.P CORPORATE AFFAIRS & COMPANY SECRETARY

P. Rajesh Kumar Jain

BANKERS

State Bank of India
Corporation Bank
Development Credit Bank Limited
HDFC Bank Limited

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.

REGISTRARS & TRANSFER AGENTS

KARVY COMPUTERSHARE PRIVATE LIMITED.
Plot No. 17-24,
Vittalrao Nagar,
Madhapur, Hyderabad- 500 081
Phone # +91-40-23420818-824
Fax # +91-40-23420814
Email ID : mailmanager@karvy.com

REGISTERED OFFICE

2nd Floor, Surya Towers, Sardar Patel Road,
Secunderabad, India-500 003
Tel:+ 91 40 44665700, 27845119, 27841198
Fax: + 91 40 27818868
E-mail: surana@surana.com
Investors: cs@surana.com,
investorservices_stl@surana.com
Website: www.surana.com, www.suranatele.com

STATUTORY COMMITTEES**AUDIT COMMITTEE**

O Swaminatha Reddy	-	Chairman
G Mangilal Surana	-	Member
R Surender Reddy	-	Member
S R Vijayakar	-	Member

SHAREHOLDERS' GRIEVANCE COMMITTEE

G Mangilal Surana	-	Chairman
Narender Surana	-	Member
Devendra Surana	-	Member

WORKS

Solar Photovoltaic Division
Plot No.212/3 (part), Phase II, IDA Cherlapally,
Ghatkesar (M), Ranga Reddy District,
Andhra Pradesh.

Power Cable

Plot No. 214, Phase II, I.D.A., Cherlapally,
Hyderabad-500 051.

Optic Fibre Plant

Plot No.212/4& 3(part),
Phase II, IDA Cherlapally,
Ghatkesar (M), Ranga Reddy District,
Andhra Pradesh.

JFTC

Plot No. 12 to 16, Pilerne Industrial Estate,
Panaji, Goa-403 001.

Non- Conventional Energy (Wind)

Kapatgudda, Gadag District,
Karnataka.



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ECS, ATTENDANCE SLIP AND PROXY FORM



NOTICE OF 20th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 20th Annual General Meeting of the members of **SURANA TELECOM AND POWER LIMITED** (formerly Surana Telecom Limited), will be held on Tuesday, the 29th September, 2009 at 10.30 a.m. at Kamat Lingapur Hotel, 1-10-44/2, Chikoti Gardens, Begumpet, Hyderabad-500 016 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2009 and the Profit & Loss Account for the year ended 31st March, 2009 along with the Auditors' Report & Directors' Report thereon.
2. To declare Dividend for the year ended 31st March, 2009.
3. To appoint a Director in place of Shri Devendra Surana, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri. O. Swaminatha Reddy, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri. S.R.Vijayakar, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint M/s. Sekhar & Co., Chartered Accountants, as Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT Pursuant to the provisions of Section 314(1B) and other applicable provisions if any of the Companies Act 1956, Ms. Vinita Surana, Web Designer of the Company and daughter of Shri. Narender Surana, Managing Director of the Company be and is hereby promoted as "G.M. Finance" w.e.f. 26.10.2008.

FURTHER RESOLVED THAT the salary of Ms. Vinita Surana, be and is hereby enhanced from Rs. 9,500/- to Rs. 40,000/- per month in the scale of Rs. 40,000-50000-50000 w.e.f. 26.10.2008.

FURTHER RESOLVED THAT in addition to her monthly remuneration, she shall also be entitled to performance bonus, leave encashment and reimbursement of medical expenses in accordance with the Rules of the Company subject to a maximum of Rs.2,00,000/- p.a."

By Order of the Board
for **SURANA TELECOM AND POWER LIMITED**

Place : Secunderabad
Date : 28.07.2009

P. Rajesh Kumar Jain
V.P. Corporate Affairs
& Company Secretary



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 24.09.09 to 29.09.09 (both days inclusive).
3. Dividend on shares @ 15% 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 29.09.09 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 Department of Company 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. In view of the above:
 - i. 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.
 - ii. 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.

