

SURYACHAKRA POWER CORPORATION LIMITED



Certified True Copy

For Suryachakra Power Corporation Ltd.

A handwritten signature in black ink, appearing to be 'S. K.', is written over the printed name of the Company Secretary.

Company Secretary

21ST ANNUAL REPORT 2015-16

Board of Directors	:	Mr. P.V. Subba Rao Mr. B.P. Vijaya Rao Mr. K. Vijay Kumar Mr. V. Subramanyam Dr. R. S. Murthy Dr. S.M. Manepalli, Managing Director Mrs. M. Mangatayaru Mr. V. S. Murthy (Upto 13.11.2015)
Vice President & Company Secretary	:	Mr. D. Suresh Babu
Audit Committee	:	Mr. P. V. Subba Rao Mr. K. Vijay Kumar Mr. B.P. Vijaya Rao
Statutory Auditors	:	M/s. M. Bhaskara Rao & Co Chartered Accountants 6-3-652, 5th Floor, Kautilya, Somajiguda, Hyderabad -500082
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 21st Annual General Meeting of the Members of Suryachakra Power Corporation Limited will be held on **Friday, the 30th day of September, 2016 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, 2016 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 Mrs M. Mangatayaru DIN. 00297032 who retires by rotation and being eligible offers herself for re-appointment.
3. 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.
4. 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 2016-17 on such remuneration as may be determined by the Board of Directors."

SPECIAL BUSINESS:

5. To consider and if thought fit to pass with or without modification (s) the following resolution as a special resolution

Appointment and remuneration payable to Mr. K. Vijay Kumar, Executive Director.

RESOLVED THAT pursuant to the Sections 196,197,198 AND 203 read with schedule V to the Companies Act, 2013 and the companies (appointment and remuneration of Managerial Personnel) rules 2014(including any statutory modification(s) or re-enactment thereof for the time being in force) and companies act and based on the recommendations of the remuneration committee, the Board of Directors the consent of the shareholder's be and is hereby accorded for the reappointment of Mr K. Vijay Kumar(holding DIN. 00267744) as Executive Director of the company for a period of 3 (three) years w.e.f. 11th August, 2016 on remuneration and other allowances as mentioned below subject to the approval of the shareholders.

Salary: Salary of Rs.1,04,000 per month plus conveyance of Rs.15,000 per month with effect from 11th August 2016 subject to such annual increments as may be decided by Board from time to time over a period of three years during the existence of this period of contract)

RESOLVED FURTHER THAT the remuneration aforesaid including other allowances shall be allowed and paid to Mr. K. Vijay Kumar, Executive Director, as minimum remuneration during the currency of his tenure, in the event of loss or inadequacy of profits in any financial year for a period not exceeding three years.

6. To consider and if thought fit to pass with or without modification (s) the following resolution as an ordinary resolution

RESOLVED THAT pursuant to provisions of SECTIONS 149,150,152 and any other applicable provisions of the Companies Act 2013 (the act) and the companies (appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(b) of the SEBI (Listing and Disclosures Requirements) Regulations, 2015. Dr. R.S. Murthy (DIN:00829249 who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th November 2015 in terms of Section 161(1) of the Act and Article 127 of the Articles of Association of the company and whose term of office expires at the Annual General Meeting and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an independent Non-Executive Director of the Company to hold office for a term upto 30th June, 2019.

7. To consider and if thought fit to pass with or without modification (s) the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to provisions of SECTIONS 149, 150, 152 and any other applicable provisions of the Companies Act 2013(the act) and the companies (appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(b) of the SEBI (Listing and Disclosures Requirements) Regulations 2015. Mr B P Vijaya Rao (DIN:00313630) who was appointed as an Additional Director of the



Company by the Board of Directors with effect from 13th November, 2015 in terms of Section 161(1) of the Act and Article 127 of the Articles of Association of the company and whose term of office expires at the Annual General Meeting and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an independent Non-Executive Director of the Company to hold office for a term upto 30th June, 2019.

8. To consider and if thought fit to pass with or without modification (s) the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to provisions of SECTIONS 149,150,152 and any other applicable provisions of the Companies Act 2013(the act) and the companies(appointment and qualification of Directors) Rules,2014(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(b) of the SEBI (Listing and Disclosures Requirements)Regulations 2015. , Mr. V. Subramanyam (DIN: 00486551 who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th November 2015 in terms of Section 161(1) of the Act and Article 127 of the Articles of Association of the company and whose term of office expires at the Annual General Meeting and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an independent Non-Executive Director of the Company to hold office for a term upto 30th June, 2019.

