

SURYACHAKRA POWER CORPORATION LIMITED



**20TH ANNUAL REPORT
2014-15**



Board of Directors	:	Mr. V.S. Murthy Mr. P.V. Subba Rao Mr. K. Vijay Kumar Dr. S.M. Manepalli, Managing Director Mrs. M. Mangatayaru
Company Secretary	:	Mr. P. S. Chandramouli (Upto 31.07.2015) Mr. K.V. R. Raju (From 26.08.2015)
Audit Committee	:	Mr. V.S. Murthy Mr. K. Vijay Kumar Mr. P.V. Subba Rao
Statutory Auditors	:	M/s. M Bhaskara Rao & Co Chartered Accountants 6-3-652, 5th Floor, Kautilya, Somajiguda, Hyderabad-5000 82
Bankers	:	State Bank of India
Regd. Office	:	Suryachakra House, Plot No.304-L-III, Road No.78, Jubilee Hills, Hyderabad -500 096.
Plant	:	Bamboo Flat, Near Fire Brigade, South Andaman, Port Blair - 744 107. A & N Islands

**NOTICE**

Notice is hereby given that the 20th Annual General Meeting of the Members of Suryachakra Power Corporation Limited will be held on **Wednesday, the 30th day of September, 2015 at 10.00 A.M** at Hotel Devi Grand, # 11-5-152, Bhavani Nagar, Moosapet 'X' Roads, Hyderabad-500018 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015 and the Profit and Loss account for the period ended on that date, including consolidated financial statements and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. K. Vijay Kumar (DIN:00267744) who retires by rotation and being eligible offers himself for re-appointment
3. To Ratify the appointment of M/s M. Bhaskara Rao & Co., Statutory Auditors

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 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. M. Bhaskara Rao & Co., Chartered Accountants (Firm Regn. No.000459S), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General meeting until the conclusion of the Annual General Meeting to be held for the financial year 2015-16 on such remuneration as may be determined by the Board of Directors.”

SPECIAL BUSINESS:**4. APPROVAL OF REMUNERATION PAYABLE TO COST AUDITORS**

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 the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded for the payment of Rs.25,000/- as remuneration to M/s kju & Associates, 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 31st March, 2016.”

“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 of Directors
For SURYACHAKRA POWER CORPORATION LIMITED

Sd/-
Dr. S.M. Manepalli
Managing Director

Place: Hyderabad
Date: 13.08.2015

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The proxy form(s) in order to be effective must be received by the company at the registered office of the Company not less than 48 hours before the commencement of the meeting.

2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of business item no. 4 of the notice, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday the 23rd September 2015 to Wednesday the 30th September 2015(both days inclusive).
4. Pursuant to clause 49 of the Listing agreement, the particulars of Directors seeking appointment and re-appointment at the meeting are annexed.
5. Members holding shares in physical form are requested to intimate any change in their address quoting their registered folio number to the Registrars and Share Transfer Agents namely M/s. Karvy Computershare Private Limited, Seat No.52, 6th Floor, Karvy Selenium Tower - B, Plot No. 31 & 32 Financial Dist., Gachibowli, Nanakramguda, Seri Lingampally, Hyderabad - 500 032. Phone No.040-67162222.
6. Members holding shares in electronic form are requested to intimate any change in their address to the depository participant (DP) with whom the de-mat account is maintained.
7. Members are requested to bring attendance slip duly filled in along with a copy of Annual Report to the Meeting.
8. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
9. As a part of Green Initiative in Corporate Governance, the Ministry of Corporate Affairs (MCA), Government of India vide its Circular has allowed paperless compliances by Companies inter-alia stating that if the Company sends official documents to their shareholders electronically, it will be in compliance with the provisions of the Companies Act, 2013.

If any member is interested to receive documents in physical form, a communication in this regard may be made to the registered office of the Company.

10. Members desiring any information on Accounts are requested to write to CFO or Company Secretary at an early date so as to enable the management to reply at the meeting.
11. Annual Report of the company has been uploaded on website of the company www.suryachakra.in
12. The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his / her vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.
13. Members can opt for only one mode of voting, i.e., either by physical poll or e-voting. In case Members cast their votes through both the modes, then voting done by such members will be treated as invalid.
14. Members who do not have access to e-voting facility have been additionally provided a facility through Ballot Paper, enclosed herewith in Form No. MGT - 12. They may send duly completed Ballot Paper to the Scrutinizer, M/s. L D Reddy & Co., Practicing Company Secretaries (CPNo. 3752) having its office at Plot No.6-2-1/2, Flat No.504, Afjal Commercial Complex, Beside MMTS Railway Station (South), Lakdi-Ka-Pool, Hyderabad-500004 so as to reach on or before the conclusion of the 20th Annual General Meeting or can carry the same to the AGM and deposit in the Ballot Box during the Meeting. Members have the option to request for physical copy of Ballot Paper by sending an e-mail to suryachakra.power@gmail.com by mentioning their Folio No. / DP ID and Client ID.



