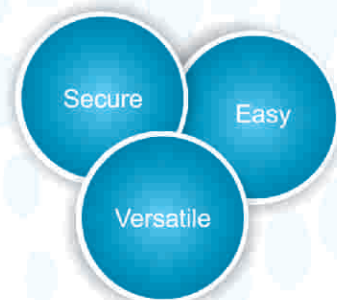


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## 20<sup>th</sup> Annual Report 2010-11



## CORPORATE INFORMATION

<b>Board of Directors:</b>	<b>Mr. Maruti Ram Praturi</b>	Managing Director
	<b>Mr. Ramachander Murthy</b>	Director
	<b>Mr. D.Seenu Reddy</b>	Director
	<b>Mrs. P.Vijaya Lakshmi</b>	Director
<b>Company Secretary:</b>	<b>Mr. B. Laxman (ACS - 20625)</b>	
<b>Statutory Auditors:</b>	<b>M/s. B.Chakrapani &amp; Co,</b> Chartered Accountants, 3-6-690/A to C, Flat No.402, D V Arcade, Street No.10, Himayat Nagar, Hyderabad - 500 029	
<b>Bankers:</b>	State Bank of India Dhanalaxmi Bank Ltd	
<b>Registered Office:</b>	Imarat Park, 2 <sup>nd</sup> Floor, above Talwar Hyundai Showroom, Road No. 2, Opposite to KBR Park, Banjara Hills, Hyderabad 500 034 Telephone: +91(40) 23551657 / 8 Email: ram@telecanor.com www.telecanor.com	
<b>Registrars &amp; Share Transfer Agent</b>	<b>Venture Capital And Corporate Investments P Ltd</b> 12-10-167, Bharat Nagar, Hyderabad, 500018 Phone: +91 040-23818475/23818476/23868023 Fax: +91 040-23868024 Email: info@vccilindia.com	

<u>Contents</u>	<u>Page Nos.</u>
Notice of the Annual General Meeting	04
Directors' Report	06
Corporate Governance Report	09
Management Discussion and Analysis	16
Auditors' Report	18
Cash Flow Statement	22
Balance Sheet	23
Profit and Loss Account	24
Schedules Balance Sheet	25
Schedules Profit & Loss Account	27
Notes to Accounts	29
Balance Sheet Abstract	32

## Notice of 20<sup>th</sup> Annual General Meeting

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of the members of the Company Telecanor Global **Limited** (**Corporate Identification Number - L45200AP1991PLC012974**) will be held on Friday the 30<sup>th</sup> Day of September 2011 at 10.30 A.M at the registered office of the Company situated at Imarat Park, 2<sup>nd</sup> Floor, above Talwar Hyundai Showroom, Road No. 2, Opposite to KBR Park, Banjara Hills, Hyderabad 500 034 to transact the following business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2011 and the Profit and Loss account for the year ended on that date and directors and auditors Reports there on.
2. To appoint a Director in place of Mr.Ramchander Murthy, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint auditors and to fix their remuneration.

**For and on behalf of the Board**

**Maruti Ram Praturi**  
**Managing Director**

Place: Hyderabad  
Date: 29-08-2011

Notes:

1. A Member entitled to attend and to vote is entitled to appoint a proxy to attend and vote instead of himself/herself and proxy need not be member of the Company. The proxy form in order to be effective, duly completed must be deposited at the Registered office of the Company not less than 48 Hours before the time fixed for the meeting.
2. Pursuant to Sec 154 of the Companies Act, 1956 and Clause 16 of Listing agreement, the Register of Members and Share Transfer Books will remain closed from 27-09-2011 to 30-09-2011 (Both days Inclusive).
3. Members/ Proxies are requested to bring Annual Report along with the attendance slip filled in for attending the meeting.
4. Queries on accounts and operations may please be sent to the Company 5 days in advance of the Annual General Meeting so that the answers may be made available at the meeting.

### Brief resume of Director retiring by rotation seeking re-appointment at this Annual General Meeting.

Name of the Director	Mr.Ramchander Murthy
Date of Birth	07-05-1959
Date of Appointment	03-07-1995
Educational Qualifications	FCA
Expertise in specific functional areas	Accounting, Finance,Company Law
Directorships held in other Public Companies (excluding Foreign Companies)	NIL
Memberships/ Chairmanships of Committees across public companies (Excluding Foreign Companies)	NIL
Share Holding in the Company as on 31st March 2011	2738

## DIRECTORS' REPORT

To  
The Members  
TELECANOR GLOBAL LIMITED

Your Directors are happy to present their Twentieth Annual Report on the business and operations of the Company and the Financial Accounts for the year ended 31<sup>st</sup> March, 2011.

### FINANCIAL RESULTS

Particulars	(Rs. in lakh)	
	2010-11	2009-10
Income from Operations	1508.28	804.25
Total Expenditure	785.09	430.71
Gross Profit/Loss after Interest	723.19	373.54
Depreciation	176.95	81.82
Current Tax	86.24	49.58
Profit After Current Tax	460.00	242.14
Deferred Tax	66.96	87.96
Net Profit/Loss	393.04	154.18

Total income in 2010-11 was Rs.1508.28 Lakhs as against Rs.804.25 Lakhs representing an increase of 87.54%. Even gross profit has shown a healthy increase of 93.6% Profit after current tax increased by 89.97% and the net profit after current and deferred tax went up by 154.92%.

## MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

Management Discussions and Analysis Report, as required under the Listing Agreement with the Stock Exchanges is forms part of the Report.

### DIVIDEND

In view of growth opportunities available to the Company, your directors recommend plough back of all profits. Consequently, there will be no dividend outflow from the Company.

### DIRECTORS:

As per the provisions of the Companies Act, 1956 read with Articles of Association of the Company, Mr.Ramchander Murthy, retire by rotation and being eligible offer himself for re-appointment at this Annual General Meeting.

### CORPORATE GOVERNANCE:

A report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement, forms part of the Report.

### CEO'S DECLARATION:

Pursuant to the provisions of Clause 49(I)(D)(ii) of the Listing Agreement, a declaration by the Managing Director of the Company declaring that all the members of the Board and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company, is enclosed as Annexure to this Report

### LISTING AT STOCK EXCHANGE:

The Equity Shares of the Company continue to be listed on Bombay Stock Exchange Limited and the annual listing fees for the year 2010-11 have been paid to the Exchange.

### AUDITORS:

The Statutory Auditors M/s.B.Chakrapani & Co, Chartered Accountants, Hyderabad, retire as Auditors of the Company at the conclusion of the Annual General Meeting and being eligible, offer himself for re-appointment as Auditors.

### FIXED DEPOSITS

Your Company has not accepted/invited any deposits from the Public for the year under review within the meaning of Section 58A of the Companies Act, 1956 and the rules made there under.

INFORMATION U/S. 217(1) (E) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.

### Conservation of Energy, Technology Absorption, Foreign Exchange earnings and Outgo:

- Conservation of Energy: The operations of the Company involve low energy consumption. Adequate measures have, however, been taken to conserve energy.
- Technology Absorption: Since business and technologies are changing constantly, investment in research and development activities is of paramount importance. Your Company continues its focus on quality up gradation of product and services development.
- Foreign Exchange earnings and outgo: NIL

## PARTICULARS OF EMPLOYEES:

Statement of Particulars of Employees pursuant to the provision of Sec 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of employees) Rules as amended

Name of Employee	Age	Designation	Gross Remuneration	Qualification	Experience in years	Date of Commencement	Particulars of last Employment
Mr. Maruti Ram Praturi	52 years	Managing Director	30,00,000	B Tech, MBA (IIM)	24 Years	17/6/1991	Entrepreneur, Managing Partner of Yojana Constructions

## DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of the provisions of section 217(2AA) of the Companies Act, 1956 (Act), your Directors confirm as under:

1. That, in the preparation of the annual accounts, the applicable Accounting Standards had been followed along with the proper explanation relating to material departures;
2. That, 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.
3. That, the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That, the Directors had prepared the annual accounts on a going concern basis.

## ACKNOWLEDGEMENTS:

Your Directors take this opportunity to thank all investors, business partners, clients, banks, regulatory and governmental authorities, stock exchanges and employees for their continued support.

**For and on behalf of the Board**

**Maruti Ram Praturi**  
**Managing Director**

**Place: Hyderabad**  
**Date: 29-08-2011**

## REPORT ON CORPORATE GOVERNANCE

### 1. Company's Philosophy on Corporate Governance

The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and integrity. The Company has complied with the requirements of the Corporate Governance Code in terms of Clause 49 of the Listing Agreement with the Stock Exchanges as disclosed here in below:

### 2. Board of Directors

#### Composition of the Board:

The Company has an optimum combination of Executive and Non-Executive Directors. The Chairman is a Non-Executive Director. The number of Independent Non-Executive Directors is half of the Board's total strength. All Independent Non-Executive Directors comply with the legal requirements of being "Independent." Except the Managing Director, all other directors are liable to retire by rotation as per the provisions of the Companies Act, 1956.

Name of the Director and their Director Identification Number (DIN)	Category	Designation	Directorship in other Companies @	Chairmanship in committees of Boards of other Companies \$	Membership in committees of Boards of other Companies \$
Mr. Maruti Ram Praturi DIN - 01556649	Promoter Director	Managing Director	Nil	Nil	Nil
Mr. Ramachander Murthy DIN - 00721759	Independent Non-Executive Director	Director	Nil	Nil	Nil
Smt. P. V. Lakshmi DIN - 01596535	Promoter Director and Non-Executive	Director	Nil	Nil	Nil
Mr. D. Seenu Reddy DIN - 01556700	Independent Non-Executive Director	Director	Nil	Nil	Nil

@ Directorships in private and foreign companies are excluded.

\$ Membership/Chairmanship of only Audit Committee and Shareholders Grievance Committee has been considered.

#### Board Procedure:

The calendar of meetings of the Board of Directors is determined well in advance and Notices of the Meetings of the Board are issued by the Company Secretary on the advice and guidance of the Managing Director. The agenda and notes thereon are finalised by the Managing Director and circulated sufficiently in advance by the Company Secretary.

Elaborate and meticulous deliberations take place at the meetings of the Board; all relevant information is put up to the Board and comprehensive presentations are made to it to facilitate considered and informed decision making. Heads of the business verticals also attend the meetings of the Board as invitees to provide a better perspective on the operations. The time gap between two meetings of the Board did not exceed four months.