

# ***TELECANOR GLOBAL LIMITED***

## ***29TH ANNUAL GENERAL MEETING ANNUAL REPORT 2020-2021***

***2021***

## **Corporate Information**

### **Board of Director**

PILLI SWETHA	MANAGING DIRECTOR
PAGIDALA BRAHAMANANDA REDDY	DIRECTOR
NALGONDA SUJATHA	DIRECTOR
KUPPILI RAMA CHANDRA SEKHAR	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**

M/s SMV & Co.,  
Chartered Accountants  
(FRN No: 015630S)

### **Registered Office**

Telecanor Global Limited  
CS – 1, 6-3-626, Parameshwar  
Anand Nagar, Khairabad  
Hyderabad - 500004

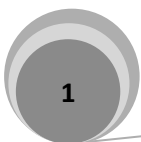
**Email-Id:** info@telecanor.com

### **Stock Exchange**

**Bombay Stock Exchange Ltd.**

### **Website**

[www.telecanor.com](http://www.telecanor.com)



**TELECANOR GLOBAL LIMITED**

CIN No.: L45200TG1991PLC012974

Registered Office: CS – 1, 6-3-626, Parameshwar

Anand Nagar, Khairabad, Hyderabad -500004, Telengana

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

Tel: 040 23305484 Fax: 040 23305484

## **NOTICE**

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the members of Telecanor Global Limited will be held on Thursday, the 30<sup>th</sup> day of September, 2021 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 31<sup>st</sup> March, 2021, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2021, 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 ratify the appoint 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 there under (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 and the resolution passed by the members at the Annual General Meeting (AGM) held on 9<sup>th</sup> November, 2020, the appointment of M/s SMV & Co., Chartered Accountants (FRN No: 015630S) be and are hereby appointed as Statutory Auditors of the Company who shall hold office for a period of 5 year (Five Years), i.e till the conclusion of 33<sup>rd</sup> Annual General Meeting of the Company subject to ratification by the shareholders at each Annual General Meeting be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 33<sup>rd</sup> AGM of the Company to be held in the year 2025, at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Statutory Auditors."

**"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."

**SPECIAL BUSINESS:****3. To consider and if thought fit, to pass the following Resolution as a ORDINARY RESOLUTION:**

**To regularize the appointment of Mr. Pagidala Brahamananda Reddy (DIN: 09003086) as Non-Executive Non-Independent Director of the Company:**

“RESOLVED THAT pursuant to the provisions of Sections 152 and 160 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) Mr. Pagidala Brahamananda Reddy (DIN: 09003086), who was appointed as Additional Director of the company under section 161(1) of the Companies Act, 2013 with effect from 13<sup>th</sup> November, 2020 and who has consented in writing to act as a director of the company, be and is hereby appointed as an non-executive director of the company on such terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) and remuneration as approved by Board”.

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**4. To consider and, if thought fit, to pass the following resolution as ORDINARY RESOLUTION:**

**To re-appoint Mrs. P Swetha (DIN: 06397865) as Managing Director of the company.**

“**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 or 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 re-appoint Mrs. P Swetha as Managing Director of the Company for a further period of 5 (five) Consecutive years, commencing from 30<sup>th</sup> September, 2021 to 29<sup>th</sup> September, 2026.

“**RESOLVED FURTHER 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 or subject to the approval of Central Government or other Government authority/agency/board, if any, approval of the Company be and is hereby accorded for payment of such remuneration as may be determined by the Board or any of its committees, from time to time.”

“**RESOLVED FURTHER 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”.

“**RESOLVED FURTHER 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.

**“RESOLVED FURTHER 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”.

**“RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**5. To consider and, if thought fit, to pass the following resolution as SPECIAL RESOLUTION:**

**Issuance of Convertible Warrants to the Promoters and Promoter group on a preferential basis**

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**), Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s), modification(s) or re-enactment thereof), for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“ICDR Regulations”**) and the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the **“Takeover Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“LODR Regulations”**) and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India (**“SEBI”**) and any other guidelines and clarifications issued by any other appropriate authority whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches:-

- 25,00,000 (Twenty-Five lakhs) convertible warrants (‘Warrants’), each carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, at a price (including the Warrant subscription price and the Warrant exercise price) of Rs. 10/- (Rupees Ten only) per Warrant aggregating to Rs. 2,50,00,000/- (Rupees two crores fifty lakhs only) to the Promoters and Promoter Group of the Company (hereinafter “issue of warrants”) as follows:

Sl.No.	Name	Category	No. of Warrants
1	Mrs. Vijaya Lakshmi Praturi	Promoter	25,00,000

on such other terms and conditions as set out in the Statement annexed to the Notice convening this meeting and on such other terms and conditions, as the Board may in its absolute discretion decide, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act.