15. The facility for voting through Ballot paper shall also be made available at the meeting and the members attending the meeting, who have not already cast their vote by e-voting shall be able to exercise their right at the meeting.

The procedure and instructions for e-voting are as under:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the E-Voting Particulars Form. Your folio/DP Client ID will be your User-ID.

User - ID	For Members holding shares in Demat Form: a) For NSDL: 8 Character DP ID Followed by 8 Digits client ID b) For CDSL: 16 Digits beneficiary ID For Members holding shares in Physical Form: * Event No. Followed by Folio Number registered with the company
Password	Your Unique password is printed on the E-Voting Particulars Form/ via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact our toll free No. **1-800-34-54-001** for any further clarifications.
- iv) Members can cast their vote online from 10 am on Saturday 26th September, 2015 to 5:00 pm on Tuesday 29th September, 2015.
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., '**Suryachakra Power Corporation Limited**'.
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting .Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not wants to cast, select 'ABSTAIN'.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT".A confirmation box will be displayed .If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.



- xiii) Corporate / Institutional Members (Corporate / FIS / FIIIS / Trust / Mutual Funds / Banks etc.) are required to send scanned copy (PDF format) of the relevant Board Resolution to the Scrutinizer through e-mail to l.d.reddy@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporatename_Eventno"

Registered Office of the Company:

Suryachakra House, Plot No.304-L-III, Road No.78, Jubilee Hills, HYDERABAD-500 096

Corporate Identity Number: L40103TG1995PLC019554

E-mail: suryachakra.power@gmail.com / Website: www.suryachakra.in

Registrar and Share Transfer Agents:

Karvy Computer Share Private Limited

Unit: Suryachakra Power Corp. Ltd,

Seat No.52, 6th Floor, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial Dist.,

Gachibowli, Nanakramguda, Seri Lingampally, Hyderabad -500 032, Phone No.040-67161585

**EXPLANATORY STATEMENT:****(Pursuant to Section 102(1) of the Companies Act, 2013)**

The following Explanatory Statement sets out the material facts relating to the special business mentioned in the accompanying Notice:

ITEM NO. 4

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

The Board, on the recommendation of the Audit Committee, appointed M/s kju & Associates as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2015-16 and recommended to the members payment of Rs.25,000 as remuneration.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for payment of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016. The Board of Directors recommends the above resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway concerned or interested in the above resolution.

ANNEXURE TO THE NOTICE**Details of Director seeking re-appointment at the forthcoming Annual General Meeting**

(In Pursuance of Clause 49 of the Listing Agreement)

Name	K. Vijay Kumar
Date of Birth	08.10.1945
Date of Appointment	15.05.2012
Qualification	Engineering Graduate
Nature of Experience in specific functional areas	43 years in various engineering & power projects
No. of Shares held in the Company as on 31-03-2015	NIL
Members of the Committee of Board of Directors of the Company	Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee
Directorships held in other Companies Excluding Private Limited and Foreign Companies	NIL
Chairman/Member in Mandatory Committees of the Companies	NIL

In the opinion of the Board, Mr. K.Vijay Kumar, proposed to be re-appointed as Director fulfils the conditions specified in the Section 149(6) and other applicable provisions of the Companies Act, 2013 and the rules made there under.



DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their 20th Annual Report of the company together with the Audited Accounts for the year ended March 31, 2015.

FINANCIAL PERFORMANCE:

(Rs. in million)

Particulars	Year ended 31.03.2015 (12 months)	Period ended 31.03.2014 (12 Months)
Income from sale of power	1424.03	1459.95
Other Income	0.47	0.53
	1424.50	1460.48
Profit before interest and depreciation	83.94	77.69
Interest and Finance Charges	31.22	38.84
Depreciation	50.97	61.76
Profit after interest and Depreciation but before exceptional items	1.75	(22.90)
Exceptional items (net)	912.37	-
Profit/(Loss) before Tax	(910.62)	(22.90)
Current Tax	-	-
Mat Credit entitlement	-	(9.21)
Profit/(Loss) after Tax	(910.62)	(32.11)

REVIEW OF OPERATIONS:

The Board observed that the company achieved a turnover of Rs.1424.03 Million for 12 months (Stand alone) as against the previous year's turnover of Rs.1459.95 Million (stand alone) and there is a decrease in turnover by Rs.35.92 Million, which is a decrease by 2.46% over the last year. The net loss for the year is Rs.910.62 million against the net loss for the previous year of Rs.32.11 Million. There was a shut down of one of the gen sets at the A&N Plant and also the production was hampered due to frequent overhaul of another genset.

Management Discussion and Analysis Report for the year under review, stipulated under Clause 49 of the Listing Agreement entered with BSE Ltd forms part of this Annual Report. The Board reviews the progress of the Company from time to time and guide the Company towards its corporate goals.