5. Pursuant to the provisions of Section 205A (5) of the Companies Act, 1956, Dividends for the Financial Year ended 31st March, 2002 and thereafter, which remain unclaimed for a period of seven years, will be transferred to the Investor Education and Protection Fund established by the Central Government 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
2001-02	27.09.2002	24.10.2009
2003-04	28.09.2004	01.11.2011
2004-05	01.07.2005	30.06.2012
2005-06	07.08.2006	06.09.2013
2006-07	27.09.2007	26.09.2014
2007-08	17.09.2008	16.09.2015

Members who have not encashed the Dividend Warrant(s) so far for the Financial Year ended 31st March, 2002 or any subsequent Financial Years 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.

6. 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 Ltd., 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.
7. 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.

8. The relative Explanatory Statements pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Businesses set out above is annexed herewith.
9. 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.
10. 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

11. Please note that, any queries pertaining to Accounts related aspects, in order to give proper clarification should reach the Company Secretary at Registered Office of the Company at least 48 hours before Annual General Meeting.

By Order of the Board
for **SURANA TELECOM AND POWER LIMITED**

Place : Secunderabad **P. Rajesh Kumar Jain**
Date : 28.07.2009 V.P. Corporate Affairs
 & Company Secretary

EXPLANATORY STATEMENT

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

ITEM NO. 7:

Ms. Vinita Surana, Web Designer of the Company and daughter of Shri Narender Surana, Managing Director of the Company pursued MS (Finance) from University of Manchester. The Board is of the view that her enhanced professional qualification will be of immense value and benefit to the Company if she is entrusted with the responsibilities of Finance department of the Company and therefore promoted her to G.M. Finance on an enhanced salary of Rs. 40,000-5,000-50,000 at their meeting held on 17.09.2008

The said appointment and increase in remuneration requires the approval of members as per Section 314(1B) of the Companies Act, 1956 and therefore the approval of the Members is sought for the said appointment.

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

None of the Directors of the Company other than Shri.G.M.Surana, Shri Narender Surana and Shri Devendra Surana are concerned or interested in the resolution.

By Order of the Board
for **SURANA TELECOM AND POWER LIMITED**

Place : Secunderabad **P. Rajesh Kumar Jain**
Date : 28.07.2009 V.P. Corporate Affairs
 & Company Secretary



Annual Report 2008 - 2009

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 20th Annual Report and the Audited Statement of Accounts of the Company for the Financial Year ended 31st March, 2009.

FINANCIAL RESULTS:

The performance during the year has been as under:

(Rs. in lacs)

Particulars	Year ended 31st March, 2009	Year ended 31st March, 2008
Sales and other Income	9534.06	6584.88
Profit before Depreciation, Interest & Financial Charges.	638.06	1366.40
DEDUCT:		
Depreciation	223.56	220.32
Interest & Financial Charges	99.62	102.94
Profit for the year	314.88	1043.14
Prior period Adjustments	6.40	3.23
Profit before Taxation	321.29	1046.36
Provision for Taxation : Current Tax	52.00	135.00
Fringe Benefit Tax	4.80	5.25
Deferred Tax	2.49	6.63
MAT credit for earlier years	(20.00)	(20.00)
Profit after Tax	282.00	919.48
Surplus brought forward from previous year	2402.30	2247.28
Balance available for appropriation	2684.30	3166.76
APPROPRIATION :		
Dividend	156.03	226.04
Tax on Dividend	26.52	38.42
Transfer to General Reserves	100.00	500.00
Balance c/f to Balance Sheet	2401.75	2402.30
TOTAL	2684.30	3166.76

OPERATIONS:

The Year 2008-09 continued to be another critical year for the Company with adverse business environment. The Company has ventured in to manufacturing of Solar Photovoltaic products and is currently focusing on the domestic market. The Sales net of excise and other Income for the year stood at

Rs. 9534.06 Lakhs as against Rs. 6584.88 Lakhs for the previous year indicating a growth of 44.78% but however the Profit before tax for the year was Rs 321.29 Lakhs as against Rs. 1046.36 Lakhs for the previous year. The drop in profits is due to increase in inevitable expenses pertaining to solar unit.



