

24th Annual Report 2014-2016

TELECANOR GLOBAL LIMITED

CORPORATE INFORMATION

Board of Directors:	Ms. Swetha Pilli Mr. D.Seenu Reddy R. Kameswara Rao Mrs. K.R.C.Sekhar	Managing Director Director Director Director
Company Secretary	Mr. Dhawal Doshi	
Statutory Auditors:	M/s Gopal & Rajan, Chartered Accountants 302, Babukhan's Aneesh Towers. Walker's Town, Padmarao Nagar, Hyderabad - 500 025	
Bankers:	State Bank of India Dhanalaxmi Bank Ltd	
Registered Office:	Parameshwara, 6-3-626, Anandnagar, Khairatabad, Hyderabad 500 004 Telephone: +91(40)23305484 www.telecanor.com Email: swetha.p@telecanor.com	
Registrars & Share Transfer Agent:	Purva Shareregistry (India) Pvt. Ltd. Unit no. 9, Shiv Shakti Ind. Estt., J .R. Boricha marg Opp. Kasturba Hospital Lane, Lower Parel (E) Mumbai 400 011 Phone: 91-22-2301 6761 / 8261 Email: busicomp@vsnl.com	

Contents**Page Nos.**

Notice of the Annual General Meeting	
Directors' Report	
Corporate Governance Report	
Management Discussion and Analysis	
Secretarial Audit Report	
Auditors' Report	
Balance Sheet	
Profit and Loss Account	
Schedules – Balance Sheet	
Schedules – Profit & Loss Account with Notes to Accounts	

TeleCanor Global Limited

Regd. Office: Parameshwar, 6-3-626, Khairatabad, Hyderabad 500 004

Tel: 040 23305484 Fax: 040 23305484

www.telecanor.com, E-mail: shares@telecanor.com

CIN No.: U45200AP1991PTC012974

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Company will be held on Thursday, the June 30th, 2016 at 9.45 a.m. at GHMC Community Hall, New Ashok Nagar, Secunderabad, Hyderabad 500048 to transact the following business:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31st 2016, Statement of Profit and Loss, Cash Flow Statement for the year ended on that date and the Auditor's Report thereon and the Directors' Report thereto.
2. To appoint a Director in place of Mr. D Seenu Reddy (DIN 01556700), who retires by rotation and, being eligible, offers himself for reappointment
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT consent of the Company be and is hereby accorded to re-appoint M/s. Gopal & Rajan, Chartered Accountants (Firm Regn. No. 000953S) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

FURTHER RESOLVED THAT they may be paid the remuneration which may be decided by the Board of Directors of the Company or committee thereof.”

AS SPECIAL BUSINESS

Item 4: Appointment of Mr. R Kameswara Rao as Director

4. To consider and if thought fit, to pass with or without modification(s) if any, the following as an Ordinary Resolution:

“RESOLVED THAT Mr. R Kameswara Rao who was appointed as an Additional Director (Din : 07509513) by the Board of Directors under section 160 of the Companies Act, 2013 and Article 140 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting be and is hereby appointed as a Director of the Company retiring by rotation.”

Item 5: Appointment of Ms. P Swetha as Managing Director

5. To consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there

under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to appoint Ms. P Swetha as Managing Director of the Company for a period of one year with effect from May 03, 2016.

FURTHER RESOLVED THAT pursuant to the provisions of Section 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 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, approval of the Company be and is hereby accorded to pay a remuneration of Rs. 6,60,000/- (Rupees Six Lakhs Sixty Thousand only) per annum to Ms. P Swetha, Managing Director of the Company.

FURTHER RESOLVED THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then remuneration as decided above be paid.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Ms. P Swetha, Managing Director, including the components of the above mentioned remuneration payable to her”.

Item 6: Approve shifting of Registered Office of the Company

6. To consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory

modification or re-enactment thereof for the time being in force) read with the Companies (Incorporation) Rules, 2014 (the “Rules”, including any amendments or re-enactments thereof from time to time), and subject to the approval of the Central Government and the Shareholders, the Registered Office of the Company be shifted from # G1, Parameshwara, 6-3-626, Anand Nagar, Hyderabad – 500 004 Telangana to 504, Lingapur House, Himayath Nagar, Hyderabad 500 029 with effect from 30th day of June, 2016

RESOLVED FURTHER THAT Ms. P Swetha, Managing Director (Din : 06397865) or be and is hereby authorized on behalf of the Company to Sign, execute and submit the application / petition / other documents and represent the Company

