

To,  
BSE Ltd.  
Department of Corporate Services  
25<sup>th</sup> Floor, P. J. Tower,  
Dalal Street,  
Mumbai - 400 001  
Script Code - 530595 (TELECANOR)

Date: 16<sup>th</sup> October' 2020

**Sub: Annual Report alongwith Notice of AGM for the financial year ended 31<sup>st</sup> March,2020 in terms of SEBI(Listing Obligation and Disclosure Requirements) Regulation, 2015**

Pursuant to Regulation 30 and 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find enclosed herewith the Annual Report of the Company for the financial year 2019-20 along with the Notice of AGM dated October 16, 2020 convening the 28<sup>th</sup> Annual General Meeting ('AGM') of the members of the company scheduled to be held on 9<sup>th</sup> November, 2020.

Please take the same on your record and acknowledge the receipt of the same.

Thanking You,

Yours Faithfully,  
**For Telecanor Global Ltd**



**Pilli Swetha**  
**Managing Director**  
**DIN No. 06397865**

# ***TELECANOR GLOBAL LIMITED***

## ***28TH ANNUAL GENERAL MEETING ANNUAL REPORT***

***2020***

## **Corporate Information**

### **Board of Director**

PILLI SWETHA	MANAGING DIRECTOR
NALGONDA SUJATHA	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**

M/s S.L.R & Associates,  
Chartered Accountants  
(FRN No: 015874S)

### **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

**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 28<sup>th</sup> Annual General Meeting of the members of Telecanor Global Limited will be held on Monday, the 9<sup>th</sup> day of November, 2020 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, 2020, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2020, 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 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 further recommendation of Board of Directors, SMV & Co., Chartered Accountants, [FRN : 015630S), Hyderabad be and are hereby appointed as Statutory Auditors of the Company in place of M/s SLR & Associates, Chartered Accountants, Hyderabad [FRN : 015874S), for a term of Five consecutive years from the conclusion of 28<sup>th</sup> Annual General Meeting till the conclusion of the 33<sup>rd</sup> Annual General Meeting (AGM) of the Company to be held in the year 2025, subject to ratification by the members at every AGM held after this 28<sup>th</sup> AGM, to examine and audit the accounts of the Company on such remuneration plus reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors / Audit Committee of the Company and 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. Re-classification of the Promoters of the Company**

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

**“RESOLVED THAT** pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed there under (‘the Act’), the approval of the Members be and is hereby accorded for re-classification of Mrs. Kala Praturi and Mr. Krishna Praturi, forming part of the existing Promoters of the Company from Promoter category to Public category.

**RESOLVED FURTHER THAT** that the Promoters seeking re-classification along with their personal promoter group entities and person acting in concert do / will not:

- i. have any special rights through formal or informal agreements.
- ii. hold more than 10% of the paid-up capital of the Company.
- iii. act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities.”

**4. Sale of undertaking under Section 180 (1) (a) of the Companies Act, 2013.**

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

**“RESOLVED THAT** pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval and consent of the members of the Company be and is hereby accorded to the Board of Directors to sell and transfer the fixed assets including land, Building & other assets at Marrisalem and Rajala Agraharam village in rambilli mandal in Vizag, Andhra Pradesh, that the Board of Directors hereby proposed to sell and transfer a portion of Land around 10 acres at the Marrisalem and Rajala Agraharam village in rambilli mandal in Vizag, Andhra Pradesh

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, usual or expedient for giving effect to the above resolution.”

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

**To re-appoint Mr. Kuppili Rama Chandra Sekhar (DIN: 06998136) as Non-Executive Independent Director of the Company:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with schedule IV of the Act (including any statutory modification(s) or re-enactment(s), thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Kuppili Rama Chandra Sekhar (DIN: 06998136), who holds office of Independent Director up to November’ 2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and who was appointed as Additional Director of the Company in their meeting held on 14<sup>th</sup> November’ 2019 by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 203 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article of Association, and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, and being eligible offer himself for re-appointment, and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Kuppili Rama Chandra Sekhar, candidature for the office of the Director, be and is hereby re-appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years up to 2024.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, usual or expedient for giving effect to the above resolution.”

**By order of the Board of Directors  
For Telecanor Global Limited  
Sd/-  
Dhawal Doshi  
Company Secretary**

Place: Hyderabad  
Date: 16<sup>th</sup> October’ 2020

**Registered office:**  
3-6-237, 504, 5th Floor,  
Lingapur House  
Himayatnagar,  
Hyderabad -500029,  
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 and further as per various ROC orders for extension of Annual General Meeting for the financial year ended 31st March' 2020, herewith extended till 31st December' 2020, but in the interest of the members of the company and to avoid the hardship of the shareholders our company is holding its Annual General Meeting on 9th November' 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 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 Tuesday, 3<sup>rd</sup> November, 2020 to Monday, 9<sup>th</sup> November, 2020 (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. The Annual Report 2019-20, the Notice of 28<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.

**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 28<sup>th</sup> 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 Friday, 6<sup>th</sup> November, 2020 (9:00 a.m.) and ends on Sunday, 8<sup>th</sup> November, 2020 (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. 2<sup>nd</sup> November, 2020, 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 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. 2<sup>nd</sup> November, 2020. 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. 2<sup>nd</sup> November, 2020 may obtain the User Id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto: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](http://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](http://www.worthinv.com) and on the website of CDSL [www.cdslindia.com](http://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. 9<sup>th</sup> November, 2020.

**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](http://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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

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

<b>For Members holding shares in Demat Form and Physical Form</b>	
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.

(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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 Friday, 6<sup>th</sup> November, 2020, (9.00 a.m.) and will end on Sunday, 8<sup>th</sup> September, 2020, (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. 2<sup>nd</sup> November, 2020, 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](http://www.evotingindia.co.in) under section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

**Sd/-**

**Dhawal Doshi  
Company Secretary**

Place: Hyderabad  
Date: 16<sup>th</sup> October’ 2020

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



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013****ITEM NO.3**

The Company was in receipt of requests from Mrs. Kala Praturi and Mr. Krishna Praturi, Promoter of the Company, for reclassification from Promoter category to Public category under Regulation 31A (2) & (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015'). Details of their shareholding in the Company are as under:

<b>Sl. No.</b>	<b>Name of applicants classified under Promoter Group category</b>	<b>No. of Equity Shares held</b>	<b>% of Shareholding</b>
1.	Mrs. Kala Praturi	9867	0.08 %
2.	Mr. Krishna Praturi	212010	1.86 %

As Mrs. Kala Praturi is one of the shareholders of the company whose name was showing in the list of Promoter Group shareholders of the company, although by virtue she was not related to the promoter or promoter group, but her name was included in the promoter group shareholder, although she does not have any relationship with the promoter or promoter group and also merely hold 9867 Equity Shares of the Company, being a retail investor.

Mr. Krishna Praturi is son of Mr. Marutiram Praturi and Mrs. Vijay Lakshmi Praturi—promoter of the Company and hold equity shares in the Company as stated in table given above.

The aforesaid shareholders are leading their lives and occupations independently and are not connected, directly or indirectly, whatsoever, with any activity of the Company. Further, the other persons in the Promoter Group of the Company do not have any control over the affairs or the decision making process of these above referred shareholders.

The above referred shareholders do not directly or indirectly, exercise control, over the affairs of the Company. They have also never held at any time; any position of Key Managerial Personnel in the Company. They also do not have any special rights through formal or informal arrangements with the Company or Promoters or any person in the Promoter Group. They are also never privy to any price sensitive information of the Company.

The proposed re-classification of the shareholding of the Promoter Group mentioned in table given above is not pursuant to Regulation 31A (5) or (6) of the Listing Regulations, 2015. However, as a matter of abundant precaution, the Board of Directors recommends passing of Special Resolution as set out at Item No. 3 of this Notice.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

**ITEM NO.4**

Members of the Company are further requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer, the Fixed assets including land Building Plants & Machinery & other assets at Marripalem and Rajala Agraharam village in rambilli mandal in Vizag, Andhra Pradesh. The company is looking forward for the opportunities exist in the market for that it requires necessary funds for its expansion. The Company is looking after a prospective buyer for selling its undertaking situated at Marripalem and Rajala Agraharam village in rambilli mandal in Vizag, Andhra Pradesh. The realizable value will be utilized for the necessary business expansion of the Company.

The Board recommends the Resolution at Item No. 4 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

**ITEM NO.5**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, re-appointed Mr. Kuppili Rama Chandra Sekhar (DIN: 06998136), as an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. upto 2024, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Article of the Articles of Association of the Company, Kuppili Rama Chandra Sekhar (DIN: 06998136) shall hold office up to 33rd AGM. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Kuppili Rama Chandra Sekhar (DIN: 06998136) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Mr. Kuppili Rama Chandra Sekhar (DIN: 06998136), fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company on all working days (Monday to Friday) between 1:00 P.M. to 3:00 P.M. up to date of AGM.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Kuppili Rama Chandra Sekhar (DIN: 06998136) as an Independent Director is now being placed before the Members for their approval.

Board recommends the Resolution at Item No. 5 of this Notice for approval of the Members. Except Mr. Kuppili Rama Chandra Sekhar (DIN: 06998136) and his relatives, None of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 5 of this Notice.

**By order of the Board of Directors  
For Telecanor Global Limited  
Sd/-  
Dhawal Doshi  
Company Secretary**

Place: Hyderabad  
Date: 16<sup>th</sup> October' 2020

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

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 STANDARD - 2 "GENERAL MEETING" IS GIVEN BELOW:

Particulars	Kuppili Rama Chandra Sekhar
Date of Birth	22 <sup>nd</sup> June' 1982
Expertise in specific functional area/Brief Resume	Having a experience in the field of Administration & Marketing.
Qualification	B.Com
No. of equity shares held in the Company	NIL
List of Directorship in other entities	No Such
Membership/Chairmanship of Committees of other listed entities	No Such
No. of Board Meetings attended during the year	N.A
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.	No Such
Justification for appointing as a Director	To look after the Administration and Marketing Matters.

## **Director's Report**

Your Directors hereby present the 28<sup>th</sup> Annual Report together with the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020.

### **FINANCIAL HIGHLIGHTS**

The Company's financial performance for the financial year ended 31<sup>st</sup> March, 2020 is summarised below:

(Amount in Lakh.)

<b><u>FINANCIAL RESULTS</u></b>	<b><u>2019-20</u></b>	<b><u>2018-19</u></b>
Income from Operation including other Income	118.83	0.00
Total Expenditure	150.41	166.54
Gross Profit / (Loss) after Interest	(31.58)	(166.54)
Depreciation	41.76	27.27
Profit/(Loss) After Tax	(73.34)	(193.81)

### **DIVIDEND**

Your Directors have not recommended any dividend in view of the loss in the present financial year. There is a loss of 73.34 Lakhs in the current financial year against a loss of 193.81 Lakhs in the previous financial year. The main reason behind the loss as the company had partially started its operations.