9. 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, 2017.”

“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 Directors
For SURYACHAKRA POWER CORPORATION LIMITED

Sd/-

D. Suresh Babu

Vice President & Company Secretary

Place: Hyderabad

Date: 11.08.2016

**NOTES:**

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The instrument appointing the proxy to be valid should be deposited 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 Friday, the 23rd September 2016 to Friday, the 30th September 2016 (both days inclusive).
4. Pursuant to SEBI(LODR) Regulations, 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 admission 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 (CP No. 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 21st 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. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting)
- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Suryachakra Power Corporation Limited'
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email l.d.reddy@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "**Corporate Name_Event No.**"
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/ Depository Participants (s)]:
 - i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- II Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through Physical Ballot shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.



A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. B. Venkata Kishore (Unit: COMPANY NAME) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040-6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date is 23.09.2016 for E-voting to be held on 26.09.2016 at 10 am to 29.09.2016 at 5 pm, he/she may obtain the User ID and Password in the manner as mentioned below :
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS:
MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 Example for NSDL:
 MYEPWD <SPACE> IN30039412345678 (DP-ID + CL-ID)
 Example for CDSL:
 MYEPWD <SPACE> 1202300012345678 (16 DIGITS NUMERIC)
 Example for Physical:
 MYEPWD <SPACE> XXXX1234567890 (EVEN NO. + FOLIO NO.)
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Member may call Karvy's toll free number 1800-3454-001.
 - iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

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, Ph: 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. 5

Mr. K. Vijay Kumar is an Engineering graduate with 43 years of Experience in various engineering and power projects. Earlier he worked as Chief Engineer/ Superintendent Engineer in Andhra Pradesh State Electricity Board for a period of more than 30 years in various capacities looking after the power generating stations of AP GENCO. He joined the company as General Manager (Technical) w.e.f. 27th April 2005 and is elevated to the position of Executive Director recognizing the meritorious services rendered to the organisation. As per articles he retired by rotation and is eligible for reappointment. None of the Directors except Mr. K. Vijay Kumar is interested or concerned in the resolution.

The Board on the recommendations of Remuneration Committee at its meeting held on 11th August 2016 considered and approved the appointment and the remuneration payable to the Executive Director in appreciation of his contribution for a period of 3 years w.e.f. from 11th August 2016 as set out in the resolution, subject to approval of members at the ensuing Annual General Meeting of the Company.

The resolution as set out at item 5 together with this explanatory statement constitute the abstract of terms of the appointment and remuneration payable to the Executive Director and Memorandum of Mr. K. Vijay Kumar.

ITEM NO.6

The Board of Directors on the recommendation of Nomination and Remuneration Committee, appointed Dr. R.S. Murthy as an additional director with effect 13th November 2015 under section 161(1) of the Companies Act 2013 and article 127 of articles of association of the company and as an Independent Non-executive Director of the company under section 149 of the companies Act 2013 to hold office upto the annual general meeting of the company. His appointment is subject to approval of the members. The company has received a notice from a member proposing as a candidate for the office of Director of the Company.

Dr. R.S. Murthy was on Board of the company as an independent Non-executive Director from 13th November, 2015.

Dr R.S. Murthy has given a declaration that he meets the criteria of independent as provided in section 149(6) of the companies act 2013.

In the opinion of the Board Dr R.S. Murthy fulfills the conditions specified in the companies act 2013, the companies (appointment and qualification of Director) rules 2014 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (listing regulations) for his appointment as an Independent Director of the company and is independent of the management. Copy of the draft letter for appointment of Dr. R.S. Murthy as an independent director is available for inspection without any fee by the members at the registered office of the company during normal business hours on any working day, excluding Sunday.

The Board considers that his association would be of immense benefit to the company and it is desirable to avail services of Dr R.S. Murthy as an independent director. Dr R.S. Murthy would bring with him immense experience to the company in the areas of management, administration and corporate governance. Accordingly the Board recommends the resolution in relation to appointment of Dr R.S. Murthy as an independent director for a period of 3 years for the approval by the members of the Company.

Except Dr R.S. Murthy being an appointee none of the Directors and Key managerial personnel of the company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item.6. Dr R.S. Murthy is not related to any Director of the company.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Item No. 7.

