



Surana Group

# SURANA SOLAR LIMITED

(formerly Surana Ventures Limited)

**ISO 9001 - 2008 Certified Company**

5th Floor, Surya Towers,  
Sardar Patel Road,  
Secunderabad - 500 003, Telangana, India  
Tel : +91 40 27845119/27841198/44665700  
Fax : +91-40-27848851/27818868  
Website : www.surana.com  
E.mail : surana@surana.com  
CIN No.: L45200TG2006PLC051566

**SOL/SECT/ 028 /15-16**

**Date: 01<sup>st</sup> September, 2015**

The Secretary,  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor, Plot C/1,  
G Block, Bandra – Kurla Complex,  
Bandra (E), Mumbai – 400 051.

Dear Sir,

**Sub: Compliance with Clause 31(a) of the listing Agreement –Reg**

In compliance with Clause 31(a) of the Listing Agreement, we are forwarding herewith, six  
(6) Copies of the Annual Reports of our Company for the financial year 2014-15. Further  
Please find enclosed Form A.

This is for your information.

Thanking you,  
Yours faithfully,

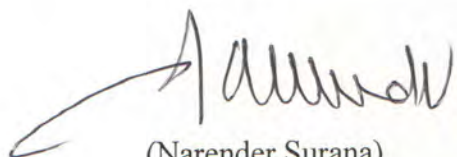
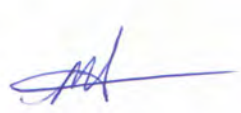
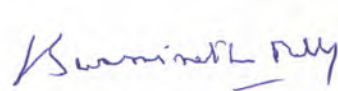
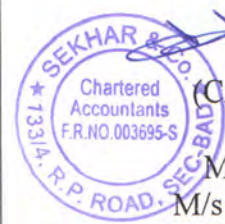
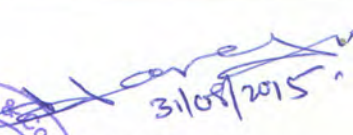
For **SURANA SOLAR LIMITED**

**BADARISH H CHIMALGI**  
**COMPANY SECRETARY**  
Encl A/a



## FORM A

### FORMAT OF COVERING LETTER OF THE ANNUAL AUDIT REPORT TO BE FILED WITH THE STOCK EXCHANGES

1	Name of the Company	Surana Solar Limited
2	Annual Financial Statements for the year ended	31 <sup>st</sup> March, 2015
3	Type of Audit observation	Un-qualified
4	Frequency of observation	Nil
5	To be signed by –	
	<b>CEO/ Managing Director</b>	 (Narender Surana) Managing Director
	<b>Director-Finance</b>	 (Manish Surana) Director-Finance & Technical
	<b>Audit Committee Chairman</b>	 (O. Swaminatha Reddy) Audit Committee Chairman
	<b>Auditor of the Company</b>	  (CA. G. Ganesh) Partner M.No. 211074 M/s Sekhar & Co., Chartered Accountants





# SURANA SOLAR LIMITED

*9<sup>th</sup> Annual Report*  
*2014-15*



# SURANA



EMERGENCY HOME POWER PACK



EATON INVERTER



SOLAR MODULES



SOLAR MINI HOME POWER SYSTEM

## BOARD OF DIRECTORS

G M Surana	-	Chairman
O Swaminatha Reddy	-	Director
R Surender Reddy	-	Director
S R Vijayakar	-	Director
Dr. R. N. Sreenath	-	Director
Narender Surana	-	Managing Director
Devendra Surana	-	Director
Manish Surana	-	Whole-time Director
Nirmal Kumar Jain	-	Director
Madhumathi Suresh	-	Director

### STATUTORY COMMITTEES

#### AUDIT COMMITTEE

O Swaminatha Reddy	Chairman
G M Surana	Member
R Surender Reddy	Member
S R Vijayakar	Member
Dr. R. N. Sreenath	Member

#### STAKEHOLDERS RELATIONSHIP COMMITTEE:

G M Surana	Chairman
Narender Surana	Member
Devendra Surana	Member

#### NOMINATION & REMUNERATION COMMITTEE:

R Surender Reddy	Chairman
O Swaminatha Reddy	Member
S R Vijayakar	Member

#### RISK MANAGEMENT COMMITTEE:

Narender Surana	Chairman
Devendra Surana	Member
Manish Surana	Member

#### CSR COMMITTEE:

Narender Surana	Chairman
Devendra Surana	Member
Dr. R. N. Sreenath	Member

### COMPANY SECRETARY

Badarish H Chimalgi

### BANKERS

Indian Overseas Bank  
Corporation Bank  
Bank of India

### REGISTRAR & TRANSFER AGENT:

#### M/s. KARVY COMPUTERSHARE PRIVATE LIMITED

Karvy Selenium Tower B, Plot No 31 & 32  
Gachibowli, Financial District, Nanakramguda  
Serilingampally, Hyderabad - 500 032  
Tel No.040-67162222, E-mail: einward.ris@karvy.com,  
Web Site: www.karvy.com

**Regd. Office :** Karvy House 46, Avenue 4,  
Street No.1, Banjara Hills, Hyderabad - 500 034

### STATUTORY AUDITORS

#### M/s. Sekhar & Co.,

Chartered Accountants  
133/4, R. P. Road,  
Secunderabad – 500 003.

### INTERNAL AUDITORS

#### M/s. Luharuka & Associates

Chartered Accountants  
5-4-187/3&4, Soham Mansion, 2nd Floor,  
Above Bank of Baroda, M G Road,  
Secunderabad - 500 003.

### COST AUDITORS

#### M/s. BVR & Associates

H.No. 6-3-628/3, Flat No. 101, R.V. Naipunya Apts.  
Anand Nagar Colony, Khairatabad,  
Hyderabad – 500 004

### SECRETARIAL AUDITOR

#### M/s. Rakhi Agarwal & Associates

A-10, Janata HSG. Society,  
Opp. Pantaloons, Shyam Lal Building,  
Begumpet, Hyderabad -500 016

### WORKS:

#### SOLAR PHOTOVOLTAIC DIVISION

1. Plot No 212/3, Phase II, I.D.A., Cherlapally  
Hyderabad – 500 051
2. Plot No.21, Ravirayal (Village),Maheswaram (Mandal),  
Rangareddy (Dist), Fabcity, Hyderabad
3. Plot No. 12, Rasoolpura, Secunderabad – 500 003

### NON- CONVENTIONAL ENERGY (WIND)

1. Kaladhon Village, Khatav Taluka,  
Satara Dist., Maharashtra.

### REGISTERED OFFICE

5<sup>th</sup> Floor, Surya Towers, Sardar Patel Road,  
Secunderabad – 500 003, India.

Tel : + 91 40 27845119, 27841198,44665750

Fax : + 91 40 27848851

E-mail : surana@surana.com

Investors : cs@surana.com  
investorservices\_svl@surana.com

Website : www.surana.com, www.suranaventures.com

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## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 9<sup>th</sup> Annual General Meeting of the members of **SURANA SOLAR LIMITED**, will be held on Wednesday the 30<sup>th</sup> September, 2015 at 11.00 AM at the Grand Solitaire Hotel, 1-240, 41 & 43, S.D.Road, Parklane, Secunderabad, Telangana - 500003 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2015 along with Auditors' Report & Directors' Report thereon.
2. To declare Dividend for the year ended 31<sup>st</sup> March, 2015.
3. To appoint a Director in place of Shri. G. M. Surana, who retires by rotation and being eligible, offers himself for re-appointment
4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** in terms of the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 as may be applicable and pursuant to the resolution of the members at the 8<sup>th</sup> Annual General Meeting, the appointment of M/s. Sekhar & Co., Chartered Accountants (Firm Regn No: 003695S) as Statutory Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the 13<sup>th</sup> Annual General Meeting of the Company, be ratified by the members on a remuneration as may be decided by the Board of Directors".

### SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass, with or without modifications, the following resolution as **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification (s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, **Smt. Madhumathi Suresh (DIN-07124113)** who was appointed as Additional Director w.e.f 23.03.2015 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director.

**RESOLVED FURTHER THAT** Smt. Madhumathi Suresh has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom, pursuant to Section 160 be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years with effect from 30<sup>th</sup> September, 2015 up to 29<sup>th</sup> September, 2020 not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient to give effect to the foregoing resolution."

6. To consider and, if thought fit, to pass, with or without modifications, the following resolution as **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the Company be and is hereby approved the re-appointment of Shri Narender Surana as Managing Director of the Company for a period of 5 years w.e.f. 08.08.2015 to 07.08.2020 without any remuneration, to look after the day to day affairs of the Company subject to the superintendence, guidance and directions of the Board of Directors:

**RESOLVED FURTHER THAT** Shri. Narender Surana shall be entitled for reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits / amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company as per the service rules of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient to give effect to the foregoing resolution."

7. To consider and, if thought fit, to pass, with or without modifications, the following resolution as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the Company be and is hereby approved and ratified the re-appointment of Shri Manish Surana as "Director-Finance and Technical / Whole Time Director" of the Company for a period of 3 years w.e.f. 28.01.2015 to 27.01.2018 on the same remuneration as mentioned below:

**1. Salary:**  
₹ 3,50,000 – ₹ 50,000 – ₹ 4,00,000 per month

**2. Housing:**  
Shri Manish Surana shall be entitled to House Rent Allowance equal to 50% (fifty percent) of the Salary. In case accommodation for Shri Manish Surana is provided by the Company, the expenditure incurred by the Company on hiring accommodation will be subject to a ceiling of 50% (Fifty percent) of the Salary of Shri Manish Surana. Expenditure on furnishing, electricity, water, gas at actuals shall in addition be payable by the Company to Shri Manish Surana.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient to give effect to the foregoing resolution."

8. To consider and if thought fit, to pass with or without modification, the following Resolution as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any,

of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

9. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 42, 62 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2004 and all other applicable provisions of the Companies Act, 2013, as applicable, and/or Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment thereof), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India), Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Deposit Receipt Mechanism) Scheme, 1993, as amended and the applicable Rules, Regulations, Notifications and Circulars, if any, issued by Securities and Exchange Board of India (SEBI) from time to time, including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the ICDR Regulations), Reserve Bank of India (RBI), Government of India or any other competent Authority and clarifications, if any, issued thereon from time to time by appropriate authorities, the Equity Listing Agreements (the “Listing Agreement”) entered into by the Company with the Stock Exchanges where the Company's Equity Shares of face value of ₹ 5/-each (the “Equity Shares”) are listed and other concerned and appropriate authorities, and other applicable laws, if any, and relevant provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI and any other appropriate Authority(ies), Bank(s), Institution(s) or Body(ies), as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, as are accepted, the Board of Directors of the Company, (hereinafter referred to as the “Board”, which term shall be deemed to include any duly constituted Committee thereof), be and is hereby authorized to create, offer, issue and allot Equity Shares/ Securities in one or more tranches, in the course of domestic or international offerings, by way of Follow-on Public Offer (FPO) and/or by way of a Qualified Institutions Placement (QIP) in terms of the Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time and/ or Equity Shares in the form of Global Depository Receipts (GDRs), and/or American Depository Receipts (ADRs), and/ or External Commercial Borrowings (ECBs) with rights of conversion into shares, and/ or Foreign Currency Convertible Bonds (FCCBs) and/or Optionally or Compulsorily Convertible Redeemable Preference

Shares (OCPS/CCPS), convertible into Equity Shares of the Company with voting rights or with differential rights as to voting, dividend or otherwise in accordance with such rules and subject to such conditions as may be prescribed or any other instrument convertible into Equity Shares with voting rights or with differential voting rights as to voting, dividend or otherwise (hereinafter referred to as the “Securities”), to be subscribed to, by International and/or Indian Banks, Institutions, Institutional Investors, Mutual Funds, companies, other Corporate Bodies, Resident/Non-Resident Indians, Foreign Nationals and other eligible Investors, as may be decided by the Board, (hereinafter referred to as “Investors”), whether or not such Investors are members of the Company or not (including the provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company, group/ associate company(ies) as may be permitted by the ICDR Regulations from time to time), at such time or times, at such price or prices, at discount / premium to the market or prices in such manner and on such terms and conditions including security, rate of interest etc. including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors, as may be determined by the Board at the time of such issue and allotment, considering the then prevailing market conditions and other relevant factors wherever necessary, up to an aggregate of **US\$ 50 million** in any foreign currency or in Rupees (inclusive of such premium as may be determined) and such issue and allotment be made at such time or times, in such tranche or tranches, in such currency or currencies, in such manner and on such terms and conditions (including, if necessary, in relation to security on convertible debt instruments) as may be decided and deemed appropriate by the Board in its sole discretion at the time of issue / allotment.”

“**RESOLVED FURTHER THAT** in case of QIP, pursuant to Chapter VIII of the ICDR Regulations, the allotment of Equity Shares/ Securities shall only be made to Qualified Institutional Buyers at a price including a discount of not more than 5% (or such discount as may be prescribed by SEBI from time to time) within the meaning of Chapter VIII of ICDR Regulations and such securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this Resolution.”

“**RESOLVED FURTHER THAT** the Company and/or any agency or body authorized by the Company, may issue receipts/certificates representing the underlying securities and/ or Equity Shares issued by the Company with such features and attributes as are prevalent in International Capital Markets for instruments of this nature and provide for the tradability or free transferability thereof as per the domestic/international practices, norms and regulations, and under the norms and practices prevalent in the International Markets.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot, from time to time, such number of Equity Shares at such premium as may be decided by the Board in its absolute discretion, upon conversion of such Securities or as may be necessary in accordance with the terms of the offering, including additional Equity Shares, and all such shares shall rank paripassu with the then existing Equity Shares of the Company in all respects including to dividend.”



**“RESOLVED FURTHER THAT** for the purpose of giving effect to any issue and/or allotment of Equity Shares in the Company or Securities or instruments or Securities representing or convertible into Equity Shares in the Company, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion, deem necessary, appropriate or desirable for such purpose, including, without limitation, determining the form and manner of the issue, the class of investors to whom the Equity Shares/ Securities are to be issued and allotted, number of Equity Shares/Securities to be allotted in each tranche, issue price, face value, premium amount on issue/conversion of Securities/ exercise of warrants/redemption of Securities, rate of interest, redemption period, to appoint Lead Managers, Merchant Bankers, Global Business Coordinators, Book Runners, Underwriters, Guarantors, Financial and/or Legal Advisors, Depositories, Custodians, Registrars, Trustees, Bankers and all other agencies, to enter into or execute all such agreements/ arrangements /MOUs/documents with any such agencies, as may be necessary; to list the Securities and the Equity Shares to be issued on conversion of the said Securities on any Indian and/or Foreign Stock Exchange(s), as it may in its absolute discretion deem fit.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares or Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise, with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of the aforesaid Resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Whole-time Director(s) or any Director(s) or any other Officer(s) of the Company to implement the aforesaid Resolution.”

10. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the rules framed there under and subject to all other approvals, if any required, the Company be and is hereby authorised to pay an amount of ₹ 10,000/- (Rupees Ten Thousand Only) as remuneration to M/s. BVR & Associates, Cost Accountants in practice, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2015-16”.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board  
For **SURANA SOLAR LIMITED**

Place : Secunderabad  
Date : 06.08.2015

**NARENDER SURANA**  
**MANAGING DIRECTOR**

## NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to provisions of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising such representative to attend and vote on their behalf at the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 25.09.2015 to 30.09.2015 (both days inclusive), for annual closing and determining the entitlement of the shareholders to the final dividend for 2014-15.
4. Dividend on shares @ 10 % as recommended by the Board of Directors, if declared by the Company at the meeting, will be paid subject to the provisions of Section 123 of the Companies Act, 2013 to those shareholders whose names appear on the Register of Members of the Company as on 30.09.2015 or to their mandates, to the extent eligible, and also to the beneficial owners of equity shares held in electronic form on the same date as per the details furnished by the Depositories for this purpose.
5. The Securities and Exchange Board of India (SEBI) and the Ministry of Corporate Affairs have made it mandatory for all the Listed Companies to offer Electronic Clearing Service (ECS) facilities for payment of dividend, wherever applicable. This facility offers various benefits like timely credit of dividend to the shareholders' account, elimination of loss of instruments in transit or fraudulent encashment etc. Currently, the facility is available at locations specified by Reserve Bank of India. In case of shareholders staying at locations not currently covered by ECS, the bank account details will be used for sufficing along with the name of the shareholder on the Dividend Warrant. In view of the above:
  - i. Shareholders holding shares in Physical Form and desirous of availing the facility are requested to complete the ECS Form attached to this Annual Report and forward the same to the Company at its registered address.
  - ii. Shareholders holding shares in Dematerialised Form are requested to provide the Bank details to their Depository participants for incorporation in their records. The Depository in turn would also forward the required information to the Company.

6. The Company's Equity shares are listed at BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 and National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 and the Company has paid the Listing Fees to the said Stock Exchanges.
7. Members / Proxies are requested to bring their copies of Annual Report with them for the Annual General Meeting and the attendance slip duly filled in for attending the Meeting. No copies of the Annual Report will be distributed at the meeting.
8. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Karvy Computershare Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Karvy Computershare Private Limited.
9. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Karvy Computershare Private Limited, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
10. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
12. Clause 32 of the Listing Agreement executed with the stock exchanges permits sending of soft copies of annual reports to all those members who have registered their email addresses for the purpose.

The Companies Act, 2013 has also recognised serving of documents to any member through electronic mode. In terms of the circular No. NSDL/CIR/II/10/2012 dated March 9, 2012 issued by National Securities Depository Limited, email addresses made available by the Depository for your respective DPs accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered email address for serving notices/documents including those covered under Section 101 and 136 of the Companies Act, 2013 read with Section 20 of the Companies Act, 2013 and the applicable Rules. In light of the requirements prescribed by the aforesaid circulars, for

those members whose Depository Participant accounts do not contain the details of their email addresses, printed copies of the Annual Report would be dispatched.

13. Shareholders are requested to furnish their e-mail IDs to enable the Company to forward all the requisite information in electronic mode and support the green initiative. In case of the Shareholders holding shares in demat form the email IDs of the shareholders registered with DP and mode available to the Company shall be the registered email IDs unless communication is received to the contrary.
14. The Securities Exchange Board of India has notified that the shareholder/transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their PAN card to the Company's RTA while transacting in the securities market including transfer, transmission or any other Corporate Action. Accordingly, all the shareholders/transferee of shares (including joint holders) are requested to furnish a certified copy of their PAN card to the Company's RTA while transacting in the securities market including transfer, transmission or any other corporate action.
15. Pursuant to Section 108 of the Companies Act, 2013 read with relevant Rules under the Act, the Company is pleased to provide the facility to the Members to exercise their right to vote through electronic voting. The members who have not cast their vote by remote e-voting shall be able to vote at the Annual General Meeting.
16. The members whose names appear on the Register of Members/ list of beneficial owners as on 23<sup>rd</sup> September, 2015 are eligible to participate in e-voting on the resolutions set forth in this notice.
17. The Companies (Management and Administration) Rules, 2015 provide that the electronic voting period shall close at 5.00 PM, on the date preceding the AGM. Accordingly, the e-voting will be available at the <https://evoting.karvy.com>, the remote e-voting period will commence at 9.00 A.M. (IST) on 26<sup>th</sup> September, 2015 and will end at 5.00 P.M. (IST) on 29<sup>th</sup> September, 2015. The remote e-voting will not be allowed beyond the aforesaid period and time, and the remote e-voting module shall be disabled by M/s Karvy Computershare Private Limited, the agency engaged by the company to provide e-voting facility.
18. The member(s) who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
19. In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set forth in their Notice, the Company is enclosing a Ballot form with the Notice. Resolution (s) passed by the members through ballot forms, remote e-voting and voting at the AGM are deemed to have passed as if they have been passed at the AGM.
20. The Company has appointed M/s Rakhi Agarwal & Associates, Practicing Company Secretaries, Hyderabad to act as Scrutinizer to scrutinize the poll at the Annual General Meeting, remote e-voting process and through ballot form in a fair and transparent manner.
21. The Login ID and Password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail ids with the Company/their respective Depository Participant along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company/their respective Depository Participant are being forwarded the login ID and Password for e-voting along with process, manner and instruction by e-mail.
22. Members are requested to send all communication relating to shares to the Company's Share Transfer Agents (Physical and Electronic) at M/s KARVY COMPUTERSHARE PRIVATE LIMITED, Karvy Selenium Tower B, Plot No 31&32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032. Further, kindly note that members holding shares in physical form and intending to transfer their shares have to furnish the PAN particulars of transferee along with the share transfer deeds for affecting the physical share transfer.
23. Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of AGM and holds shares as on the cut-off date of 23<sup>rd</sup> September, 2015, may obtain User ID and Password by sending a request at [evoting@karvy.com](mailto:evoting@karvy.com). However, if you are already registered with Karvy for e-voting, then you can use your existing User ID and Password for casting your vote.
24. Please note that, any queries pertaining to accounting related aspects may be posted /handed over to the Secretarial Department at the Registered Office of the Company at least 48 hours before the Annual General Meeting, so that the same could be clarified to the shareholders at the Annual General Meeting.
25. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses set out above is annexed herewith.

By Order of the Board  
For **SURANA SOLAR LIMITED**

Place : Secunderabad  
Date : 06.08.2015

**NARENDER SURANA**  
**MANAGING DIRECTOR**



## EXPLANATORY STATEMENT

### PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 5

The Board of Directors of the Company appointed Smt. Madhumathi Suresh as an Additional Director of the Company with effect from 23.03.2015 on recommendation of Nomination & Remuneration Committee. In accordance with the provisions of Section 161 of Companies Act, 2013, Smt. Madhumathi Suresh shall hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as an Independent Director for a term up to five years. Notice as required under section 160 of the Companies Act, 2013 has been received from a member signifying their intention to propose her as candidate for the office of the Director of the Company.

The Company has received a declaration of independence from Smt. Madhumathi Suresh. In the opinion of the Board, Smt. Madhumathi Suresh fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. A brief profile of Smt. Madhumathi Suresh is annexed in the Annual Report.

The Board of Directors recommends the Ordinary Resolution for your approval.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

#### Item No. 6

Shri Narender Surana is serving as Managing Director on the Board of the Company since 08.08.2010. The Board of Directors at its meeting held on 30.05.2015 on the recommendations of the Nomination and Remuneration Committee re-appointed as Managing Director of the Company for a further period of 5 years w.e.f. 08.08.2015 without any remuneration to look after the day to day affairs of the Company subject to the superintendence, guidance and directions of the Board of Directors, subject to concurrence of shareholders and compliance of all applicable provisions of the Companies Act, 2013. A brief profile of Shri Narender Surana is Annexed in the Annual Report.

The Board of Directors recommends the Ordinary Resolution for your approval.

None of the Directors of the Company other than Shri G M Surana and Shri Devendra Surana and Shri. Manish Surana are concerned or interested in the resolution to the extent of their shareholding.

#### Item No. 7

Shri Manish Surana is serving as Director-Finance & Technical / Whole Time Director on the Board of the Company since 15.07.2010. The Board of Directors at its meeting held on 11<sup>th</sup> February, 2015 on the recommendations of the Nomination and Remuneration Committee re-appointed as "Director-Finance and Technical / Whole Time Director" of the

Company for a further period of 3 years w.e.f. 28.01.2015 up to 27.01.2018 on the existing monthly remuneration, subject to concurrence of shareholders and compliance of all applicable provisions of the Companies Act, 2013. A brief profile of Shri Manish Surana is Annexed in the Annual Report.