### **RESERVES AND SURPLUS**

During the financial year under review, Rs. NIL was transferred to the General Reserve. The balance transferred in Reserves and Surplus as at 31<sup>st</sup> March, 2020, stood at Rs. 73.34 Lakhs (previous year Rs 193.81 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.

**SHARE CAPITAL OF THE COMPANY**

The authorised share capital of your company as on 31st March, 2020 was Rs.12,00,00,000 (Rupees Twelve Crores only) divided into 1,20,00,000 equity shares of Rs. 10/- each fully paid up.

The paid up equity share capital of your Company as on 31st March, 2020 was Rs. 11,39,09,140 (Rupees Eleven Crore Thirty Nine Lakhs Nine Thousand One Hundred and Forty only) divided into 1,13,90,914 equity shares of the face value of Rs. 10/- each fully paid up.

**RISKS AND AREAS OF CONCERN**

The Company has laid down a well defined Risk Management Policy covering the risk mapping, trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitor both business and non-business risks. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The company had no subsidiary, joint venture and associate company during the year under review.

**EXTRACT OF ANNUAL RETURN**

An extract of Annual Return in Form No MGT-9 is annexed to this report as **“Annexure A”**.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL****(a) Retirement by Rotation**

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Articles of Association of the Company, none of the Directors of the Company, retires by rotation at the ensuing Annual General Meeting of the Company.

**(b) Appointment**

There was no change on Board of Directors of the company during the year 2019-20. The Board of Directors of the Company has re-appointed Mr. Kuppili Rama Chandra Sekhar (DIN: 06998136) as a Non- Executive Independent Director of the Company with effect from 14<sup>th</sup> November, 2020 who holds office up to the date of the ensuing Annual General Meeting of the Company. The Company has received notice along with requisite deposit from a member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director of the Company. Your Board recommends his re-appointment as a Independent Director not liable to retire by rotation. Brief resume of the Director proposed to be appointed/re-appointed as stipulated under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the Notice convening the 28<sup>th</sup> Annual General Meeting of the Company.

**c) Cessation**

There was no change on Board of Directors of the company during the year 2019-20.

**Declaration from Independent Directors**

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Independent Directors under section 149(6) of the Companies Act, 2013 declared that:

1. They are not a promoter of the Company or its holding, subsidiary or associate company;
2. They are not directors in the company, its holding, subsidiary or associate company.
3. The independent Directors have/had no pecuniary relationship with company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of the relatives of the Independent Directors have or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two percent. or more of its gross turnover or total income or fifty Lakhs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Independent Director, neither himself nor any of his relatives—
  - | holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
  - | is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
  - | a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

**d) Annual Performance and Board Evaluation**

The Board has devised a policy pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for performance evaluation of the Board and individual Directors (including Independent Directors) and Committees which includes criteria for performance evaluation of Non-executive Directors and Executive Directors. The Board has devised questionnaire to evaluate the performances of Board, Board Committees and individual Directors and Chairperson. The Chairman of respective Board Committees shared the report on evaluation with the respective committee members. The performance of each Committee

was evaluated by the Board, based on report on evaluation received from respective Board Committees. The reports on performance evaluation of the individual Directors were reviewed by the Chairman of the Board.

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- I. Attendance at Board Meetings and Committee Meetings;
- II. Quality of contribution to Board deliberations;
- III. Strategic perspectives or inputs regarding future growth of Company and its performance;
- IV. Providing perspectives and feedback going beyond information provided by the management

**e) Key Managerial Personnel (KMP)**

Mr. Dhawal Doshi, Company Secretary is the Key Managerial Personnel of the Company.

**POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The Board of Directors of the Company, based on the recommendation of the Nomination & Remuneration Committee has formulated a Remuneration Policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

**AUDIT COMMITTEE AND ITS COMPOSITION**

The Audit Committee of the Company reviews the reports to be submitted to the Board of Directors with respect to auditing and accounting matters. It also overviews the Company's internal control and financial reporting process. As on 31<sup>st</sup> March, 2020, the Audit Committee comprised of Mr. Kameswara Rao Ramoju, Mr. Kuppili Rama Chandra Sekhar and Ms. Pilli Swetha. Mr. Kameswara Rao Ramoju is the Chairman of the Audit Committee. Mr. Dhawal Doshi, Company Secretary of the Company acts as the Secretary of the Audit Committee.

**MEETINGS OF THE BOARD**

During the financial year 2019-2020, the Board met 5 (Five) times viz. 29.05.2019, 14.08.2019, 17.10.2019, 14.11.2019 and 14.02.2020. The intervening gap between any two consecutive meetings was within the period as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them and as required under Section 134(5) of the Companies Act, 2013 state that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the Directors have 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 of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for

safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) the Directors have prepared the annual accounts on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **Remuneration to the Directors/KMP**

Sr. No.	Names	Designation	Remuneration in 2019-20	Remuneration in 2018-19
1.	Pilli Swetha	Managing Director	6,00,000/-	6,00,000/-
2.	Dhawal Doshi	Company Secretary	1,80,000/-	1,80,000/-

#### **Managerial Remuneration and Particulars of Employees**

The Information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Remuneration) Rules 2014 in respect of the employees of the Company are given in **Annexure-B** forming part of the report.

#### **DEPOSITS**

During the financial year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013**

Your company has no material individual transactions with its related parties which are covered under section 188 of the Companies Act, 2013, which are not in the ordinary course of business and not undertaken on an arm's length basis during the financial year 2019-20.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There are no Loans, guarantee or Investment as per Section 186 of the Companies Act, 2013.

#### **CORPORATE SOCIAL RESPONSIBILITY INITIATIVE**

As the company does not have net worth of rupees five hundred crore or more, or turnover of rupees one thousand crores or more or a net profit of rupees five crore or more during any financial year, the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable.

#### **WHISTLE BLOWER / VIGIL MECHANISM POLICY**

As required under section 177(9) & (10) of the Companies Act, 2013, the Company has established a mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of director(s) /



employee(s) who avails of the mechanism and also provides for direct access to the Chairman of the Audit Committee in the exceptional cases. Vigil Mechanism policy is duly posted on the website of the company at [www.telecanor.com](http://www.telecanor.com). We affirm that during the financial year 2019-2020, no employee or director was denied access to the Audit Committee.

### **STATUTORY AUDITORS**

Pursuant to the provisions of Section 139 of the Companies Act, 2013, and Rules made there under M/s. SLR & Associates, Chartered Accountant, (FRN No. 015874S) Statutory Auditors of the Company, retires at the conclusion of the ensuing Annual General Meeting and has shown their unwillingness to be re-appointment as the Statutory Auditors. The Board of Directors places on record its appreciation for the services rendered by M/s. SLR & Associates, Chartered Accountant, during their tenure as the Statutory Auditors of the Company. Based on the recommendation of the Audit Committee, the Board of Directors of the Company has recommended the appointment of M/s SMV & Co., Chartered Accountant (FRN No. 015630S) as the Statutory Auditors of the Company, subject to the approval of the Members of the Company in the Company's ensuing Annual General Meeting. M/s SMV & Co. shall hold office for a term of five years, from the conclusion of the 28<sup>th</sup> Annual General Meeting until the conclusion of the 33<sup>rd</sup> Annual General Meeting of the Company to be held in the year 2025, subject to ratification of their appointment by the members, if required, at every intervening Annual General Meeting held after this Annual General Meeting. The proposal of their appointment is included in the Notice of the ensuing Annual General Meeting for approval of the Members of the Company. M/s SMV & Co. has furnished written consent and a confirmation to the effect that they are not disqualified to be appointed as the Statutory Auditor of the Company in terms of the provisions of Section 139 of the Companies Act, 2013 and Rules framed there under.

### **SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board had appointed CS Sourav Kedia, Practising Company Secretary [C.P.No, 15259], to undertake Secretarial Audit of the Company for the financial year 2019-2020. The Secretarial Audit Report is annexed to this report as "**Annexure C**".

### **COST AUDITOR**

Our Company is yet to start its operations and hence not meeting the criteria of appointing the cost Auditor. Hence the same is not applicable on our company.

### **AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT**

There are no qualifications, reservations or adverse remarks or disclaimer neither made by the Statutory Auditor in their Auditors' report, there are some qualification remarks raised by the Secretarial Auditor in their Secretarial Audit Report for the financial year 2019-2020.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

Particulars in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo, is annexed to this report as "**Annexure D**".

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis Report have been made a part of the Annual Report and is annexed to this report as “Annexure E”.

**CORPORATE GOVERNANCE**

Pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporate Governance Report of your Company and a Certificate on Corporate Governance Compliance received from M/s S.L.R & Associates, Chartered Accountant, are annexed to this Annual report.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

There was no significant or material order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have any bearing on Company's operations in future.

**INTERNAL FINANCIAL CONTROL SYSTEMS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, size and complexity of its operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, compliance with policies, procedures, applicable laws and regulations and that all assets and resources are acquired economically and used efficiently and are adequately protected.

**PREVENTION, PROHIBITION & REDRESSAL OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

The Company has in place an internal complaint committee under section 4 of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year no complaint was filed before the said committee.

**ACKNOWLEDGEMENTS**

Your Directors wish to place on record their sincere appreciation for the continued co-operation, guidance, support and assistance extended during the year under report by the Company's bankers, customers, suppliers, shareholders and the Government agencies. The Board of Directors wishes to express its appreciation for the valuable contribution made by the employees and workmen at all levels during the year under report.