The Board of Directors on the recommendation of Nomination and Remuneration Committee, appointed Mr. B P Vijaya Rao as an additional director with effect 13th November 2015 under section 161(1) of the Companies Act 2013 and article 127 of articles of association of the company and as an Independent Non-executive Director of the company under section 149 of the companies Act 2013 to hold office upto the annual general meeting of the company. His appointment is subject to approval of the members. The company has received a notice from a member proposing Mr. B P Vijaya Rao as a candidate for the office of Director of the company.

Mr B P Vijaya Rao was on Board of the company as an independent Non-executive Director from 13th November, 2015

Mr B P Vijaya Rao has given a declaration that he meets the criteria of independent as provided in section 149(6) of the companies act 2013.



In the opinion of the Board Mr B P Vijaya Rao fulfills the conditions specified in the companies act 2013, the companies (appointment and qualification of Director) rules 2014 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (listing regulations) for his appointment as an Independent Director of the company and is independent of the management. Copy of the draft letter for appointment of Mr B P Vijaya Rao as an independent director is available for inspection without any fee by the members at the Registered Office of the company during normal business hours on any working day, excluding Sunday.

The Board considers that his association would be of immense benefit to the company and it is desirable to avail services of Mr B P Vijaya Rao as an independent director. Mr B P Vijaya Rao would bring with him immense experience to the company in the areas of management, administration and a corporate governance. Accordingly the Board recommends the resolution in relation to appointment of Mr B P Vijaya Rao as an independent director for a period of 3 years for the approval by the members of the company.

Except Mr B P Vijaya Rao being an appointee none of the Directors and Key managerial personnel of the company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item.7. Mr. B P Vijaya Rao is not related to any Director of the company.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Item No. 8

The Board of Directors on the recommendation of Nomination and Remuneration Committee, appointed Mr. V. Subramanyam as an additional director with effect 13th November 2015 under section 161(1) of the Companies Act 2013 and article 127 of articles of association of the company and as an Independent Non-executive Director of the company under section 149 of the companies Act 2013 to hold office upto the annual general meeting of the company. His appointment is subject to approval of the members. The company has received a notice from a member proposing Mr. V. Subramanyam as a candidate for the office of Director of the company.

Mr. V. Subramanyam was on Board of the company as an independent Non-executive Director from 13th November 2015

Mr V. Subramanyam has given a declaration that he meets the criteria of independent as provided in section 149 (6) of the Companies Act, 2013.

In the opinion of the Board Mr V. Subramanyam fulfills the conditions specified in the companies act 2013, the Companies (appointment and qualification of Director) Rules, 2014 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (listing regulations) for his appointment as an Independent Director of the company and is independent of the management. Copy of the draft letter for appointment of Mr V. Subramanyam as an independent director is available for inspection without any fee by the members at the registered office of the company during normal business hours on any working day, excluding Sunday.

The Board considers that his association would be of immense benefit to the company and it is desirable to avail services of Mr V. Subramanyam as an independent director. Mr V. Subramanyam would bring with him immense experience to the company in the areas of management, administration and corporate governance. Accordingly the Board recommends the resolution in relation to appointment of Mr V. Subramanyam as an independent director for a period of 3 years for the approval by the members of the Company.

Except Mr V. Subramanyam being an appointee none of the Directors and Key managerial personnel of the company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item.8. Mr V. Subramanyam is not related to any Director of the company.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Item No. 9

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 2016-17 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. 9 of the Notice for payment of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2017. 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.



Details of Directors seeking re-appointment at the forthcoming AGM
(in terms of SEBI(LODR) Regulations)

Name	Dr. R.S. Murthy	Mr. K. Vijay Kumar	Mr. V. Subramanyam	Mr. B.P. Vijaya Rao
Date of Birth	16.04.1940	08.10.1945	28.07.1953	09.08.1936
Date of Appointment	13.11.2015	15.05.2012	13.11.2015	13.11.2015
Qualification	MSc., Ph.D	Engineering Graduate	BE	Graduate
Nature of Experience in Specific functional areas	37 years in Experience Industrial research	43 years in various Engineering & Power Projects	35 years in various Power Projects	In the areas of Management Admin. Corporate Governance
No. of shares held in the Company as on 31.03.2016		Nil	Nil	1000
Members of the Committee of Board of Directors of the Company	Nil	Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee	Nil	Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee
Directorships held in other Companies Excluding Private Limited and Foreign Companies	Nil	Nil	Nil	Nil
Chairman / Member in Mandatory Committee of the Companies	Nil	Nil	Nil	Nil