The Board of Directors recommends the Special Resolution for your approval.

None of the Directors and Key Managerial Personnel of the Company other than Shri G M Surana, Shri Narender Surana and Shri Devendra Surana are concerned or interested in the resolution to the extent of their shareholding.

#### Item No. 8

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain reference to specific sections of the Companies Act, 1956 and some articles in the existing AoA are no longer in conformity with the Act. With the enactment of the Companies Act, 2013 and substantive sections of the Act which deal with the general working of the Companies stand notified, several regulations in the existing AoA of the company require alteration and/or deletion.

Given this position it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new set of AoA to be replaced in place of the existing AoA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AoA for a company limited by shares and also carries forward certain provisions from the existing AoA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

The proposed new draft of AoA is available for inspection to the shareholders at the registered office of the company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M and 1.00 P.M till the date of the meeting.

The Board of Directors recommends the Special Resolution for your approval.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business except to the extent of shares held by them.

#### Item No. 9

The resolution contained in the AGM Notice relates to a proposal by the Company to create, offer, issue and allot Securities through further public offerings, preferential allotments, qualified institutions placements, issuance of Global Depository Receipts, American Depository Receipts and such other Securities in such manner as stated in the resolution. The Company intends to issue Securities for a value of up to US\$ 50 million. Subject to applicable laws and regulations, the Company intends to use the net proceeds of the Issue primarily for making acquisition, expansion

and modernisation of exiting facilities, working capital requirements and general corporate purpose.

The Special Resolution also seeks to empower the Board of Directors to undertake a qualified institutions placement with qualified institutional buyers as defined by SEBI (ICDR) Regulations. The Board of Directors may in their discretion adopt this mechanism as prescribed under Chapter VIII of the SEBI (ICDR) Regulations for raising the funds for the expansion plans of the company, without the need for fresh approval from the shareholders. In case of an issuance of Securities to qualified institutional buyers, whether or not such investors are existing members of the Company, through a qualified institutions placement under Chapter VIII of the SEBI (ICDR) Regulations, the final price at which the Securities will be offered will be subject to investor response and prevailing market conditions, and computed in accordance with the relevant provisions of Chapter VIII of the SEBI (ICDR) Regulations. Furthermore, a discount of 5% to the floor price of the Equity Shares, or such other discount as may be permitted under Chapter VIII of the SEBI (ICDR) Regulations may also be contemplated at the time of issuance, for which authorization is being taken from the shareholders of the Company through this Special Resolution. The detailed terms and conditions of the issue as and when made will be determined by the Board of Directors in consultation with the Merchant Bankers, Lead Mangers, Advisors and other experts in accordance with the applicable provisions of law.

The Special Resolution seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies or otherwise as the Board in its absolute discretion deem fit. The consent of the Shareholders is being sought pursuant to the provisions of Section 62(1) (c) and Section 42 of the Companies Act, 2013 and other applicable provisions and rules of the Companies Act, 2013, to the extent notified and in force, and in terms of the provisions of the listing agreements executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited. Section 62(1)(c) of the Companies Act, 2013 provides, inter-alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in accordance with the Act unless the shareholders in a general meeting decide otherwise. The special resolution seeks the consent and authorization of the members to the Board to make the

proposed issue of Securities and in the event it is decided to issue Securities convertible into Equity Shares, to issue to the holders of such convertible Securities in such manner and such number of Equity Shares on conversion as may be required to be issued in accordance with the terms of the issue.

The Board of Directors believe that the issue of Securities to investors who are/ are not Shareholders of the Company is in the interest of the Company and therefore recommends the resolution for your approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

#### Item No. 10

The Board of Directors, on recommendation of the Audit committee, at their meeting held on 30.05.2015 has approved the appointment and remuneration of the M/s. BVR & Associates, Cost Accountants in practice, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31.03.2016 on a remuneration of ₹ 10,000/- (Ten Thousand Only).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31.03.2016.

The Board of Directors recommends the Ordinary Resolution for your approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board  
For **SURANA SOLAR LIMITED**

Place : Secunderabad  
Date : 06.08.2015

**NARENDER SURANA**  
**MANAGING DIRECTOR**

## DIRECTORS' REPORT

To  
The Members

Your Directors have pleasure in presenting the 9<sup>th</sup> Annual Report and the Audited Statement of Accounts for the financial year ended 31<sup>st</sup> March, 2015, together with the Auditors Report thereon.

### FINANCIAL RESULTS:

The performance of the Company during the year is summarized below.

(Amount in ₹)

Particulars	2014-15	2013-14
Sales and other Income	1,261,188,351	1,278,369,250
Profit before Depreciation, Interest and exceptional Items	184,121,218	123,572,480
<b>DEDUCT :</b>		
Depreciation	28,544,764	32,831,104
Interest and Finance charges	52,993,452	29,087,008
Profit for the year before exceptional items	102,583,002	61,654,368
Less: Prior period Adjustments	-	-
Less: Amortisation of Intangible Assets	743,631	8,118,817
<b>Profit before Taxation</b>	<b>101,839,371</b>	<b>53,535,551</b>
<b>Provision for Taxation :</b>		
Current Tax	20,375,767	10,894,174
Deferred Tax	1,200,066	167,720
MAT Entitlement Credit	(4,092,598)	12,123,977
Taxes for Earlier Years	-	-
<b>Profit after Tax</b>	<b>84,356,136</b>	<b>30,349,680</b>
Surplus brought forward from previous year	7,754,895	16,190,015
Balance available for appropriation	92,111,032	46,539,695
<b>APPROPRIATION:</b>		
Dividend	24,603,300	24,603,300
Tax on Dividend	4,920,000	4,181,500
Transfer to General Reserves	10,000,000	10,000,000
Balance c/f to Balance Sheet	52,587,732	7,754,895
<b>TOTAL</b>	<b>92,111,032</b>	<b>46,539,695</b>

### OPERATIONS:

During the year under review, the Income from Operations is ₹ 1,253,863,534 as against ₹ 1,263,965,973 for the corresponding previous year. The Profit Before Tax is ₹ 101,839,371 as against ₹ 53,535,551 for the previous year. The Profit After Tax is ₹ 84,356,136 as against Rs. 30,349,680 for the corresponding period. The Basic Earnings Per Share for the year-ended 31.03.2015 is ₹ 1.71 as against ₹ 0.62 for the corresponding previous year ended 31.03.2014.

### DIVIDEND:

Your Directors are pleased to recommend Dividend @ 10% (₹ 0.50 per equity share of face value of ₹ 5/- each) for the financial year 2014-15. The total cash outflow on account of dividend on equity shares for the financial year 2014-15 would aggregate to ₹ 2,95,23,300 (inclusive of tax thereon).

### RESERVES

During the year the Company has transferred an amount of ₹ 10,000,000 to General Reserves Account.

### PERFORMANCE AND FUTURE BUSINESS PLAN:

The performance during the financial year under review has shown considerable improvement with an increase of 49% in EBIDTA and 177.95% in the Net Profit over the previous year. The export sale also has shown improvement with 88.63% over the previous year. The government is also encouraging local manufacture by reservation of the power projects under DCR category and to take benefits of the same. The Company has taken steps to commission the cell lines it has imported earlier.

### FIXED DEPOSITS:

The Company has not accepted or invited any Deposits and consequently no deposit has matured/ become due for re-payment as on 31<sup>st</sup> March 2015.



**DIRECTORS:**

In terms of the provisions of Section 149 of Companies Act, 2013 and clause 49 of the Listing Agreement, Smt. Madhumathi Suresh has been appointed as Additional Director of the Company in the category of Independent Woman Director w.e.f 23.03.2015 based on the recommendation of Nomination and Remuneration Committee.

Pursuant to Section 161(1) of the Act, Smt. Madhumathi Suresh holds office up to the date of forthcoming Annual General Meeting of the Company and is eligible for appointment as Director. The Board recommends their appointment and accordingly resolution seeking approval of the members for their appointments has been included in the Notice of forthcoming Annual General Meeting of the Company along with their brief profile.

Shri G.M. Surana, Director of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Further, there has been no change in the circumstances which may affect their status as independent director during the year.

Shri Ramaiah Alapakam has resigned from the office of Whole-Time Director and the Board of Directors accepted his resignation w.e.f. 11.02.2015. The brief particulars of the Directors seeking appointment/re-appointment at this Annual General Meeting is being annexed to the Corporate Governance Report.

Pursuant to the provisions of Section 203 of the Act, the appointment of Shri Narender Surana, Managing Director and Shri Manish Surana, Director Finance & Technical/ Whole-time Director and Shri. Badarish H Chimalgi, Company Secretary were formalized as the Key Managerial Personnel of the Company.

**BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out performance evaluation taking into consideration of various aspects of the Board's functioning, composition of Board, and its Committees, execution, and performance of specific duties, obligations and governance. The Performance of evaluation of Independent Directors was completed. The Performance evaluation of Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with evaluation process.

**REMUNERATION POLICY**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy which lays down a framework in relation to selection, appointment and remuneration to Directors, Key Managerial Personnel and Senior Management of the Company. The Remuneration Policy is stated in the Corporate Governance Report.

**MEETINGS**

During the year 5 (five) Board Meetings and 4 (four) Audit Committee Meetings were convened and held. The details of

which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period of 120 days as prescribed under the Companies Act, 2013 and Clause 49 of the Listing Agreement.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

**RELATED PARTY TRANSACTIONS**

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee as also the Board for approval, where ever required. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseeable and repetitive nature. A statement giving details of all related party transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors on a quarterly basis. The Company has developed a Policy on Related Party Transactions for the purpose of identification and monitoring of such transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

The particulars of contracts and arrangements with related parties referred to in sub-section (1) of section 188 is prepared in Form AOC-2 pursuant to clause (h) of the Companies (Accounts) Rules, 2014 and the same is annexed herewith as "Annexure-III" to this Report.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT:**

There are no significant and material orders passed by the Regulators/ Courts that would impact the going concern status of the Company and its future operations.

**AUDITORS****Statutory Auditors**

Pursuant to the provisions of Section 139 of the Act and the rules framed there under, M/s Sekhar & Co, Chartered Accountants, were appointed as statutory auditors of the Company from the conclusion of the 8<sup>th</sup> Annual General Meeting of the Company held on 22<sup>nd</sup> September, 2014 till the conclusion of the 13<sup>th</sup> Annual General Meeting to be held in the year 2019, subject to ratification of their appointment at every AGM.

**Cost Auditors**

The Board of Directors, subject to the approval of the Central Government, re-appointed M/s BVR & Associates, Cost Accountants, holding certificate of practice No.16851, as a Cost Auditor for conducting the Cost Audit for the financial year 2015-16. Subject to section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules,

2014 issued by the MCA, the Audit Committee recommended their re-appointment. The Company has also received a letter from the Cost Auditor, stating that the appointment, if made, will be within the limits prescribed pursuant to the section 141 of Companies Act, 2013.

### **Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Rakhi Agarwal & Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the Financial Year 2014-15. The Report of the Secretarial Audit Report is annexed herewith as "Annexure-V".

### **Internal Auditors**

M/s Luharuka & Associates, Chartered Accountants performs the duties of internal auditors of the Company and their report is reviewed by the Audit Committee from time to time.

### **ISO 9001-2008 CERTIFICATION**

Your Company continues to hold ISO 9001-2008 Certification by meeting all the requirements of Certification from time to time.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Surana Group recognises the importance of contributing to the society in a meaningful way. An urge to serve the society and to bring change in the living of the people, Surana Group had taken an initiative in this direction and the journey was embarked in the year 1987 by Shri G. Mangilal Surana in the memory of his father Shri Gulab Chand Surana by starting a hospital "Gulab Chand Surana Charitable Hospital"

The Gulab Chand Surana Charitable Hospital is engaged in community and social initiatives and plays an active role in serving rural community.

### **Vision, Mission and Core Values :**

**Vision:** To serve each patient with compassion and love as we would do to our loved ones.

**Mission:** To develop, maintain and continuously improve our quality resources to the society by providing better care for better future.

### **Core value:**

- Compassion
- Commitment to Quality
- Working Together
- Respect for the Individual

Gulab Chand Surana Charitable Hospital believes in 'Commitment to Care' and the initiative of this stands as the testimony.

The main objective of this foundation is to provide health care services to the people below and on poverty line.

It was founded as a clinic in 1987, and in the year 2011 it was converted to hospital. The hospital now covers 6000 sq ft area. It is being managed by 5 doctors and 10 assistants and with a provision of 10 beds. It has even added Physiotherapy centre in 2011. In the first year of the journey 25,079 patients

were treated and the number has increased consistently and till date 2015, the total number of patients treated in the hospital are 9,42,936.

### **Former Years of Gulab Chand Surana Charitable Clinic :**

The idea to start this foundation was to reach out to the rural community as they had no access to the proper medical facilities and to be a helping hand to them and this passion was turned into action by taking the first step in the year 1987 by establishing Gulab Chand Surana Charitable Clinic. The clinic was built on 1200 sq ft area. It had 2 permanent doctors, who were provided residence in the clinic so there could be 24/7 service for the people and 5 staff members to take care of the daily activities. There were only 3 to 4 beds available with 80 to 90 patients treated daily, who came from 25kms of the radius to visit the clinic and avail the services. There were weekly camps held such as eye care, dental care and various vaccination for children and even skin diseases were taken care of.

### **Current activities in Gulab Chand Surana Charitable Hospital :**

With 28 years of services for the people, Gulab Chand Surana Charitable Clinic has immensely grown. Presently the hospital has grown to 6000 sq ft area with 5 doctors and 10 staff members. The small steps have taken a large leap in the foundation and the passion to serve people has emerged and is increasing. The general clinic has even added a physiotherapy centre and weekly camps now even include thyroid checkup, heart care tips, blood grouping, glucose provision and much more. The only thing that remains constant in all these years is the trust of the people towards the foundation and till date 9 lakhs plus patients are treated here.

### **Future Years :**

Gulab Chand Surana Charitable Hospital still yearns to grow more and by providing every possible services under one roof to its people with the best quality. Future plans of the hospital includes – opening an eye care centre and a thyroid centre by providing daily services rather than weekly camps. It even desires to include specialised doctors in various fields so the rural community has an access to it in the right means.

### **Management:**

Gulab Chand Surana Charitable Hospital is located at Bollaram village. The charitable clinic is founded by Sri G.M. Surana, Chairman – Sri Narender Surana, Vice Chairman – Sri Devendra Surana, Secretary - Sri Anand Swarup Bora and 6 Executive Committee members.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report for the year under review as stipulated under Clause 49 of the Listing Agreement with the stock exchanges, is presented in a separate section forms part of the Annual Report as Annexure-II.

### **CORPORATE GOVERNANCE**

The Company has implemented the procedures and adopted practices in conformity with the Code of Corporate Governance enunciated in Clause 49 of the Listing Agreement with the Stock Exchanges.

A separate report on corporate governance practices followed by the Company together with a Certificate from the Company's Auditors confirming compliances forms an integral part of this Report.

### EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure-IV".

### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

### RISK MANAGEMENT

The Board of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management policy/plan for the Company and ensuring its effectiveness. The Risk Management Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report.

### VIGIL MECHANISM / WHISTLE BLOWER POLICY

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour the company has adopted a vigil mechanism policy. This policy is posted on the website of company.

### HUMAN RESOURCES:

Many initiatives have been taken to support business through organizational efficiency, process change support and various employee engagement programmes which has helped the Organization achieve higher productivity levels. A significant effort has also been undertaken to develop leadership as well as technical/ functional capabilities in order to meet future talent requirement.

### DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) That in the preparation of the accounts for the financial year ended 31<sup>st</sup> March, 2015, the applicable accounting

standards have been followed along with proper explanation relating to material departures, if any;

- b) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the State of Affairs of the Company at the end of the Financial Year and of the Profit or Loss of the Company for the year under review;
- c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the Directors have prepared the accounts for the financial year ended 31<sup>st</sup> March 2015 on a 'going concern' basis;
- e) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- f) That devised proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

### PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo required to be disclosed under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 are provided in the "Annexure-I" forming part of this Report.

### DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

During the financial year 2014-15, the Company received no complaints on sexual harassment.

### PARTICULARS OF EMPLOYEES

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### PARTICULARS OF REMUNERATION

Disclosures with respect to the remuneration of Directors and employees as required under Section 197(12) of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as follows:

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;



Name of the Director	Ratio to Median Remuneration
Shri Manish Surana, WTD	56

- (ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Name of Person	% increase in remuneration
Shri Manish Surana, WTD	162.50
Shri. Badarish H Chimalgi, CS	14.29

- (iii) The percentage increase in the median remuneration of employees in the financial year – 2%
- (iv) The number of permanent employees on the rolls of company - 82
- (v) The explanation on the relationship between average increase in remuneration and company performance;  
On an average, employees received an increase of 14.33%. The increase in remuneration is in line with the market trends.
- (vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;

Particulars	Rs/ Lac
Remuneration of Key Managerial Personnel (KMP) during financial year 2014-15 (aggregated)	66.84
Total Revenue	12611.88
Remuneration (as % of Total Revenue)	0.53%

- (vii) variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year;

Particulars	Unit	As at 31.03.2015	As at 31.03.2014
Closing rate of share at BSE	₹	65.70	16.50
EPS	₹	1.71	0.62
No of Shares*		49206600	24603300
Market Capitalization	₹/ Lac	32328.74	4059.54
Price Earnings ratio	Ratio	38.43	26.85

\* The face value of Equity shares of Rs. 10/- each has been subdivided into 2 equity shares of Rs. 5/- each w.e.f. 26.11.2014.

- (viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

The average increase in salaries of employees other than managerial personnel in 2014-15 was 12.24%. Percentage increase in the managerial remuneration for the year was 142.16%.

- (ix) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company;

Name of Person	Remuneration (Rs/ Lac)	Total Revenue (Rs/ Lac)	Remuneration as % of Total Revenue
Shri Manish Surana, WTD	63.00	12611.88	0.50
Shri. Badarish H Chimalgi, CS	3.84	12611.88	0.03

- (x) The key parameters for any variable component of remuneration availed by the directors - No
- (xi) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year - Nil.
- (xii) Affirmation that the remuneration is as per the remuneration policy of the company - Yes.

#### APPRECIATION

Your Directors wish to place on record their appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain at the forefront of the industry, despite increased competition from several existing and new players.

#### CAUTIONARY STATEMENT

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

#### ACKNOWLEDGEMENTS

The Board desires to place on record its sincere appreciation for the support and co-operation received from the Company's Bankers and Officials of the concerned Government Departments, Employees and the Members for the confidence reposed by them in the management.

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

**NARENDER SURANA**  
MANAGING DIRECTOR

**DEVENDRA SURANA**  
DIRECTOR

Place : Secunderabad  
Date : 06.08.2015

**PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION,  
FOREIGN EXCHANGE EARNINGS AND OUTGO**

*(Information Under Section 134(3)(m) of The Companies Act, 2013,  
Read with Rules 8(3) of the Companies (Accounts) Rules, 2014)*

**FORM A**

**1. CONSERVATION OF ENERGY:**

(i) Energy Conservation measures	More introduction of Variable Frequency Drive (VFD) to reduce the Power Consumption
(ii) Total energy consumption	N.A.

**2. TECHNOLOGY ABSORPTION:**

**FORM B:**

(Disclosure of particulars with respect to technology absorption)

**A. RESEARCH AND DEVELOPMENT (R&D)**

1. Specific areas in which R & D is carried out by the Company	Nil
2. Benefits derived as a result of the above R & D	Nil
3. Future plan of action	The Company continues the business of manufacturing in Solar panels and Solar PV Modules
4. Expenditure on R & D	As no significant amount has been spent, the same has not being shown separately

**B. TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION**

The Company is making all its efforts for improving productivity, product quality and reducing consumption of scarce raw materials and fuels.

**3. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Activities relating to exports and initiatives taken to increase export products and services and export plans: NIL

Total Foreign Exchange used and earned:	
Used	₹ 958,045,150
Earned	₹ 378,783,737

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

Place : Secunderabad  
Date : 06.08.2015

**NARENDER SURANA**  
MANAGING DIRECTOR

**DEVENDRA SURANA**  
DIRECTOR

## MANAGEMENT DISCUSSION & ANALYSIS

Surana Solar Limited (Formerly known as Surana Ventures Limited) was incorporated in the year 2006, a flagship Company of Surana Group. During the year 2009-2010, a Scheme of arrangement was entered by the Company with M/s Surana Telecom and Power Limited which was sanctioned by Hon'ble High Court of A.P. on 28.06.2010 and became effective on 28.07.2010, pursuant to which the "Solar Undertaking" of Surana Telecom and Power Limited was merged with the Company. The shares of the Company were listed on Stock Exchanges w.e.f 7<sup>th</sup> January, 2011. The Company has steadily grown over the years with a continued focus on customer satisfaction, evolving itself into country's one of the most promising mid cap Companies.

### 1. SOLAR PV MODULES:

#### 1.1 INTRODUCTION:

Solar Photovoltaics power generation has long been seen as a clean energy technology which draws upon the planet's most plentiful and widely distributed renewable energy source – the Sun. Solar photovoltaics is growing rapidly. By the end of 2014, total installed capacity Solar PV globally amount to at least 177 GW, up from nearly 140 GW in 2013, according to International Energy Agency. The total power output of the world's PV capacity in a calendar year is now beyond 200 billion kWh of electricity. This represents 1% of worldwide electricity demand. More than 100 countries use solar PV. China, followed by Japan and the United States is now the fastest growing market, while Germany remains the world's largest producer. Photovoltaics is now, after hydro and wind power, the third most important renewable energy source in terms of globally installed capacity.

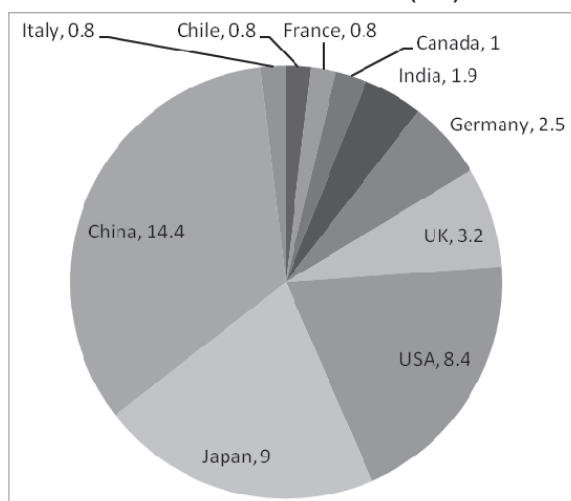
Solar Photovoltaic (PV) electricity continued its remarkable growth trend in 2015, even in the midst of a financial and economic crisis and even as the PV industry was enduring a period of consolidation. As they have for the past decade, PV markets again grew faster than anyone had expected both in Europe and around the world. The spectacular global growth of solar PV is one of the big energy stories of today and it may well become the energy story of the 21<sup>st</sup> Century. The International Energy Agency (IEA) issued a report claiming that solar PV could be the biggest single source of electricity in 2050 and it believes the price of solar PV could become as low as 4 dollar cents per kWh. Worldwide, the market for solar PV (including modules, system components, and installations) expanded from \$2.5 billion in 2000 to \$91.3 billion in 2014.