**For and on behalf of Board of Directors  
For Telecanor Global Limited**

**Sd/-  
PILLI SWETHA  
Managing Director  
DIN: 06397865**

**Date: 16<sup>th</sup> October' 2020  
Place: Hyderabad**

**Annexure - A**

**Form No. MGT-9  
EXTRACT OF ANNUAL RETURN  
AS ON THE FINANCIAL YEAR ENDED 31ST MARCH, 2019**

[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

**I REGISTRATION AND OTHER DETAILS**

i)	CIN	L45200TG1991PLC012974
ii)	Registration Date	22.07.1991
iii)	Name of the Company	TELECANOR GLOBAL LIMITED
iv)	Category / Sub - Category of the Company	Company Limited by Shares / Indian Non-Government Company
v)	Address of the registered office and contact details	3-6-237, 504, 5th Floor, Lingapur House, Himayatnagar, Hyderabad - 500029
vi)	Whether Listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Purva Sharegistry India Pvt Ltd Sebi Authorised Registrar & Share Transfer Agents Head Office: Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J.R.Boricha Marg, Lower Parel (East), Mumbai - 400011 Ph.No. 022-2301 6761/8261 Email: busicomp@gmail.com Website: www.purvashare.com

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / Services	NIC Code of the Product / Services	% to total turnover of the company
1	Telecom & Ancillary Industries	99532423	100.00

**III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1	NIL	-	-	-	-

**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**(i) Category - wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2019)				No. of Shares held at the end of the year (As on 31.03.2020)				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1. Indian</b>									
a) Individual/HUF	2840591	0	2840591	24.94	2840591	0	2840591	24.94	0.00
b) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
c) State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks / Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A) (1) :-</b>	<b>2840591</b>	<b>0</b>	<b>2840591</b>	<b>24.94</b>	<b>2840591</b>	<b>0</b>	<b>2840591</b>	<b>24.94</b>	<b>0.00</b>
<b>2. Foreign</b>									
a) NRIs Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A) (2) :-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total shareholdings of Promoter (A) = (A) (1) + (A) (2)</b>	<b>2840591</b>	<b>0</b>	<b>2840591</b>	<b>24.94</b>	<b>2840591</b>	<b>0</b>	<b>2840591</b>	<b>24.93734</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	16100	16100	0.17	0	16100	16100	0.14	-0.03
b) Banks / Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
d) State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B) (1) :-</b>	<b>0</b>	<b>16100</b>	<b>16100</b>	<b>0.17</b>	<b>0</b>	<b>16100</b>	<b>16100</b>	<b>0.14</b>	<b>-0.03</b>
<b>2. Non-Institutions</b>									
a) Bodies Corporate									
i) Indian	344209	738420	1082629	12.53	302250	175520	477770	4.19	-8.34
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholdings holding nominal share capital upto Rs. 2 lakh	988285	1077767	2066052	18.24	985565	1092967	2078532	18.25	0.01
ii) Individual shareholdings holding nominal share capital in excess of Rs. 2 lakh	4779775	605767	5385542	44.12	5372154	605767	5977921	52.48	8.36
c) Others (specify)									
i) NRI	0	0	0	0.00	0	0	0	0.00	0.00
ii) Clearing Member	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B) (2) :-</b>	<b>6112269</b>	<b>2421954</b>	<b>8534223</b>	<b>74.89</b>	<b>6659969</b>	<b>1874254</b>	<b>8534223</b>	<b>74.92</b>	<b>0.03</b>
<b>Total Public Shareholding (B) = (B) (1) + (B) (2)</b>	<b>6112269</b>	<b>2438054</b>	<b>8550323</b>	<b>75.06</b>	<b>6659969</b>	<b>1890354</b>	<b>8550323</b>	<b>75.06</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs (C)</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>8952860</b>	<b>2438054</b>	<b>11390914</b>	<b>100.00</b>	<b>9500560</b>	<b>1890354</b>	<b>11390914</b>	<b>100.00</b>	<b>0.00</b>

**(ii) Shareholding of Promoters**

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year (As on 01.04.2019)			Shareholding at the end of the year (As on 31.03.2020)			% change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged / encumbered to total shares	
1	Vijay Lakshmi Praturi	1516366	13.31	0.00	1516366	13.31	0.00	0.00
2	Maruti Ram Praturi	1102348	9.68	63.50	1102348	9.68	63.50	0.00
3	Krishna Praturi	212010	1.86	0.00	212010	1.86	0.00	0.00
4	Kala Praturi	9867	0.09	0.00	9867	0.09	0.00	0.00
	<b>Total</b>	<b>2840591</b>	<b>24.94</b>	<b>63.50</b>	<b>2840591</b>	<b>24.94</b>	<b>63.50</b>	<b>0.00</b>

**(iii) Change in Promoters' Shareholding (Please specify, if there is no change)**

**(iv) Shareholding Pattern of top Ten Shareholders ( other than Directors, Promoters and Holders of GDRs and ADRs)**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (As on 01.04.2019)		Cumulative Shareholding during the year (01.04.2019 - 31.03.2020)	
	Name of the Shareholders	No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
<b>1</b>	<b>HEMANT KUMAR GUPTA</b>				
a	At the beginning of the year as on 01.04.2019	<b>1760718</b>	<b>15.46</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2020			<b>1760718</b>	<b>15.46</b>
<b>2</b>	<b>VIJAY LAKSHMI PRATURI</b>				
a	At the beginning of the year as on 01.04.2019	<b>1516366</b>	<b>13.31</b>		
b	Changes during the year	212010			
c	At the end of the year as on 31.03.2020			<b>1728376</b>	<b>15.17</b>
<b>3</b>	<b>MARUTIRAM PRATURI</b>				
a	At the beginning of the year as on 01.04.2019	<b>1102348</b>	<b>9.68</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2020			<b>1102348</b>	<b>9.68</b>
<b>4</b>	<b>HARSH VIMALBHAI SHAH</b>				
a	At the beginning of the year as on 01.04.2019	<b>602743</b>	<b>5.29</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2020			<b>602743</b>	<b>5.29</b>
<b>5</b>	<b>SHARON GUPTA</b>				
a	At the beginning of the year as on 01.04.2019	<b>484505</b>	<b>4.25</b>		
b	Changes during the year	Addition during the Year			
c	At the end of the year as on 31.03.2020			<b>549832</b>	<b>4.83</b>
<b>6</b>	<b>PILLY PRAMEELA</b>				
a	At the beginning of the year as on 01.04.2019	-	-		
b	Changes during the year	Addition during the Year			
c	At the end of the year as on 31.03.2020			546200	<b>4.80</b>
<b>7</b>	<b>SANJAYKUMAR G CHOUDHARY</b>				
a	At the beginning of the year as on 01.04.2019	<b>250000</b>	<b>2.19</b>		
b	Changes during the year	Addition during the Year			
c	At the end of the year as on 31.03.2020			<b>393561</b>	<b>3.46</b>
<b>8</b>	<b>PRATIBHA OMPRAKASH SHAH</b>				
a	At the beginning of the year as on 01.04.2019	<b>300000</b>	<b>2.63</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2020			<b>310810</b>	<b>2.73</b>
<b>9</b>	<b>DAKSHA MUKESHKUMAR SHAH</b>				
a	At the beginning of the year as on 01.04.2019	<b>325000</b>	<b>2.85</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2020			<b>325000</b>	<b>2.85</b>
<b>10</b>	<b>RANJANA PANDURANG DHAVATE</b>				
a	At the beginning of the year as on 01.04.2019	<b>250000</b>	<b>2.19</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2020			<b>250000</b>	<b>2.19</b>

**(v) Shareholding of Directors and Key Managerial Personnel**

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year (As on 01.04.2018)		Cumulative Shareholding during the year (01.04.2018 - 31.03.2019)	
	Name of the Director/KMP	No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
<b>1</b>	<b>Director / KMP</b>				
a	At the begining of the year as on 01.04.2019	<b>0</b>	<b>0.00</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2020			<b>0</b>	<b>0.00</b>

**V. INDEBTEDNESS**

(Amount in Rs.)

**Indebtedness of the Company including interest outstanding / accrued but not due for payment**

	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	As per Notes to Accounts			
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
● Addition	-	-	-	-
● Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>		-	-	
i) Principal Amount	As per Notes to Accounts			
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

(Amount in Rs.)

**A. Remuneration to Managing Director, Whole-time Directors and / or Manager**

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
		Pilli Swetha		
<b>1</b>	<b>Gross Salary</b> (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961  (c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	600000	-	600000
<b>2</b>	<b>Stock Option</b>	-	-	-
<b>3</b>	<b>Sweat Equity</b>	-	-	-
<b>4</b>	<b>Commision</b> - as % of profit - others, specify...	-	-	-
<b>5</b>	<b>Others, please specify</b>	-	-	-
	<b>Total (A)</b>	<b>600000</b>	<b>0</b>	<b>600000</b>
	Ceiling as per the Act			

**B. Remuneration to other directors**

(Amount in Rs.)

<b>Sl. No.</b>	<b>Particulars of Remuneration</b>	<b>Name of Directors</b>				<b>Total Amount</b>
<b>1</b>	<b>Independent Directors</b>					
	a) Fee for attending Board/ Committee meetings	-	-	-	-	-
	b) Commission	-	-	-	-	-
	c) others, please specify	-	-	-	-	-
	<b>Total (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2</b>	<b>Other Non-Executive Directors</b>					
	a) Fee for attending Board/ Committee meetings	-	-	-	-	-
	b) Commission	-	-	-	-	-
	c) others, please specify	-	-	-	-	-
	<b>Total (2)</b>	-	-	-	-	-
	<b>Total (B) = (1+2)</b>					-
	<b>Total Managerial Remuneration (A+B)</b>					-
	Overall ceiling as per the Act					

**C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD**

(Amount in Rs.)

Sl.No.	Particulars of Remuneration	Key Managerial Personnel			
					Total Amount
<b>1</b>	<b>Gross Salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-	-
<b>2</b>	<b>Stock Option</b>	-	-	-	-
<b>3</b>	<b>Sweat Equity</b>	-	-	-	-
<b>4</b>	<b>Commision</b>				
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
<b>5</b>	<b>Others, please specify</b>	-	-	-	-
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**VII. PENALTIES /PUNISHMENT / COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board of Directors

Place: Kolkata  
Date: 16th October' 2020

Sd/-  
Pilli Swetha  
Managing Director

**ANNEXURE - B****Statement of Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 and Rules 5(1) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014**

- A. Ratio of remuneration to the median remuneration of the employees of the company for the F.Y 2019-20 as well as the percentage increase in remuneration of each director, chief financial officer and company secretary is as under:-**

<b>Name of the Director</b>	<b>Ratio to Median Remuneration</b>	<b>% Change in Remuneration over Previous Year</b>
<b>Company Secretary</b>		
<b>Dhawal Doshi</b>	<b>Nil</b>	<b>Nil</b>
<b>Managing Director</b>		
<b>Pilli Swetha</b>	<b>Nil</b>	<b>Nil</b>

- B. Number of Permanent Employees – 2**

- C. Explanation on the relationship between average Increase in remuneration and Company Performance**

The Compensation and Benefit philosophy of the Company defines that employee remuneration is to be aligned with performance of the Company and individual's contribution in achieving company's goal for the Year. It does mean that Post annual performance process; individual employee's remuneration is revised, taking into account performance of the Company and of the individual employee. At the beginning of the Year, Business goals are decided and cascaded down to various businesses and functions. While effecting revision in remuneration, factors like internal and external parity, market competitiveness, company's overall business strategy are also taken into account.

- D. Comparison of the remuneration of the KMP against Performance of the Company : NIL**

- E. Comparison of average Percentage increase in salary of Employees other than Managerial Personnel: NIL**

- F. Comparison of Remuneration of Each of the KMP against performance of the Company: NIL**

- G. The ratio of the remuneration of the highest paid Director to that of employee who are not directors but receive remuneration in excess of the highest paid director during the Year: NIL**

- H. Affirmation**

It is affirmed that remuneration paid to Directors Key Managerial Personnel and other Employees is as per the Remuneration policy of the Company.

Place: Hyderabad

**For and on behalf of Board of Directors  
For Telecanor Global Limited**

Date: 16<sup>th</sup> October, 2020

**Sd/-  
PILLI SWETHA  
Managing Director  
DIN: 06397865**

## Annexure - C

### Form No. MR - 3

#### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

**TELECANOR GLOBAL LIMITED**

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TELECANOR GLOBAL LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.
2. Based on our verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:
3. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
    - e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations/ guidelines/ circulars as may be issued by SEBI from time to time to the extent applicable.

I further report that, there were no actions/ events in pursuance of;

- a. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and 2018 (as amended);
- c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

Having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, we further report that the Company has complied with the following laws applicable specifically to the Company,

(a) The Telecom Regulatory Authority of India Act, 1997 as applicable;

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with BSE Limited. During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that,**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

And also the Promoters of the company pledged the shares of the company with the Bank and also the company is having term loan and cash credit loan. And also the company has defaulted in payment to the bank along with interest.

*Further as Presentation to the Financial statement which is not as per Companies Act, 2013 and SEBI Listing regulations, further ROC compliances including Annual Filing are not filed for the Period.*

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as “**Annexure A**” and forms an integral part of this Report.

**For Sourav Kedia & Associates**

**Sd/-**

**CS Sourav Kedia**

**Practising Company Secretary**

**Membership No – 40951 Place: Kolkata**

**C. P. No – 15259**

**Date: 12<sup>th</sup> October' 2020**

**“ANNEXURE – A”**

**(TO THE SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019)**

To, The Members,  
**TELECANOR GLOBAL LIMITED**

Our report of even date is to be read along with this letter.

- 1.** Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2.** We have followed the Audit practices and processes as where appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3.** We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4.** Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
- 5.** The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibilities of the management. Our examination was limited to the verification of procedures on test basis.
- 6.** The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Sourav Kedia & Associates**  
**Sd/-**  
**Sourav Kedia**  
**Practising Company Secretary**  
**Membership No – 40951**  
**C. P. No – 15259**

**Place: Kolkata**  
**Date: 12<sup>th</sup> October' 2020**



**Annexure - D**  
**Details of Conservation of energy, technology absorption, foreign exchange earnings and outgo**

<b>A) Conservation of energy</b>		
1	the steps taken or impact on conservation of energy	NIL
2	the steps taken or impact on conservation of energy	NIL
3	the capital investment on energy conservation equipments	NIL
<b>B) Technology absorption</b>		
1	the efforts made towards technology absorption	NIL
2	the benefits derived like product improvement, cost reduction, product development or import substitution	NIL
3	in case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year):	NIL
4	the expenditure incurred on Research and Development	NIL
<b>(C) Foreign exchange earnings and outgo</b>		
1	The foreign exchange earned (actual inflows)	NIL
2	The foreign exchange outgo (actual outflows)	NIL

**For and on behalf of Board of Directors**  
**For Telecanor Global Limited**

Sd/-

**PILLI SWETHA**  
**Managing Director**  
**DIN: 06397865**

**Date: 16<sup>th</sup> October' 2020**  
**Place: Hyderabad**

**Annexure - E****MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, guidelines issued by the Securities and Exchange Board of India (SEBI) and the Generally Accepted Accounting Principles (GAAP) in India. Our Management accepts responsibility for the integrity and objectivity of these financial statements, as well as for the various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

**INDUSTRY OUTLOOK**

During the year, there was a battle of sorts with disgruntled investors as well as with the bank. However all disputed with the investors have been amicably settled and the respective investors have filed complaint withdrawal with all agencies. However before the situation calmed down, many employees have deserted the company. The management is trying to bring back the company on rails and has partly succeeded by bagging the VAS content provider status from Tata Docomo. However revenues have not yet started flowing in and there is a fairly reasonable chance of succeeding in this line and accruing revenues in the next year. There is also a probability of sales picking up in technology line if Dhanlaxmi extends its supports, which the management is continuously pursuing.

**RISKS AND CONCERNS**

There are no more risks that the company may come across now that all the complaints are withdrawn except some harsh methods from bank which are unlikely in this year. There are neither signs nor communication yet from bank in this regard.

**OPERATIONAL REVIEW**

TeleCom sector is still not encouraging and prospects are not visible at this time. However company is marketing its IVR Systems and Core banking. Efforts are also being put in VAS business.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Considering the size of operations of the company, control systems are adequate in all respects.

**HUMAN RESOURCES**

Human resources development, in all its aspect like training in safety and social values is under constant focus of the management. Relations between management and the employees at all levels remained healthy and cordial throughout the year. The management and employees are dedicated to achieve the corporate objective and the targets set before the Company.

**RISK MANAGEMENT**

Risk is an integral part of the business process. To enhance the risk management process, the company has mapped the risks. Risk arises for achieving business objectives are identified and prioritized. Risk mitigation activity plans are established and executed as and when need arises. Periodical reviews are carried out to assess the risk levels.

**ENVIRONMENT AND SAFETY**

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires the conduct of all operations in such manner so as to ensure safety of all concerned, compliance of statutory and industrial requirements for environment protection and conservation of natural resources to the extent possible.

**CAUTIONARY STATEMENT**

Readers are cautioned that this discussion and analysis contains forward looking statements that involve risks and uncertainties. When used in this discussion, the words "anticipate," "believe," "estimate," "intend," "will," and "expected" and other similar expressions as they relate to the Company or its business are intended to identify such forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances or achievements, risks and opportunities could differ materially from those expressed or implied in these forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements as these are relevant at a particular point of time & adequate restraint should be applied in their use for any decision making or formation of an opinion.

**For and on behalf of Board of Directors  
For Telecanor Global Limited**

Sd/-

**PILLI SWETHA  
Managing Director  
DIN: 06397865**

**Date: 16<sup>th</sup> October' 2020  
Place: Hyderabad**

**REPORT ON CORPORATE GOVERNANCE**

[In terms of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Your Company has been practicing good Corporate Governance over the years. Corporate Governance is synonymous with efficient conduct of the business operations, maintaining utmost transparency in its activities, proper and timely disclosures to all the regulatory authorities, cementing the bond of confidence with all those who are an integral and inseparable part of the business activities – shareholders, employees, end-users, bankers, financiers and the society at large and thereby ensuring a perpetual relationship of trust and confidence. It is the philosophy of the Company to continue to have accountability, transparency and integrity in all its business transactions and practices.

**2. BOARD OF DIRECTORS:**

**2.1 Composition:**

As on 31<sup>st</sup> March, 2020, the Board of Directors consisted of 4 (Four) Directors. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting, the number of Directorships in other public limited companies and chairmanships / memberships in committees held by them as on 31st March, 2020 are given below:

Name of Directors	Category	No. of Board Meetings held	Attendance Particulars		No. of Other Directorships <sup>1</sup>	Number of Committee positions held (including Company) <sup>2</sup>	
			Board Meeting	Last AGM		As Chairman	As Member
Pilli Swetha	Managing Director	5	5	Yes	N.A.	N.A.	3
Kuppili Rama Chandra Sekhar	Independent Director	5	5	Yes	N.A.	1	2
Kameswara Rao Ramoju	Independent Director	5	5	Yes	N.A.	2	1
Mrs Nalgonda Sujatha	Independent Director	4	4	Yes	N.A.	N.A.	N.A

*1 The directorship held by Directors as mentioned above does not include Directorships of private companies/ Section 8 companies / foreign companies as on 31st March, 2020.*

*2 Committee positions held in Indian listed and unlisted public limited companies are considered including the reporting Company. For this purpose, only two Committees viz. the Audit Committee and the Stakeholders' Relationship Committee are considered.*

**2.2 Number and date of Board Meetings held:**

5 (Five) Board meetings were held during the financial year 2019-2020 and the gap between any two meetings did not exceed one hundred and twenty days as stipulated under Regulation 17(2) of the Listing Regulations. The dates on which the said meetings were held are 29.05.2019, 14.08.2019, 17.10.2019, 14.11.2019 and 14.02.2020.

**2.3 Disclosure of relationship between directors inter-se:**

None of the Directors of the Company are related with each other.

**2.4 Number of shares and convertible instruments held by Non-executive Directors:**

None of the Non-Executive Directors are holding any shares or convertible instruments in the Company.

**2.5 Web link where details of familiarization programmes imparted to independent directors is disclosed:**

The details of the programmes for familiarization of Independent Directors with the Company their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company are put up on the website of the Company at the link: [www.telecanor.com](http://www.telecanor.com)

**3. AUDIT COMMITTEE:****3.1 Brief description of terms of reference:**

The Audit Committee of the Board is constituted in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. Terms of Reference of the Audit Committee, inter alia, are as follows:

- i. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ii. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- iii. Approval of payment to statutory auditors for any other services rendered by statutory auditors.
- iv. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
  - b) Changes, if any, in accounting policies and practices and reasons for the same.

- c)** Major accounting entries involving estimates based on the exercise of judgment by management.
  - d)** Significant adjustments made in the financial statements arising out of audit findings.
  - e)** Compliance with listing and other legal requirements relating to financial statements.
  - f)** Disclosure of any related party transactions.
  - g)** Modified opinions in the draft audit report.
- v. Reviewing with the management, the quarterly financial statements before submission to the board for approval.
  - vi. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
  - vii. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  - viii. Approval or any subsequent modification of transactions of the listed entity with related parties;
  - ix. Scrutiny of inter-corporate loans and investments;
  - x. Valuation of assets or undertaking of the Company wherever required.
  - xi. Evaluation of internal financial controls and risk management systems.
  - xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  - xiv. Discussion with internal auditors on any significant findings and follow up there on.
  - xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
  - xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  - xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

xviii. To review the functioning of the whistle blower mechanism;

xix. Approval of the appointment of CFO after assessing the qualifications, experience & background, etc., of the candidate.

xx. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

### 3.2 Composition:

As on 31<sup>st</sup> March, 2020, the Audit Committee comprised of Mr. Kameswara Rao Ramoju as Chairman, and Mr. Kuppili Rama Chandra Sekhar and Ms. Pilli Swetha. as Members. The Company Secretary of the Company acts as the Secretary of the Audit Committee.

### 3.3 Meeting and attendance during the year:

During the financial year 2019-2020 the Audit Committee met 4 (Four) times on 29.05.2019, 14.08.2019, 14.11.2019 and 14.02.2020. The attendance of the Members at the meetings is as under:

Name of Members	Category	Position	No. of Meetings	
			Held	Attended
Mr. Kameswara Rao Ramoju	Independent Director	Chairman	4	4
Mr. Kuppili Rama Chandra Sekhar	Independent Director	Member	4	4
Ms. Pilli Swetha	Executive Director	Member	4	4

## 4. NOMINATION AND REMUNERATION COMMITTEE:

### 4.1 Brief Description of terms of reference:

The broad terms of reference of the Nomination and Remuneration Committee includes the areas laid out under Section 178 of the Companies Act, 2013 and Para A of Part D of Schedule II of the Listing Regulations. The scope of the Nomination and Remuneration Committee covers, inter alia, formulation of the criteria for determining qualifications, positive attributes and independence of a Director, recommendation to the Board of Directors on policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees, formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors, devising a policy on diversity of Board of Directors, identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board of Directors their appointment and removal and whether to extend or continue the term of appointment of the Independent Director on the basis of report of performance evaluation of Independent Directors.