FUTURE PROJECT INITIATIVES**A. OPTICAL FIBRE CABLES:**

BSNL came out with a tender for procurement of 60,000 Kms of D-Fibre Cable which got better transmission capacity and have given notice in the month of July'09 to the vendors to take approval for the D-Fibre Cable. We have applied for the TSEC approval and the same is in progress.

B. POWER CABLES:

The Company has ventured into the production of house wiring power cables. Trail runs for the production of the same have been successfully completed. The company has applied for the requisite BIS approvals and the same are awaited to commence commercial production.

C. SOLAR:

During the year under review the Company ventured into the manufacturing of Solar Photovoltaic products. The main thrust of business during 2009-10 will be on developing market for solar Modules. The current installed production capacity of SPV modules is 30 MW/annum. Company's products which are IEC 61215 certified have been well accepted by the market. A vast market is opening in India for Solar Energy due to many incentives provided by MNRE and the recent fall in price of Solar Modules by about 40% has made the Solar energy affordable. The Company has also expanded its product range and poised to supply Solar Street lighting, Home lighting systems, Solar Lanterns etc., and is aggressively participating in various government tenders. We expect to capitalize the impending boom in the Industry and expect to achieve a substantial turnover in the year ahead.

DIVIDEND:

Your Directors are pleased to recommend a Dividend @ 15 % amounting to Rs. 156.03 Lakhs for the year ended 31st March 2009. This will entitle an out flow of Rs. 182.55 Lakhs.

RESERVES:

During the year the Company has transferred an amount of Rs. 1 crore to General Reserves Account.

CLOSURE OF BUY BACK OF EQUITY SHARES:

The Company bought back 18,00,000 equity shares of Rs.5/- each i.e., the maximum number of shares to be bought back under Buyback offer as approved by the Board its meeting held on 22.04.2008. The total amount invested was Rs.4,44,50,690/-(including brokerage and taxes) resulting an average price of Rs.24.69/- per share. The company closed the buyback offer w.e.f 16.01.2009 and extinguished all the shares that were bought back.

FIXED DEPOSITS:

The Company had not accepted any deposits and consequently no deposits had matured / become due for re-payment as on 31st March, 2009.

DIRECTORS:

Shri Devendra Surana, Shri. O. Swaminatha Reddy and Shri. S.R.Vijayakar, Directors of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

The brief profile of the Directors seeking re-appointment / appointment at the ensuing Annual General Meeting is being annexed to the Corporate Governance Report.

AUDITORS:

M/s. Sekhar & Company, Chartered Accountants, Auditors of the Company retires at the ensuing Annual General Meeting and are eligible for re-appointment. The Company is in receipt of confirmation from M/s Sekhar & Company that in the event of their re-appointment as Statutory Auditors of the Company at the ensuing Annual General Meeting, such re-appointment will be in accordance with the limits specified in Sub-section (1B) of Section 224 of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES:

During the period under review, there are no employees covered under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of the Employees) Rules, 1975.



INSURANCE:

The Properties and Assets of your Company are adequately insured.

ISO 9001-2000 CERTIFICATION:

Your Company continues to hold ISO 9001-2000 Certification by meeting all the requirements of Certification from time to time.

DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 217(2AA) OF THE COMPANIES ACT, 1956:

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the accounts for the financial year ended 31st March, 2009, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the State of Affairs of the Company at the end of the Financial Year and of the Profit or Loss of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the Accounts for the financial year ended 31st March, 2009 on a 'going concern' basis.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report, pursuant to Clause 49 of the Listing Agreement, forms part of this Report and is annexed hereto.

CORPORATE GOVERNANCE:

The Company has implemented the procedures and adopted practices in conformity with the Code of

Corporate Governance enunciated in Clause 49 of the Listing Agreement with the Stock Exchanges.

A separate report on Corporate Governance is annexed herewith, as a part of the Annual Report along with the Auditor's Certificate on its compliance.