#### 1.2 INDUSTRY ANALYSIS:

In more ways than one, 2014-15 has been a decisive leap forward for renewable energy in India. The cumulative global market for solar PV is expected to triple by 2020 to almost 700 Gigawatts, with annual demand eclipsing 100 gigawatts in 2019. Global Solar PV Capacity to Reach Nearly 500 GW in 2019, IHS Says. Total global solar photovoltaic (PV) capacity is forecast to reach 498 Gigawatts (GW) in 2019, which is 177 percent higher than 2014. While total global solar PV demand is

projected to grow steadily, the large number of discrete country markets at the Gigawatt-level will help reduce demand volatility. With abundant sunshine in India such that most part received 4 – 7 kWh per sq. m per day, the vast solar potential is evident. The Govt of India has set a target of generating 1,75,000 MW of Renewable energy (RE) by 2022 should be taken as a mission for ensuring energy security of the country and 100,000 MW grid connected Solar Power in the country and out of this 40,000 MW has to come from Solar Rooftop systems.

PV Installations - 2015(GW)



Source: IHS

The fast evolving solar PV industry in India presents significant opportunities. But it needs a powerful guide that will help benefit from this opportunity. The launch of the National Solar Mission has given a big impetus to solar energy in India. The highlights of the mission are given below:

- Installed capacity of 20000 MW by 2022
- Establishment of a single window investor friendly mechanism
- Envisages an investment of ₹ 90,000 crores over the next 30 years
- Initial investment of ₹ 4,337 crores provided by the Government of India

It is expected that solar PV based power plants will become an exciting business opportunity. While power production through solar energy is possible using both solar thermal (using the heat in the sunlight) and solar photovoltaic (using the light energy), electricity generation worldwide is more prominent through solar PV than through solar thermal. This trend is expected to continue in India as well. According to the experts by 2050, about 69% of the electricity produced in India will come from renewable energy sources. The top five states in India for solar PV potential are respectively Gujarat, Rajasthan, Maharashtra, Tamil Nadu, Telangana and



Andhra Pradesh. Under the Jawaharlal Nehru National Solar Mission (JNNSM), India is expected to reach a total solar installed capacity (both PV and CSP) of 20,000 MW and a total electricity generation of 25-30 TWh per year by 2022. Cumulative solar PV capacity in India reached 2.1 GW by end of CY 2013 (Bridge to India).

### 1.3 BUSINESS OUTLOOK:

The Government's vision of providing power 24x7 to each household has ignited new optimism in the power industry, especially with the exploration of renewable energy sources which offer excellent opportunities amid challenges for the industry and it has launched a massive RE initiative of adding 175 GW till 2022. This includes Solar 100 GW, Wind 50 GW, Biomass 10 GW, and Small Hydro 5 GW. The Government encourages setting up of solar power projects by offering various incentives, such as GBIs and tax holidays to the Clean Energy. In view of the huge demand for solar product and Company having considerable market in this line of activity, the company expects to benefits by the same.

### 2. NON CONVENTIONAL ENERGY:

#### 2.1 INTRODUCTION:

India is endowed with vast solar energy potential. About 5,000 trillion kWh per year energy is incident over India's land area with most parts receiving 4-7 kWh per sq. m per day. Hence both technology routes for conversion of solar radiation into heat and electricity, namely, solar thermal and solar photovoltaics, can effectively be harnessed providing huge scalability for solar in India. Solar also provides the ability to generate power on a distributed basis and enables rapid capacity addition with short lead times. Off-grid decentralized and low-temperature applications will be advantageous from a rural electrification perspective and meeting other energy needs for power and heating and cooling in both rural and urban areas. From an energy security perspective, solar is the most secure of all sources, since it is abundantly available. Theoretically, a small fraction of the total incident solar energy (if captured effectively) can meet the entire country's power requirements. It is also clear that given the large proportion of poor and energy un-served population in the country, every effort needs to be made to exploit the relatively abundant sources of energy available to the country. While, today, domestic coal based power generation is the cheapest electricity source, future scenarios suggest that this could well change.

#### 2.2 INDUSTRY ANALYSIS:

To make India a hub for renewable energy manufacturing, Ministry of New and Renewable Energy (MNRE) has been promoting private investment in renewable energy through an attractive mix of fiscal and financial incentives. The Government has set a mammoth new goal to build a solar power capacity of 100 GW in an energy-starved-but-hungry country, permitting 100% foreign investment and offering a series of tax breaks for the fledgling sector. Government is considering to bring long term policies and scheme for installing solar power plants with 1 lakh MW capacity in the country. It has announced revision of the target of renewable energy capacity of the MNRE to 1,75,000

MW by 2022. The revised target of 1,75,000 MW comprises of capacity addition of 1,00,000 MW Solar, 60,000 MW Wind, 10,000 MW Biomass and 5,000 MW Small Hydro Power. The Government has rolled out a scheme for setting up and development of at least 25 Solar Parks and Ultra Mega Solar Power Projects targeting over 20,000 MW of solar power installed capacity within a span of 5 years starting from 2014-15 at various locations in the country with a view to create required infrastructure for setting up of Solar Power Projects besides CFA and grants concessional customs duty/ excise duty exemption for setting up of solar power plants, Accelerated Depreciation and Tax Holidays.

A Green Energy Corridor project is under implementation for evacuation of renewable energy from generation points to the load centres by creating intra-state and inter-state transmission infrastructure RE-INVEST 2015 Concludes with 2,66,000 MW Commitments of Green Energy. The Government has launched various schemes to set up grid-connected solar power plants. The Reserve Bank of India (RBI) added renewable energy under priority lending but with a cap of ₹ 150 million (US\$2.5 million) for renewable energy generators and INR1 million (US\$16,393) per borrower for residential customers.

China and Japan now make up 50 percent of the world solar PV market, according to Bloomberg New Energy Finance. China has a declared target of 35 GW of installed solar by 2015, driven by the need to reduce air pollution from fossil generation as well as meeting its ever-growing energy demand, and appears on track for meeting or exceeding that goal. IHS predicts that installation demand will grow at a double-digit rate of 16 to 25 percent and installations in the range of 53 to 57 GW. The drivers of growth will remain largely unchanged from 2014. Geographically, the largest markets again will be China, Japan and the United States, while the largest contributors in terms of absolute growth will be China, the U.S. and India.

### 2.3 BUSINESS OUTLOOK:

Sustained economic growth continues to drive power demand in India. The Government of India's focus to attain 'Power For All' has accelerated capacity addition in the country and it has identified the power sector as a key sector of focus to promote sustained industrial growth. The RE-INVEST 2015 concluded that the green energy commitments worth 2,66,000 MW. GoI has announced a massive renewable power production target of 175,000 MW by 2022, comprising 100,000 MW from solar power, 60,000 MW from wind energy, 10,000 MW from biomass and 5,000 MW from small hydro power projects.

Your company has great opportunities as the power sector is seen as a key driver supporting the growth of the nation at large, the new Government at the Centre has been pursuing reforms which is expected to ease some of the known constraints.

### 3. RISKS AND CONCERNS:

The Company's businesses and operations are subject to a variety of risks and uncertainties which are no different from any other company in general and our competitors in particular. Such risks are the result of both the business environment within which the

Company operates and other factors over which there is little or no control. These risks can be categorised as operational, financial, environmental, health and safety, political, market-related and strategic risks. The Company has sufficient risk management policies in place that act as an effective tool in minimising the various risks that the businesses are exposed to during the course of their day-to-day operations as well as in their strategic actions.

#### **4. INTERNAL CONTROL SYSTEM AND ITS ADEQUACY**

The Company has adequate Internal Control Systems and Procedures with regard to purchase of Stores, Raw Materials including Components, Plant and Machinery, equipment, sale of goods and other assets. The Company has clearly defined roles and responsibilities for all managerial positions and all operating parameters are monitored and controlled.

The Company has an Internal Audit System commensurate with its size and nature of business. M/s Luharuka & Associates, a firm of Chartered Accountants, are acting as Internal Auditors of the Company. Periodic reports of Internal Auditors are reviewed in the meeting of the Audit Committee of the Board. Compliance with laws and regulations is also ensured and confirmed by the Internal Auditors of the Company. Standard operating procedures and guidelines are issued from time to time to support best practices for internal control.

#### **5. FINANCIAL PERFORMANCE & OPERATIONAL PERFORMANCE:**

The financial performance of the Company for the year ended 31.03.2015 is summarized below:

##### **5.1 Financial Performance:**

###### **Capital Structure:**

The Equity Share Capital of the Company as on 31<sup>st</sup> March 2015 is ₹ 24,60,33,000/- comprising of 4,92,06,600 Equity Shares of ₹ 5/- each fully paid (during the year, the Equity Shares of ₹ 10 each were sub-divided into Equity Shares of ₹ 5/- each w.e.f. 26.11.2014).

###### **Reserves and Surplus:**

The Reserves and Surplus of the Company for the current year is ₹ 232,481,230 as compared to ₹ 177,754,895 in the previous year.

###### **Fixed Assets:**

During the year, the Company has added Fixed Assets amounting to ₹ 50,035,919 making the gross fixed assets as on 31.03.2015 to ₹ 408,809,730.

###### **Inventories:**

Inventories amounted to ₹ 599,809,078 as on 31<sup>st</sup> March, 2015 and in the previous year was ₹ 352,740,841.

###### **Sundry Debtors:**

Sundry Debtors amounted to ₹ 105,123,818 as on 31<sup>st</sup> March, 2015 as against ₹ 130,952,348 in the previous year.

###### **Cash and Bank Balances:**

Cash and Bank balances with Scheduled Banks amounted to ₹ 74,069,058 as on 31<sup>st</sup> March, 2015 which

includes amounts deposited with banks as Security and margin Money Deposit.

###### **Long Term Loans and Advances:**

Long Term Loans and Advances amounted to ₹ 5,997,443 as on 31<sup>st</sup> March, 2015 as against ₹ 1,904,845 in the previous year.

###### **Short Term Loans and Advances:**

Short Term Loans and Advances amounted to ₹ 59,217,481 as on 31<sup>st</sup> March, 2015 as against ₹ 38,888,171 in the previous year.

###### **Current Liabilities:**

Current Liabilities amounted to ₹ 765,258,104 as on 31<sup>st</sup> March, 2015 as against ₹ 431,965,794 in the previous year.

#### **5.2. Operational Performance:**

###### **Turnover:**

During the year 2014-15, the gross turnover of the Company is ₹ 1,253,863,534 and ₹ 1,263,965,973 in the previous year.

Other Income is ₹ 7,324,817 as on 31<sup>st</sup> March, 2015 and ₹ 14,403,277 in the previous year.

###### **Depreciation:**

The Company has provided a sum of ₹ 27,897,288 towards depreciation for the year and ₹ 32,183,628 in the previous year.

###### **Net Profit:**

The Net Profit of the Company after tax is ₹ 84,356,136 and the profit for the previous year is ₹ 30,349,680.

###### **Earnings per Share:**

Basic Earnings per Share for the year ended 31.03.2015 is ₹ 1.71 per share for Face Value of ₹ 5/- and ₹ 0.62 per share for the previous year.

#### **6. HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS:**

The Company believes that the quality of its employees is the key to its success in the long run and is committed to provide necessary human resource development and training opportunities to equip them with skills, which would enable them to adapt to contemporary technological advancements.

Industrial Relations during the year continues to be cordial and the Company is committed to maintain good industrial relations through negotiations, meetings etc.

#### **7. CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis describing the Company's Objectives and Expectations may be "Forward-Looking Statements" within the meaning of applicable Securities Laws and Regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's Operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, technological obsolescence, changes in the Government Regulations and Policies, Tax Laws and other Statutes and other incidental factors.

**FORM NO. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

No transactions.

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

Sl. No.	(a) Name(s) of the related party and nature of relationship	(b) Nature of contracts/ arrangements/ transactions	(c) Duration of the contracts/ arrangements/ transactions	(d) Salient terms of the contracts or arrangements or Transactions including the value, if any	(e) Date(s) of approval by the Board, if any	(f) Amount paid as advances, if any
1	<b>Surana Telecom and Power Limited</b> (Common Directors are holding more than 2% of the Share Capital of the Company)	Purchase of Goods	01.04.2014 to 31.03.2015	Purchase of Goods- ₹ 48.20 lakhs	NA	₹ 241.32 lakhs (Advance for supply of material)
2	<b>Surana Telecom and Power Limited</b> (Common Directors are holding more than 2% of the Share Capital of the Company)	Sale of Goods	01.04.2014 to 31.03.2015	Sale of Goods - ₹ 561.75 lakhs	NA	-
3	<b>Bhagyanagar Energy and Telecom Private Limited</b> (Director is a Director and Member of the Company)	Sale of Goods	01.04.2014 to 31.03.2015	Sale of Goods – ₹ 253.93 lakhs	NA	-
4	<b>Green Energy Systems Private Limited</b> (Director is a member of the Company)	Sale of Goods	01.04.2014 to 31.03.2015	Sale of Goods – ₹ 65.15 lakhs	NA	-
5	<b>Bhagyanagar Energy and Telecom Private Limited</b> (Common Directors are holding more than 2% of the Share Capital of the Company)	Purchase of Goods	01.04.2014 to 31.03.2015	Purchase of Goods – ₹ 244.80 lakhs	NA	-

# EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2015

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

## FORM NO. MGT – 9

### I. REGISTRATION AND OTHER DETAILS:

CIN	L45200TG2006PLC051566
Registration Date	8 <sup>th</sup> November, 2006
Name of the Company	<b>SURANA SOLAR LIMITED</b>
Category / Sub-Category of the Company	Company Limited by shares/ Indian Non-Govt. Company
Address of the Registered Office and contact details	5 <sup>th</sup> Floor, Surya Towers, Sardar Patel Road, Secunderabad – 500 003. Ph: 040-44665700
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	M/s Karvy Computershare Private Limited Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 Phone # +91-40- 67162222, Fax # 91-40- 23001153, Email ID: einward.ris@karvy.com Website: http://www.karvy.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:

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Manufacturing of solar panels/photo-voltaic cells	32105	99.44

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Name and address of the Company	CIN / GLN	Holding/Subsidiary Associate	% of shares held	Applicable Section
Solarworld Exchange Private Limited	U51505TG2009PTC063103	Associate	40.00	2(6)

### IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

#### i) Category-wise Shareholding:

Category of Shareholders		No. of Shares held at the beginning of the year (01.04.2014)				No. of Shares held at the end of the year (31.03.2015)				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A.</b>	<b>PROMOTERS</b>									
<b>(1)</b>	<b>Indian</b>									
a)	Individual / HUF	8154417	-	8154417	33.14	16321686	-	16321686	33.17	0.02
b)	Central Govt.	-	-	-	-	-	-	-	-	-
c)	State Govt.(s)	-	-	-	-	-	-	-	-	-
d)	Bodies Corporate	10289781	-	10289781	41.82	20579588	-	20579588	41.82	-
e)	Banks / FI	-	-	-	-	-	-	-	-	-
f)	Any Other	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (A)(1):</b>	<b>18444198</b>	<b>-</b>	<b>18444198</b>	<b>74.97</b>	<b>36901274</b>	<b>-</b>	<b>36901274</b>	<b>74.99</b>	<b>0.02</b>



Category of Shareholders		No. of Shares held at the beginning of the year (01.04.2014)				No. of Shares held at the end of the year (31.03.2015)				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>(2)</b>	<b>Foreign</b>									
a)	NRIs - Individuals	-	-	-	-	-	-	-	-	-
b)	Other - Individuals	-	-	-	-	-	-	-	-	-
c)	Bodies Corporate	-	-	-	-	-	-	-	-	-
d)	Banks / FI	-	-	-	-	-	-	-	-	-
e)	Any Other....	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (A)(2):</b>	-	-	-	-	-	-	-	-	-
	<b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b>	<b>18444198</b>	<b>-</b>	<b>18444198</b>	<b>74.97</b>	<b>36901274</b>	<b>-</b>	<b>36901274</b>	<b>74.99</b>	<b>0.02</b>
<b>B.</b>	<b>PUBLIC SHAREHOLDING</b>									
<b>(1)</b>	<b>Institutions</b>									
a)	Mutual Funds / UTI	6300	4350	10650	0.04	12600	8700	21300	0.04	-
b)	Banks / FI	-	3150	3150	0.01	-	6300	6300	0.01	-
c)	Central Govt.	-	-	-	-	-	-	-	-	-
d)	State Govt.(s)	-	-	-	-	-	-	-	-	-
e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
f)	Insurance Companies	-	-	-	-	-	-	-	-	-
g)	FIs	82500	2100	84600	0.34	299050	4200	303250	0.62	0.28
h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)	Others (specify)	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (B)(1):</b>	<b>88800</b>	<b>9600</b>	<b>98400</b>	<b>0.40</b>	<b>311650</b>	<b>19200</b>	<b>330850</b>	<b>0.67</b>	<b>0.27</b>
<b>(2)</b>	<b>Non-Institutions</b>									
a)	Indian Bodies Corporate	495897	23176	519073	2.11	781918	46352	828270	1.68	-0.43
b)	Individuals									
i)	Individual Shareholders holding nominal share capital upto ₹ 1 lakh	2038270	683612	2721882	11.06	3375774	1297900	4673674	9.50	-1.56
ii)	Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	2654120	11250	2665370	10.83	3849481	22500	3871981	7.87	2.96
c)	Others									
	Non Resident Indians	99853	-	99853	0.41	2478887	-	2478887	5.04	4.63
	Overseas Bodies Corporate	43875	-	43875	0.18	-	87750	87750	0.18	-
	Clearing Members	4602	-	4602	0.02	33491	-	33491	0.07	0.05
	Trusts	6047	-	6047	0.02	423	-	423	-	-0.02
	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
	<b>Sub-Total B(2) :</b>	<b>5298789</b>	<b>761913</b>	<b>6060702</b>	<b>24.63</b>	<b>10519974</b>	<b>1454502</b>	<b>11974476</b>	<b>24.34</b>	<b>0.30</b>
	<b>Total B=B(1)+B(2):</b>	<b>5387589</b>	<b>771513</b>	<b>6159102</b>	<b>25.03</b>	<b>10831624</b>	<b>1473702</b>	<b>12305326</b>	<b>25.01</b>	<b>0.30</b>

Category of Shareholders		No. of Shares held at the beginning of the year (01.04.2014)				No. of Shares held at the end of the year (31.03.2015)				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
C.	SHARES HELD BY CUSTODIANS, AGAINST WHICH	-	-	-	-	-	-	-	-	-
	<b>GRAND TOTAL (A+B+C) :</b>	<b>23831787</b>	<b>771513</b>	<b>24603300</b>	<b>100.00</b>	<b>47732898</b>	<b>1473702</b>	<b>49206600</b>	<b>100.00</b>	<b>-</b>

Note: The Face value of equity shares of ₹ 10/- each has been subdivided into 2 Equity Share of ₹ 5/- each w.e.f.26.11.2014

## ii) Shareholding of Promoters:

Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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	
Advait Surana	206925	0.84	-	413850	0.84	-	-
Bhagyanagar India Ltd	4638838	18.85	-	9277676	18.85	-	-
Bhagyanagar India Ltd	1149108	4.67	-	2298216	4.67	-	-
Chand Kanwar	328048	1.33	-	656096	1.33	-	-
Devendra Surana	2052883	8.34	-	4105766	8.34	-	-
Devendra Surana	131250	0.53	-	262500	0.53	-	-
Devendra Surana	95387	0.39	-	190950	0.39	-	-
G M Surana	622284	2.53	-	1244568	2.53	-	-
Mangilal Surana	45804	0.19	-	91608	0.19	-	-
Manish Surana	474613	1.93	-	950836	1.93	-	-
Mitali Surana	183375	0.75	-	366750	0.75	-	-
Namrata Surana	500493	2.03	-	1001006	2.03	-	-
Narender Surana	1555332	6.32	-	3110664	6.32	-	-
Narender Surana	744673	3.03	-	1500018	3.05	-	0.02
Narender Surana	391409	1.59	-	782818	1.59	-	-
Rahul Surana	228750	0.93	-	457500	0.93	-	-
Shresha Surana	4108	0.02	-	8440	0.02	-	-
Sresha Surana	187500	0.76	-	375000	0.76	-	-
Sunita Surana	342039	1.39	-	684178	1.39	-	-
Surana Infocom Private Limited	48377	0.20	-	96780	0.20	-	-
Surana Infocom Private Limited	43458	0.18	-	86916	0.18	-	-
Surana Telecom and Power Limited	4410000	17.92	-	8820000	17.92	-	-
Vinita Surana	59544	0.24	-	119138	0.24	-	-
<b>Total</b>	<b>18444198</b>	<b>74.97</b>	<b>-</b>	<b>36901274</b>	<b>74.99</b>	<b>-</b>	<b>0.02</b>

Note: The Face value of equity shares of ₹ 10/- each has been subdivided into 2 Equity Share of ₹ 5/- each w.e.f.26.11.2014

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

Sl. No.	Name of the Share Holder	Shareholding at the beginning of the Year		Increase / Decrease in shareholding			Cumulative Share holding during the Year	
		No of Shares	% of total shares of the company	Date	No. of shares	Reason	No of Shares	% of total shares of the company
1	Bhagyanagar India Limited	4638838	18.85	01/04/2014			4638838	18.85
				26/11/2014	4638838	Subdivision	9277676	18.85
				31/03/2015			9277676	18.85
2	Surana Telecom and Power Limited	4410000	17.92	01/04/2014			4410000	17.92
				26/11/2014	4410000	Subdivision	8820000	17.92
				31/03/2015			8820000	17.92
3	Devendra Surana	2052883	8.34	01/04/2014			2052883	8.34
				26/11/2014	2052883	Subdivision	4105766	8.34
				31/03/2015			4105766	8.34
4	Narender Surana	1555332	6.32	01/04/2014			1555332	6.32
				26/11/2014	1555332	Subdivision	3110664	6.32
				31/03/2015			3110664	6.32
5	Bhagyanagar India Limited	1149108	4.67	01/04/2014			1149108	4.67
				26/11/2014	1149108	Subdivision	2298216	4.67
				31/03/2015			2298216	4.67
6	Narender Surana	744673	3.03	01/04/2014			744673	3.03
				11/04/2014	200	Purchase	744873	3.03
				18/04/2014	1418	Purchase	746291	3.03
				25/04/2014	737	Purchase	747028	3.04
				02/05/2014	25	Purchase	747053	3.04
				09/05/2014	100	Purchase	747153	3.04
				23/05/2014	312	Purchase	747465	3.04
				30/05/2014	55	Purchase	747520	3.04
				06/06/2014	170	Purchase	747690	3.04
				13/06/2014	180	Purchase	747870	3.04
				20/06/2014	1	Purchase	747871	3.04
				30/06/2014	1310	Purchase	749181	3.05
				04/07/2014	10	Purchase	749191	3.05
				11/07/2014	134	Purchase	749325	3.05
				18/07/2014	1	Purchase	749326	3.05
				25/07/2014	673	Purchase	749999	3.05
				01/08/2014	1	Purchase	750000	3.05
				22/08/2014	3	Purchase	750003	3.05
				29/08/2014	1	Purchase	750004	3.05
				31/10/2014	5	Purchase	750009	3.05
				26/11/2014	750009	Subdivision	1500018	3.05
				31/03/2015			1500018	3.05

Sl. No.	Name of the Share Holder	Shareholding at the beginning of the Year		Increase / Decrease in shareholding			Cumulative Share holding during the Year	
		No of Shares	% of total shares of the company	Date	No.of shares	Reason	No of Shares	% of total shares of the company
7	G M Surana	622284	2.53	01/04/2014			622284	2.53
				26/11/2014	622284	Subdivision	1244568	2.53
				31/03/2015			1244568	2.53
8	Namrata Surana	500493	2.03	01/04/2014			500493	2.03
				13/06/2014	10	Purchase	500503	2.03
				26/11/2014	500503	Subdivision	1001006	2.03
				31/03/2015			1001006	2.03
9	Manish Surana	474613	1.93	01/04/2014			474613	1.93
				11/04/2014	590	Purchase	475203	1.93
				13/06/2014	15	Purchase	475218	1.93
				30/06/2014	200	Purchase	475418	1.93
				26/11/2014	475418	Subdivision	950836	1.93
				31/03/2015			950836	1.93
10	Narender Surana	391409	1.59	01/04/2014			391409	1.59
				26/11/2014	391409	Subdivision	782818	1.59
				31/03/2015	782818		782818	1.59
11	Sunita Surana	342039	1.39	01/04/2014			342039	1.39
				04/04/2014	50	Purchase	342089	1.39
				26/11/2014	342089	Subdivision	684178	1.39
				31/03/2015			684178	1.39
12	Chand Kanwar	328048	1.33	01/04/2014			328048	1.33
				26/11/2014	328048	Subdivision	656096	1.33
				31/03/2015			656096	1.33
13	Rahul Surana	228750	0.93	01/04/2014			228750	0.93
				26/11/2014	228750	Subdivision	457500	0.93
				31/03/2015			457500	0.93
14	Advait Surana	206925	0.84	01/04/2014			206925	0.84
				26/11/2014	206925	Subdivision	413850	0.84
				31/03/2015			413850	0.84
15	Sresha Surana	187500	0.76	01/04/2014			187500	0.76
				26/11/2014	187500	Subdivision	375000	0.76
				31/03/2015			375000	0.76
16	Mitali Surana	183375	0.75	01/04/2014			183375	0.75
				26/11/2014	183375	Subdivision	366750	0.75
				31/03/2015			366750	0.75
17	Devendra Surana	131250	0.53	01/04/2014			131250	0.53
				26/11/2014	131250	Subdivision	262500	0.53
				31/03/2015			262500	0.53
18	Devendra Surana	95387	0.39	01/04/2014			95387	0.39
				23/05/2014	60	Purchase	95447	0.39
				30/06/2014	21	Purchase	95468	0.39



Sl. No.	Name of the Share Holder	Shareholding at the beginning of the Year		Increase / Decrease in shareholding			Cumulative Share holding during the Year	
		No of Shares	% of total shares of the company	Date	No.of shares	Reason	No of Shares	% of total shares of the company
				25/07/2014	7	Purchase	95475	0.39
				26/11/2014	95475	Subdivision	190950	0.39
				31/03/2015			190950	0.39
19	Vinita Surana	59544	0.24	01/04/2014			59544	0.24
				26/11/2014	59544	Subdivision	119138	0.24
				31/03/2015			119138	0.24
20	Surana Infocom Private Limited	48377	0.2	01/04/2014			48377	0.20
				13/06/2014	10	Purchase	48387	0.20
				22/08/2014	3	Purchase	48390	0.20
				26/11/2014	48390	Subdivision	96780	0.20
				31/03/2015			96780	0.20
21	Mangilal Surana	45804	0.19	01/04/2014			45804	0.19
				26/11/2014	45804	Subdivision	91608	0.19
				31/03/2015			91608	0.19
22	Surana Infocom Private Limited	43458	0.18	01/04/2014			43458	0.18
				26/11/2014	43458	Subdivision	86916	0.18
				31/03/2015			86916	0.18
23	Shresha Surana	4108	0.02	01/04/2014			4108	0.02
				23/05/2014	100	Purchase	4208	0.02
				05/09/2014	4	Purchase	4212	0.02
				30/09/2014	1	Purchase	4213	0.02
				31/10/2014	2	Purchase	4215	0.02
				21/11/2014	3	Purchase	4218	0.02
				26/11/2014	4218	Subdivision	8436	0.02
				31/12/2014	3	Purchase	8439	0.02
				27/03/2015	1	Purchase	8440	0.02
				31/03/2015			8440	0.02

Note: The Face value of equity shares of ₹ 10/- each has been subdivided into 2 Equity Share of ₹ 5/- each w.e.f.26.11.2014

**iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No	Name of the Share Holder	Shareholding at the beginning of the Year		Increase/Decrease in share holding			Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the company	Date	No.of Shares	Reason	No of Shares	% of total shares of the company
1	Meena Kewlani	0	0.00	01/04/2014			0	0.00
				04/07/2014	217984	Purchase	217984	0.89
				11/07/2014	221331	Purchase	439315	1.79
				18/07/2014	73666	Purchase	512981	2.09
				25/07/2014	10110	Purchase	523091	2.13

Sl. No	Name of the Share Holder	Shareholding at the beginning of the Year		Increase/Decrease in share holding			Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the company	Date	No. of Shares	Reason	No of Shares	% of total shares of the company
				01/08/2014	50851	Purchase	573942	2.33
				08/08/2014	19996	Purchase	593938	2.41
				22/08/2014	26868	Purchase	620806	2.52
				29/08/2014	15516	Purchase	636322	2.59
				05/09/2014	7000	Purchase	643322	2.61
				26/11/2014	643322	Subdivision	1286644	2.61
				20/03/2015	110550	Purchase	1397194	2.84
				31/03/2015			1397194	2.84
2	Bharati Jain	175160	0.71	01/04/2014			175160	0.71
				04/07/2014	-2000	Transfer	173160	0.70
				26/11/2014	173160	Subdivision	346320	0.70
				31/03/2015			346320	0.70
3	Sandeep Manoharlal Shishodia	0	0.00	01/04/2014			0	0.00
				25/07/2014	83346	Purchase	83346	0.34
				12/09/2014	40762	Purchase	124108	0.50
				17/10/2014	19000	Purchase	143108	0.58
				26/11/2014	143108	Subdivision	286216	0.58
				13/02/2015	47700	Purchase	333916	0.68
				20/02/2015	5000	Purchase	338916	0.69
				31/03/2015			338916	0.69
4	Rupender Jain	128472	0.52	01/04/2014			128472	0.52
				06/06/2014	68	Purchase	128540	0.52
				26/11/2014	128540	Subdivision	257080	0.52
				31/03/2015			257080	0.52
5	Pramod Jain	135723	0.55	01/04/2014			135723	0.55
				04/07/2014	-12000	Transfer	123723	0.50
				26/11/2014	123723	Subdivision	247446	0.50
				31/03/2015			247446	0.50
6	Savita Jain	121238	0.49	01/04/2014			121238	0.49
				26/11/2014	121238	Subdivision	242476	0.49
				31/03/2015			242476	0.49
7	Sandeep Manoharlal Shishodia	0	0.00	01/04/2014			0	0.00
				15/08/2014	10361	Purchase	10361	0.04
				22/08/2014	8656	Purchase	19017	0.08
				29/08/2014	49968	Purchase	68985	0.28
				05/09/2014	42198	Purchase	111183	0.45
				30/09/2014	5000	Purchase	116183	0.47
				26/11/2014	116183	Subdivision	232366	0.47
				31/12/2014	-8600	Transfer	223766	0.45

Sl. No	Name of the Share Holder	Shareholding at the beginning of the Year		Increase/Decrease in share holding			Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the company	Date	No. of Shares	Reason	No of Shares	% of total shares of the company
				27/03/2015	8200	Purchase	231966	0.47
				31/03/2015			231966	0.47
8	Vishal Jain	184727	0.75	01/04/2014			184727	0.75
				04/07/2014	-31500	Transfer	153227	0.62
				11/07/2014	-48285	Transfer	104942	0.43
				26/11/2014	104942	Subdivision	209884	0.43
				31/03/2015			209884	0.43
9	Prateek Nagpal	0	0.00	01/04/2014			0	0.00
				15/08/2014	32594	Purchase	32594	0.13
				22/08/2014	16362	Purchase	48956	0.20
				26/11/2014	48956	Subdivision	97912	0.20
				19/12/2014	88181	Purchase	186093	0.38
				31/12/2014	19925	Purchase	206018	0.42
				02/01/2015	75	Purchase	206093	0.42
				31/03/2015			206093	0.42
10	Savitha Jain	85592	0.35	01/04/2014			85592	0.35
				26/11/2014	85592	Subdivision	171184	0.35
				31/03/2015			171184	0.35

Note: The Face value of equity shares of ₹ 10/- each has been subdivided into 2 Equity Share of ₹ 5/- each w.e.f.26.11.2014

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

Sl. No.	Name of the Directors	Shareholding at the beginning of the year		Change in Shareholding		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	Increase	Decrease	No. of Shares	% of total shares of the Company
1	G. M. Surana	668088	2.72	0	0	1336176	2.72
2	Narender Surana	2691414	10.94	5336	0	5393500	10.96
3	Devendra Surana	2279520	9.27	88	0	4559216	9.27
4	Manish Surana	474613	1.93	805	0	950836	1.93
5	R. Surender Reddy	-	-	-	-	-	-
6	O. Swaminatha Reddy	-	-	-	-	-	-
7	Nirmal Kumar Jain	-	-	-	-	-	-
8	S R Vijayakar	-	-	-	-	-	-
9	Dr. R.N Sreenath	-	-	-	-	-	-
10	Madhumati Suresh*	-	-	-	-	-	-
11	Ramaiah Alapakam**	-	-	-	-	-	-

\* has been appointed as Independent Director w.e.f 23.03.2015.

\*\* has resigned from Directorship w.e.f 11.02.2015

Sl. No.	Name of the Key Managerial Personnel	Shareholding at the beginning of the year		Change in Shareholding		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	Increase	Decrease	No. of Shares	% of total shares of the Company
1.	Badarish H Chimalgi Company Secretary	-	-	-	-	-	-

Note: The Face value of Equity share of ₹ 10/- each has been sub divided into 2 equity shares of ₹ 5/- each w.e.f. 26.11.2014.

#### V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment: (Amount in ₹)

Particulars	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	321,098,111	96,126,444	--	417,224,555
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	1,277,001	--	--	1,277,001
<b>Total (i+ii+iii)</b>	<b>322,375,112</b>	<b>96,126,444</b>	<b>--</b>	<b>418,501,556</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	273,698,559	16,556,408	--	290,254,967
Reduction	(44,225,623)	--	--	(44,225,623)
<b>Net Change</b>	<b>229,472,936</b>	<b>16,556,408</b>	<b>--</b>	<b>246,029,344</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	547,756,763	112,682,852	--	660,439,615
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	4,091,285	--	--	4,091,285
<b>Total (i+ii+iii)</b>	<b>551,848,048</b>	<b>112,682,852</b>	<b>--</b>	<b>664,530,900</b>

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

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Amount in ₹)

Sl. No.	Particulars of Remuneration	Narender Surana, Managing Director	Devendra Surana, Director	Manish Surana, Whole Time Director	*Ramiah Alapakam, Whole Time Director	Total Amount
1	<b>Gross Salary</b>					
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	-	42,00,000	3,50,000	45,50,000
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-	21,00,000	-	21,00,000
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-	-
2	Stock Options	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
	- as % of profit	-	-	-	-	-
	- others, specify....	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	<b>Total (A)</b>	<b>-</b>	<b>-</b>	<b>63,00,000</b>	<b>3,50,000</b>	<b>66,50,000</b>

\* Ramiah Alapakam has resigned from Directorship w.e.f 11.02.2015



**B. Remuneration to other Directors:****1. Independent Directors:**

(Amount in ₹)

Sl. No.	Particulars of remuneration	Name of Director						Total Amount
		R. Surender Reddy	O. Swaminatha Reddy	S R Vijaykar	Nirmal Kumar Jain	Dr. R.N Sreenath	Madhumati Suresh	
1	Sitting Fee for attending Board/ Committee Meetings	18000	24000	18000	15000	24000	-	99000
2	Commission	-	-	-	-	-	-	-
3	Others, please specify	-	-	-	-	-	-	-
	<b>Total (B)(1)</b>	<b>18000</b>	<b>24000</b>	<b>18000</b>	<b>15000</b>	<b>24000</b>	<b>-</b>	<b>99000</b>

\* has been appointed as Independent Director w.e.f 23.03.2015

**2. Other Non Executive Directors:**

(Amount in ₹)

Sl. No.	Particulars of remuneration	G M Surana	Total Amount
1	Fee for attending Board/Committee Meetings	12000	12000
2	Commission	-	-
3	Others, please specify	-	-
	<b>Total (B)(2)</b>	<b>12000</b>	<b>12000</b>
	<b>Total (B)= (B)(1)+ (B)(2)</b>		<b>111000</b>

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD:**

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Badarish H Chimalgi, Company Secretary	Total Amount
1	<b>Gross Salary</b>		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	3,84,000	3,84,000
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-
2	Stock Options	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- Others, specify	-	-
5	Others, please specify	-	-
	<b>Total (C)</b>	<b>3,84,000</b>	<b>3,84,000</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.</b>	<b>COMPANY</b>					
	Penalty	None				
	Punishment					
	Compounding					
<b>B.</b>	<b>DIRECTORS</b>					
	Penalty	None				
	Punishment					
	Compounding					
<b>C.</b>	<b>OTHER OFFICERS IN DEFAULT</b>					
	Penalty	None				
	Punishment					
	Compounding					

## FORM NO MR 3 SECRETARIAL AUDIT REPORT

**Pursuant to Section 204 (1) of the Companies Act, 2013 and the Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

To  
The members of  
Surana Solar Limited

1. I have conducted Secretarial Audit pursuant to Section 204 of the Companies Act 2013, on the compliance of applicable Statutory Provisions and the adherence to good corporate practices by M/s. Surana Solar Limited (Formerly known as Surana Ventures Limited) (hereinafter called as "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 books, papers, minutes books, forms, returns filed and other records maintained by the Company and also the information and according to the examinations carried out by us and explanations furnished and representations made to us by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, I hereby report that in our opinion, the Company has during the audit period covering the Financial Year ended on 31<sup>st</sup> March, 2015 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. I 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, 2015 ("Audit Period") according to the provisions of:
  - i) The Companies Act, 2013 (the Act) and the rules made there-under;
  - ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there-under;
  - iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there-under;
  - iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there-under to the Extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - v) 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, 1992;
    - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
    - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
    - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
    - (f) 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;
    - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
    - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
4. The Company's main business is into manufacturing of solar panels and generation of solar energy. Accordingly, the industry specific major law that is applicable to the Company is The Electricity Act, 2003.
5. I, further report that the Company has, in my opinion, complied with the provisions of Companies Act, 2013 and rules made there under, as notified by the Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company.
6. I further report that, during the period under review, provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:
  - (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (d) 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;
  - (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
7. I, further report that:
- (a) The Company has complied with the clauses of Equity Listing Agreements entered into with stock exchanges.
  - (b) Secretarial Standards were not considered in the Audit, as the same were not notified during the period considered for Audit.
8. I, further report that:
- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except in respect of number of Independent Directors.
  - (b) The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.
  - (c) Adequate Notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 days in advance.
- (d) There is adequate system for seeking and obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting.
  - (e) Majority decision is carried through and there were no instances of dissenting members in the Board of Directors.
  - (f) It is also noted that the Company has an Internal Audit System to constantly monitor the process for efficient compliances.
9. I, further report that there exist adequate systems and processes in the Company that commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
10. I further report that during the year under report:
- (a) The shareholders approved through special resolution for name change of the Company from Surana Ventures Limited to Surana Solar Limited, consequently the Memorandum and Articles of Association has been amended.
  - (b) The shareholders have approved for sub-division of equity shares of ₹ 10/- each into two equity shares of ₹ 5/- each, consequently the Memorandum and Articles of Association has been amended.

**For RAKHI AGARWAL & ASSOCIATES**

**RAKHI AGARWAL  
COMPANY SECRETARY**

Place : Hyderabad  
Date : 06.08.2015

FCS NO.7047  
CP NO.627



## REPORT ON CORPORATE GOVERNANCE

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

Your Company believes in a Code of Governance, which fulfills the motto of 'Service to Society through Commercial activities'. Corporate Governance is more a way of Business life than a mere legal compulsion. Your Company believes that, though its primary focus is on the core objective of earning profits, the corporate governance goes beyond being a regulatory requirement. The Company continuously reviews its policies and practices of Corporate Governance with the clear goal not merely to comply with statutory requirement in letter and spirit but also to implement the best practice of Corporate Governance. Your Company believes that good Corporate Governance builds a long-term value to stakeholders, contemplates that corporate actions which balance the interests of all stakeholders and satisfy the tests of transparency, accountability, fairness and social responsibility and it must serve the underlying goal of enhancing the shareholder value over a sustained period of time

### 2. Board of Directors (Board):

#### a) Composition and Category of Directors:

In terms of compliance with the requirement of clause 49(1)(A) of Listing Agreement, the Company endeavour to have an optimum combination of Executive and Non-Executive Directors to maintain the independence of the Board and separate the functions of Governance and Management through Board and Committees. As on 31<sup>st</sup> March, 2015, the Board consists of the following:

- 6 Independent Non-executive Directors;
- 2 Executive Directors;
- 2 Non-Executive Directors.

#### b) Attendance of each director at the Board meetings and the last Annual General Meeting:

The particulars of attendance of Board Meetings and Annual General Meeting by Directors for the financial year ended 31.03.2015 has been set out here below:

Sl. No	Name of Director	Category	Meetings attended	Attendance at last AGM on 22.09.2014
1.	Shri. G Mangilal Surana	Non-Executive	2	Absent
2.	Shri. O Swaminatha Reddy	Independent Non-executive	4	Present
3.	Shri. R Surender Reddy	Independent Non-executive	3	Absent
4.	Shri. S R Vijayakar	Independent Non-executive	3	Absent
5.	Dr R.N. Sreenath	Independent Non-executive	4	Present
6.	Shri. Nirmal Kumar Jain	Independent Non-executive	5	Present
7.	Shri. Narender Surana	Executive	5	Present
8.	Shri. Devendra Surana	Executive	5	Present
9.	Shri. Manish Surana	Executive	4	Absent
10.	*Smt. Madhumathi Suresh	Independent Non-executive	-	-

\*Smt. Madhumathi Suresh has been appointed as Independent Director w.e.f 23.03.2015.

#### c) Number of other Directorships, Committee Membership(s) & Chairmanship(s) as on 31<sup>st</sup> March, 2015:

Sl. No.	Name of the Director	Other Directorship	Committee Membership	Committee Chairmanship
1.	Shri. G Mangilal Surana	4	2	2
2.	Shri. O Swaminatha Reddy	10	5	5
3.	Shri. R Surender Reddy	7	7	4
4.	Shri. S R Vijayakar	-	2	-
5.	Dr R. N. Sreenath	6	2	-
6.	Shri. Nirmal Kumar Jain	1	-	2
7.	Shri. Narender Surana	19	3	3
8.	Shri. Devendra Surana	18	3	-
9.	Shri. Manish Surana	19	-	-
10.	*Smt. Madhumathi Suresh	2	-	-

\*Smt. Madhumathi Suresh has been appointed as Independent Director w.e.f 23.03.2015

**d) Number of Board Meetings held and the date on which held:**

In terms of compliance with the requirement of clause 49(I) (C) of Listing Agreement, 5 (Five) Board Meetings were held during the financial year ended 31.03.2015. The maximum gap between any two Board Meetings was not more than 120 days at any time.

The dates on which the Board meetings were held are:

12.05.2014	11.08.2014	22.09.2014	11.11.2014	11.02.2015
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**BOARD COMMITTEES:**

Details of the Board Committees and other related information are provided hereunder:

**1) AUDIT COMMITTEE**

**(i) Brief description of terms of reference:**

The terms of reference stipulated by the Board to the Audit Committee includes review of the following:

- Management Discussion and Analysis of financial condition and results of operations;
- Statement of significant related party transactions submitted by Management;
- Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- Internal Audit Reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief Internal Auditor.
- 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.
- 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.
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- The annual financial statements before submission to the Board for approval, with particular reference to following with the Management:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (3C) of Section 134 of the Companies Act, 2013
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by Management
  - Significant adjustments made in the financial statements arising out of Audit findings
  - Compliance with listing and other legal requirements relating to financial statements
  - Disclosure of any related party transactions
  - Qualifications in the draft Audit Report.
- Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval.
- Reviewing, with the Management, performance of Statutory and Internal Auditors, adequacy of the internal control systems.
- 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.
- Discussion with Internal Auditors any significant findings and follow up there on.
- 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.
- 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.
- To review the functioning of the whistle blower mechanism.
- 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.

**(ii) Composition:**

The Company's Audit Committee comprises of the following Directors all of whom are Non-Executive, the majority being Independent Directors:

Sl.No.	Name of Director	Designation
1.	Shri. O Swaminatha Reddy	Chairman
2.	Shri. G Mangilal Surana	Member
3.	Shri. R Surender Reddy	Member
4.	Shri. S R Vijayakar	Member
5.	Dr. R N Sreenath	Member

The Company continued to derive immense benefit from the deliberation of the Audit Committee comprising of three Non-Executive Independent Directors and one Non-Executive Director. As Shri O. Swaminatha Reddy who is heading the Audit Committee as Chairman having rich experience and professional knowledge in Finance, Accounts and Company Law, the members always added the value for the Company. Minutes of each Audit Committee are placed before the Board and discussed in the meeting

**(iii) Meeting and attendance during the year:**

In terms of compliance with the requirement of clause 49(II)(B) of Listing Agreement, the Audit Committee met 4 (Four) times during the financial year under review, on 12.05.2014, 08.08.2014, 11.11.2014, and 11.02.2015 and the attendance of the members of the Audit Committee as recorded is as under:

Sl. No.	Name of the Director	No. of Meetings Attended
1	Shri O Swaminatha Reddy	4
2	Shri G Mangilal Surana	2
3	Shri R Surender Reddy	3
4	Shri S R Vijayakar	3
5	Dr. R. N. Sreenath	4

The Statutory Auditors and Internal Auditors of the Company have also attended the above meetings on invitation. The recommendations made by the Audit Committee from time to time have been followed by the Company. The Chairman of the Audit Committee has attended the Annual General Meeting to answer the queries raised by the shareholders regarding Audit and Accounts.

**3. NOMINATION & REMUNERATION COMMITTEE:****(i) Brief description of terms of reference:**

During the year at a meeting of the Board of Directors of the Company held on 12<sup>th</sup> May, 2014 in compliance with the provisions of the Companies Act, 2013 and the listing agreement, the Board has renamed its "Remuneration Committee" as the "Nomination and Remuneration Committee". The brief terms of reference of the Nomination and Remuneration Committee, inter alia, include the following:

- Identifying and selection of persons for appointment as directors and senior management in accordance with the criteria laid down and to recommend to the Board their appointment.
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
- Recommend/review remuneration of the Managing Director and Whole time Director(s) based on performance and defined assessment criteria.
- Recommend to the Board a policy for selection and appointment of Directors, Key Managerial Personnel and other senior management positions.
- Formulate and review criteria for evaluation of performance of the Board of Directors
- Devise a policy on Board diversity.
- Succession planning for the Board level and key management positions.
- Carry out any other function as mandated by the Board from time to time and/or enforced by any statutory notification/amendment.

**(ii) Composition:**

Sl.No	Name of Director	Designation
1.	Shri R Surender Reddy	Chairman
2.	Shri O Swaminatha Reddy	Member
3.	Shri S R Vijayakar	Member

**(iii) Attendance during the year:**

The Remuneration Committee met 4 (Four) times, during the financial year under review, on 08.08.2014, 11.11.2014, 11.02.2015 and 23.03.2015. The attendance of the meeting by the members of the Committee as recorded is as under:

Sl No	Name of the Director	No. of Meetings Attended
1	Shri R Surender Reddy	3
2	Shri O Swaminatha Reddy	4
3	Shri S R Vijayakar	2

**REMUNERATION POLICY:**

The Nomination and Remuneration Committee has adopted a Nomination and Remuneration Policy which, inter alia, deals with the manner of selection of Board of Directors, KMP & other senior management and their remuneration. The extract of the same is as follows:

**a) Remuneration to Executive Director and KMP:**

Executive Directors and KMP are eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The Executive Director and KMP remuneration is determined based on levels of responsibility and scales prevailing in the industry. The executive directors are not paid sitting fee for any Board/ Committee meetings attended by them.

**b) Remuneration to Non-Executive Directors:**

The Non- Executive / Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committees thereof.

**(i) Details of Remuneration of Non – Executive Directors:**

The Company pays Sitting fees to all the Non-executive Directors at the rate of ₹ 3,000/- for each meeting. The details of Sitting Fees paid to the Non-executive Directors for attending Board Meetings and Committee Meetings during the financial year 2014-15 are as follows:

Sl. No.	Name of Director	Amount in ₹
1	Shri. G Mangilal Surana	12,000
2	Shri. O Swaminatha Reddy	24,000
3	Shri. R Surender Reddy	18,000
4	Shri. S R Vijayakar	18,000
5	Dr. R N Sreenath	24,000
6	Shri. Nirmal Kumar Jain	15,000
7	Smt Madhumathi Suresh*	-
	<b>Total</b>	<b>1,11,000</b>

\*Smt Madhumathi Suresh was appointed as Additional Director w.e.f 23.03.2015.

**(ii) Pecuniary relationship or transactions of Non-Executive Director:**

Apart from receiving sitting fees for attending the Board and Audit Committee Meetings, the Non-Executive Independent Directors do not have any other material pecuniary relationship or transactions with the Company, its promoters or its Management, which in the opinion of the Board may affect independence of judgment of such Directors.

**(iii) Details of Remuneration to Executive Directors:**

(Amount in ₹)

Name of Director	Salary	HRA	Conveyance	Total
Shri Manish Surana	42,00,000	21,00,000	-	63,00,000
Shri Ramaiah Alapakam*	3,50,000	-	-	3,50,000
<b>TOTAL</b>				<b>66,50,000</b>

\* Shri Ramaiah Alapakam, WTD has resigned w.e.f. 11.02.2015.

**FAMILIARISATION PROGRAMMES FOR BOARD MEMBERS:**

Your Company follows a structured orientation and familiarisation programme through various reports/codes/internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis. Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved. The familiarisation programme has been posted in the website of the Company.

**CODE OF CONDUCT:**

The Company has in place a comprehensive Code of Conduct applicable to all the employees and Non-executive Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been posted on the Company's website.

**INDEPENDENT DIRECTORS' MEETING:**

During the year, meeting of Independent Directors was held to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timeliness of flow of information between the management and the Board.

**PERFORMANCE EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The Performance evaluation of the Chairman and Managing Director and the Non-Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

**4. STAKEHOLDERS RELATIONSHIP COMMITTEE:****(i) Brief description of terms of reference:**

During the year at a meeting of the Board of Directors of the Company held on 12<sup>th</sup> May, 2014 in compliance with the provisions of the Companies Act, 2013 and the listing agreement, the Board has renamed its "Shareholders Grievance Committee" as the "Stakeholders Relationship Committee". The Stakeholders Relationship Committee constituted by the Board of Directors inter alia approves transfer of shares and redresses shareholders / investor's grievances and complaints regarding non-receipt of Dividends, Annual Reports, etc.

**(ii) Composition:**

Sl.No.	Name of Director	Designation
1.	Shri. G M Surana	Chairman
2.	Shri. Narender Surana	Member
3.	Shri. Devendra Surana	Member

Shri Badarish H Chimalgi, Company Secretary is acting as Compliance Officer of the Company.

The total number of complaints received and replied to the satisfaction of shareholder during the year was 16. There are no outstanding complaints as on 31.03.2015.

**5. RISK MANAGEMENT COMMITTEE:**

The Company has constituted a Risk Management Committee which has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Board of Directors review these procedures periodically.



## 6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

### (i) Brief description of terms of reference:

In compliance with the provisions of Section 135(1) of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 and the listing agreement, Corporate Social Responsibility (CSR) Committee was constituted on 11<sup>th</sup> February, 2015. The brief terms of reference of CSR Committee, interalia include the following:

- Be responsible for implementation and monitoring of CSR projects or programmes or activities of the Company.
- Recommend the amount of expenditure to be incurred on the activities, as per CSR Policy;
- Any other functions as referred by the Board from time to time or enforced by any statutory notification/amendment.

### (ii) Composition:

Sl.No.	Name of Director	Designation
1.	Shri. Narender Surana	Chairman
2.	Shri. Devendra Surana	Member
3.	Dr. R.N Sreenath	Member

During the year under review, the Company is not covered under the criteria of Section 135(5) of Companies Act, 2013. However, the Company over the years is pursuing as part of its corporate social responsibility for welfare and aspirations of the community. The CSR activities of Surana Group are guided by the vision and philosophy of its Founding Father, Shri. G Mangilal Surana, who embodied the value of trusteeship in business and laid the foundation for its ethical and value-based functioning. The Gulabchand Surana Charitable Hospital, Managed by G.M. Surana Foundation is situated at Bollaram, Hyderabad and the Company has contributed ₹ 2.75 lakhs during 2014-15.

## 7. GENERAL BODY MEETINGS:

### i) Location and time for last 3 years General Meetings were:

Year	Locations	Date	Time
8 <sup>th</sup> AGM (2013-14)	Kamat Lingapur Hotel, 1-10-44/2, Chikoti Gardens, Begumpet, Hyderabad – 500 016.	22 <sup>nd</sup> September, 2014	11.00 A.M
7 <sup>th</sup> AGM (2012-13)	Kamat Lingapur Hotel, 1-10-44/2, Chikoti Gardens, Begumpet, Hyderabad – 500 016.	27 <sup>th</sup> September, 2013	11.30 A.M
6 <sup>th</sup> AGM (2011-12)	Taj Tristar, 1-1-40, Seven Hills, Sarojini Devi Road, Secunderabad – 500 003	29 <sup>th</sup> September, 2012	11.30 A.M

### ii) Whether any special resolutions passed in the previous 3 AGMs:

**2013-14:** In the AGM held on 22<sup>nd</sup> September, 2014 the company has passed Special Resolutions as follows:

- To approve the Regularisation of Shri Ramaiah Alapakam, as Whole Time Director of the Company.
- To approve the Remuneration to be paid to Shri Manish Surana, Whole Time Director of the Company.
- To authorize the Board to borrow money in Excess of Paid-up Capital and Free Reserves under section 180 (1) (c) of Companies Act, 2013.
- To authorize the Board to sell, Lease or dispose the undertaking under section 180(1) (a) of Companies Act, 2013.
- To approve the Change of the Company from Surana Ventures Limited to Surana Solar Limited.
- To authorize the Board to raise the funds through issue of convertible securities/GDRs/ADRs/FCCBs/ECBs etc.

**2012-13:** In the AGM held on 27<sup>th</sup> September, 2013 the company has passed no Special Resolutions.

**2011-12:** In the AGM held on 29<sup>th</sup> September, 2012 the company has passed no Special Resolutions.

### iii) Postal Ballot passed during the year 2014-15:

During the year 2014-15 your Company, in accordance with the provisions of Section 110 of the Companies Act, 2013, has conducted a POSTAL BALLOT for obtaining the approval of the Shareholders by way of Special Resolution for Split up of Equity Share of ₹ 10/- (Rupees Ten only) each into 2 Equity Shares of ₹ 5/- (Rupee Five only) each and the consequent amendment to the Memorandum of Association and Articles of Association of the Company.

**8. DISCLOSURES:**

- (i) **Disclosures on materially significant related party transactions i.e., transactions of the company of material nature, with its promoter, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large:**

Besides the transactions mentioned elsewhere in the Annual Report, there were no materially significant related party transactions during the year conflicting with the interest of the Company.

- (ii) **Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange, SEBI or any statutory authority, on any matter related to capital markets, during the last three years:**

None.

- (iii) **Whistle Blower policy:**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The policy is available on the Company website, [www.suranaventures.com](http://www.suranaventures.com).

- (iv) **Non Mandatory Requirements:**

Adoption of non-mandatory requirements of Clause 49 of the Listing Agreement is being reviewed by the Board from time to time.

**9. MEANS OF COMMUNICATION:**

- i. **Financial / Quarterly Results:**

The Company intimates un-audited as well as audited financial results to the Stock Exchanges, immediately after the Board meetings at which they are approved. The results of the Company are also published in at least one prominent national and one regional newspaper having wide circulation. Normally the results are published in Business Standard (English) and Suryaa (Telugu). The financial results are also displayed on the Company's website [www.surana.com](http://www.surana.com) & [www.suranaventures.com](http://www.suranaventures.com).

- ii. **Newspapers wherein results normally published**

The official news releases are published in Business Standard and Surya (Telugu) Newspapers, Detailed presentations made to institutional investors, financial analyst, etc. are displayed on the Company's website [www.surana.com](http://www.surana.com) and [www.suranaventures.com](http://www.suranaventures.com).

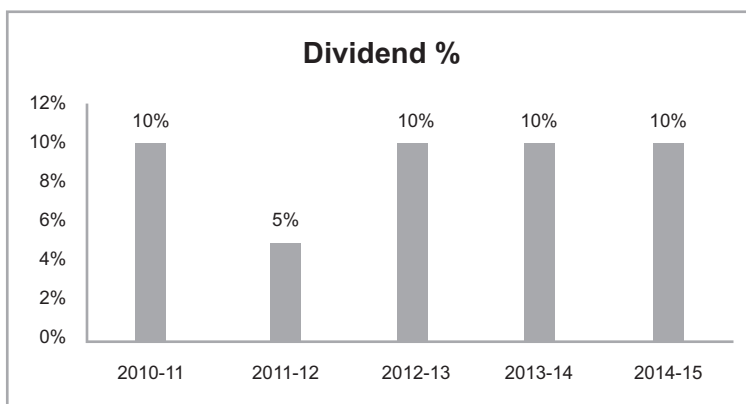
**Website:**

The website [www.suranaventures.com](http://www.suranaventures.com). a separate dedicated section for the Company's "Investor Relations" where shareholders' information is available. The full Annual Report, shareholding pattern etc. is also available in the 'Investor Relations' sections on the website of the Company.

**CEO/ CFO Certification**

In line with the requirements of Clause 49 (V) of the Listing Agreement, Shri Narender Surana, Managing Director, Shri Devendra Surana, Director, Shri Manish Surana, Director – Finance & Technical have submitted a certificate to the Board, certifying inter-alia, that the Financial Statements and the Cash Flow Statement for the year ended March 31, 2015 were reviewed to the best of their knowledge and belief, that they do not contain any material untrue statement, do not omit any material facts, are not misleading statements, together present a true and fair view and are in compliance with the applicable laws and regulations. The certificate further confirms that the transactions entered into by the Company for establishing internal control, financial reporting, evaluation of the internal control systems and making of necessary disclosures to the Auditors and the Audit Committee have been complied with.

### Dividend History of the Company:



### Unclaimed Dividend

Pursuant to the provisions of Section 124 of the Companies Act, 2013, Dividends for the financial year ended 31<sup>st</sup> March, 2011 and thereafter, which remain unclaimed for a period of seven years, will be transferred to the Investor Education and Protection Fund established by the Central Government. Information in respect of the due date for transfer of such unclaimed dividend to the said fund is given below:

For the Financial Year	Date of Declaration	Due for Transfer on
2010-11	21.09.2011	20.10.2018
2011-12	29.09.2012	28.10.2019
2012-13	27.09.2013	26.10.2020
2013-14	22.09.2014	21.10.2021

The members are advised to send all the unencashed dividend warrants pertaining to the above years to our RTA for revalidation or issuance of Demand Draft in lieu thereof and encash them before the due dates for transfer to the IEPF. It may also be noted that once the Unclaimed Dividend is transferred to the Investor Education and Protection Fund, no claim shall lie in respect thereof.

The Management Discussion and Analysis Report:

A Report of the Management Discussion and Analysis is attached as part of the Annual Report.

### 10. GENERAL SHAREHOLDERS INFORMATION:

Annual General Meeting	Date	30 <sup>th</sup> September, 2015
	Time	11.00 A.M
	Venue	Grand Solitaire Hotel, 1-240, 41 & 43, Parklane, S.D. Road, Secunderabad- 500003
Financial Calendar	April 1 <sup>st</sup> to March 31 <sup>st</sup>	
Date of Book Closure	25.09.2015 to 30.09.2015 (both days inclusive)	
Dividend Payment Date	07.10.2015	
Listing on Stock Exchanges	BSE Ltd National Stock Exchange of India Limited	
Stock Code	533298 on BSE SURANASOL on NSE	
ISIN Number for NSDL & CDSL	INE272L01022	

**MARKET PRICE DATA:**

Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr'14	19.75	16.50	18.70	16.70
May'14	26.45	15.50	26.25	15.45
Jun'14	37.40	21.00	38.00	20.80
Jul'14	69.35	37.50	69.40	37.25
Aug'14	58.45	68.00	84.00	68.00
Sep'14	96.00	74.10	96.50	74.65
Oct'14	104.90	87.00	105.30	87.00
Nov'14*	101.50	43.40	101.00	43.65
Dec'14	64.70	32.00	64.90	33.90
Jan'15	72.80	57.95	72.90	48.60
Feb'15	81.95	64.55	83.80	64.75
Mar'15	74.50	63.15	75.90	58.70

\* Equity Share of ₹ 10/- each has been subdivided into 2 equity shares of ₹ 5/- each w.e.f. 26.11.2014.

**Performance in comparison to BSE Sensex:**

The performance of the Company's scrip on the BSE as compared to the Sensex is as under:

	April, 2014	March, 2015	% Change
Company Share Price (closing)	17.15	65.70	283.09
SENSEX (closing)	22417.80	27957.49	24.71

**REGISTRARS & TRANSFER AGENTS**

Share Transfers and Communication regarding Share Certificates, Dividends & Change of Address may be sent to:

**M/s KARVY COMPUTERSHARE PRIVATE LIMITED**  
Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli,  
Financial District, Nanakramguda, Serilingampally,  
Hyderabad – 500 032  
Phone # +91-40- 67162222, Fax # 91-40- 23001153,  
Toll Free No.1800-3454-001  
Email ID: einward.ris@karvy.com  
Website : <http://www.karvy.com>

**SHARE TRANSFER SYSTEM:**

The Transfer of shares in physical form is processed and completed by Registrar & Transfer Agents within a maximum period of 30 days from the date of receipt, provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the Listing Agreement with the Stock Exchanges, a Practicing Company Secretary carries out audit of the system of transfer and a certificate to that effect is issued.

**11. Reconciliation of Share Capital Audit:**

As stipulated by the SEBI, a qualified Practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted Capital with NSDL and CDSL and the total issued and listed capital. The Audit is carried out every quarter and the Report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors. The Report inter-alia confirms the total listed and paid up share capital of the Company is in agreement with the aggregate of the total dematerialised shares and those in the physical mode.

**12. Distribution of Share holding as on 31<sup>st</sup> March 2015:**

Category (Amount)			No. of Cases	% of Cases
1	–	5000	6603	87.22
5001	–	10000	483	6.38
10001	–	20000	252	3.33
20001	–	30000	60	0.79
30001	–	40000	35	0.46
40001	–	50000	12	0.16
50001	–	100000	42	0.56
100001	&	Above	83	1.10
<b>TOTAL</b>			<b>7570</b>	<b>100.00</b>

**13. Shareholding Pattern as on 31<sup>st</sup> March, 2015:**

Category	Total Shares	% To Equity
Promoters Bodies Corporate	20,579,588	41.82
Promoters	16,321,686	33.18
Resident Individuals	8,407,441	17.08
Foreign Institutional Investors	245,000	0.50
Bodies Corporate	828,270	1.69
HUF	138,214	0.28
Non Resident Indians	2,478,887	5.03
Overseas Corporate Bodies	87,750	0.18
Trusts	423	0.00
Mutual Funds	21,300	0.04
Banks	6,300	0.01
Clearing Members	33,491	0.07
Foreign Portfolio Investors	58,250	0.12
<b>Total</b>	<b>4,92,06,600</b>	<b>100.00</b>

**14. Dematerialization of shares & Liquidity**

The trading in Company's shares is permitted only on dematerialized form. In order to enable the shareholders to hold their shares in electronic form and to facilitate scrip-less trading, the Company has enlisted its shares with NSDL and CDSL.

**15. Plant Locations:**

<b>SOLAR PHOTOVOLTAIC DIVISION</b>	<b>NON- CONVENTIONAL ENERGY (WIND)</b>
1. Plot No. 212/3, Phase II, I.D.A, Cherlapally, Hyderabad – 500 051.	1. Kaladhon Village, Khatav Taluka, Satara Dist, Maharashtra.
2. Plot No.21, Ravirayal (Village), Maheswaram (Mandal), Rangareddy (Dist), Fabcity, Hyderabad – 500 001	
3. Plot No. 12, Rasoolpura, Secunderabad – 500 003	



**16 Address for Correspondence:**

Sl. No.	Shareholders Correspondence for	Address
1.	Transfer / Dematerialization / Consolidation / Split of shares, Issue of Duplicate Share Certificates, Non-receipt of dividend/ Bonus shares, etc., change of address of Members and Beneficial Owners and any other query relating to the shares of the Company.	<b>M/s. Karvy Computershare Pvt. Ltd.</b> Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad – 500 032 Phone # +91-40-67162222 Fax # 91-40-23001153, Toll Free No.1800-3451-001 Email ID: einward.ris@karvy.com Website : www.karvy.com
2.	Investor Correspondence/Queries on Annual Report, Revalidation of Dividend Warrants, Sub-Division, etc.	<b>BADARISH H CHIMALGI</b> Company Secretary  <b>M/s. Surana Ventures Limited</b> 5th Floor, Surya Towers, S.P.Road, Secunderabad – 500 003. Ph Nos. 27845119/ 44665700 <b>E-mail</b> : cs@surana.com investorservices_svl@surana.com <b>Website</b> : www.surana.com www.suranaventures.com

**17. Depository Services:**

For guidance on Depository Services, Shareholders may write to the Company or to the respective Depositories:

<b>National Securities Depository Ltd</b> Trade World, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400 013 Tel : 091-022-24972964-70 Fax : 091-022-24972993 / 24976351 Email :info@nsdl.co.in.	<b>Central Depository Services (India) Ltd</b> PhirozeJeejeebhoy Towers, 17th Floor, Dalal Street, Mumbai – 400 023 Tel : 091-022-22723333/22723224 Fax: 091-022-22723199 Email : investors@cdslindia.com
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**18. Company's Policy on prevention of insider trading:**

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, and in continuation with your Company's efforts to enhance the standards of corporate governance in the Company, and to strictly monitor and prevent insider trading within the company, your company has in place a Code of Conduct which is approved by the Board.

The Company Secretary is acting as Compliance Officer for the said purpose. The code is applicable to all such employees, officers, Directors and Promoters of the Company who are expected to have access to the unpublished price sensitive information relating to the Company and the same is being implemented as a self-regulatory mechanism. The code has been circulated to all the members of the Board and Senior Management and others concerned the compliance of the same has been affirmed by them.