**“RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Allotment of the Shares Warrants is August 30, 2021, being the date 30 days prior to the date of this Annual General Meeting.”

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants and the resultant equity shares to be allotted on exercise of such warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i. An amount equivalent to 25% of the Warrant issue price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant issue price shall be payable by the warrant holder on or before the exercise of the entitlement attached to Warrant(s) to subscribe to Equity Share(s).
- ii. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- iii. The said Warrants shall be issued and allotted by the Company to Promoters and Promoter group within a period of 15 days from the date of passing of this resolution in dematerialized form provided that where the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of such approvals or permissions.
- iv. The Equity Shares allotted on conversion of the Warrants shall rank *pari passu* in all respects (including the right to receive dividend and voting powers), with the existing Equity Shares of the Company bearing ISIN INE381G01013 from the date of allotment thereof and shall be subject to the provisions of the Memorandum of the Association and Articles of Association of the Company.
- v. The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares.
- vi. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- vii. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- viii. In the event of warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- ix. That the Warrants do not give any rights/entitlements to the Warrant holders as a shareholder of the Company.

- x. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.
- xi. The Warrants and Equity Shares allotted on conversion of such Warrants will be transferable within the Promoter Group of the Company, as per applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, accept such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issue and allotment of the Warrants and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized at its discretion, any other member of the Board and Committee, to do all the necessary, deeds, matters, things, as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution.”

**6. To consider and if thought fit, to pass the following Resolution as a ORDINARY RESOLUTION:**

**INCREASE IN THE AUTHORISED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

**“RESOLVED THAT** pursuant to provisions of Section 61, 64 and all other applicable provisions of the Companies Act, 2013(“the Act”) read with relevant rules made thereunder, including statutory modifications or re-enactments thereof, enabling provisions of the Memorandum and Articles of Association and other law, notifications and regulations as may be applicable subject to the consent of the members of the Company, the Authorized Share Capital of the company be increased from 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Thousand Only) equity shares of Rs.10/- each to Rs. 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lakhs Only) equity shares of Rs.10/- each by creation of 20,00,000 (Twenty Lakhs) Equity shares of face value of Rs. 10/- each ranking pari passu in all respects with the existing equity shares of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013, subject to the consent of the members of the Company, the Clause-V of the Memorandum of Association of the Company be and is hereby substituted by the following:

V. The Authorized Share Capital of the Company is Rs. 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lakhs) shares of Rs.10/- (Rupees Ten Only) each.”

**“RESOLVED FURTHER THAT** approval of the Members of the company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**By order of the Board of Directors  
For Telecanor Global Limited**

**Sd/-  
Dhawal Doshi  
Company Secretary**

Place: Hyderabad  
Date: 6<sup>th</sup> September’ 2021

**Registered office:**  
CS – 1, 6-3-626,  
Parameshwar, Anand Nagar  
Khairabad  
Hyderabad -500004,  
Telengana



**NOTES:**

**In view of the massive outbreak of the COVID – 19 pandemic, social distancing is a norm to be followed and pursuant to the circular issued by the Ministry of Corporate Affairs by Circular No. 28/2020 issued on 17th August' 2020.**

**Pursuant to 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 Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulation 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020 and April 13, and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as authorised agency. The facility of casting votes by a member using remote e-voting system will be provided by CDSL.**

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Businesses to be transacted at the Meeting is annexed hereto.

- 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. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed ordinary and special resolutions at Item Nos. 3, 4, 5 & 6 above, are appended herein below along with Form for your consideration.

7. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 24<sup>th</sup> September, 2021 to Thursday, 30<sup>th</sup> September, 2021 (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.
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. SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form, Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
16. The Annual Report 2020-21, the Notice of 29<sup>th</sup> 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.