Item 7: Allotment of Equity Shares of the Company

4. To consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in pursuant to the provisions of Section 62 and all other applicable provisions, if any of the Companies Act, 2013 (the Act) read with Companies (Share Capital and Debentures) Rules 2014 and the Companies (Prospectus and Allotment of Securities) Rules 2014 including and statutory modifications or re-enactment thereof for the time being in force, subject to the Memorandum and Articles of Association of the Company, subject to the provisions of SEBI (LODR) Regulations (including any statutory modification or re-enactment thereof for the time being in force), and subject to the applicable statutes, guidelines, regulations, approvals, consents, permissions, sanctions of the Central Government, the Reserve Bank of India (RBI) SEBI, Stock Exchanges and any other appropriate and/or concerned authorities, institutions or bodies (the approvals) and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter called “the Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute from time to time to exercise its power including the power conferred by this resolution) consent of the Company be and is hereby accorded to the Board to offer, issue and allot upto 20,00,000 Equity Shares of Rs. 10/- to promoters and non-promoter as below for cash at a price of Rs. 10/- (Rupees Ten only) per Equity Share on preferential basis considering the date 30days prior to the date of this meeting as the relevant date in accordance with the provisions of Regulation 71(a) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and such other terms and conditions as may be approved by the Board of Directors.”

Name of proposed shareholder	Type	Number of Equity Shares
Praturi Vijay Lakshmi	Promoter	11,00,000
Hemant Kumar Gupta	Non-Promoter	9,00,000

“RESOLVED FURTHER THAT

- i) the Equity Shares as may be issued and allotted in accordance with the terms of the relevant offering, shall rank pari passu with the then existing Equity Shares in the Company in all respects, including in respect of dividend.
- ii) For the purpose of giving effect to the foregoing and without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, the Board be and is hereby authorized for and on behalf of the Company
 - a) To enter into and execute all such agreements/arrangements as the case may be with any authorities/agencies, listing of the shares/securities on exchange(s);
 - b) To settle any questions, difficulties, doubts that may arise in regard to the offer, issue and allotment of securities and utilization of the issue proceeds as it may in its absolute discretion deem fit,
 - c) To do all such acts, deeds, matters and things as the board may at its sole discretion deem fit, necessary, desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements with the allottees including but not limited to the shareholders agreements/s;
 - d) To delegate from time to time, all or any of the powers conferred herein upon the Board to any committee of the Board or the Managing Director or any other Director or any other officer or officers of the Company

Item 8: Ratification of deemed cancellation of earlier resolution passed in the EGM on 08/03/2014

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

RESOLVED that the earlier resolution as resolved in the EGM dated 08/03/2014 for issuance of shares and sharewarrants for promoters and non-promoter be hereby cancelled and annulled to the extent of unutilized amounts as sanctioned.

For and on behalf of the Board

Place: Hyderabad

Date: 27-5-2016

(Pilli Swetha)

Managing Director

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than forty-eight hours before the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The Register of members and transfer Books of the Company will be closed from 25th June, 2016 to 29 June, 2016 (both days inclusive).
5. The members are requested to –
 - a) Intimate changes if any, in their registered address at an early date to the Company or its Registrar and Transfer Agents, Purva Shareregistry India Pvt. Ltd., in case they hold shares in physical form and to their Depository Participants in case they hold shares in electronic form.
 - b) Quote Ledger Folio/Client ID in all the correspondence.
 - c) Intimate to their respective Depository Participant about changes in bank particulars registered if any, in case members are holding shares in electronic form. The Company or its Registrar and Transfer Agents, Purva Shareregistry India Pvt. Ltd., cannot act on any request received directly from such members for any change of bank particulars or bank mandates.
 - d) Bring the copy of the Annual Report and attendance slip with them to the Annual General Meeting.
6. Members desiring any information as regards accounts are requested to write to the Company at least fifteen days before the date of the meeting to enable the management to keep the information ready at the meeting.
7. All documents referred to in the notice and explanatory statement are open for inspection at the Corporate Office of the Company during office hours on all working days except public holidays, between 11.00 A.M. and 1.00 P.M. up to the date of the Annual General Meeting.
8. Members wishing to claim dividends, which remain un claimed are requested to correspond with the Company Secretary, at the Company's registered office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 and 125 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.
9. The business set out in the Notice will also be transacted through electronic voting system (e-voting facility) and as required the Company is providing the said e-voting facility to its members. 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 Participants along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by an e-mail.
10. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. The Company has engaged the services of Purva Shareregistry India Private Limited (“Purva”) as the Agency to provide e-voting facility. The e-voting facility will be available at the link <https://www.evoting.nsdl.com/> and instructions and other information relating to e-voting are given in this Notice under Note No. 17.