DIVIDEND:

Your Directors are unable to recommend any dividend on the Equity Capital of the Company due to continuous losses.

DIRECTORS:

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. K. Vijay Kumar, Director will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment as a Director of the Company.

Further details about the above director are given in the Corporate Governance Report as well as in the Notice of the ensuing Annual General Meeting being sent to the shareholders along with the Annual Report

**Evaluation of the Board's Performance**

In compliance with the Companies Act, 2013, and Clause 49 of the Listing Agreement, the performance evaluation of the Board and of its Committees was carried out during the year under review. More details on the same is given in the Corporate Governance Report.

Familiarization Program for Independent Directors

The Company has formulated a familiarization program for the Independent Directors to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company. The details of such program are available in the Company's website www.suryachakra.in

Statement of declaration by Independent Directors

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchange.

Nomination & Remuneration Policy

The company follows a policy on remuneration of Directors and Senior Management Employees. The policy is approved by the Nomination & Remuneration Committee and the Board. More details on the same are given in the Corporate Governance Report.

Disposing Off investment in Loss Making Subsidiaries

During the period under review, Your Company, in order to improve its financial performance, has disposed off its investments in its direct and step down loss making subsidiaries viz., Suryachakra Global Enviro Power Limited (SGEPL) for Rs.6,27,080/-, South Asian Agro Industries Limited for Rs.1,20,205/-, M.S.M. Energy Limited for Rs.3,42,600/- and Sri Panchajanya Power Private Limited for Rs.1,57,800/- on account of continuous losses incurred in power plants located at Chhattisgarh and Maharashtra and on account of non-viability of these plants since inception.

The shares held by your Company in SGEPL and the shares held by SGEPL in the above step-down subsidiaries were already transferred as per the decision of the board in its meeting held on 3.06.2015.

Report on the performance and financial position of each of the subsidiaries has been provided in Form AOC-1 at Annexure-6

Petition with APTEL against the order of Joint Election Regulatory Commission (JERC):

The Appellate Tribunal for Electricity (APTEL), New Delhi has delivered their judgment on 28.11.2014 on the appeals filed by your Company and A&N Administration against the order dated 03.07.2013 of the JERC, directing JERC to finalise the completed capital cost.

Meanwhile the A&N Administration filed a Civil Appeal No.1652 of 2015 in Hon'ble Supreme Court of India on 09.02.2015 for quashing the order dated 28.11.2014 of APTEL and stay further proceedings at JERC. However, Hon'ble Supreme Court admitted the appeal but not stayed any proceedings at JERC.

Accordingly, JERC, in turn, after verifying all the documents in respect of completed project cost issued its order dated 29.04.2015, fixing the completed project cost at Rs.77.64 Cr and your company consequently submitted a supplementary invoice for Rs.141.51 Crore, for the period upto March, 2015.

An Execution petition was filed before JERC, New Delhi by your Company and the same was posted now posted for 14th September 2015 for adjudication.



Maintenance of the power plant:

Your Company has made arrangements for overhauling and repairs of the engines through a firm and it is expected to be completed by December 2015. On completion of the overhauling the monthly revenues are expected to increase by about Rs.50 lacs per month from January 2016 onwards.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors confirm that:

- a] in the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanations relating to material departures;
- b] The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are 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 that period;
- c] the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d] the Annual Accounts were prepared on a going concern basis
- e] the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f] the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DISCLOSURES UNDER THE COMPANIES ACT, 2013

i) Extract of Annual Return:

The details forming part of the extract of the annual return is enclosed in Form MGT.9 at Annexure - I.

ii) Number of Board Meetings:

The Board of Directors met 4 times during the year 2014-2015. The details of the board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

iii) Composition of Audit Committee:

The Board has constituted the Audit Committee which comprises of Sri V S Murthy, as the Chairman and Sri P V Subba Rao, and Sri K Vijaya Kumar as the members. More details on the committee are given in the Corporate Governance Report.

iv) Related Party Transactions:

There are no materially significant related party transactions made by the company with Promoters, Directors or Key Managerial Personnel etc., which may have potential conflict with the interest of the company at large. Thus disclosure in Form AOC-2 is not required.

- v) No Loans/Guarantees / Investments under Section 186 of the Companies Act, 2013 have been made during the year.

CORPORATE GOVERNANCE:

As per Clause 49 of the Listing Agreement on Corporate Governance, Management Discussion and Analysis Report forms part of the Annual Report (Annexure - 5). The company has complied with the corporate governance requirements under the Companies Act, 2013, and as stipulated under the listing agreement with the stock exchanges. A separate section on corporate governance under the Listing Agreement, along with a certificate from the Practising Company Secretary confirming the compliance, is annexed and forms part of the Annual Report (Annexure - 2).

Corporate Social Responsibility Policy

As per Companies Act 2013, Your Company does not fall under the Corporate Social Responsibility criteria. The Company would ensure the provisions of the Act, as and when the same is applicable.