



SURANA TELECOM AND POWER LIMITED

25th Annual Report 2013-2014



Forging Ahead in Renewable Energy



Solar Street Light



Solar Lantern



**5MW Solar Power Plant at
Charanka, Gujarat**



BOARD OF DIRECTORS

Dr. R N Sreenath	- Director
Nirmal Kumar Jain	- Director
D Venkatasubbiah	- Director
Narender Surana	- Director
Devendra Surana	- Director
Baunakar Shekarnath	- Wholetime Director

STATUTORY COMMITTEES

AUDIT COMMITTEE

Nirmal Kumar Jain	- Chairman
D. Venkata Subbiah	- Member
Dr. R. N. Sreenath	- Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

D. Venkata Subbiah	- Chairman
Narender Surana	- Member
Devendra Surana	- Member

NOMINATION & REMUNERATION COMMITTEE:

Nirmal Kumar Jain	- Chairman
Dr. R. N. Sreenath	- Member
D. Venkata Subbiah	- Member

CHIEF FINANCIAL OFFICER

R. Lakshman Raju

BANKERS

State Bank of India
Corporation Bank
Indian Overseas 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.

COST AUDITORS

BVR & Associates
H.No. 6-3-628/3, Flat No. 101,
R.V. Naipunya Apts
Anand Nagar Colony, Khairatabad
Hyderabad - 500 004.

SECRETARIAL AUDITOR

GSLN Gupta
A47, Sree Nilayam, 1st Floor,
Indian Airlines Employees Colony,
Lane No - 3, Begumpet,
Hyderabad - 500 016.

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 Power Project

Gujarat Solar Park,
Charanka Village
Santalpur Taluk
Patan District,Gujarat

Solar Module Manufacturing Unit

Hard Ware Park

Plot No. 21B, Sy No. 1/1
Kanchaimarat, Raviryala Village,
Maheswaram Mandal, R.R. District

Aluminum Wire Rods

Plot No. 215/D, Phase II,
I.D.A., Cherlapally, Hyderabad - 500 051

Optic Fibre/Cable Plant

Plot No.214,
Phase II, IDA Cherlapally
Ghatkesar (M)
Ranga Reddy District

Non- Conventional Energy (Wind)

Kapatgudda, Gadag District,
Karnataka, India

REGISTERED OFFICE

5th Floor, Surya Towers,
Sardar Patel Road, Secunderabad - 500 003.
India - 500 003
Tel: + 91 40 27845119, 27841198, 44665700
Fax: + 91 40 27818868
E-mail: surana@surana.com
Investors: cs@surana.com,
investorservices_stl@surana.com
Website: www.surana.com, www.suranatele.com
CIN: L23209TG1989PLC010336



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NOTICE OF 25th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 25th Annual General Meeting of the members of SURANA TELECOM AND POWER LIMITED, will be held on 22nd September, 2014 at 10.00 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, 2014 and the Profit & Loss Account for the year ended 31st March, 2014, along with the Auditors' Report & Directors' Report thereon.
2. To declare Dividend for the year ended 31st March, 2014.
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 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 pursuant to the provisions of Sec 139 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, M/s. Sekhar & Co., Chartered Accountants, (Registration No. 003695S), be and are hereby appointed as Auditors of the Company, to hold office for a period of 3 (three) years from the conclusion of 25th Annual General Meeting (AGM) till the conclusion of 28th Annual General Meeting (AGM) of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) on such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) made there under read with Schedule IV to the Act, Shri. Baunakar Shekarnath (DIN: 03371339), who was appointed as an Additional Whole-time Director of the Company by the Board of Directors w.e.f. 09.01.2014 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature for the office of the Director of the Company, be and is hereby appointed as Whole-time Director."

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956), Shri Baunakar Shekarnath, be and is hereby appointed as Whole time Director of the Company for a period of 3 years w.e.f 09.01.2013 upto 08.01.2016 in the scale of Rs. 24,010-2000-28,010.

RESOLVED FURTHER THAT Shri Baunakar Shekarnath, shall also be entitled for reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits / amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company as per the service rules of the Company.

RESOLVED FURTHER THAT the Board of Directors or committee of the Company be and is hereby authorised to do all such acts, deeds, matters and things as in the absolute discretion, it may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or as may be otherwise considered by it to be in the best interests of the Company."