12. The members are requested to note that apart from aforesaid e-voting facility, ballot or polling paper will also be made available at the meeting to enable them to exercise their voting right at the meeting.
13. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Purva.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Purva, for consolidation into a single folio. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Brief Profile of Shri. D Seenu Reddy, Director liable to retire by rotation and being eligible, seeking reappointment in 24th Annual General Meeting of the Company is provided Shri. D Seenu Reddy has been on the Board of your Company since 2007. He has a rich experience in Accounts and Finance. Shri. B Seenu Reddy does not hold any directorship or any membership/chairmanships of any Committees of other Companies. He is also not relative of any other Director or KMPs of the Company. He along with his relatives does not hold any shares of the Company.
17. Information and other instructions relating to e-voting are as under:
 - I. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to SEBI (LODR) Regulations, the Company is extending facility of voting by electronic means (e-voting facility) to its members enabling them to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
 - ii. Under this mode the members may either cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') or at the venue of the meeting (insta poll). The insta poll facility shall be made available at the Meeting to enable the members attending the Meeting who have not cast their vote by remote e-voting can vote at the Meeting through 'Insta Poll'.
 - iii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - iv. May 27, 2016 is fixed as cut-off date for e-voting facility purpose and accordingly a person whose name is recorded in the register of members (either in physical form or in dematerialisation form) as on the cut-off date only are entitled to avail the e-voting facility based on the paid up value of shares held as on that date.
 - v. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. May 27, 2016, is requested to contact Purva to get the details relating to his/her user-id and password. Members may call the Purva's number 022 23016761 or send an email request to evoting@nsdl.co.in or shares@telecanor.com
 - vi. The Board of Directors of the Company has appointed M/s. Saravana Kumar B V, Practicing Company Secretary, as scrutinizer to scrutinize the insta poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed as such.
 - vii. The Scrutinizer, after scrutinising the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.telecanor.com. The results shall simultaneously be communicated to the Stock Exchanges.

- viii. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. June 30, 2016.
- ix. Members are requested to note that the remote e-voting will open at 09.00 A.M. (IST) on June 27, 2016 and shall remain open till 05.00 P.M. (IST) on June 29, 2016 and the remote e-voting module will be disabled by Purva after 05.00 P.M. on June 29, 2016.
- x. The procedure and instructions for remote e-voting are as follows:
 - a. Open your web browser during the voting period and navigate to <https://www.evoting.nsdl.com/>
 - b. Enter the login credentials (i.e. User ID & Password) provided to you as mentioned at point No.9 supra.
 - c. Please contact our Purva's number 022 23016761 for any further clarifications.
 - d. After entering these details appropriately, click on "LOGIN".
 - e. 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 at least 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 the Company opts for e-voting through Purva Shareregistry India Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, 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.
 - f. You need to login again with the new credentials.
 - g. On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
 - h. If you are holding shares in Demat form and had logged on to <https://www.evoting.nsdl.com/> and cast your vote earlier for any company, then your exiting login id and password are to be used.
 - i. 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 do not want to cast his vote, select 'ABSTAIN'.
 - j. 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.
 - k. Once you 'CONFIRM' your vote on each of the resolutions, you will not be allowed to modify your vote.
 - l. During the voting period, members can login any number of times till they have voted on the Resolution(s).
 - m. Corporate/Institutional Members (Corporate /FIs/ Flls/Trust/Mutual Funds/Banks, etc.) are required to send a scanned (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to shares@telecanor.com with copy to evoting@nsdl.co.in. The file scanned image of the Board Resolution should be in the naming format "Corporate Name _ Event no."
 - n. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts
 - o. 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.
 - p. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

ANNEXURE TO THE NOTICE
STATEMENT AS REQUIRED UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013.

Item No. 4

Mr. R Kameswara Rao, Director is a graduate with extensive experience in ecommerce and can add to company's pursuit to renew payment gateway business. Keeping in view his contributions, it is proposed to appoint Shri. R Kameswara Rao as Director of the Company.

Save and except the same, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the resolution as set out at Item No.4 of the Notice.

The Board of Directors in the interest of the Company recommend the resolution for the approval of the members

Item No. 5

Ms. P Swetha, Managing Director was the Executive Director of your company for the last period. She has extensive experience in VAS offerings in Telecom sector. Keeping in view her contributions, it is proposed to appoint Ms. P Swetha as Managing Director of the Company for a period of one year i.e. upto 02.05.2017 in pursuance of provisions of Section 160, 197 of the Act read with Schedule V and relevant rules issued there under

Save and except the same, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the resolution as set out at Item No.5 of the Notice.

The Board of Directors in the interest of the Company recommend the resolution for the approval of the members

Item No. 6

The Board took note to operate from the new place and as they have identified this place as congenial for operations recommend the share holders for their approval

Save and except the same, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the resolution as set out at Item No.6 of the Notice.

The Board of Directors in the interest of the Company recommend the resolution for the approval of the members

Item No. 7

The Company proposes to issue 20,00,000 Equity shares at a price of Rs. 10.00 each (including premium of Rs. Nil per Share) to the Promoters and Non-Promoters as per the list provided in the Resolution on Preferential basis. The aggregate amount of the issue of Equity shares will be Rs. 2,00,00,000/-.

As per regulation 13.1A of the SEBI (ICDR) Guidelines, 2009 the required details are furnished as under: