

TELECANOR GLOBAL LIMITED

25TH ANNUAL REPORT

2017

3-6-237, 504, 5TH FLOOR, LINGAPUR HOUSE, HIMAYATNAGAR,
HYDERABAD - 500029

25TH ANNUAL GENERAL MEETING**Corporate Information****Board of Director**

PILLI SWETHA	MANAGING DIRECTOR
CHINTHALA KAVITHA	DIRECTOR
KUPPILI RAMA CHANDRA SEKHAR	DIRECTOR
KAMESWARA RAO RAMOJU	DIRECTOR

Company Secretary & Compliance Officer

DHAWAL DOSHI

REGISTRAR & SHARE TRANSFER AGENT**Purva Share Registry (India) Pvt. Ltd.**

Unit No. 9 Shiv Shakti Ind. Estt.
J .R. Boricha Marg, Opp. Kasturba Hospital Lane,
Lower Parel (E),
Mumbai-400011, Maharashtra,
Phone: 022 – 23016761, Fax: 022 - 23012517
Email: busicomp@gmail.com
Website: www.purvashare.com

Statutory Auditor

GOPAL & RAJAN
Chartered Accountant,
(FRN 000953S)

Registered Office

Telecanor Global Limited
3-6-237, 504, 5th Floor, Lingapur House
Himayatnagar Hyderabad - 500029

Email-Id: info@telecanor.com

Stock Exchange

Bombay Stock Exchange Ltd.

Website

www.telecanor.com

25TH ANNUAL GENERAL MEETING**TELECANOR GLOBAL LIMITED**

CIN No.: L45200TG1991PLC012974

Registered Office: 3-6-237, 504, 5th Floor, Lingapur House
Himayatnagar, Hyderabad -500029, Telengana

Email-ID: shares@telecanor.com, Website: www.telecanor.com

Tel: 040 23305484 Fax: 040 23305484

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the members of Telecanor Global Limited will be held on Friday, the 29th day of September, 2017 at 10:00 A.M at GHMC Community Hall, New Ashok Nagar, Secunderabad, Hyderabad - 500048 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, including the Audited Balance Sheet as at 31st March' 2017, Statement of Profit & Loss for the year ended on that date and the reports of the Board of Director's and Auditor's thereon.

2. To appoint a Director in place of Kuppili Rama Chandra Sekhar (DIN. 06998136), Director who retires by rotation and being eligible, offer himself for re-appointment.

3. To ratify the appointment of Statutory Auditors of the company, and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s S.L.R & Associates, Chartered Accountants (FRN No: 015874S) be and are hereby appointed as Statutory Auditors of the Company in place of M/s Gopal & Rajan, Chartered Accountants (FRN No. 000953S), who shall hold office for a period of 5 year (Five Years), from the conclusion of this Annual General Meeting until conclusion of the Thirtieth Annual General Meeting of the Company subject to ratification by the shareholders at each Annual General Meeting to be held hereafter at such remuneration as may be decided by the Board of Directors in consultation with the Auditor's."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

By order of the Board of Directors
For Telecanor Global Limited

Sd/-
Dhawal Doshi
Company Secretary

Place: Hyderabad
Date: 14th August' 2017

Registered office:
3-6-237, 504, 5th Floor
Lingapur House, Himayatnagar
Hyderabad - 500029

25TH ANNUAL GENERAL MEETING**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights provided that a member holding more than 10% 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 proxy for any other person or shareholder.

2. 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 authorizing their representative to attend and vote on their behalf at the Meeting.
3. Route-map to the venue of the Meeting is provided in the Annual Report for the convenience of the members.
4. Members/proxies are requested to produce the enclosed attendance slip duly filled up and signed as per specimen signature recorded with the Company for admission to the meeting hall.
5. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easier identification of attendance at the meeting.
6. Brief resume of the Directors seeking appointment/re-appointment at the ensuing AGM as required under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on General Meetings is annexed to the Notice. The Company is in receipt of relevant disclosures from the Directors pertaining to their appointment/re-appointment.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 22nd September, 2017 to Friday, 29th September, 2017 (both days inclusive) in connection with the AGM.
8. Members are requested to bring their attendance slips alongwith copies of the Notice/Annual Report at the meeting. Please note that the copies of the report will NOT be distributed and/or be made available at the meeting.
9. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
10. All relevant documents referred to in the Notice are available for inspection by the members at the registered office of the Company during business hours on working days up to the date of the AGM.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

25TH ANNUAL GENERAL MEETING

12. Members are requested to notify immediately any change of address or bank mandates to their respective Depository Participant(s) in respect of their holding in electronic form and to the RTA, Purva Sharegistry (India) Pvt. Ltd., Unit No. 9, Shiv Shakti Ind. Estt, J.R.Boricha Marg, Mumbai, Maharashtra - 400011 in respect of physical share folios, if any.
13. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form can submit their PAN to the Company / RTA.
14. To comply with the provisions of Sections 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its members. Members are thus requested to kindly submit their e-mail ID and other details vide Members Database Updation Form attached with this Annual Report by filling up and signing at the appropriate place in the said form and return the same to the RTA. The e-mail ID provided shall be updated subject to successful verification of your signature(s) as per record available with the RTA of the Company.
15. The Annual Report 2016-17, the Notice of 25th AGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s), unless a member has requested for physical copy of the documents. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent through permitted mode.
16. Information and other instructions relating to e-voting.
 - (a) 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 substituted by the Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed at the 25th AGM by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting'). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as agency to provide e-voting facility.
 - (b) The Board of Directors of the Company has appointed CS Praveen Sharma, Practicing Company Secretary (ACS No.: 30365/ CP No.: 14501), Proprietor, Sharma Praveen & Associates, Company Secretaries, Kolkata, as the Scrutinizer to conduct and scrutinize the remote e-voting process and the voting process at the AGM in a fair and transparent manner.
 - (c) The facility for voting through ballot paper shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - (d) The remote e-voting period commences on Tuesday, 26th September, 2017 (9:00 a.m.) and ends on Thursday, 28th September, 2017 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 22nd September, 2017, may cast their vote through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a

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resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

(e) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e. 22nd September, 2017. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper.

(f) Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 22nd September, 2017 may obtain the User Id and password by sending a request at helpdesk.evoting@cdslindia.com or contact to the RTA at 2301 6761/8261. However, if the member is already registered with CDSL for remote evoting then he can use his exiting user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evotingindia.com or contact CDSL at the toll free no.: 1800-200-5533.

(g) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. Further, in accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall submit to the Stock Exchange, details of the Voting results in the prescribed format within forty-eight hours of conclusion of the AGM. The results declared along with the consolidated scrutinizer’s report shall be placed on the Company’s website www.worthinv.com and on the website of CDSL www.cdslindia.com. The result shall simultaneously be communicated to the BSE Ltd.

(h) Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the Meeting i.e. 29th September, 2017.

18. A. The instructions for remote e-voting are as under:

(i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com

(iii) Click on “Shareholders” tab.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the TELECANOR GLOBAL LIMITED on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

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(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.

(B) The voting period will commence from Tuesday, 26th September, 2017, (9.00 a.m.) and will end on Thursday, 28th September, 2017, (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date i.e. 22nd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under section or write an email to helpdesk.evoting@cdslindia.com.

By order of the Board of Directors
For Telecanor Global Limited

Sd/-
Dhawal Doshi
Company Secretary

Place: Hyderabad
Date: 14th August' 2017

Registered office:
3-6-237, 504, 5th Floor
Lingapur House, Himayatnagar
Hyderabad - 500029

25TH ANNUAL GENERAL MEETING

INFORMATION OF DIRECTORS BEING PROPOSED FOR APPOINTMENT/RE-APPOINTMENT AS PER REGULATION 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDRAED-2 "GENERAL MEETING" IS GIVEN BELOW:

Particulars	Kuppili Rama Chandra Sekhar
Date of Birth	22 nd June, 1982
Date of Appointment	4 th November, 2014
Expertise in specific functional area/Brief Resume	Having a experience in the field of Finance and Administration
Qualification	B.Com (Graduate)
No. of equity shares held in the Company	NIL
List of Directorship in other entities	NIL
Membership/Chairmanship of Committees of other listed entities	NIL
No. of Board Meetings attended during the year	NIL
Terms and Conditions of re-appointment	To be decided on mutual basis.
Remuneration to be paid (if applicable)	NIL
Relationship with any Director (s)/Key Managerial Personnel of the Company.	NIL
Justification for appointing as an Independent Director	To look for opinion on the Administration and Finance Matters.

By order of the Board of Directors
For Telecanor Global Limited

Sd/-
Dhawal Doshi
Company Secretary

Place: Hyderabad
Date: 14th August' 2017

Registered office:
3-6-237, 504, 5th Floor
Lingapur House, Himayatnagar
Hyderabad - 500029

25TH ANNUAL GENERAL MEETING**Director's Report**

Your Directors hereby present the 25th Annual Report together with the Audited Financial Statements of the Company for the financial year ended 31st March, 2017.

FINANCIAL HIGHLIGHTS

The Company's financial performance for the financial year ended 31st March, 2017 is summarised below:

(Amount in Lakh.)

<u>FINANCIAL RESULTS</u>	<u>2016-17</u>	<u>2014-16</u>
Income from Operation including other Income	8.34	35.78
Total Expenditure	149.86	219.01
Gross Profit / (Loss) after Interest	(141.52)	(183.23)
Depreciation	27.27	206.03
Profit/(Loss) After Tax	(168.79)	(389.26)

DIVIDEND

Your Directors have not recommended any dividend in view of the loss in the present financial year. There is a loss of 168.79 Lakhs in the current financial year against a loss of 389.26 Lakhs in the previous financial year. The main reason behind the loss as the company is yet to start its operations as the legal issue that is in the process of being resolved.

RESERVES AND SURPLUS

During the financial year under review, Rs. NIL was transferred to the General Reserve. The balance in Reserves and Surplus as at 31st March, 2017, stood at Rs. 1400.84 Lakhs (previous year Rs. 1569.63 Lakhs).

BUSINESS OPERATIONS & OUTLOOK

The Company is mainly in the business of providing ancillary services to the telecom industry, however the sector is still not encouraging and also there is lack of available prospects in the said industry and also the same is not visible at this point of time. However the company is marketing its IVR Systems and Core banking. The Company is also putting its best possible efforts to expand its VAS business.