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

"RESOLVED THAT pursuant to provision of section 149, 152, all other applicable provisions of Companies Act, 2013 and the rules framed there under read with schedule IV to the Companies Act, 2013 and Listing Agreement, Shri Nirmal Kumar Jain (DIN: 03184972) who was earlier appointed as a Director liable to retire by rotation and in respect of the whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intension to propose Shri Nirmal Kumar Jain (DIN: 03184972) as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the company to hold office from 22.09.2014 upto 22.09.2019 whose period of office shall not be liable to retire by rotation"

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

"RESOLVED THAT pursuant to provision of section 149, 152, all other applicable provisions of Companies



Act, 2013 and the rules framed there under read with schedule IV to the Companies Act, 2013 and Listing Agreement, Shri D Venkatasubbiah (DIN : 00006618) who was earlier appointed as a Director liable to retire by rotation and in respect of the whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intension to propose Shri D Venkatasubbiah (DIN : 00006618) as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the company to hold office from 22.09.2014 upto 22.09.2019 whose period of office shall not be liable to retire by rotation"

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

"**RESOLVED THAT** pursuant to provision of section 149, 152, all other applicable provisions of Companies Act, 2013 and the rules framed there under read with schedule IV to the Companies Act, 2013 and Listing Agreement, Dr. R.N. Sreenath (DIN : 00124157) who was earlier appointed as a Director liable to retire by rotation and in respect of the whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intension to propose Dr. R.N. Sreenath (DIN : 00124157) as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the company to hold office from 22.09.2014 upto 22.09.2019 whose period of office shall not be liable to retire by rotation"

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

"**RESOLVED THAT** subject to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force and in supersession of all the earlier resolutions passed in this regard, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter called "the Board") and which term shall be deemed to include any Committee, which the Board may have constituted or herein after for borrowing from time to time as they may think fit, any sum or sums of money on such terms and conditions as the Board may deem fit, to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 150 Crores (Rupees One Hundred and Fifty Crores) over and above the aggregate of the paid up share capital and free reserves of the Company."

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

"**RESOLVED THAT** consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'the Board', which term shall include its Committee(s) constituted for the purpose) to create mortgages/charges on all any of the movable and/or immovable properties and assets both present and future or on the whole or substantially whole of the undertaking or undertakings of the Company exclusively or ranking pari-passu with or second or subordinate to the mortgages/charges, if any, already created or to be created in future by the Company, for any loans and/or advances and/or issue of debentures/ bonds and/or guarantees and/or any financial assistance obligations obtained/undertaken/ made or that may be obtained/undertaken/made by the Company and/or any one or of its subsidiary/ group companies both present and that which may be established or acquired by the Company in India or abroad, with power to take over the management, business and undertaking of the Company in certain events of default, on such terms and conditions and at such times and in such form and manner as the Board may deem fit, So that the total outstanding amount at any time so secured shall not exceed the amounts consented by the Company by the Resolution passed at this meeting pursuant to Section 180(1) (c) of the Companies Act, 2013 or upto the higher amount/s as may be so consented by the Company from time to time in future, together with interest thereon, and further interest, costs, charges, expenses, remuneration and other monies payable in connection therewith and that this consent shall also be the consent of the members under and as contemplated by Section 180(1)(a) and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable rules made thereunder;

RESOLVED FURTHER THAT the Board be and is hereby authorized to and cause to prepare, finalise, approve and execute on behalf of the Company, all documents, deeds, agreements, declarations, undertakings and writings as may be necessary and/or expedient for giving effect to the foregoing resolution and to vary and /or alter the terms and conditions of the security created/to be created as aforesaid as it may deem fit and generally to do and/or cause to do all acts, deeds matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