**4.2 Composition:**

As on 31<sup>st</sup> March, 2020, the Nomination and Remuneration Committee comprised of Mr. Kameswara Rao Ramoju as Chairman, and Mr. Kuppili Rama Chandra Sekhar and Ms. Pilli Swetha as Members. The Company Secretary of the Company acts as the Secretary of the Nomination and Remuneration Committee.

**4.3 Meeting and attendance during the year:**

During the financial year 2019-2020 the Nomination and Remuneration Committee met 1 (One) time on 14.11.2019. The attendance of the Members at the meetings is as under:

Name of Members	Category	Position	No. of Meetings	
			Held	Attended
Mr. Kameswara Rao Ramoju	Independent Director	Chairman	1	1
Mrs Nalgonda Sujatha	Director	Member	1	1
Ms. Pilli Swetha	Executive Director	Member	1	1

**4.4 Performance evaluation criteria for Independent Directors:**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has evaluated the performances of the Board as a whole, individually of all the Directors including Independent Directors and Chairman and all the Committees. The questionnaires are prepared considering the business of the Company. The evaluation framework for assessing the performance of Independent Directors comprises of the following key areas:

1. Attendance of Board Meeting and Committee Meetings;
2. Quality of contribution to Board deliberations;
3. Strategic perspectives or inputs regarding future growth of the Company and its performances;
4. Providing perspectives and feedback going beyond information provided by the management.

**4.5 Remuneration Policy:** The details of the Remuneration policy form part of this Annual Report.

**5. REMUNERATION OF DIRECTORS:**

a) The Non-Executive Directors had no pecuniary relationship or transactions with the Company during the financial year 2019-2020.

b) Non-Executive Directors did not draw any remuneration from the Company. Sitting fees to Non-executive and Independent Directors is being paid at the rate of Rs. 5,000/- for each meeting of the Board and Committee attended by them.



c) Details of remuneration and sitting fees paid /payable to Directors for the financial year ended 31st March 2020:

Name of Directors	Salary	Perquisites or Allowances	Contribution to PF & others	Sitting Fees	Total
Ms. Pilli Swetha	6,00,000/-	-	-	-	6,00,000/-

(i) The above details of remuneration or fees paid are all elements of remuneration package of individual directors summarized under major groups.

(ii) Apart from the above mentioned details of remuneration or fees paid there are no other fixed component and performance linked incentives based on the performance criteria.

(iii) There are no stock options offered to any Directors of the Company.

**6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

**6.1 Composition:**

As on 31<sup>st</sup> March, 2020, the Stakeholders' Relationship Committee comprised of Mr. Kuppili Rama Chandra Sekhar, as Chairman, and Mr. Kameswara Rao Ramoju, Member Mrs. Pilli Swetha, as Members. The Company Secretary of the Company acts as the Secretary, of the Stakeholders' Relationship Committee.

**6.2 Compliance Officer:** Mr. Dhawal Doshi, Company Secretary is the Compliance Officer of the Company.

**6.3 Status of Investors' complaints received from shareholders and disposed during the year:**

No. of complaints pending as on 01.04.2019	NIL
Complaints received during the year	NIL
Complaints disposed during the year	NIL
No. of complaints pending as on 31.03.2020	NIL

**7. GENERAL BODY MEETINGS:**

**7.1 Location and time, where last three Annual General Meetings held:**

AGM	Financial Year	Date	Time	Venue
25 <sup>th</sup> AGM	2016-2017	Friday, 29 <sup>th</sup> September, 2017	10.00 A.M.	GHMC Community Hall, New Ashok Nagar, Hyderabad – 500048
26 <sup>th</sup> AGM	2017-2018	Friday, 28 <sup>th</sup> September, 2018	10.00 A.M.	GHMC Community Hall, New Ashok Nagar, Hyderabad – 500048
27 <sup>th</sup> AGM	2018-19	Monday, 30 <sup>th</sup> September, 2019	10.00 A.M.	GHMC Community Hall, New Ashok Nagar, Hyderabad – 500048

**7.2 Special Resolutions passed at previous three Annual General Meetings:**

AGM Date	Particulars of Special Resolutions
28.09.2018	Sale of undertaking under Section 180(1)(a) of the Companies Act, 2013
30.09.2019	Allotment of Equity Shares to Promoter and Non-Promoter Group.

**7.3 Special Resolutions passed through postal ballot and voting pattern:**

During the year under review, no Special Resolutions was passed through Postal Ballot.

7.4 None of the business is presently proposed to be transacted through postal ballot. In case any Special Resolution needs to be passed through Postal Ballot during the financial year 2020-2021, the procedure laid down under Section 110 of the Companies Act, 2013 and the Rules thereunder will be complied with.

**8. MEANS OF COMMUNICATION:**

8.1 The quarterly, half yearly and annual financial results of the company are sent to the Stock Exchange immediately after they are approved by the Board of Directors and posted on Company's website in compliance with Listing Regulations, 2015.

**8.2 Website:**

The Company's website [www.telecanor.com](http://www.telecanor.com) contains separate section 'Investor Relations' where shareholders information is available. The Company's financial results and annual reports are also available on the website in a user-friendly and downloadable form.

**8.3 News releases, presentations, among others:**

All Corporate Announcements made to the Stock Exchange during the year 2019-2020 are available on the website of the Company. During the year 2019-2020, the company has not made any presentations to institutional investors and analysts.

**9. GENERAL SHAREHOLDERS INFORMATION:**

a) **28<sup>th</sup> Annual General Meeting:** Monday, 9<sup>th</sup> day of November, 2020 at 10:00 A.M at GHMC Community Hall, New Ashok Nagar, Secunderabad, Hyderabad - 500048

b) **Financial Year:** April 1 to March 31

c) **Dividend payment date:** NIL

d) **Listing on Stock Exchange:** The Equity Shares of the Company are currently listed for trading under X Group of the BSE Limited.

Market Price Data:

Month	Open	High	Low	Close
May' 19	5.60	5.77	5.50	5.77
June' 19	6.00	6.00	6.00	6.00
Aug' 19	5.70	5.98	5.70	5.98
Sept' 19	6.00	6.61	6.00	6.55
Oct' 19	6.55	6.55	6.55	6.55
Nov' 19	6.55	6.55	6.55	6.55
Dec' 19	6.23	6.40	6.23	6.23
Jan' 20	6.60	6.95	6.60	6.60
Feb' 20	6.61	6.61	6.60	6.60

(Source: bseindia.com)

e) **Listing Fees:** The Company has paid the listing fees for the financial year 2020-21

f) **Stock Code:** BSE: 530595, ISIN: INE381G01013

g) **Trading of Securities:** The securities of the Company were not suspended from trading at any time during the financial year 2019-2020.

h) **Registrar and 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](mailto:busicomp@gmail.com)

i) **Share Transfer System:**

In terms of Regulation 40(2) of the Listing Regulations, the Board of Directors have delegated the power to attend all the formalities relating to transfer of securities to the Registrar & Share Transfer Agent (RTA) pursuant to which the reports on transfer of securities received from the RTA are placed before the Board of Directors in each Board Meeting.

Shares lodged for transfer are normally processed within 15 days from the date of lodgment, if documents are found to be in order. Shares under objection are returned within two weeks. All requests for dematerialization of shares are processed and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) within 21 days.

The Company obtains Certificate of Compliance pertaining to share transfer formalities half-yearly as required under Regulation 40(9) and quarterly certificate of Reconciliation of Share Capital Audit Report from Company Secretary in Practice in compliance with the Listing Regulations and files the said certificates with the Stock Exchange (BSE).

**j) Distribution of Shareholding as on 31st March, 2020:**

Range	Shareholders		Shares	
	Numbers	%	Numbers	%
1-500	1527	61.33	422128	3.71
501-1000	513	20.60	425391	3.73
1001-2000	216	8.67	328614	2.88
2001-3000	48	1.93	126194	1.11
3001-4000	33	1.33	118114	1.04
4001-5000	19	0.76	88954	0.78
5001-10000	54	2.17	455182	4.00
10001 & above	80	3.21	9426337	82.75
<b>TOTAL</b>	2476	100	11390914	100

**k) Dematerialization of Equity Shares and Liquidity:**

As on 31<sup>st</sup> March, 2020, 83.40% of the total shares of the Company were in dematerialized form.

**l) Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity:**

The Company has not issued any Global Depository Receipts (GDRs), American Depository Receipts (ADRs), warrants or any convertible instruments, which is likely to have impact on the Company's equity during the financial year ended 31<sup>st</sup> March, 2019.

**m) Commodity price risk or foreign exchange risk and hedging activities:**

No such risks or activities to report during the financial year under review.

**n) Registered Office & Address for Correspondence:**

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

**10. DISCLOSURES:**

**10.1 Related Party Transactions:**

There were no transactions of material nature with related parties during the financial year 2019-2020 that had potential conflict with the interest of the Company at large. The policy on dealing with Related Party Transactions is available on Company's website at [www.telecanor.com](http://www.telecanor.com)

**10.2 Compliance by the Company:**

The Company has complied with all the requirements of the Listing Regulations entered into with the Stock Exchange, as well as the regulations and guidelines of SEBI and other statutory authorities on all matters relating to capital market during the last three years. Some penalties or strictures have been imposed on the Company by the Stock Exchange, SEBI or other statutory authorities during the last three years.

**10.3 Whistle Blower policy / Vigil Mechanism and affirmation that no personnel have been denied access to the Audit Committee:**

The Company has established a vigil mechanism for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. We affirm that during the financial year 2019-2020, no employee or director was denied access to the Audit Committee. The policy on Vigil mechanism is uploaded at the Company website at [www.telecanor.com](http://www.telecanor.com)

**10.4 Adoption of mandatory and non-mandatory requirements of Regulation 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:**

The Company has complied with all mandatory requirements of Regulation 27 and Schedule V of Listing Regulations. The Company has adopted following non-mandatory requirements of Regulation 27 and Part E of Schedule II of Listing Regulations.

(a) Audit Qualification - The Company is in the regime of unmodified audit opinion on financial statements.

(b) Separate posts of Chairman and CEO – The Company has separate Chairman and Chief Executive Officer.

(c) Reporting of Internal Auditor – The Internal Auditor directly reports to the Audit Committee.

**10.5 Web- link for policy determining ‘material’ subsidiaries:**

The Company does not have any subsidiary as defined under the Companies Act, 2013.

**10.6 Compliance of the requirement of Corporate Governance Report:**

During the financial year 2019-2020, the Company has complied with the requirements of Corporate Governance Report of sub paras (2) to (10) of the Point C of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

**10.7 Disclosure of the Compliance with Corporate Governance:**

The Company has complied with the regulations 17-20, 22-23, 25-27 and Clauses (b) to (i) of regulations 46(2) of Listing Regulations during the financial year 2018-2019. Regulations 21 and 24 of Listing Regulations are not applicable to the Company.

**10.8 Disclosure with respect to demat suspense account/unclaimed suspense account:**

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/bonus/right issues as at 31<sup>st</sup> March, 2020. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

**10.9 Disclosure of accounting treatment:**

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

**10.10 Code of Conduct for Prevention of Insider Trading:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading for its management, staff and directors. The Code lays down guidelines and procedures to be followed and disclosures to be made by directors, top level executives and staff whilst dealing in shares. The Company Secretary has been appointed as the Compliance Officer and is responsible for adherence to the Code.

**10.11 Code of Conduct:**

The Company has framed and adopted a Code of Conduct for the Board of Directors and Senior Management Personnel of the Company. All the members of the Board and Senior Management Personnel have affirmed compliance to the Code as on 31<sup>st</sup> March, 2020. A declaration to this effect, signed by the Chief Executive Officer of the Company is annexed to this report. The code is available on the Company's website at [www.telecanor.com](http://www.telecanor.com)

**10.12 Compliance Certificate by Practicing Chartered Accountant:**

The Company has obtained a certificate from the Practicing Chartered Accountant regarding compliance of conditions of Corporate Governance as stipulated in Schedule V of the Listing Regulations, which is annexed herewith and forms part of this Annual Report.

**For and on behalf of the Board of Directors**

**Sd/-**

**PILLI SWETHA**  
**Managing Director**  
**DIN: 06397865**

**Place: Hyderabad**

**Date: 16<sup>th</sup> October' 2020**

**DECLARATION – CODE OF CONDUCT**

Pursuant to Regulation 17 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct during the financial year ended 31st March, 2019.

**For and on behalf of the Board of Directors**

**Sd/-**

**PILLI SWETHA**  
**Managing Director**  
**DIN: 06397865**

**Place: Hyderabad**

**Date: 16<sup>th</sup> October' 2020**

**PRACTISING CHARTERED ACCOUNTANT CERTIFICATE REGARDING COMPLIANCE  
OF CONDITIONS OF CORPORATE GOVERNANCE**

To  
The Members  
Telecanor Global Limited

We have examined the compliance of conditions of Corporate Governance by **Telecanor Global Limited** (“the Company”) for the year ended on March 31, 2019, as stipulated in Schedule V and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI(LODR) Regulations 2015”].

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For SLR & Associates  
Chartered Accountant  
FRN No. 15874S**

**Sd/-  
D.Adithya  
Partner  
Membership No – 240691**

**Place: Hyderabad  
Date: 16<sup>th</sup> October’ 2020**



**Certificate of Non-Disqualification of Directors**

[Pursuant to Regulation 34(3) and schedule V Para C Clause (10)(i) of the SEBI ( Listing obligations and disclosure Requirements ) Regulations, 2015]

To  
The members  
Telecanor Global Limited  
3-6-237, 504, 5<sup>th</sup> Floor, Lingapur House  
Himayatnagar  
Hyderabad  
Telengana - 500029

I have examined the relevant registers, records, forms , returns and disclosure received from the directors of TELECANOR GLOBAL LIMITED ( herein after referred to as “the Company” ) having CIN L45200TG1991PLC012974 and having registered office at 653-6-237, 504, 5<sup>th</sup> Floor, Lingapur House, Himayatnagar, Hyderabad, Telengana - 500029 IN, produced before us by the Company for the purpose of issuing this certificate. In accordance with Regulation 34(3) read with schedule V Para – C Sub Clause 10(i) of the Securities exchange of India ( Listing obligations and disclosure Requirements ) Regulations, 2015.

In our opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in) ) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31<sup>st</sup> March , 2019 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate affairs, or any such other Statutory Authority.:

SL. No.	Name of Director	DIN	Date of Appointment
1.	Kuppili Rama Chandra Sekhar	06998136	04-11-2014
2.	Kameswara Rao Ramoju	07509513	03-05-2016
3.	Nalgonda Sujatha	08482301	29-05-2019
4.	Pilli Swetha	06397865	10-09-2012

Ensuring the eligibility for the appointment /continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Sourav Kedia & Associates  
Sd/-  
Sourav Kedia  
Practising Company Secretary  
M.No. 40951  
CP.No. 15259

Place: Kolkata  
Date: 12<sup>th</sup> October, 2020

**Certification by Managing Director and Chief Financial Officer of Telecanor Global Ltd.**

**We, Pilli Swetha, Managing Director of Telecanor Global Limited,** to the best of our knowledge and belief, certify that:

- a) We have reviewed the Financial Statement and Cash Flow Statement for the year ended 31<sup>st</sup> March' 2020 and to the best of our knowledge and belief:
  - (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements might be misleading;
  - (2) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations
- b) There are, to the best our knowledge and belief, no transaction entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal control for the financial reporting and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
  - (i) Significant Changes in Internal Control during the Year;
- e) Significant Changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements;
- f) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control.

**Pilli Swetha**  
**Managing Director**

**Place: Hyderabad**  
**Date: 16.10.2020**



## INDEPENDENT AUDIT REPORT

To

The Members of Telecanor Global Limited

### Report on the Stand alone Financial statements

We have Audited the accompanying standalone Financial statements of Telecanor Global limited ( the Company), which comprise the balance sheet as at 31 March 2020, the statement of profit and loss and cash flow statement for the year ended, and the summary of significant accounting policies and other explanatory information.

### Management's Responsibility on standalone financial statements

The company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of the standalone financial statements that give true and view of financial position, financial performance and cash flow of the company in accordance with the accounting principles generally accepted in India, including the Accounting standards specified under Section 133 of the Act, read with rule 7 of Company (Accounts) rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of Act for safeguarding the assets of the company and for preventing and detecting the frauds and other irregularities, selection and application appropriate accounting policies, making judgements and estimates that are reasonable and prudent, and design, implementation of and maintenance adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of accounting records, relevant to the preparation of financial statements that give true and fair view and free from material misstatement, whether due to fraud or error.



## **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the report under the provisions of the Act and rules made there under.

We conducted our Audit in accordance with the standards on auditing specified under Section 143(10) of the Act. These standard require that we comply ethical requirements and plan to perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures depend on the Auditors judgement including the assessment of risk of material misstatements in the financial statements, whether due to fraud or error. In making those risk assessments, the auditor consider internal financial control relevant to the companies preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in circumstances. An audit also includes evaluating the appropriateness of the accounting policies uses and reasonableness of the accounting estimate made by company's Directors, as well as evaluating the overall presentation of financial statements.

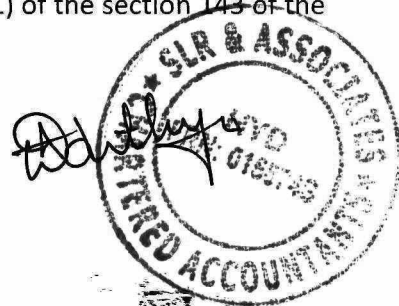
We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## **Opinion**

In our opinion and to the best of information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31 March 2020 and its cash flows for the year ended to that date.

## **Report on other legal and regulatory requirements**

1. As required by the companies ( Auditor's Report ) Order, 2016 ( the order ) issued by the central government of India in terms of sub section (11) of the section 143 of the




Act, we give Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.

2. As required by section 143 of the Act, we report that
- a. We have sought and obtained all the information and explanation which is best of our knowledge and belief were necessary for the purpose of audit.
  - b. In our opinion proper books of accounts as required by law have kept by the company so far as it appears from our examination of these books.
  - c. The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this report are in agreement with the books of account.
  - d. In our opinion the aforesaid standalone financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules 2014.
  - e. On the basis of the written representation received from the Directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors disqualified as on 31 March 2020 from being appointed as director in terms of section 164 (2) of the Act.
  - f. With respect to the adequacy of internal financial controls over financial reporting of the company and operating effectiveness of such controls, refer to our separate report in Annexure B , and
  - g. With respect to other matters to be included in the Auditor's report in accordance with the rule 11 of Companies ( Audit and Auditors ) Rules, 2014, in our opinion to the best of our information according to the explanation given to us.
    - 1) The Company has disclosed the impact of pending litigation on its financial position in its financial statements.
    - 2) The company has made provision, as required under applicable law or accounting standards for material foreseeable losses, If any
    - 3) The company has not transferred any amount to Investor Education and Protection fund as the company incurring continuously.
    - 4) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

For S L R & Associates

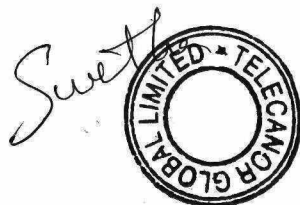
Chartered Accountants

FRN : 015874S

  
D.ADITHYA

PARTNER

M.NO 240691



## Annexure - A to the Auditors' Report

The Annexure referred to in our Report of even date to the members of Telecanor Global Limited on the accounts of the company for the year ended 31st March, 2020.

i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

(b) These fixed assets have been physically verified by the management during the year and discrepancies noticed on such verification have been properly dealt with in the books of accounts. In our opinion, the frequency of verification is reasonable having regard to the size of the company and the nature of the assets.

c) According to the information and explanation given us and basis of our examination of records of company, title deeds of immovable properties are held in the name of company.

ii. There are no inventories held by the Company during the year.

iii. The company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the paragraph 3(iiii) of the order is not applicable.

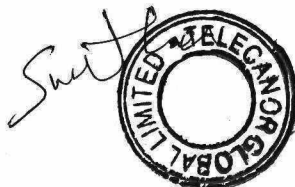
iv. The company has neither granted any loans, nor have any investments, and not given any guarantees. Accordingly, the paragraph 3(iv) of the order is not applicable.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the rules framed there under to the extent notified. Accordingly, the paragraph 3(v) of the order is not applicable.

vi. The Company is not engaged in the production of the goods or providing services as prescribed by the Central Government under sec 148(1) of the Act, Maintenance of cost records is not applicable. Accordingly, the paragraph 3(vi) of the order is not applicable.

vii. (a) According to the information and explanations given to us and on the basis of examination of our records of our company, various undisputed statutory dues are outstanding which are within 6 months and beyond 6 months., the list is mentioned below

CST Payable	Rs	2,27,324
FBT Payable	Rs	75,000
IT Payable	Rs	1,22,83,431
TDS Payable	Rs	31,32,778
Service tax Payable	Rs	56,53,353
VAT Payable	Rs	16,74,815



viii. The Company has defaulted in repayment of dues to Dhana Lakshmi bank as at the balance sheet date. The default since beginning of 2012 financial year. The amount of loan sanctioned was Rs 3,29,00,000/- and OD/working capital sanctioned 1,00,00,000/- as per communication received, the bank has initiated legal proceedings for recovery of loan at Debt Recovery Tribunal (DRT). Dhanalakshmi bank has granted loans on the basis of pledge of company shares (7,00,000 shares) and other securities such as book debts. Dhanalakshmi Bank limited has assigned all debts due and payable by the company and accrued interest thereon, other charges along with underlying security in favour of Phoenix ARC Private Limited as per assignment agreement dated on 28/03/2014.