CONSERVATION OF ENERGY, FOREIGN EXCHANGE ETC:

Information on Conservation of Energy, Research and Development, Technology Absorption, Foreign Exchange Earnings and Outgo required to be disclosed under Section 217(1)(e) of the Companies Act, 1956, read with Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1998, are provided in the Annexure forming part of this Report.

APPRECIATION:

Your Directors wish to place on record their appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain at the forefront of the industry, despite increased competition from several existing and new players.

ACKNOWLEDGEMENTS:

The Board desires to place on record its sincere appreciation for the support and co-operation that the Company received from the suppliers, customers, strategic partners, Bankers, Auditors, Registrar and Transfer Agents and all others associated with the Company. The Company has always looked upon them as partners in its progress and has happily shared with them rewards of growth. It will be the Company's endeavor to build and nurture strong links with trade based on mutuality, respect and co-operation with each other.

for and on behalf of the Board of Directors

Place : Secunderabad
Date : 28.07.2009

G. Mangilal Surana
Chairman



ANNEXURE - I TO THE DIRECTORS' REPORT

I. INFORMATION UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956, READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988.

FORM - A

A. CONSERVATION OF ENERGY :

- (i) Proper energy conservation measures has been taken up by the Company.
- (ii) The Company has not made any additional investments and has not proposed any amount for reduction of consumption of energy.
- (iii) There is no impact of the measures at (i) and (ii) above for reduction of energy consumption and consequent impact on the cost of production of goods.
- (iv) Disclosure under Form A is not applicable to the Company.

B. TECHNOLOGY ABSORPTION :

Efforts made in technology absorption as per FORM B

FORM - B

(Disclosure of particulars with respect to technology Absorption)

A) Research and Development (R & D) :

1.	Specific areas in which R & D carried out by the Company:	To Manufacture smallest size PIJF Cables for supply to Private Operators for Broad Band Network, developing Quad Cable for Railways and Cable Assembly to Automobile Sector.
2.	Benefits derived as a result of the above R & D for the Company:	In the depressed market, looking for new areas like Automobile, Railway Signaling etc., for different varieties of Cable requirements therein
3.	Future plan of action:	Manufacture and supply of CPE(Customer Premises Equipment) and related Technical Support Services to the Telecom sector.
4.	Expenditure on R & D:	As no significant amount has been spent, the same is not being shown separately.

B) Technology absorption, adaptation and innovation :

The Company is making all out efforts for improving productivity, product quality and reducing consumption of scarce raw materials and fuels.

Total Foreign Exchange earned and used :

Earned : Rs. 24.12 lakhs
Used : Rs. 4475.27 lakhs

C) Foreign Exchange Earnings and Outgo :

for and on behalf of the Board of Directors

Activities relating to exports and initiatives taken to increase export products, services and export plans:

Place : Secunderabad
Date : 28.07.2009

G. Mangilal Surana
Chairman



REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Corporate Governance:

Corporate Governance is more a way of business life than a mere legal compulsion. Your Company believes that, though its primary focus is on the core objective of earning profits, the corporate governance goes beyond being a regulatory requirement, actually it builds a long-term value to stakeholders, contemplates that corporate actions which balance the interests of all stakeholders and satisfy the tests of transparency, accountability, fairness and social responsibility and it must serve the underlying goal of enhancing the shareholder value over a sustained period of time.

2. Board of Directors (Board):

a) The Board of Directors of the Company as on 31st March, 2009 consists of :

- 4 Independent Non-executive Directors;
- 3 Executive Directors;
- 1 Non-Executive Director.

b) Attendance Record for 2008-09:

Sl. No	Name of Director	Category	Meetings attended	Attendance at last AGM on 17.09.2008	Remarks
1	G Mangilal Surana	Non-executive	4	Present	-
2	O Swaminatha Reddy	Independent, Non-executive	6	Present	-
3	R Surender Reddy	Independent, Non-executive	4	Present	-
4	S R Vijayakar	Independent Non-executive	3	Present	-
5	Dr R.N. Sreenath	Independent Non-executive	3	Present	-
6	Narender Surana	Executive	5	Present	-
7	Devendra Surana	Executive	6	Present	-
8	S.Balasubramanian	Executive	2	Present	-