**19. Particulars of Directors, who are retiring by rotation, seeking re-appointment at the forthcoming Annual General Meeting pursuant to Clause 49 of the Listing Agreement:-**

<b>Name of Director Expertise in specific functional areas</b>	<b>SHRI. G. M. SURANA</b>	<b>SHRI. NARENDER SURANA</b>	<b>SHRI. MANISH SURANA</b>	<b>SMT. MADHUMATHI SURESH</b>
	Shri.G.M. Surana, graduate in Commerce and law from Osmania University, is the Chairman of the Company and heads the Surana Group of Companies. He had around 5 decades of rich experience in the Ferrous & Non- Ferrous metal industry in his capacity as promoter, Director, Partner of the various units belongs to the Surana Group. Shri G.M Surana was the former Chairman of the Federation of Andhra Pradesh Chamber of Commerce and Industry (FAPCCI), former Director of Indian Overseas Bank, former Director of Andhra Pradesh State Trading Corporation, (APSTC), besides being the Member of Govt. Advisory Board, Minimum Wages Board. He is actively involved in various philanthropic activities.	Shri. Narender Surana is a Chemical Engineer. He has been in the field of Metals, Telecom industry for more than 30 years and in the field of Renewable Energy Industry for more than 10 years. He has also been the Past President of Federation of Andhra Pradesh Chambers of Commerce and Industry (FAPCCI) 1996-97 and Chairman of the Federation of Indian Chambers of Commerce and Industry (FICCI) A.P State Council 2004-06 and 2008-10. He was also Chapter Chairman of Young President's Organization (Y.P.O), Hyderabad Chapter 2009. He is the recipient of Andhra Pradesh Best Entrepreneur Award.	Shri. Manish Surana hold a Bachelor degree in Business Administration and a Diploma in Mergers & Acquisitions from Harvard and is technologically savvy management graduate with multiple job experiences.	Smt. Madhumathi Surash is a Fellow member of ICAI and Practicing as Chartered Account for past 21 years. She is associated as a Partner with M/s. Sekhar & Suresh (Chartered Accountants) and has vast exposure in Bank, Corporate and Tax Audits. She also holds a Diploma in Information Systems Audit awarded by ICAI. Further she was a Former President of Rotary Club, Secunderabad.
<b>Date of Birth</b>	08.11.1930	06.07.1960	08.08.1986	25.06.1966
<b>Qualification</b>	B.Com, LL. B	B.E (Chemical)	B.B.M.	Chartered Accountant
<b>List of Other Companies in which Directorship is held as on 31<sup>st</sup> March, 2015.</b>	1. Bhagyanagar India Ltd 2. Bhagyanagar Metals Ltd 3. Bhagyanagar Green Energy Ltd 4. Globecom Infotech Pvt Ltd	1. Bhagyanagar India Ltd 2. Surana Telecom And Power Ltd 3. Surana Infocom Pvt Ltd 4. Bhagyanagar Securities Pvt Ltd 5. Bhagyanagar Energy And Telecom Pvt Ltd 6. Innova Technologies Pvt Ltd 7. Scientia Infocom India Pvt Ltd 8. Royal Skyscrapers India Pvt Ltd 9. Bhagyanagar Properties Pvt Ltd 10. Bhagyanagar Infrastructure Ltd 11. Saphagiri Infrastructure & Developers Pvt Ltd 12. AP Golden Apparels Pvt Ltd 13. Genten Infra Projects Pvt Ltd 14. Bhagyanagar Industrial Park 15. Surana Solar Systems Pvt Ltd 16. Celestial Solar Solutions Pvt Ltd 17. Indian Solar Power Producers Association 18. Tejas India Solar Energy Pvt Ltd 19. Arnyama Energy Pvt Ltd	1. Blossom Residency Pvt Ltd 2. Bhagyanagar Properties Pvt Ltd 3. Site Tonic Websolutions Pvt Ltd 4. Innova Infrastructure Pvt Ltd 5. Majestic Logistics Pvt Ltd 6. Bhagyanagar Ventures Pvt Ltd 7. Metropolitan Ventures India Ltd 8. Scientia Infocom India Pvt Ltd 9. Bhagyanagar Green Energy Ltd 10. Bhagyanagar Foods And Beverages Pvt Ltd 11. Bhagyanagar Metals Ltd 12. Solarworld Exchange Pvt Ltd 13. Corpmedia Publications India Pvt Ltd 14. Stealth Energy Pvt Ltd 15. Gms Realtors Pvt Ltd 16. Globecom Infotech Pvt Ltd 17. Indian Solar Power Producers Association 18. Pixeled India Pvt Ltd 19. Crescentia Solar Pvt Ltd	1. Bhagyanagar India Ltd 2. Gowra Leasing and Finance Ltd

Name of Director	SHRI. G. M. SURANA	SHRI. NARENDER SURANA	SHRI. MANISH SURANA	SMT. MADHUMATHI SURESH
Chairman/Member of the Committees of the Board of other Companies in which he is a Director as on 31 <sup>st</sup> March, 2015	1. Bhagyanagar India Ltd. (Member of Audit Committee) 2. Bhagyanagar India Ltd. (Chairman of Stakeholders Relationship Committee) 3. Surana Solar Ltd. (Member of Audit Committee) 4. Surana Solar Ltd. (Chairman of Stakeholders Relationship Committee)	1. Bhagyanagar India Ltd (Member of Stakeholders Relationship Committee) 2. Bhagyanagar India Ltd (Member of Risk Management Committee) 3. Surana Solar Ltd (Member of Stakeholders Relationship Committee) 4. Surana Solar Ltd (Member of Risk Management Committee) 5. Surana Solar Ltd (Member of CSR Committee) 6. Surana Telecom and Power Ltd (Member of Stakeholders Relationship Committee) 7. Surana Telecom and Power Ltd (Member of Risk Management Committee).	1. Surana Solar Ltd (Member of Risk Management Committee)	NIL

## DECLARATION OF COMPLIANCE OF CODE OF CONDUCT

Pursuant to the Circular No. SEBI/CFD/DIL/CG/1/2004/12/10 dated 29<sup>th</sup> October 2004, it is hereby declared that the Company has obtained confirmation from all the Board Members and Senior Management Personnel of the Company for the compliance of the Code of Conduct of the Company for the year 2014-15.

Place : Secunderabad  
Date : 06.08.2015

**NARENDER SURANA**  
Managing Director

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## AUDITORS' CERTIFICATE REGARDING CORPORATE GOVERNANCE

**To the Members of  
Surana Solar Limited**

We have examined the compliance of conditions of Corporate Governance by M/s Surana Solar Limited for the year ended 31<sup>st</sup> March 2015, as stipulated in Clause 49 of the Listing Agreement with BSE Limited and National Stock Exchange of India Limited.

The compliance of these 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 the compliance of 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 the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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 and on behalf of  
M/s. Sekhar & Co**  
Chartered accountants  
(FRN-003695S)

Place : Secunderabad  
Date : 06.08.2015

**G.GANESH**  
Partner  
M. No. 211704

## INDEPENDENT AUDITOR'S REPORT

To The Members of  
**Surana Solar Limited**  
 (formerly Surana Ventures Limited)

### Report on the Financial Statements

We have audited the accompanying financial statements of Surana Solar Limited ("the Company") (formerly Surana Ventures Limited), which comprise the Balance Sheet as at 31<sup>st</sup> March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows 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 the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management as well as evaluating the overall presentation of the financial statements.

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 March 31, 2015, and its profit and its cash flows for the year ended on that date.

### Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in Annexure a statement on matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
  - c. the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account
  - d. In our opinion, the aforesaid 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 written representations received from the directors as on 31<sup>st</sup> March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.



- f. We are not required to report on clause (i) with respect to Internal Financial Controls over financial reporting and the operating effectiveness of the same for the Financial Year ending 31<sup>st</sup> March 2015, based on the Government of India notification dated October 14, 2014 on the same matter.
- g. With respect to the other matters included in the Auditor's Report and in accordance with Rule 11 of Companies (Audit and Auditors) Rules, 2014 and in our opinion and to the best of our information and explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company has made provision, as required under the applicable law or accounting standards,
- for material foreseeable losses, if any, on long term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- Place : Secunderabad  
Date : 30-May-2015

For **Sekhar & Co**  
Chartered Accountants  
FRN: 003695-S

**G.GANESH**  
Partner  
M.No.211704

## Annexure referred to in paragraph 1 of our report of even date

Re: Surana Solar Limited  
(Formerly Surana Ventures Limited)

- i. a) The Company has maintained proper records showing full particular including quantitative details and situation of fixed assets.
- b) As explained to us, the fixed assets have been physically verified by the management according to the phased program designed to cover all the fixed assets over the year. In respect of fixed assets verified according to this program, which we consider reasonable, no material discrepancies were noticed on such verification.
- ii. a) As explained to us, inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b) The procedures explained to us, which are followed by the management for physical verification of inventories, are in our opinion reasonable and adequate in relation to the size of the company and nature of its business.
- c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- iii. No loans were granted by the Company, to any of the parties covered in the register maintained under section 189 of the Act. Hence we have not reported on the related matters of this clause and sub-clauses (a) and (b)
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for sale of goods and power. We have not observed any major weakness in the internal control system during the course of the audit.
- v. The Company has not accepted any deposits from the public within the meaning of sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder.
- vii. a) We have broadly reviewed the cost records maintained by the Company prescribed by the Central Government of India under Section 148(1) of the Act and are of the opinion that prima facie the prescribed accounts and records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- b) The Company is regular in depositing undisputed statutory dues with appropriate authorities including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it.
- c) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax or cess were in arrears as at 31<sup>st</sup> March 2015 for a period more than six months from the date they became payable.
- d) According to the information and explanations given to us, there are no dues of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax or cess which have not been deposited on account of any dispute.
- e) In our opinion, there are no amounts required to be transferred to the investor education and protection fund by the Company.
- viii. The Company has no accumulated losses at the end of the financial year and it has not incurred cash loss during the year covered by audit and in the immediately preceding financial year.
- ix. According to the records of the Company examined by us and the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or bank or debenture holders, as applicable, as at the Balance sheet date.
- x. The Company has not given any guarantee for loans taken by others from bank or financial institutions.
- xi. We have not reported on this clause as no term loans were obtained by the Company according to the information and explanations given to us.
- xii. During the course of our examination of the books and records of the Company, carried out in accordance with the Generally Accepted Accounting Practice in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company noticed or reported during the year, nor have we been informed of such case by the management.

For **Sekhar & Co**  
Chartered Accountants  
FRN: 003695-S

**G.GANESH**  
Partner  
M.No.211704

Place : Secunderabad  
Date : 30-May-2015

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2015**

(Amount in ₹)

Particulars	Note No.	As at 31.03.2015		As at 31.03.2014
<b>I EQUITY AND LIABILITIES</b>				
<b>(1) Shareholder's funds</b>				
Share capital	2.1	246,033,000		246,033,000
Reserves and surplus	2.2	232,481,230		177,754,895
			478,514,230	423,787,895
<b>(2) Non-Current liabilities</b>				
Long-term borrowings	2.3	6,623,678		161,398,555
Deferred tax liabilities (Net)		8,187,197		6,987,131
			14,810,875	168,385,686
<b>(3) Current liabilities</b>				
Short-term borrowings	2.4	649,090,689		254,278,202
Trade payables	2.5	21,277,977		68,168,936
Other current liabilities	2.6	65,210,988		80,633,856
Short-term provisions	2.7	29,678,450		28,884,800
			765,258,104	431,965,794
<b>TOTAL</b>			<b>1,258,583,209</b>	<b>1,024,139,375</b>
<b>II ASSETS</b>				
<b>(1) Non-current assets</b>				
<b>Fixed assets</b>				
(a) Tangible assets	2.8	295,544,998		306,367,626
(b) Intangible assets	2.9	105,149		733,751
(c) Capital work-in-progress		118,516,184		136,251,286
Non-current investments	2.10	200,000		200,000
Long-term loans and advances	2.11	5,997,443		1,904,845
			420,363,774	445,457,508
<b>(2) Current assets</b>				
Inventories	2.12	599,809,078		352,740,841
Trade receivables	2.13	105,123,818		130,952,348
Cash and cash equivalents	2.14	74,069,058		56,100,507
Short-term loans and advances	2.15	59,217,481		38,888,171
			838,219,435	578,681,867
<b>TOTAL</b>			<b>1,258,583,209</b>	<b>1,024,139,375</b>
Significant accounting policies and notes to accounts	1 & 2			

As per our report of even date attached

**For Sekhar & Co**

Chartered Accountants

Firm's Regn. No. 003695-S

**G.Ganesh**

Partner

Membership No: 211704

**Narender Surana**

Managing Director

**Devendra Surana**

Director

**Manish Surana**

Dir. Fin &amp; Tech

Place : Secunderabad

Date : 30<sup>th</sup> May, 2015

**For and on behalf of the Board**
**Badarish H Chimalgi**

Company Secretary

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

(Amount in ₹)

Particulars	Note No.	For the year 31.03.2015	For the year 31.03.2014
<b>I INCOME</b>			
Revenue from operations	2.16	<b>1,253,863,534</b>	1,263,965,973
<b>II Other income</b>	2.17	<b>7,324,817</b>	14,403,277
<b>TOTAL REVENUE</b>		<b>1,261,188,351</b>	1,278,369,250
<b>III EXPENSES</b>			
Cost of materials consumed	2.18	<b>1,066,731,316</b>	1,072,627,425
Changes in inventories	2.19	<b>(124,077,343)</b>	(76,300,311)
Manufacturing expenses	2.20	<b>47,376,017</b>	54,081,091
Employee benefit expenses	2.21	<b>27,030,931</b>	30,123,790
Finance costs	2.22	<b>52,993,452</b>	29,087,008
Depreciation and amortisation expenses	2.23	<b>29,288,395</b>	40,949,921
Other expenses	2.24	<b>60,006,211</b>	74,264,775
<b>TOTAL EXPENSES</b>		<b>1,159,348,980</b>	1,224,833,699
<b>IV PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX</b>		<b>101,839,371</b>	53,535,551
<b>V PRIOR PERIOD ADJUSTMENT</b>		-	-
<b>VI PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX</b>		<b>101,839,371</b>	53,535,551
<b>VII PROFIT BEFORE TAX</b>		<b>101,839,371</b>	53,535,551
<b>VIII TAX EXPENSE</b>			
(a) Current tax expense		<b>20,375,767</b>	10,894,174
(b) Deferred tax expense		<b>1,200,066</b>	167,720
(c) MAT credit utilised / (availed)		<b>(4,092,598)</b>	12,123,977
<b>IX PROFIT AFTER TAX</b>		<b>84,356,136</b>	30,349,680
<b>X Earning per equity share</b>			
(a) Basic		<b>1.71</b>	0.62
(b) Diluted		<b>1.71</b>	0.62
No. of shares		<b>49,206,600</b>	49,206,600
Significant accounting policies and notes to accounts	1 & 2		

As per our report of even date attached

**For Sekhar & Co**

Chartered Accountants

Firm's Regn. No. 003695-S

**G.Ganesh**

Partner

Membership No: 211704

Place : Secunderabad

Date : 30<sup>th</sup> May, 2015**For and on behalf of the Board****Narender Surana**

Managing Director

**Devendra Surana**

Director

**Manish Surana**

Dir. Fin &amp; Tech

**Badarish H Chimalgi**

Company Secretary

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

(Amount in ₹)

PARTICULARS	2014-15	2013-14
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax	101,839,371	53,535,551
<b>Adjustments for :</b>		
Depreciation	27,897,288	32,183,628
Amortisation of lease rent	647,476	647,476
Amortisation of goodwill and other intangible assets	743,631	8,118,817
Sundry balance writtern off	710,128	2,386,559
Sundry balance writtern back	(53,972)	(2,088,438)
Interest paid	52,993,452	29,087,008
(Profit)/loss on sale of fixed assets	3,506,596	(2,475,618)
Dividend received	-	(1,030,515)
Interest received	(5,510,116)	(7,017,795)
	80,934,483	59,811,122
<b>Operating profit before working capital changes</b>	182,773,854	113,346,673
<b>Adjustments for :</b>		
Inventories	(247,068,237)	(52,054,197)
Loans and advances	(22,919,441)	(2,842,814)
Changes in other current assets	-	5,093,243
Receivables	25,118,402	(38,841,031)
Trade payables and other liabilities	48,212,879	(46,817,156)
	(196,656,397)	(135,461,955)
<b>Cash generated from operations</b>	(13,882,542)	(22,115,282)
<b>Adjustments for :</b>		
Direct taxes paid for current year (Net)	(17,785,636)	(12,051,181)
Net cash (used in)/from operating activities	(31,668,178)	(34,166,463)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Dividend received	-	1,030,515
Interest received	5,510,116	7,017,795
Investment in subsidiary	-	100,000
Purchase of fixed assets	(32,415,846)	(56,428,792)
Sale of fixed assets	28,700,682	11,334,787
Loans to subsidiary & associate	-	2,654,495
Capital advances	-	8,133,470
<b>Net cash (used in)/from investing activities</b>	1,794,952	(26,157,730)



**CASH FLOW STATEMENT Continues.....**

(Amount in ₹)

PARTICULARS	2014-15	2013-14
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase in secured loans	223,349,231	131,620,180
Increase in unsecured loans	(94,455,699)	(7,370,247)
Interest paid on borrowings	(52,785,612)	(30,621,923)
Dividend paid	(28,266,145)	(28,231,169)
Decrease/(Increase) in restricted deposits	(21,432,311)	(8,850,382)
<b>Net cash (used in)/from financing activities</b>	<b>26,409,464</b>	56,546,458
<b>NET CASH GENERATED/(UTILISED)</b>	<b>(3,463,760)</b>	(3,777,735)
Opening cash and cash equivalent	8,888,292	12,666,026
Closing cash and cash equivalent	5,424,532	8,888,292
Net Increase/(decrease) in cash & cash equivalents	<b>(3,463,760)</b>	(3,777,735)

## Notes

1. Components of cash and cash equivalents	2014-15	2013-14	Change Over Previous Year
Cash in hand	766,975	174,021	592,954
Balances with banks	4,657,557	8,714,271	(4,056,714)
<b>Total</b>	<b>5,424,532</b>	8,888,292	(3,463,760)

2. Previous figures are regrouped wherever required to make comparable with current year.

3. Notes to accounts forms an integral part of cash flow statement.

As per our report of even date attached

**For Sekhar & Co**

Chartered Accountants

Firm's Regn. No. 003695-S

**For and on behalf of the Board**

**G.Ganesh**

Partner

Membership No: 211704

**Narender Surana**

Managing Director

**Devendra Surana**

Director

**Manish Surana**

Dir. Fin & Tech

Place : Secunderabad

Date : 30<sup>th</sup> May, 2015

**Badarish H Chimalgi**

Company Secretary

## 1. Significant Accounting Policies

### i. Company Information

Surana Solar Limited ('the Company') formerly known as Surana Ventures Limited is a public limited company domiciled in India and is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The Company is into the business of manufacturing of Solar Photovoltaic (SPV) Modules, generation of wind power energy and trading of other solar related products.

### ii. Basis of Preparation of Financial Statements

The financial statements of Surana Solar Limited ('the company') have been prepared under the historical cost convention on the accrual basis with the generally accepted accounting principles in India and the provisions of the Companies Act, 2013 ('the Act') including the Accounting Standards notified under the Act.

### iii. Use of Estimates

The Preparation of Financial Statements requires estimates and assumptions to be made that effect the reported amount of assets and liabilities on the date of financial statements and reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

### iv. Own Fixed Assets

#### Tangible Assets

Fixed Assets are stated at cost net of modvat / cenvat / value added tax less accumulated depreciation and impairment loss, if any. Any costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations to the fixed assets are capitalized.

#### Intangible Assets

The Intangible Assets are capitalized where it is expected to provide future enduring economic benefits. Intangible Assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment.

### v. Leased Assets

Premium Paid on Leased Assets is amortized over the lease period and the annual lease rentals are charged to Profit and Loss Account in the year it accrues.

### vi. Depreciation

Depreciation is provided on Straight Line Method, except for plant and machinery of Cherlapally and fabcity unit for which written down Value method is followed, in the manner prescribed in Schedule II

to the Companies Act, 2013. However, till previous year, depreciation was provided at the rate and in the manner prescribed in Schedule XIV of the Companies Act, 1956. Capitalized software cost is amortized over a period of 3 years.

### vii. Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit and Loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

### viii. Investments

Current Investments are carried at the lower of cost and quoted / fair value, computed category wise. Long Term Investments are stated at cost less any permanent diminution in value, determined separately for each individual investment. Provision for diminution in the value of long-term investments is made only if such decline is other than temporary in the opinion of the management.

### ix. Inventories

Items of Inventories are measured at lower of cost or net realizable value, after providing for obsolescence, if any. Cost of inventories comprises of all cost of purchase including duties and taxes other than credits under CENVAT and is arrived on First in First out basis. Semi Finished goods are valued at cost or net realizable value whichever is lower. Finished goods are valued at cost including excise duty payable or net realizable value whichever is lower. Cost includes Direct Material, Labour cost and appropriate overheads.

### x. Foreign Currency Transactions

- Gains and Losses on account of exchange differences existing out of reporting of long term foreign currency monetary items at rates different from those at which they were initially recorded during the period or reported in previous financial statements, in so far as they relate to the acquisition of a depreciable capital asset can be added or deducted from the cost of asset and shall be depreciated over the balance life of asset and in other cases, it can be accumulated in a "foreign currency monetary item transaction Difference Account" in the enterprises financial statements and amortized over the balance period of such long asset/liability.
- In respect of Purchases / Sales in normal course of business, the Gain/Loss is charged to Profit and Loss Account.

### xi. Employee Retirement / Terminal Benefits

The employees of the company are covered under Group Gratuity Scheme of Life Insurance

Corporation of India. The premium paid thereon is charged to Profit and Loss Account. Leave Encashment liability is provided on the basis of actuarial valuation on actual entitlement of eligible employees at the end of the year.

## **xii. Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent Liabilities which are not recognized are disclosed in notes. Contingent Assets are neither recognized nor disclosed in Statements.

## **xiii. Turnover**

Turnover includes sale of goods, services, sales tax, service tax and adjusted for discounts (net). Inter-Unit sales are excluded in the Main Profit and Loss account.

## **xiv. Revenue Recognition**

Dividend income is recognized when the unconditional right to receive the income is established. Income from sale of VER is accounted as and when sold to customers.

## **xv. Government Grants**

Grants received against capital items carrying cost of asset is adjusted against the cost of the asset on actual receipt of the money from the government.

Assets received as grant free of cost are recorded at nominal value of ₹ 1 transfer of possession.

Compensation / Reimbursement of specific revenue items are adjusted in the year of receipt against the respective revenue items on receipt basis.

## **xvi. Segment Reporting**

Company's operating Businesses, organized & Managed unit wise, according to the nature of the products and services provided, are recognized in segments representing one or more strategic business units that offer products or services of different nature and to different Markets.

Inter-Segment transfers are done at cost.

Company's Operations could not be analyzed under geographical segments in considering the guiding factors as per Accounting Standard-17 (AS-17) prescribed under Rule 7 of Accounting Standard Rules, 2014.

## **xvii. Income Taxes/Taxation**

Income Tax, estimated to arise on the results for the year, at the current rate of tax, in accordance with the Income Tax Act, 1961. Taxation deferred as a result of timing difference, between the accounting & taxable profits, is accounted for on the liability method, at the current rate of tax, to the extent that the timing differences are expected to crystallize. Deferred tax asset is recognized only to the extent there is reasonable certainty of realization in future. Deferred tax assets are reviewed, as at each Balance Sheet date to re-assess realization.

## **xviii. Prior Period Expenses / Income**

Prior period items, if material are separately disclosed in Profit & Loss Account together with the nature and amount. Extraordinary items & changes in Accounting Policies having material impact on the financial affairs of the company are disclosed.

## **xix. Sundry Debtors, Loans and Advances**

Doubtful Debts/Advances are written off in the year in which those are considered to be irrecoverable.

## **xx. Borrowing Costs**

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets in accordance with Accounting Standard-16 (AS-16) prescribed under Rule 7 of Accounting Standard Rules, 2014. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Borrowing cost are ceased to be capitalized when the asset is ready for its intended use or there is cessation of development for the extended period and charged to Profit & Loss Account.

## **xxi. Earnings per Share**

The Company reports basic and diluted earnings per share in accordance with Accounting Standard-20 (AS-20) prescribed under Rule 7 of Accounting Standard Rules, 2014. Basic earnings per share are computed by dividing the net Profit or Loss for the year by the Weighted Average number of equity share outstanding during the year. Diluted earnings per share is computed by dividing the net profit or loss for the year by weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

## NOTES TO BALANCE SHEET

(Amount in ₹)

Particulars	Sub Note	As at 31.03.2015	As at 31.03.2014
<b>Note : 2.1</b>			
<b>Share capital</b>			
<b>a. Authorized Capital</b>			
10,00,00,000 equity shares of ₹ 5/- each			
(March 31, 2014 : 5,00,00,000 of ₹ 10 each)			
<b>TOTAL</b>		<b>500,000,000</b>	<b>500,000,000</b>
<b>b. Issued, subscribed and paid-up capital</b>			
4,92,06,600 equity shares of ₹ 5/- each fully paid up			
(March 31, 2014 : 2,46,03,300 of ₹ 10 each)			
<b>TOTAL</b>		<b>246,033,000</b>	<b>246,033,000</b>
<b>Notes:</b>		<b>Year</b>	<b>No of Shares</b>
<b>(i) Historical data of equity share capital in past five years</b>			
Reduction on conversion to debentures		<b>2010-11</b>	(6,000,000)
Allotment pursuant to scheme of merger		<b>2010-11</b>	15,603,300
<b>TOTAL</b>			<b>9,603,300</b>

### (ii) Reconciliation of shares outstanding at the beginning & at the end of the reporting Period

	No.	As at on 31.03.2015	No.	As at on 31.03.2014
At the beginning of the year	24,603,300	<b>246,033,000</b>	24,603,300	246,033,000
outstanding at the end of the year	49,206,600	<b>246,033,000</b>	24,603,300	246,033,000

- 2.1 (a)** There were no Bonus issues, forfeited shares and buy back of shares in last five years.
- 2.1 (b)** During the year, the Equity Shares of ₹ 10/- each were sub-divided into Equity Shares of ₹ 5/- each, due to which there is an increase in no. of shares.
- 2.1 (c)** Issued, subscribed and paid-up capital Equity shareholder holding more than 5% of equity shares along with the number of equity shares held is as given below.