The company has taken vehicle loan from Kotak Mahindra Bank and defaulted the same the vehicle was confiscated and sold by Bank. As per our books an amount of Rs 3,37,000/- is outstanding financial institution, banks, government or debenture holders during the year.

ix. The company has not raised any money by way of initial public offer or further public offer (Including debt instruments). Further, the term loans taken by the Company were applied for the purpose for which they were obtained.

x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. The company has provided any managerial remuneration accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

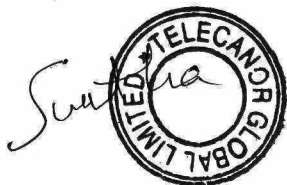
xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, there are no transactions with the related parties.

xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him which requires compliance of Section 192 of Companies Act, 2013. Accordingly, paragraph 3(xv) of the Order is not applicable.

xvi. The Receivables (debtors) amounting Rs 6,35,28,539/-(net) out of which majority of receivables are outstanding since 2 years. The management has informed us they are making





follow up efforts in this regard. However we observe that no effective legal action is has been initiated and the same need to be initiated immediately.

*Smita*



Date:  
Place: Hyderabad

For S L R & Associates  
Chartered Accountants

FRN: 015874S

*Dronadula Arthya*

Dronadula Arthya  
Partner

M. No.: 240691





## **Annexure - B to the Auditors' Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Telecanor Global Limited ("the Company") as of 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI').

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.



Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

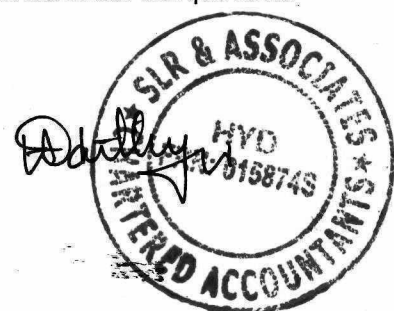
1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components



of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

*Sunita*

Date:  
Place: Hyderabad



For S L R & Associates  
Chartered Accountants  
FRN: 015874S

*Dronadula Adithya*

Dronadula Adithya  
Partner

M. No.: 240691



Telecanor Global Limited  
504 Lingapur House, Himayatnagar, Hyderabad  
Balance sheet as on 31st March 2020

	Note	As on 31st Mar 2020 (For 12Months)	As on 31st Mar 2019 (For 12Months)
<b>Equity and Liabilities</b>			
<b>Shareholders Funds</b>			
Share Capital	2	11,08,43,584	11,08,43,584
Reserves and Surplus	3	12,86,09,892	12,04,63,000
Share Warrants	4	-	-
Expired Share warrants	5	-	-
<b>Non current liabilities</b>			
Deffered Tax	7	1,54,92,134	1,54,92,134
<b>Current liabilities</b>			
Trade Payables	8	43,30,524	3,21,024
Other current liabilities	9	16,42,64,925	16,16,61,000
		42,35,41,059	41,47,80,742
<b>Assets</b>			
<b>Non current assets</b>			
Fixed assets	10	32,30,25,500	32,58,56,000
Long term loans and advances	11	56,42,519	56,42,519
Other non current assets	12	1,66,99,223	1,66,99,223
<b>Current assets</b>			
Trade receivables	13	7,52,03,139	6,39,83,000
Short term loans and	14	25,11,000	25,11,000
Cash and Cash Equivalent	15	4,59,678	985
		42,35,41,059	41,47,80,742
Notes to Balance sheet & Statement of profit and loss	1 to 21		

For SLR & Associates

Chartered Accountants

FRN:0158749

*Adithya*

D. Adithya

Partner

M.No 24069



For and on behalf of board

*P. Swetha*

P. Swetha  
Managing Director



R. Kameswara rao  
Director

Telecanor Global Limited  
504 Lingapur House, Himayat nagar, Hyderabad  
Statement of Profit and loss account for the period ended 31st March 2020

PARTICULARS	Note	Ason31stMar2020 (For 12 Months)	Ason31stMar2019 (For 12 Months)
<b>Revenue from Operations</b>			
Income from IT	16	1,18,82,696	-
Other Income	17	-	-
<b>Total Revenue</b>		<b>1,18,82,696</b>	<b>-</b>
<b>Expenses</b>			
Cost of material consumed	18	-	-
Employee Benefit Expenses	19	10,24,203	13,94,000
Finance Cost	20	1,14,45,105	1,14,45,408
Depreciation		41,76,000	27,27,031
Other Expenses	21	25,71,383	38,15,000
<b>Total Expenses</b>		<b>1,92,16,691</b>	<b>1,93,81,439</b>
Loss/Profit before tax		-73,33,995	-1,93,81,439
Current tax		-	-
Deffered Tax		-	-
Loss/Profit after tax		-73,33,995	-1,93,81,439
Notes to Balance sheet & Statement of profit and loss	1 to 21		

For SLR & Associates

Chartered Accountants

FRN : 015874S

*D. Adithya*

D. Adithya  
Partner

M.No 240691



For and on behalf of board

*P. Swetha*

P. Swetha  
Managing Director



R. Kameswara rao  
Director

## Telecanor Global Ltd Cash flow statement

Particulars	31.03.2020	31.03.2019
<b>A Cash flow from operating activities</b>		
Profit before tax	-73.33	-202.04
Gain / Loss on sale of property	-	-
Depreciation expense	41.76	41.76
Interest expense	114.44	114.44
Dividend income	-	-
Interest income	-	-
Operating profit before working capital change	82.87	-45.84
working capital adjustments		
Decrease/(increase) other financial assets	-	-
Decrease/(increase) other current assets	.	
Decrease/(increase) trade receivables	-116.74	0
Decrease/(increase) inventories	-	
Decrease/(increase) current liabilities	-	
Decrease/(increase) current financial liabilities	-28.61	0
Cash generated from operations	-62.48	-45.84
<b>B Cash flow from investing activities</b>		
Purchase of fixed assets	-13.45	0
Procceds from sale of activities		
Sale or purchase of investments		
Interest received		
Dividend received		
<b>Net cash used or generated from investing activities</b>	-13.45	0
<b>C Cash flow from financing activities</b>		
Procceds from long term borrowings	109.45	45.85
Procceds from short term borrowings		
Repayment of long / short term borrowimgs	-33.16	
<b>Net cash used / Geenerated from financing activities</b>	76.29	45.85
Net increase / Decrease in cash and cash equivalentents	0.36	0.01
Cash and cash equivalentents beging of the year	0.01	-
Cash at the hand and bank	0.37	0.01



Telecanor Global Limited  
504 Lingapur House Himayat nagar, Hyderabad

Notes to Balance sheet & Profit and loss

**Note no: 1**

**SIGNIFICANT ACCOUNTING POLICIES:**

**a) Basis of Preparation:**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of Companies Act, 2013, ("the Act") and other relevant provisions of the Act.

The Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101, First-Time Adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

The preparation of financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of the changes in the circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to accounts.

**b) Revenue Recognition:**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be measured reliably.

**a) Income from Services:**

Revenues are recognized immediately when the services are provided. The company collects the taxes on behalf of the government and therefore, these are not economic benefits flowing to the company. Hence they are excluded from revenue.

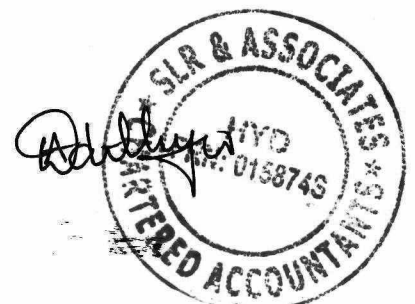
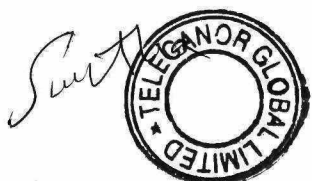
**b) Sale of Goods:**

Revenues are recognized when the company has transferred all significant risks and rewards of ownership of goods to the buyer.

**c) Property, Plant and Equipment**

**Transition to Ind AS**

On transition to Ind AS, the Company has elected to continue with carrying value of all its property, plant and equipment recognised as at 01st April 2016 measured as per previous GAAP and use that carrying value as the deemed cost of the Property, plant and equipment. Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, intended by the Management. The Company depreciates property, plant and equipment over their useful lives specified in Schedule II of



the Companies Act, 2013 using the straight-line method. The useful lives of the assets are as follows:

**Asset Category Useful Life considered by company (Years)**

Office Equipment 5  
Furniture & Fixtures 10  
Computer Systems – other than servers 3  
Computer Systems –servers 6  
Electrical Installations 10  
Vehicles 6  
Buildings 3

Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

**d) Intangible Assets**

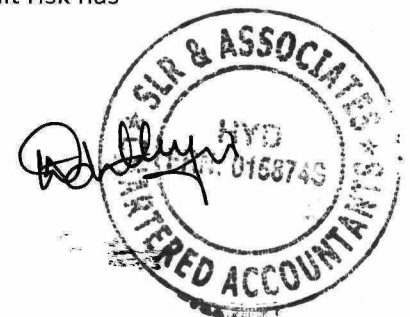
Intangible Assets are stated at cost less accumulated amortization and impairment, if any. Intangible Assets are amortized over their respective individual estimated useful lives on the straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence demand, competition, and other economic factors (such as stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project demonstrated, future economic benefits are probable, the Company has an intention and ability to complete and use or sell the software and the costs can be reliably measured. The costs which can be capitalized include the cost of material, employee benefit expenses, overhead costs that are directly attributable to preparing the asset for its intended use.

**e) Inventories**

Inventories are valued at cost. Costs include all non refundable duties and all charges incurred in bringing the goods to their present location and condition.

**f) Impairment:**

The Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the financial assets and credit risk exposure. The Company follows 'Simplified Approach' for recognition of impairment loss allowance on all trade receivables or contractual receivables. Under the simplified approach the Company does not track changes in credit risk, but it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. If credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. However, if credit risk has





increased significantly, lifetime ECL is used. ECL impairment loss allowance (or reversal) recognised during the period is recognized as income / (expense) in the statement of profit and loss.