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



“RESOLVED THAT pursuant to the provisions of Section 42, 62 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2004 and all other applicable provisions of the Companies Act, 2013, as applicable, and/or Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment thereof), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India), Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Deposit Receipt Mechanism) Scheme, 1993, as amended and the applicable Rules, Regulations, Notifications and Circulars, if any, issued by Securities and Exchange Board of India (SEBI) from time to time, including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the ICDR Regulations), Reserve Bank of India (RBI), Government of India or any other competent Authority and clarifications, if any, issued thereon from time to time by appropriate authorities, the Equity Listing Agreements (the “Listing Agreement”) entered into by the Company with the Stock Exchanges where the Company’s Equity Shares of face value of Rs. 5/-each (the “Equity Shares”) are listed and other concerned and appropriate authorities, and other applicable laws, if any, and relevant provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI and any other appropriate Authority(ies), Bank(s), Institution(s) or Body(ies), as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, as are accepted, the Board of Directors of the Company, (hereinafter referred to as the “Board”, which term shall be deemed to include any duly constituted Committee thereof), be and is hereby authorized to create, offer, issue and allot Equity Shares/Securities in one or more tranches, in the course of domestic or international offerings, by way of Follow-on Public Offer (FPO) and/or by way of a Qualified Institutions Placement (QIP) in terms of the Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time and/or Equity Shares in the form of Global Depository Receipts (GDRs), and/or American Depository Receipts (ADRs), and/ or External Commercial Borrowings (ECBs) with rights of conversion into shares, and/ or Foreign Currency Convertible Bonds (FCCBs) and/ or Optionally or Compulsorily Convertible Redeemable Preference Shares (OCCPS/CCPS), convertible into Equity Shares of the Company with voting rights or with differential rights as to voting, dividend or otherwise in accordance with such rules and subject to such conditions as may be prescribed or

any other instrument convertible into Equity Shares with voting rights or with differential voting rights as to voting, dividend or otherwise (hereinafter referred to as the “Securities”), to be subscribed to, by International and/or Indian Banks, Institutions, Institutional Investors, Mutual Funds, companies, other Corporate Bodies, Resident/Non-Resident Indians, Foreign Nationals and other eligible Investors, as may be decided by the Board, (hereinafter referred to as “Investors”), whether or not such Investors are members of the Company or not (including the provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company, group/associate company(ies) as may be permitted by the ICDR Regulations from time to time), at such time or times, at such price or prices, at discount / premium to the market or prices in such manner and on such terms and conditions including security, rate of interest etc. including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors, as may be determined by the Board at the time of such issue and allotment, considering the then prevailing market conditions and other relevant factors wherever necessary, upto an aggregate of US\$ 30 million in any foreign currency or in Rupees (inclusive of such premium as may be determined) and such issue and allotment be made at such time or times, in such tranche or tranches, in such currency or currencies, in such manner and on such terms and conditions (including, if necessary, in relation to security on convertible debt instruments) as may be decided and deemed appropriate by the Board in its sole discretion at the time of issue / allotment.”

“RESOLVED FURTHER THAT in case of QIP, pursuant to Chapter VIII of the ICDR Regulations, the allotment of Equity Shares/ Securities shall only be made to Qualified Institutional Buyers at a price including a discount of not more than 5% (or such discount as may be prescribed by SEBI from time to time) within the meaning of Chapter VIII of ICDR Regulations and such securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this Resolution.”

“RESOLVED FURTHER THAT the Company and/ or any agency or body authorized by the Company, may issue receipts/certificates representing the underlying securities and/ or Equity Shares issued by the Company with such features and attributes as are prevalent in International Capital Markets for instruments of this nature and provide for the tradability or free transferability thereof as per the domestic/international practices, norms and regulations, and under the norms and practices prevalent in the International Markets.”



"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot, from time to time, such number of Equity Shares at such premium as may be decided by the Board in its absolute discretion, upon conversion of such Securities or as may be necessary in accordance with the terms of the offering, including additional Equity Shares, and all such shares shall rank pari-passu with the then existing Equity Shares of the Company in all respects including to dividend."

"RESOLVED FURTHER THAT for the purpose of giving effect to any issue and/or allotment of Equity Shares in the Company or Securities or instruments or Securities representing or convertible into Equity Shares in the Company, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion, deem necessary, appropriate or desirable for such purpose, including, without limitation, determining the form and manner of the issue, the class of investors to whom the Equity Shares/ Securities are to be issued and allotted, number of Equity Shares/Securities to be allotted in each tranche, issue price, face value, premium amount on issue/conversion of Securities/ exercise of warrants/redemption of Securities, rate of interest, redemption period, to appoint Lead Managers, Merchant Bankers, Global Business Coordinators, Book Runners, Underwriters, Guarantors, Financial and/or Legal Advisors, Depositories, Custodians, Registrars, Trustees, Bankers and all other agencies, to enter into or execute all such agreements/ arrangements / MOUs/documents with any such agencies, as may be necessary; to list the Securities and the Equity Shares to be issued on conversion of the said Securities on any Indian and/or Foreign Stock Exchange(s), as it may in its absolute discretion deem fit."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares or Securities and utilization

of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise, with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of the aforesaid Resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Whole-time Director(s) or any Director(s) or any other Officer(s) of the Company to implement the aforesaid Resolution."