Name of the shareholder	As at March 2015		As at March 2014	
	%	No of shares	%	No of shares
Bhagyanagar India Limited	23.52	11,575,892	23.52	5,787,946
Surana Telecom and Power Limited	17.92	8,820,000	17.92	4,410,000
Narender Surana	10.96	5,393,500	10.94	2,691,414
Devendra Surana	9.26	4,559,216	9.26	2,279,520

Particulars	Sub Note	As at 31.03.2015	As at 31.03.2014
<b>Note : 2.2</b>			
<b>Reserves and surplus</b>			
<b>(a) General reserves</b>			
Balance as per the Last financial statements		<b>170,000,000</b>	160,000,000
Add: Transferred from surplus		<b>10,000,000</b>	10,000,000
Less: Depreciation Adjustment		<b>(106,502)</b>	-
<b>Closing Balance</b>		<b>179,893,498</b>	<b>170,000,000</b>
<b>(b) Surplus</b>			
Balance as per the last financial statements		<b>7,754,895</b>	16,190,015
Add: Profit for the period / year		<b>84,356,136</b>	30,349,680
Amount Available for appropriation		<b>92,111,032</b>	46,539,695
Less : Appropriations			
Proposed equity dividend		<b>24,603,300</b>	24,603,300
Tax on proposed equity dividend		<b>4,920,000</b>	4,181,500
Transfer to general reserve		<b>10,000,000</b>	10,000,000
<b>Net surplus in the statement of profit and loss</b>		<b>52,587,732</b>	<b>7,754,895</b>
<b>TOTAL</b>		<b>232,481,230</b>	<b>177,754,895</b>

(Amount in ₹)

Particulars	Sub Note	As at 31.03.2015	As at 31.03.2014
<b>Note : 2.3</b>			
<b>Long-term borrowings</b>			
<b>Secured</b>			
(a) Buyers credit from bank	2.3 (a)	-	63,182,646
(b) Car loan from bank / Financial Institutions	2.3 (b)	6,623,678	2,089,465
<b>Unsecured</b>			
(a) Loans and advances from body corporates	2.3 (c)	-	96,126,444
<b>TOTAL</b>		<b>6,623,678</b>	<b>161,398,555</b>

**Notes:****2.3(a) Buyer's credit from banks**

- (i) Buyer's credit from Scheduled Banks is secured by hypothecation of stock, trade receivables and first pari-passu charge on specific fixed assets of the company. Further, it has been guaranteed by the Managing Director and Director. Accordingly due with in a Year is ₹ 509,806,556/- which is classified under short term borrowings.

**2.3(b) Car loan from bank / Financial Institutions**

- (i) Car loan from HDFC Bank Ltd is secured against hyphotication of car. The loan was taken during the financial year 2012-13 and is repayable in monthly installment of ₹ 131,972/- each. Accordingly due with in a year is ₹ 1,451,692/- which is clasified under current liabilities.
- (ii) Car loan from Kotak Mahindra Prime Limited is secured against hyphotication of car. The loan was taken during the financial year 2013-14 and is repayable in monthly installment of ₹ 32,000/- each. Accordingly due with in a year is ₹ 384,000/- which is clasified under current liabilities.
- (iii) Car loan from Daimler Financial Services India Private Limited is secured against hyphotication of car. The loan was taken during the financial year 2014-15 and is repayable in monthly installment of ₹ 353,760/- each. Accordingly due with in a year is ₹ 4,245,120/- which is clasified under current liabilities.

**2.3(c) Loan from related parties**

Name of the company	Balance as on 31.03.2015	Balance as on 31.03.2014
Bhagyanagar India Limited	-	96,126,444
<b>TOTAL</b>	-	<b>96,126,444</b>

Particulars	Sub Note	As at 31.03.2015	As at 31.03.2014
<b>Note: 2.4</b>			
<b>Short-term borrowings</b>			
<b>Secured</b>			
(a) Cash credit from bank	2.4 (a)	26,601,281	68,861,465
(b) Buyers credit from bank	2.4 (b)	509,806,556	185,416,736
<b>Unsecured</b>			
(a) Loans and advances from body corporates	2.4 (c)	112,682,852	-
<b>TOTAL</b>		<b>649,090,689</b>	<b>254,278,202</b>

**Notes:****2.4 (a) Cash credit**

Cash credit from Scheduled Banks is secured by hypothecation of stock, trade receivables and first pari-passu charge on specific fixed assets of the company. Further, it has been guaranteed by the Managing Director and Director.

**2.4 (b) Buyer's credit from scheduled banks due within a year is classified as short term borrowings****2.4 (c) Loan from related parties**

Name of the company	Balance as on 31.03.2015	Balance as on 31.03.2014
Bhagyanagar India Limited	112,682,852	-
<b>TOTAL</b>	<b>112,682,852</b>	<b>-</b>

(Amount in ₹)

Particulars	Sub Note	As at 31.03.2015	As at 31.03.2014
<b>Note: 2.5</b>			
<b>Trade payables</b>			
Sundry creditors - others	2.5 (a)	21,277,977	68,168,936
<b>TOTAL</b>		<b>21,277,977</b>	<b>68,168,936</b>

**Notes:**
**2.5 (a) Due to related parties**

Name of the company	Balance as on 31.03.2015	Balance as on 31.03.2014
Solar Dynamics Private Limited	-	8,851,364
	-	8,851,364

Particulars	Sub Note	As at 31.03.2015	As at 31.03.2014
<b>Note: 2.6</b>			
<b>Other current liabilities</b>			
(a) Current maturities on long term debt (Secured)	2.3 (b)		
- Car loan from HDFC Bank Ltd		1,451,692	1,583,664
- Car loan from Kotak Mahindra Prime Limited		384,000	384,000
- Car loan from Daimler Fin Service India Limited		4,245,120	-
(b) Unclaimed dividends		1,859,910	1,341,255
(c) Provision for interest on buyer's credit	2.6 (a)	2,735,721	857,136
(d) Other liabilities		4,443,568	5,434,243
(e) Advance from customers	2.6 (b)	50,090,977	71,033,558
<b>TOTAL</b>		<b>65,210,988</b>	<b>80,633,856</b>

**Notes:**

**2.6 (a)** Provision for interest on buyer's credit from banks has been made on proportionate basis

**2.6 (b) Due to related parties**

Name of the company	Balance as on 31.03.2015	Balance as on 31.03.2014
Bhagyanagar Green Energy Limited	-	50,315,000
	-	50,315,000

Particulars	Sub Note	As at 31.03.2015	As at 31.03.2014
<b>Note: 2.7</b>			
<b>Short-term provisions</b>			
(a) Provision for employee benefits-Bonus		125,000	100,000
(b) Proposed equity dividend	2.7 (a)	24,603,300	24,603,300
(c) Provision for tax on proposed equity dividend		4,920,000	4,181,500
(d) Provision for Income Tax (Net of Advance Tax & TDS)		30,150	-
<b>TOTAL</b>		<b>29,678,450</b>	<b>28,884,800</b>

**Notes:**

**2.7 (a)** The Board of Directors have recommended a dividend of Rs 0.50/- per share for the year ended 31<sup>st</sup> March, 2015 (Previous Year ₹0.50/- per share). There is a subdivision of shares of Rs 10 each into 2 equity shares of ₹ 5/- each during the year. Hence, the dividend per share for the previous year is restated to make it comparable.



## Note : 2.8 Tangible Assets

Particulars	Freehold Land	Leasehold Land	Commercial Buildings	Plant & Machinery	Wind Power Plant	Electrical Installation	Office Equipment	Vehicles	Furniture & Fixtures	Computer	Grand Total
(Amount in ₹)											
<b>A. Gross Block</b>											
At 1st April, 2013	4,821,397	20,287,626	72,191,166	108,885,963	131,284,200	13,020,240	3,058,812	18,106,334	476,884	991,625	373,124,247
Additions	-	-	-	26,990,584	-	3,893,426	2,033,300	1,347,108	24,952	536,903	34,826,273
Disposals	-	-	-	(9,296,709)	-	-	-	-	-	-	(9,296,709)
At 31 <sup>st</sup> March, 2014	4,821,397	20,287,626	72,191,166	126,579,838	131,284,200	16,913,666	5,092,112	19,453,442	501,836	1,528,528	398,653,811
Additions	-	-	-	35,834,864	-	730,000	287,075	12,919,925	66,851	197,204	50,035,919
Disposals	(1,200,000)	-	-	-	(37,300,000)	(1,380,000)	-	-	-	-	(39,880,000)
<b>At 31<sup>st</sup> March, 2015</b>	<b>3,621,397</b>	<b>20,287,626</b>	<b>72,191,166</b>	<b>162,414,702</b>	<b>93,984,200</b>	<b>16,263,666</b>	<b>5,379,187</b>	<b>32,373,367</b>	<b>568,687</b>	<b>1,725,732</b>	<b>408,809,730</b>
<b>B. Depreciation</b>											
At 1st April, 2013	-	1,942,430	8,407,074	20,152,886	19,864,154	558,858	378,307	7,865,664	37,931	685,316	59,892,621
Charge for the Year	-	647,476	6,378,409	13,110,064	6,931,806	2,089,448	552,444	2,751,640	83,719	286,097	32,831,103
Disposals	-	-	-	(437,540)	-	-	-	-	-	-	(437,540)
At 31 <sup>st</sup> March, 2014	-	2,589,906	14,785,483	32,825,410	26,795,960	2,648,306	930,752	10,617,304	121,650	971,413	92,286,184
Charge for the Year	-	647,476	2,030,965	17,135,744	4,624,930	1,333,226	1,189,034	1,354,276	43,629	185,486	28,544,766
Disposals	-	-	-	-	(7,672,722)	-	-	-	-	-	(7,672,722)
Adjustments	-	-	-	-	-	-	43,247	-	-	63,257	106,504
<b>At 31<sup>st</sup> March, 2015</b>	<b>-</b>	<b>3,237,382</b>	<b>16,816,448</b>	<b>49,961,154</b>	<b>23,748,168</b>	<b>3,981,532</b>	<b>2,163,033</b>	<b>11,971,580</b>	<b>165,279</b>	<b>1,220,156</b>	<b>113,264,732</b>
<b>C. Net Block (A-B)</b>											
At 31 <sup>st</sup> March, 2014	4,821,397	17,697,720	57,405,683	93,754,428	104,488,240	14,265,360	4,161,360	8,836,138	380,186	557,115	306,367,626
At 31 <sup>st</sup> March, 2015	<b>3,621,397</b>	<b>17,050,244</b>	<b>55,374,718</b>	<b>112,453,548</b>	<b>70,236,032</b>	<b>12,282,134</b>	<b>3,216,154</b>	<b>20,401,787</b>	<b>403,408</b>	<b>505,576</b>	<b>295,544,998</b>

Note: With effect from 01st April, 2014, in accordance with part A of schedule II of the Companies Act, 2013, the Company has re-assessed the remaining life of the fixed assets and charged the depreciation Accordingly adjustments have been made in the above schedule and an amount of ₹ 65,80,862/- has charged lesser to the depreciation.

## Note : 2.9 Intangible Assets

Particulars	Goodwill Refer Note a	Certification & License Refer Note b	Grand Total
<b>A. Gross Block</b>			
At 1st April, 2013	28,561,926	2,935,000	31,496,926
Additions	-	-	-
Disposals	-	-	-
At 31 <sup>st</sup> March, 2014	28,561,926	2,935,000	31,496,926
Additions	-	115,029	115,029
Disposals	-	-	-
<b>At 31<sup>st</sup> March, 2015</b>	<b>28,561,926</b>	<b>3,050,029</b>	<b>31,611,955</b>
<b>B. Depreciation</b>			
At 1st April, 2013	21,421,442	1,222,916	22,644,358
Charge for the Year	7,140,484	978,333	8,118,817
Disposals	-	-	-
At 31 <sup>st</sup> March, 2014	28,561,926	2,201,249	30,763,175
Charge for the Year	-	743,631	743,631
<b>Disposals</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>At 31<sup>st</sup> March, 2015</b>	<b>28,561,926</b>	<b>2,944,880</b>	<b>31,506,806</b>
<b>C. Net Block (A-B)</b>			
At 31 <sup>st</sup> March, 2014	-	733,751	733,751
At 31 <sup>st</sup> March, 2015	<b>-</b>	<b>105,149</b>	<b>105,149</b>

(Amount in ₹)

Particulars	Sub Note	As at 31.03.2015	As at 31.03.2014
<b>Note: 2.10</b>			
<b>Non-Current Investments</b>			
Non-trade investments (Valued at cost, unless otherwise specified)			
<b>Investment in equity instruments (Unquoted)</b>			
(a) In Associate Company			
(i) 20,000 (March 31, 2014 : 20000) Equity Shares of ₹ 10/- each of Solar World Exchange Pvt Ltd (fully paid up)		200,000	200,000
<b>TOTAL</b>		200,000	200,000

Particulars	Sub Note	As at 31.03.2015	As at 31.03.2014
<b>Note: 2.11</b>			
<b>Long-term loans and advances</b>			
(Unsecured, considered good)			
(a) Security deposits			
Deposits		1,400,000	1,400,000
(b) Others			
Minimum alternate tax credit entitlement		4,597,443	504,845
<b>TOTAL</b>		5,997,443	1,904,845

Particulars	Sub Note	As at 31.03.2015	As at 31.03.2014
<b>Note: 2.12</b>			
<b>Inventories</b>			
(Valued at lower of cost or net realizable value)			
(a) Raw materials		245,564,319	122,573,425
(b) Work-in-progress		-	2,893,349
(c) Finished goods		354,244,759	227,274,067
<b>TOTAL</b>		599,809,078	352,740,841

(Amount in ₹)

Particulars	Sub Note	As at 31.03.2015	As at 31.03.2014
<b>Note: 2.13</b>			
<b>Trade receivables</b>			
(Unsecured, considered good unless stated otherwise)	2.13 (a)		
(a) Aggregate amount of trade receivables outstanding for a period less than six months		92,326,956	116,304,128
(b) Aggregate amount of trade receivables outstanding for a period exceeding than six months		12,796,862	14,648,220
<b>TOTAL</b>		105,123,818	130,952,348

**Notes: Due from related parties**

2.13 (a)	Name of the company	Balance as on 31.03.2015	Balance as on 31.03.2014
	Bhagyanagar Energy & Telecom Private Limited	-	4,436,993
	Bhagyanagar Green Energy Limited	1,500,000	-
	Surana Telecom & Power Limited	56,174,514	-
		57,674,514	4,436,993

Particulars	Sub Note	As at 31.03.2015	As at 31.03.2014
<b>Note: 2.14</b>			
<b>Cash and bank balances</b>			
(a) Cash and Cash Equivalents			
- Current Account with Banks		4,657,557	8,714,271
- Cash on hand		766,975	174,021
<b>SUB TOTAL (A)</b>		<b>5,424,532</b>	<b>8,888,292</b>
(b) Other Balances			
- unclaimed dividend account		1,859,910	1,341,255
- maturity of deposits more than 12 months		218,000	218,000
- deposit held to the extent of margin money		64,525,749	44,028,714
- accrued interest on fixed deposits with banks		2,040,867	1,624,246
<b>SUB TOTAL (B)</b>		<b>68,644,526</b>	<b>47,212,215</b>
<b>TOTAL (A+B)</b>		<b>74,069,058</b>	<b>56,100,507</b>

Particulars	Sub Note	As at 31.03.2015	As at 31.03.2014
<b>Note: 2.15</b>			
<b>Short-term loans and advances</b>			
(Unsecured, considered good, unless otherwise stated)			
(a) Loans & advances			
Advance income tax & TDS (Net of provisions)		-	2,590,131
Advances to suppliers	2.15 (a)	52,380,462	34,082,491
Other advances		3,758,279	1,434,809
(c) Deposits			
E.M.D		2,814,440	466,440
Other deposit		264,300	314,300
<b>TOTAL</b>		<b>59,217,481</b>	<b>38,888,171</b>

**Notes: Due from related parties**

2.15 (a)	Name of the company	Balance as on 31.03.2015	Balance as on 31.03.2014
	Surana Telecom & Power Limited	24,131,950	-
	Green Energy Systems Private Limited	6,500,000	-
		<b>30,631,950</b>	<b>-</b>
The above amounts are adjustable against supply of material.			

## NOTES TO STATEMENT OF PROFIT & LOSS ACCOUNT

(Amount in ₹)

Particulars	Sub Note	For the Year ended 31.03.2015	For the Year ended 31.03.2014
<b>Note: 2.16</b>			
<b>Revenue from operations</b>			
Revenue			
From solar products		1,277,969,381	1,289,642,626
From wind power		7,186,010	12,215,529
<b>SUB TOTAL</b>		1,285,155,391	1,301,858,155
Less: Inter-unit sales		8,328,000	11,314,000
Less: Sales Tax		22,963,857	26,578,182
<b>Net revenue from operations</b>		1,253,863,534	1,263,965,973

Particulars	Sub Note	For the Year ended 31.03.2015	For the Year ended 31.03.2014
<b>Note: 2.17</b>			
<b>Other income</b>			
(a) Interest income			
Interest on loans, deposits and others		5,510,116	7,017,795
(b) Dividend income		-	1,030,515
(c) Other non-operating income			
Profit on sale of fixed assets		-	2,475,618
Compensation for loss of revenue		-	1,600,000
Miscellaneous income		1,760,729	190,911
Balances no longer payable written back		53,972	2,088,438
<b>TOTAL</b>		7,324,817	14,403,277

Particulars	Sub Note	For the Year ended 31.03.2015	For the Year ended 31.03.2014
<b>Note: 2.18</b>			
<b>Cost of raw material consumed</b>			
Opening stock of raw materials		122,573,425	146,819,539
Add: Purchases including incidental charges		1,198,050,210	1,059,695,311
Less: Closing stock of raw materials		245,564,319	122,573,425
Less: Inter-unit purchases		8,328,000	11,314,000
<b>TOTAL</b>		1,066,731,316	1,072,627,425

Particulars	Sub Note	For the Year ended 31.03.2015	For the Year ended 31.03.2014
<b>Note: 2.19</b>			
<b>Changes in inventories</b>			
Opening stock- WIP		2,893,349	6,103,807
Opening stock - finished goods		227,274,067	147,763,298
Less: Closing stock - WIP		-	2,893,349
Less: Closing stock - finished goods		354,244,759	227,274,067
<b>TOTAL</b>		(124,077,343)	(76,300,311)

Particulars	Sub Note	For the Year ended 31.03.2015	For the Year ended 31.03.2014
<b>Note: 2.20</b>			
<b>Manufacturing expenses</b>			
Consumption of stores and spare parts		9,253,247	7,004,310
Processing & conversion charges		10,730,118	13,153,095
Power and fuel		7,943,370	10,759,698
Factory maintenance		318,186	798,796
Packing & forwarding		13,452,218	16,317,500
Repairs and maintenance			
- Buildings		1,944,565	492,229
- Machinery		3,706,223	5,555,463
Testing charges		28,090	-
<b>TOTAL</b>		<b>47,376,017</b>	54,081,091
Particulars	Sub Note	For the Year ended 31.03.2015	For the Year ended 31.03.2014
<b>Note: 2.21</b>			
<b>Employee benefits expense</b>			
Salaries, wages and other benefits		26,011,452	28,577,435
Contribution to provident and other funds		1,019,479	1,546,355
<b>TOTAL</b>		<b>27,030,931</b>	30,123,790
Particulars	Sub Note	For the Year ended 31.03.2015	For the Year ended 31.03.2014
<b>Note: 2.22</b>			
<b>Finance costs</b>			
(a) Interest expenses			
On unsecured loans		21,143,419	6,017,855
On Cash credit & buyer's credit		13,780,118	10,334,222
On car loan		799,661	416,677
(b) Financial charges		17,270,254	12,318,254
<b>TOTAL</b>		<b>52,993,452</b>	29,087,008
Particulars	Sub Note	For the Year ended 31.03.2015	For the Year ended 31.03.2014
<b>Note: 2.23</b>			
<b>Depreciation and amortisation expenses</b>			
Depreciation of tangible assets (Refer Note: 2.8)		27,897,288	32,183,628
Amortisation of lease premium (Refer Note: 2.8)		647,476	647,476
Amortisation of Intangible Assets (Refer Note: 2.9)		743,631	8,118,817
<b>TOTAL</b>		<b>29,288,395</b>	40,949,921

Particulars	Sub Note	For the Year ended 31.03.2015	For the Year ended 31.03.2014
<b>Note: 2.24</b>			
<b>Other expenses</b>			
Director's remuneration		5,887,499	2,400,000
Director's sitting fees		126,404	144,945
Commission on sales		5,764,906	9,697,393
Advertisement & business promotion		7,959,359	5,706,024
Repairs and maintenance to others		3,159,078	1,656,319
Travelling & conveyance		9,121,220	9,920,654
Post,tel & telephone		1,830,974	1,715,583
Printing & stationery		830,402	866,045
Insurance		1,859,307	1,758,192
Rates and taxes		334,920	631,334
Loss on foreign exchange fluctuation (Net of gains)		7,467,368	31,120,011
Legal and professional charges		1,852,391	1,204,946
Sundry balances written off		710,128	2,386,559
Watch & ward		1,407,292	1,280,154
Loss on sale of fixed assets		3,506,596	-
Internal audit fees		155,056	134,832
Auditor's remuneration			
-for statutory audit		150,000	150,000
- for tax audit		70,000	70,000
- for reimbursement of expenses		20,000	20,000
- service tax on above		29,664	29,664
Miscellaneous expenses		7,763,647	3,372,121
<b>TOTAL</b>		<b>60,006,211</b>	<b>74,264,775</b>

( All amounts in rupees except share data and unless otherwise stated)

Particulars	As at 31.03.2015	As at 31.03.2014
<b>Note: 2.25</b>		
<b>Commitments and contingent liabilities</b>		
<b>i Commitments/ contingent liabilities</b>		
a Guarantees issued by banks	18,424,116	3,062,116
b Letters of credit outstanding	65,076,532	44,256,894
<b>Total</b>	<b>83,500,648</b>	<b>47,319,010</b>

Particulars	for the year ended 31.03.2015 Basic and Diluted	for the year ended 31.03.2014 Basic and Diluted
<b>Note: 2.26</b>		
<b>Earnings per share (EPS)</b>		
Net profit after tax	84,356,136	30,349,680
Net Profit available for equity share-holders	84,356,136	30,349,680
No of Equity shares- Basic	49,206,600	49,206,600
Nominal Value of each equity share (₹)	5.00	5.00
Basic earning per share	1.71	0.62

**Note:** The equity share of ₹ 10 each has been sub divided into 2 shares of ₹ 5 each w.e.f. 26.11.2014. Hence, the EPS for previous quarters and previous year has also been restated accordingly.