**g) Foreign currency transactions**

**(a) Initial recognition**

Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction.

**(b) Conversion:**

At the year-end, monetary items denominated in foreign currencies, if any, are converted into rupee equivalents at exchange rates prevailing on the balance sheet date.

**h) Deferred tax**

Deferred tax is accounted for by computing the tax effect of timing differences which arise during the year and reverse in subsequent periods. However deferred tax was not provided during the year as the company has incurred loss during the period.

**i) Loans and Advances**

Company neither paid interest nor paid instalment on the term loan and OD.

**j) Earning per share**

during the period under review the company has incurred cash loss.

k) Contingencies and events occurring after balance sheet date – nil

**l) Employee benefits**

Based on past experience and the position on the reporting date, no provision made for the retirement benefits as none of the present employees are entitled the same.

**m) Segmenting reporting**

Since all operations during the year confined to one segment only, hence bifurcation for segmental results are not drawn.

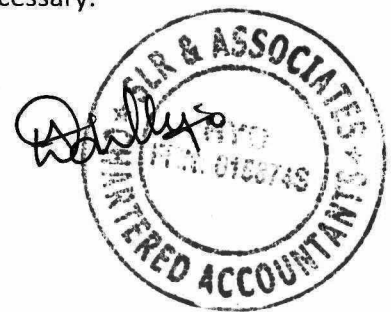
**n) Related party transaction**

No related party transaction during the year.

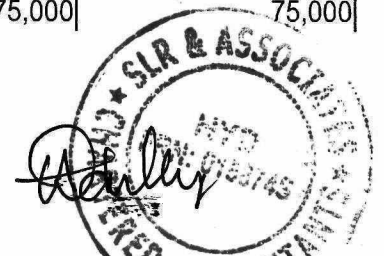
**o) Debtors outstanding is to the tune of Rs 6,35,28,539. Majority of which is outstanding since more than 3 years.**

Confirmations from debtors not obtained by company.

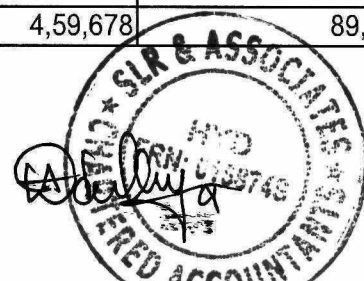
**p) Previous years figures have been recast / restated wherever necessary.**



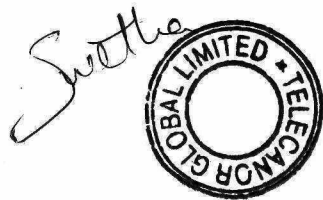
PARTICULARS	As on 31st Mar 2020	As on 31st Mar 2019
<b>Note 2 : Share Capital</b>		
Equity Share Capital		
Authorised Share capital 12,000,000 Equity shares of 10/- each issued, subscribed and paid up capital	12,00,00,000	12,00,00,000
11390914 equity shares of 10/- Share allotment money due	11,39,09,140 -3065556.00	11,39,09,140 -3065556.00
	11,08,43,584	11,08,43,584
Details of shareholder holding more than 5%	No of Shares	No of Shares
Maruti Ram praturi (7,00,000 Shares pledge with Dhanalakshmi bank)	11,02,348	11,02,348
Hemant Kumar Guptha	17,60,718	17,60,718
Harsh vimalbhai shah	6,00,540	6,00,540
Visual Mind Technologies	5,46,200	5,46,200
Vijaya lakshmi praturi	15,15,677	15,15,677
<b>Note 3 : Reserves and Surplus</b>	12,86,09,892	12,04,63,000
<b>Note 4 : Share warrants</b>	-	-
<b>Note 5 : Expired Share Warrants</b>	-	-
<b>Note 6 : Longterm Borrowings</b>	-	-
<b>Note 7 : Deffered Tax Liability</b> Deffered Tax Liability	1,54,92,134	1,54,92,134
<b>Note 8 : Trade Payables</b> Trade payables	43,30,524	3,21,024
<b>Note 9 : other Current Liabilities</b>		
CST Payable	2,27,324	2,27,324
Vat Payable	16,74,815	16,74,815
FBT Payable 2008-09	75,000	75,000



Incometax Payable	1,22,83,431	1,22,83,431
Service Tax Payable	56,53,353	56,53,353
TDS Payable	30,32,778	30,32,778
Dhanalakshmi Bank-Cash credit	7,32,67,664	7,32,67,664
Dhanalakshmi Bank-Term Loan	4,26,43,460	4,26,43,460
Kotak Mahindra Bank - Vehicle loan	3,37,000	3,37,000
Rent Payable	1,80,000	1,80,000
Share warrants money payable	29,10,555	29,10,555
Audit Fee	75,000	75,000
Salaries payable	75,000	75,000
Other liabilities	2,18,29,545	1,92,25,620
	<b>16,42,64,925</b>	<b>16,16,61,000</b>
<b>Note 11 : Long Term loans and Advances</b>		
Other Deposits	4,49,816	4,49,816
Tds Receivable	19,40,264	19,40,264
Tds Receivable 2011-12	14,92,371	14,92,371
Other loans and advances	17,60,068	17,60,068
	<b>56,42,519</b>	<b>56,42,519</b>
<b>Note 12 : Other Non Current Assets</b>		
Advances For Construction project Lands	77,20,423	77,20,423
Proposed SEZ project Land Advance	89,78,800	89,78,800
	<b>1,66,99,223</b>	<b>1,66,99,223</b>
<b>Note 13 : Trade Receivables</b>		
Trade Debtors Out standing more than 6 months	7,52,03,139	6,35,28,539
	<b>7,52,03,139</b>	<b>6,35,28,539</b>
<b>Note 14 : Short Term loans and advances</b>		
GVL Corporation	25,10,000	25,10,000
Others	1000	1000
	<b>25,11,000</b>	<b>25,11,000</b>
<b>Note 15 : Cash and cash equivalents</b>		
Cash in hand & bank	4,59,678	985
	<b>4,59,678</b>	<b>89,000</b>



<b>Note 16 : Revenue From Operations</b>		
income From IT Operations	1,18,82,696	-
	1,18,82,696	-
<b>Note 17 : Other Income</b>		
	-	-
<b>Note 18 : Cost of material consumed</b>		
Communication expenses	-	-
		-
<b>Note 19 : Employee Benefit expenses</b>		
Staff salaries and contract workers	10,24,203	13,94,000
	10,24,203	13,94,000
<b>Note 20 : Finance costs</b>		
Interest on OD	82,32,324	82,32,324
Interest on Term loan	32,13,084	32,13,084
	1,14,45,408	1,14,45,408
<b>Note 21 : Other Expenses</b>		
Legal & Professional expenses	3,93,983	10,25,600
Audit Fee	1,25,000	1,25,000
power fuel & maintenance		12,000
Directors remuneration		6,00,000
remaing Other expenses	20,52,400	26,400
	25,71,383	38,15,000



# 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

## ATTENDANCE SLIP

### 28<sup>TH</sup> ANNUAL GENERAL MEETING ON 9<sup>TH</sup> NOVEMBER, 2020

Registered Folio No/ DP ID & Client Id*	
Name and Address of the Shareholder(s)	
Name of joint holders, if any	
No. of Shares held	

\*Applicable to shareholders holding shares in electronic form.

I/We hereby record my/our presence at the 28<sup>th</sup> Annual General Meeting of Telecanor Global Limited held on Monday, 9<sup>th</sup> November, 2020 at 10:00 A M at GHMC Community Hall, New Ashok Nagar, Secunderabad, Hyderabad - 500048.

.....  
Member's/Proxy Name in Block Letter

.....  
Member's/Proxy's Signature

**Notes:** 1. Members/Proxy holders are requested to bring this slip with them when they come to the meeting and hand it over at the entrance of the Meeting Hall duly signed.

2. The electronic voting particulars are set out below:

<b>EVSN (Remote E-Voting Sequence Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>

Please refer to the attached AGM Notice for instructions on remote e-voting

Remote e-voting facility is available during the following voting period:

Commencement of Remote e-voting <b>November 6, 2020 from 9.00 AM</b>	End of Remote e-voting <b>November 8, 2020 till 5.00 PM</b>
---	--

**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

**28<sup>TH</sup> ANNUAL GENERAL MEETING ON 9<sup>TH</sup> NOVEMBER, 2020**

**MGT- 11**

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rules, 2014]

Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No./Client Id*:	
DP ID*:	

\*Applicable to shareholders holding shares in electronic form.

I/We, being the member(s) of ..... Shares of the above named Company, hereby appoint:

1. Name:.....

Address:.....

E-mail ID: .....Signature:.....or failing him;

2. Name:.....

Address:.....

E-mail ID: .....Signature:.....or failing him;

3. Name:.....

Address:.....

E-mail ID: .....Signature:.....

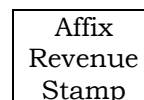
as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28<sup>th</sup> Annual General Meeting of Telecanor Global Limited to be held on Monday, 9<sup>th</sup> November, 2020 at 10:00 A.M at GHMC Community Hall, New Ashok Nagar, Secunderabad, Hyderabad - 500048 and at any adjournment thereof in respect of resolutions as are indicated below:

Resolution No	Resolution	Vote (Optional See Note 2) No. (Please mention no. of shares)	
		For	Against
<b>Ordinary Resolution</b>			
1.	To receive, consider and adopt the audited financial statements of the company for the financial year ended 31 <sup>st</sup> March, 2020, including the audited Balance Sheet as at 31 <sup>st</sup> March, 2020, the statement of Profit and Loss for the year ended on that date and reports of the Board of Directors' and Auditors' thereon.		
2.	Ordinary Resolution to appoint M/s. SMV & Co, Chartered Accountants (FRN No: 015630S), Hyderabad, as Statutory Auditors.		
3.	Reclassification of Promoter Group Shareholders of the Company.		
4.	Sale of undertaking under Section 180 (1) (a) of the Companies Act, 2013.		
5.	To re-appoint Mr. Kuppili Rama Chandra Sekhar (DIN: 06998136) as Non-Executive Independent Director of the Company.		

Signed this .....day of .....2020.

Signature of the Shareholder .....

Signature of Proxy holder(s) .....



**Note : 1. This form of Proxy, to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Annual General Meeting.**

**2. It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner he/she may deem appropriate.**

www.mca.gov.in | Ministry Of Corporate Affairs - C | Companies Act, 2013 | GHMC Community Hall, New Ashok Nagar, Secunderabad, Hyderabad

https://www.google.co.in/maps/search/GHMC+Community+Hall,+New+Ashok+Nagar,+Secunderabad,+Hyderabad+...+500048/@17.4268892,78.4632147,13z/data=!3m1!4...

Map data ©2018 Google India Terms Send feedback 2 km

00:31 24/09/2018