12. 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 148 and all other applicable provisions of the Companies Act, 2013 and the rules framed there under and subject to all other approvals, if any required, the Company be and is hereby authorized to pay an amount of Rs. 10,000/- (Rupees Ten Thousand Only) as remuneration to M/s. BVR & Associates, Cost Accountants in practice, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31.03.2015"

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

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

Place : Secunderabad
Date : 08.08.2014

NARENDER SURANA
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. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on their behalf at the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 18.09.2014 to 22.09.2014 (both days inclusive).
4. Dividend on shares @ 12 % as recommended by the Board of Directors if declared by the Company at the meeting, will be paid subject to the provisions of Section 123 of the Companies Act, 2013 (corresponding to the section 205A of Companies Act, 1956) to those shareholders whose names appear on the Register of Members of the Company as on 22.09.2014 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.
5. 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 Reserve Bank of India. 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 Dematerialized 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.
6. The Company's Equity shares are listed at BSE 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. Members holding shares in physical form, may write to the Company's share 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 dispatch dividend warrants at their correct addresses.
9. 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.
10. Shareholders are requested to furnish their e-mail ids to enable the Company 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.
11. Shareholders requiring a printed copy of the Annual Report should forward their request to the Company.
12. 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.
13. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rule, 2014 and as per the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the



25th Annual General Meeting by electronic mode and the business will be available at the <http://evoting.karvy.com> during the following voting period:

From 9 a.m. on September 16, 2014 to 6 pm on September 18, 2014.

14. E-voting shall not be allowed beyond 6pm on September 18, 2014. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company.
15. The Company has appointed GSLN Gupta (CP No. 11271), Practicing Company Secretary, Hyderabad as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
16. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail ids with the Company/their respective Depository Participant along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company/their respective Depository Participant are being forwarded the login ID and password for e-voting along with process, manner and instruction by e-mail.
17. Members are requested to send all communication relating to shares to the Company's Share Transfer

Agents (Physical and Electronic) at M/s KARVY COMPUTERSHARE PRIVATE LIMITED, Plot No. 17-24, Vittalrao Nagar, Madhapur, Hyderabad- 500 081. Further, kindly note that members holding shares in physical form and intending to transfer their shares have to furnish the PAN particulars of transferee along with the share transfer deeds for effecting the physical share transfer.

18. Please note that, any queries pertaining to accounting related aspects, may be posted /handed over to the Secretarial Department at the Registered Office of the Company at least 48 hours before the Annual General Meeting, so that the same could be clarified to the shareholders at the Annual General Meeting.
19. 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.

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

Place : Secunderabad
Date : 08.08.2014

NARENDER SURANA
DIRECTOR

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('the act')

Item No. 5

Shri Baunakar Shekarnath was appointed as an Additional Director of the Company by the Board of Directors through circular resolution dated 09.01.2014 and holds office upto the date of this Annual General Meeting of the Company as per Section 161 of the Companies Act, 2013. The Company has received notice in accordance with Section 160 of the Companies Act, 2013 in writing, proposing the appointment of Shri Baunakar Shekarnath, liable for retirement by rotation, from a member together with the requisite deposit. Shri. Baunakar Shekarnath is not disqualified from being appointed as a Director in terms of section 164(2) of Companies Act, 2013.

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

The Board of Directors recommend the Ordinary Resolution for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

Item no: 06, 07 & 08

Shri Nirmal Kumar Jain, Shri D Venkata Subbiah and Dr. R.N. Sreenath has been appointed as Independent Director of the company, at various times, pursuant to clause 49 of the Listing Agreement, whose office was liable to retire by rotation. With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint 'Independent Director' as define in Section 149 of the Act, which has been notified w.e.f 1st April 2014, who are not liable to retire by rotation and shall hold office for a term upto 5 (five) consecutive years. The Securities and Exchange Board of India (SEBI) has also amended clause 49 of the listing agreement inter alia stipulating similar conditions for appointment of Independent director by the listed company.

Accordingly, it is proposed to appoint Shri Nirmal Kumar Jain, Shri D Venkata Subbiah and Dr. R.N. Sreenath as Independent Director under section 149 of the Act and clause 49 (revised) of the listing agreement to hold the office for 5(five) consecutive years from 22.09.2014 to 22.09.2019

The Company has received declarations from Shri Nirmal Kumar Jain, Shri D Venkata Subbiah and Dr. R.N. Sreenath that they meet with criteria of Independence as prescribed