Particulars	As at 31.03.2015	As at 31.03.2014
<b>Note: 2.27</b>		
<b>Deferred tax liability</b>		
Deferred tax adjustments recognised in the financial statements are as under		
Deferred tax liability as at the beginning of the year	6,987,131	6,819,411
Liability / (Asset) arising during the year	1,200,066	167,720
Deferred tax liability as at the end of the year	8,187,197	6,987,131

Note: The above liability is only on account of timing difference of depreciation

**Note: 2.28**

**Related party disclosures**

**a. Related parties where significant influence exists and with whom transactions have taken place during the year**

1 Bhagyanagar India Limited	5 Green Energy Systems Private Limited
2 Surana Telecom and Power Limited	6 Bhagyanagar Securities Private Limited
3 Solar Dynamics Private Limited	7 Bhagyanagar Green Energy Limited
4 Surana Solar Systems Private Limited	8 Bhagyanagar Energy & Telecom Private Limited

**b Associate Company**

Solar World Exchange Private Limited

**c Key Managerial Personnel**

G.M Surana  
Narendra Surana  
Devendra Surana  
Manish Surana (Director Fin. & Tech)  
Badarish H Chimalgi (Company Secretary)

**d The following is a summary of related party transactions**

Particulars	for the year ended 31.03.2015	for the year ended 31.03.2014
i Sale of goods	220,376,564	133,794,881
ii Sale of wind unit	25,702,982	-
iii Purchase of goods	157,244,181	213,420,192
iv Jobwork (Purchases)	4,846,013	3,628,754
v Interest paid	21,066,839	6,013,985
vi Interest received	-	739,242
vii Remuneration to Key Managerial Personnel	6,263,499	2,670,549
viii Loans/ advances taken	323,326,689	270,483,605
ix Loans/ advances repaid	308,962,415	276,521,418
x Loans/ advances given	-	80,726,574
xi Loans/ advances given received back	-	83,381,069

Particulars	for the year ended 31.03.2015	for the year ended 31.03.2014
<b>e The following are the significant related party transactions</b>		
<b>i Sale of goods</b>		
Surana Telecom and Power Limited	56,174,514	-
Bhagyanagar Energy and Telecom Private Limited	25,392,866	65,410,885
Surana Solar Systems Private Limited	26,052,876	68,383,996
Green Energy Systems Private Limited	6,515,136	-
Bhagyanagar Green Energy Limited	106,241,172	-
<b>Total</b>	220,376,564	133,794,881
<b>ii Sale of windmill unit</b>		
Solar Dynamics Private Limited	25,702,982	-
<b>Total</b>	25,702,982	-

Particulars		for the year ended 31.03.2015	for the year ended 31.03.2014
iii	<b>Purchase of goods</b>		
	Surana Telecom and Power Limited	4,820,284	129,801,995
	Bhagyanagar Energy and Telecom Private Limited	24,479,941	22,601,920
	Bhagyanagar India Limited	-	4,686,226
	Solar Dynamics Private Limited	127,943,956	56,330,051
	<b>Total</b>	<b>157,244,181</b>	<b>213,420,192</b>
iv	<b>Jobwork (Purchases)</b>		
	Bhagyanagar Energy & Telecom Private Limited	4,846,013	3,628,754
	<b>Total</b>	<b>4,846,013</b>	<b>3,628,754</b>
v	<b>Interest paid</b>		
	Bhagyanagar India Limited	18,705,597	2,586,080
	Value Infrastructure & Properties Private Limited	-	211,902
	Surana Infocom Private Limited	-	3,216,003
	Surana Telecom and Power Limited	1,560,991	-
	Bhagyanagar Securities Private Limited	700,304	-
	Surana Solar Systems Private Limited	99,947	-
	<b>Total</b>	<b>21,066,839</b>	<b>6,013,985</b>
vi	<b>Interest received</b>		
	Surana Telecom and Power Limited	-	739,242
	<b>Total</b>	<b>-</b>	<b>739,242</b>
vii	<b>Loans/ advances taken</b>		
	Bhagyanagar India Limited	103,298,586	132,919,739
	Value Infrastructure & Properties Private Limited	-	7,216,779
	Surana Infocom Private Limited	-	130,347,087
	Surana Telecom and Power Limited	91,200,000	-
	Bhagyanagar Securities Private Limited	61,665,724	-
	Surana Solar Systems Private Limited	67,162,379	-
	<b>Total</b>	<b>323,326,689</b>	<b>270,483,605</b>
viii	<b>Remuneration to Key Managerial Personnel</b>		
	Manish Surana (Director Fin. & Tech)	5,887,499	2,400,000
	Badarish H Chimalgi (Company Secretary)	376,000	270,549
	<b>Total</b>	<b>6,263,499</b>	<b>2,670,549</b>
ix	<b>Loans/ advances repaid</b>		
	Bhagyanagar India Limited	88,934,312	38,296,965
	Value Infrastructure & Properties Private Limited	-	27,922,779
	Surana Infocom Private Limited	-	210,301,674
	Surana Telecom and Power Limited	91,200,000	-
	Bhagyanagar Securities Private Limited	61,665,724	-
	Surana Solar Systems Private Limited	67,162,379	-
	<b>Total</b>	<b>308,962,415</b>	<b>276,521,418</b>
x	<b>Loans/ advances given</b>		
	Surana Telecom and Power Limited	-	80,726,574
	<b>Total</b>	<b>-</b>	<b>80,726,574</b>
xi	<b>Loans/ advances given received back</b>		
	Surana Telecom and Power Limited	-	80,726,574
	Surana Solar Systems Private Limited	-	2,524,720
	Solar World Exchange Private Limited	-	129,775
	<b>Total</b>	<b>-</b>	<b>83,381,069</b>

Particulars	As at 31.03.2015	As at 31.03.2014
<b>f The company has the following amounts due to/ from related parties</b>		
<b>I (Due to related parties)</b>		
<b>Name of the company</b>		
Bhagyanagar India Limited	112,682,852	94,622,774
Bhagyanagar Green Energy Limited	-	50,315,000
Solar Dynamics Private Limited	-	8,851,364
<b>Total</b>	<b>112,682,852</b>	<b>153,789,138</b>
<b>II (Due from related parties)</b>		
<b>Name of the company</b>		
Bhagyanagar Energy & Telecom Private Limited	-	4,436,993
Bhagyanagar Green Energy Limited	1,500,000	-
Surana Telecom & Power Limited	80,306,464	-
Green Energy Systems Private Limited	6,500,000	-
<b>Total</b>	<b>88,306,464</b>	<b>4,436,993</b>

**Note: 2.29**

Surana Solar Systems Private Limited ceased to be the subsidiary with effect from 09.06.2013

**Note: 2.30****Raw material consumed during the year**

Particulars	for the year ended 31.03.2015	for the year ended 31.03.2014
<b>Raw material</b>		
i Solar cells	369,052,724	438,890,431
ii P.V back sheet	31,018,124	19,977,706
iii T.T glass	17,226,901	33,575,499
iv E.V.A	9,940,671	16,345,707
v Aluminium channels	38,559,315	32,593,551
vi Junction boxes	4,583,390	7,332,117
vii Inter connector strips	5,408,577	748,321
viii Silicon wafer	-	23,659,975
ix Semi finished solar modules	523,687,183	432,687,732
x Others including incidental charges	67,354,431	66,816,386
<b>TOTAL</b>	<b>1,066,831,316</b>	<b>1,072,627,425</b>

Note: Material which are included in others do not individually exceed 10 % of consumption

**Note: 2.31****Detailed of imported and indigenous raw materials, spares and packing materials consumed**

Particulars	for the year ended 31.03.2015		for the year ended 31.03.2014	
	Value	% of total Consumption	Value	% of total Consumption
<b>Raw materials</b>				
Imported	624,240,083	58.52	768,489,350	71.65
Indigenous	442,491,233	41.48	304,138,075	28.35
<b>TOTAL</b>	<b>1,066,731,316</b>	<b>100.00</b>	<b>1,072,627,425</b>	<b>100.00</b>

Particulars	for the year ended 31.03.2015	for the year ended 31.03.2014
<b>Note: 2.32</b>		
<b>CIF value of imports</b>		
Raw material / Semi Finished Goods	951,982,263	800,406,253
Capital goods	-	37,916,768
<b>TOTAL</b>	<b>951,982,263</b>	<b>838,323,021</b>

Particulars	for the year ended 31.03.2015	for the year ended 31.03.2014
<b>Note: 2.33</b>		
<b>Expenditure in foreign currency</b>		
Travelling	5,814,303	6,512,239
Business promotion	248,584	408,281
<b>TOTAL</b>	<b>5,814,303</b>	<b>6,512,239</b>

Particulars	for the year ended 31.03.2015	for the year ended 31.03.2014
<b>Note: 2.34</b>		
<b>Earnings in foreign currency</b>		
Exports on FOB basis	378,783,737	200,811,311
<b>TOTAL</b>	<b>378,783,737</b>	<b>200,811,311</b>

**Note: 2.35**

**Retirement and Other Employees Benefits**

The Company's employee benefits primarily cover provident fund, gratuity and leave encashment.

Provident fund is a defined contribution scheme and the company has no further obligation beyond the contribution made to the fund. Contributions are charged to the Profit & Loss account in the year in which they accrue.

Gratuity liability is a defined benefit obligation and is based on the actuarial valuation done. The gratuity liability and the net periodic gratuity cost is actually determined after considering discounting rates, expected long term return on plan assets and increase in compensation level. All actuarial gain/ lossess are immediately charged to the Profit & Loss account and are not deferred.

The following table summarises the components of Net Benefit expenses recognised in the Profit & Loss account and amount recognised in the Balance Sheet for the respective plans.

**a Expenses recognised in the Profit & Loss Account**

Particulars	Gratuity	
	2014-15	2013-14
Current service cost	316,902	243,190
Interest cost	181,107	127,513
Expected Return on Planned Assets	(235,440)	(173,187)
Net Actuarial Loss/ (Gain) recognized in the year	(369,431)	437,516
Expenses recognised in Statement of Profit & Loss	(106,862)	635,032

**b Change in Present value of obligation during the year ended 31<sup>st</sup> March, 2015**

Particulars	Gratuity	
	2014-15	2013-14
Present Value of obligation as at beginning of the year	2,263,842	1,593,911
Interest Cost	181,107	127,513
Current Service Cost	316,902	243,190
Benefits Paid-Actuals	-	(138,288)
Actuarial (Gain)/ Loss on Obligations	(369,431)	437,516
Present Value of obligation as at end of the year	2,392,420	2,263,842

**c Change in fair value of Plan Assets during the year ended 31<sup>st</sup> March, 2015**

Particulars	Gratuity	
	2014-15	2013-14
Fair value of Plan Assets as at the beginning of the year	2,615,643	1,975,057
Expected Return on Plan Assets	235,440	173,187
Contributions	43,050	605,687
Benefits Paid	-	(138,288)
Actuarial gain/ loss on plan assets	-	-
Fair value of Plan Assets as at the end of the year	2,894,133	2,615,643

**d Actuarial Gain/ loss recognized**

Particulars	Gratuity	
	2014-15	2013-14
Actuarial (Gain) / Loss for the year -Obligation	(369,431)	437,516
Actuarial (Gain) / Loss for the year -Plan Assets	-	-
Total Loss for the Year	(369,431)	437,516
Actuarial (Gain) / Loss recognized in the year	(369,431)	437,516

**e Actuarial assumption**

Particulars	Gratuity	
	2014-15	2013-14
Discount rate used	8%	8%
Salary escalation	4%	4%

**Note: 2.36 Segment information**
**Information about business segments**
**(Amount in ₹)**

Sl. No.	Particulars	Solar Products		Wind Power		Total	
		31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
<b>1</b>	<b>REVENUE</b>						
	External sales	<b>1,246,677,524</b>	1,251,750,444	<b>7,186,010</b>	12,215,529	<b>1,253,863,534</b>	1,263,965,973
	Other operating income	<b>1,780,251</b>	5,565,591	-	1,600,000	<b>1,780,251</b>	7,165,591
	Total revenue	<b>1,248,457,775</b>	1,257,316,035	<b>7,186,010</b>	13,815,529	<b>1,255,643,785</b>	1,271,131,564
<b>2</b>	<b>RESULTS</b>						
	Segment results	<b>156,179,720</b>	83,158,032	<b>(2,115,191)</b>	5,895,931	<b>154,064,529</b>	89,053,963
	Unallocable income/ (Expenses)					<b>768,294</b>	(6,431,404)
	Operating profit					<b>154,832,823</b>	82,622,559
	Interest expenses					<b>52,993,452</b>	29,087,008
	Income taxes					<b>17,483,235</b>	23,185,871
	Profit from ordinary activities					<b>84,356,136</b>	30,349,680
	Net profit					<b>84,356,136</b>	30,349,680
<b>3</b>	<b>OTHER INFORMATION</b>						
	Segment assets	<b>1,047,799,419</b>	842,918,249	<b>74,940,221</b>	109,358,943	<b>1,122,739,640</b>	952,277,192
	Unallocable assets					<b>135,843,569</b>	71,862,181
	<b>Total assets</b>					<b>1,258,583,209</b>	1,024,139,373
	Segment liabilities	<b>613,841,210</b>	395,018,301	-	3,800,000	<b>613,841,210</b>	398,818,301
	Unallocable liabilities					<b>151,416,895</b>	33,147,493
	<b>Total liabilities</b>					<b>765,258,104</b>	431,965,794
	Capital expenditure	<b>36,910,817</b>	53,810,276	-	-	<b>36,910,817</b>	53,810,276
	Unallocable capital expenditure					<b>13,240,128</b>	2,618,516
	<b>Total capital expenditure</b>					<b>50,150,945</b>	56,428,792
	Depreciation & amortisation	<b>23,010,668</b>	24,038,377	<b>4,624,930</b>	6,931,806	<b>27,635,598</b>	30,970,183
	Unallocable depreciation					<b>1,652,797</b>	9,979,738
	<b>Total depreciation &amp; amortisation</b>					<b>29,288,395</b>	40,949,921

**Notes:**

- The Company is currently focused on two business segments: manufacturing of solar Photovoltaic (SPV) modules and generation of wind power energy. The company's organisational structure and governance processes are designed to support effective management of multiple businesses while retaining focus on each one of them.
- Previous years figures have been regrouped and recast wherever necessary to make them comparable with current year's figures.

As per our report of even date attached

**For Sekhar & Co**

Chartered Accountants

Firm's Regn. No. 003695-S

**For and on behalf of the Board**
**G.Ganesh**

Partner

Membership No: 211704

**Narender Surana**

Managing Director

**Devendra Surana**

Director

**Manish Surana**

Dir. Fin &amp; Tech

Place : Secunderabad

Date : 30<sup>th</sup> May, 2015

**Badarish H Chimalgi**

Company Secretary





# ELECTRONIC CLEARING SERVICE (CREDIT CLEARING) MANDATE FORM PAYMENT OF DIVIDEND

To,  
KARVY COMPUTERSHARE PRIVATE LIMITED  
Unit : Surana Solar Limited.  
Karvy Selenium Tower B, Plot No 31 & 32  
Gachibowli, Financial District, Nanakramguda  
Serilingampally, Hyderabad - 500 032

Shareholder's authorisation to receive dividends through Electronic Credit Clearing Mechanism.

Registered Folio No. :	ECS Ref. No. : (for Office use only)
Name of the first/sole shareholder	
Bank Name	
Branch Address & Telephone No. of Branch	
Bank Account Number (As appearing on the Cheque Books)	
9 digit code number of the Bank and Branch appearing on the MICR cheque issued by the Bank. (Please attach a blank cancelled cheque, or a photocopy of a cheque issued to you by your Bank, for verification of the above particulars)	
Account Type (Please tick the option)	<input type="checkbox"/> Savings <input type="checkbox"/> Current <input type="checkbox"/> Cash Credit
Bank Account Ledger Folio No. (If any)	
Effective date of this mandate	

I hereby, declare that the particulars given above are correct and complete. If the payment transaction is delayed or not effected at all for any reasons, including but not limited to incomplete or incorrect information, I will not hold M/s. Surana Solar Limited responsible. I agree to discharge the responsibility expected of me as a participant under the scheme.

I, further undertake to inform the Company of any subsequent change(s) in the above particulars.

Place : .....

Date : .....

Signature of First Holder

Note:

1. Please fill in the information in CAPITAL LETTERS in ENGLISH ONLY.
2. In case of shareholders holding the equity shares in demat form, the shareholders are requested to provide details to NSDL / CDSL as the case may be, through their respective Depository participants. Shareholders are also requested to note that changes, if any, intimated by the Demat Account holders directly to the Company will not be considered.



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## Green Initiative in Corporate Governance: Go Paper Less

The Ministry of Corporate Affairs has come up with a Green Initiative of permitting the service of documents including Annual Reports to the Shareholders through e-mail or other permissible electronic modes instead of physical mode vide its Circular No. 17/2011 dated 21 April 2011. This is certainly a welcome move for the society at large as this will reduce paper consumption to a great extent and allow all stakeholders to contribute towards a Greener Environment. To support this green initiative, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the appropriate column in the members e-mail registration form and register the same with Karvy Computershare Private Limited.

### Members e-mail Registration Form

Name: ..... e-mail: .....

Address: .....

.....

.....

DP ID : ..... Client ID: .....

Folio No: .....

(in case of physical holding)

No. of equity shares held: .....



Signature

**Members are requested to send this e-mail registration form to the Company's Registrar and Transfer Agents i.e., Karvy Computershare Private Limited at the below mentioned address.**

**M/s Karvy Computershare Private Limited**

Unit : Surana Solar Limited.

Karvy Selenium Tower B, Plot No 31 & 32  
Gachibowli, Financial District, Nanakramguda  
Serilingampally, Hyderabad - 500 032

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## Surana Solar Limited

Regd. Office: 5<sup>th</sup> Floor, Surya Towers, Sardar Patel Road, Secunderabad - 500 003.  
(CIN: L45200TG2006PLC051566) Ph: 040-44665700, Fax : 040-27818868,  
E-mail: investorservices\_svl@surana.com ; URL: www.suranaventures.com

### 9<sup>TH</sup> ANNUAL REPORT 2014-15

## Attendance Slip

Folio No./DP ID and Client ID:

No. of Shares:

Name and address of  
First/Sole Member :

I certify that I am a member/proxy for a member of the Company. I hereby record my presence at the 9<sup>th</sup> Annual General Meeting of the Company, at Grand Solitaire Hotel, 1-240, 41 & 43, S.D.Road, Parklane, Secunderabad, Telangana - 500003 at 11.00 A.M. on Wednesday, the 30<sup>th</sup> September, 2015.

\_\_\_\_\_  
Name of the Member/Proxy  
(Block Letters)

\_\_\_\_\_  
Signature of the Member/Proxy

#### Note:

1. Member/Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed at the registration counter.
2. No gifts will be given.
3. Applicable for Investors holding shares in electronic form.
4. Strike out whichever is not applicable.



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# Surana Solar Limited

Regd. Office: 5<sup>th</sup> Floor, Surya Towers, Sardar Patel Road, Secunderabad - 500 003.  
(CIN: L45200TG2006PLC051566) Ph: 040-44665700, Fax : 040-27818868,  
E-mail: investorservices\_svl@surana.com ; URL: www.suranaventures.com

## 9<sup>TH</sup> ANNUAL REPORT 2014-15

### Proxy Form

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

Name of the Member(s): \_\_\_\_\_  
Registered Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Folio No./Client Id: \_\_\_\_\_ DP ID: \_\_\_\_\_

I/We, being member(s) of Surana Solar Limited, holding \_\_\_\_\_ shares of the Company, hereby appoint:

A Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature: \_\_\_\_\_  
Or failing him/her

B Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature: \_\_\_\_\_  
Or failing him/her

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the notice dated 6<sup>th</sup> August, 2015, convening the 9<sup>th</sup> Annual General Meeting of the Company to be held on 30<sup>th</sup> September, 2015, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below:

Item Nos.	Resolutions		Vote (see note d.) (Please mention no. of shares)		
			For	Against	Abstain
1.	Adoption of Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2015 including Balance Sheet as at 31 <sup>st</sup> March, 2015 and the Statement of Profit & Loss, Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution			
2.	Declaration of dividend for the Financial year ended 31 <sup>st</sup> March, 2015.	Ordinary Resolution			
3.	Re-Appointment of Director in place of Shri. G. M Surana (DIN: 00078987) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary Resolution			
4.	Ratification of the appointment of M/s Sekhar & Co (Firm Registration No. 003695S) as Statutory Auditors of the Company and to fix their remuneration.	Ordinary Resolution			
5.	Appointment of Smt. Madhumathi Suresh (DIN-07124113) as Non-Executive Independent Director	Ordinary Resolution			
6.	Re-appointment of Shri. Narender Surana (DIN -00075086) as Managing Director of the Company	Ordinary Resolution			
7.	Re-appointment of Shri. Manish Surana (DIN: 00014373) as "Director-Finance and Technical / Whole Time Director" of the Company	Special Resolution			
8.	Approval of new set of Article of Association (AOA) of the Company in consonance with the Companies Act, 2013	Special Resolution			
9.	Raise Funds through Issue of Convertible Securities/GDR's/ADR's/ FCCB's/ECB's etc	Special Resolution			
10.	To approve the Remuneration to be paid to M/s. BVR & Associates, Cost Auditors of the Company	Ordinary Resolution			

Place :

Date :

Revenue  
Stamp

Signature of the Shareholder



**Notes:**

- a) Proxy need not be a member of the Company.
- b) The Proxy Form in order to be effective shall be duly filled in and signed by the member(s) across Revenue Stamp and should reach the Company's Registered Office: 5<sup>th</sup> Floor, Surya Towers, Sardar Patel Road, Secunderabad - 500 003 at least 48 hours before the commencement of the meeting.
- c) Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
- d) It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may think appropriate.

[illegible]

## This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

Surana Solar Limited recognises the importance of contributing to the society in a meaningful way. An urge to serve the society and to bring change in the living of the people, the Company had taken an initiative in the direction and the journey was embarked in the year 1987 by Shri G. Mangilal Surana in the memory of his father Shri Gulab Chand Surana by starting a hospital “Gulab Chand Surana Charitable Hospital”. Gulab Chand Surana Charitable Hospital is engaged in community and social initiatives and plays an active role in serving rural community.

The main objective of this Foundation is to provide health care services to the people below and on poverty line. Gulab Chand Surana Charitable Hospital still yearns to grow more and by providing every possible services under one roof to its people with the best quality. In the first year of the journey 25,079 patients were treated and the number has increased consistently and till date 2015 the total number of patients treated in the hospital are 9,42,936. On an average in a year 35,000 to 40,000 patients are being treated at the hospital. Gulab Chand Surana Charitable Hospital believes in ‘Commitment to Care’ and the initiative of this stands as the testimony.



LATE SRI GULABCHAND SURANA





If undelivered please return to:

**Secretarial Department**

**SURANA SOLAR LIMITED**

(Formerly known as Surana Ventures Limited)

REGISTERED OFFICE:

5th Floor, Surya Towers

Sardar Patel Road, Secunderabad - 500 003, India

Tel: +91-040-27845119, 44665700, 27841198

Fax : +91-040-27818868

CIN: L45200TG2006PLC051566

E-mail: [surana@surana.com](mailto:surana@surana.com)

Investor Complaints: [cs@surana.com](mailto:cs@surana.com),

[investorservices\\_svl@surana.com](mailto:investorservices_svl@surana.com)

Website: [www.surana.com](http://www.surana.com), [www.suranaventures.com](http://www.suranaventures.com)