



Surana Group

# SURANA TELECOM AND POWER LTD.

(formerly Surana Telecom Ltd.)

ISO 9001 - 2008 Certified Company

Registered Office  
Plot No.214/215 A, Phase II, IDA Cherlapally  
Hyderabad - 500 051, Telangana, India  
Tel :+91 40 27845119/44665700  
Fax : 0091-40-27848851  
E.mail : surana@surana.com  
Website : www.suranatele.com  
CIN No.: L23209TG1989PLC010336

STPL/SECT/027/2023-24

Date: 04<sup>th</sup> September, 2023

The Secretary National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051 Scrip Code: SURANAT&P	The Secretary, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 Scrip Code: 517530
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Dear Sir/Madam,

**Sub: Submission of Notice of 34<sup>th</sup> Annual General Meeting and Annual Report for the financial year 2022-23 under Regulation 30 and 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

This is to inform you that the 34<sup>th</sup> Annual General Meeting ('AGM') of the members of the Company is scheduled to be held on **Tuesday, 26<sup>th</sup> September, 2023 at 12:30 P.M.** through Video Conference ('VC')/ Other Audio Visual Means ('OAVM') without physical presence of the members at a common venue, in compliance with the provisions of the Companies Act, 2013 and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015') read with MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as 'MCA Circulars') and SEBI Circulars dated May 12, 2020, January 15, 2021 and May 13, 2022, January 5, 2023 (collectively referred to as 'SEBI Circulars'), to transact the business as set out in the Notice convening the 34<sup>th</sup> AGM.

In this connection, please find enclosed herewith 34<sup>th</sup> Annual Report of the Company for the financial year ended 31<sup>st</sup> March, 2023 along with the Notice of AGM.

In terms of Regulation 46 of the SEBI Listing Regulations, 2015, the said Annual Report and Notice of 34<sup>th</sup> AGM and other relevant documents are available on the website of the Company at [www.suranatele.com](http://www.suranatele.com).

Further, in terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended), and Regulation 44 of SEBI Listing Regulations, 2015, the Company is providing the facility to its Members (holding shares either in physical or dematerialised form) to exercise their right to vote by electronic means through Remote e-voting or voting through electronic means during the AGM (insta poll), on the businesses specified in the Notice convening the 34<sup>th</sup> AGM of the Company.

This is for your information and record.

Thanking you,

Yours faithfully,

For SURANA TELECOM AND POWER LIMITED

NARENDER SURANA  
MANAGING DIRECTOR  
DIN: 00075086

Encl: A/a





**SURANA TELECOM AND POWER LIMITED**

**34<sup>th</sup> Annual Report  
2022-23**



Solar Street Light



Solar Farm



**5MW Solar Power Plant at  
Charanka, Gujarat**



## BOARD OF DIRECTORS

Narender Surana	-	Managing Director
Devendra Surana	-	Non-Executive Director
Mayank Sanghani	-	Independent Director
Sanjana Jain	-	Independent Director
N. Krupakar Reddy	-	Independent Director
Baunakar Shekarnath	-	Whole-time Director (till 02.08.2023)
T R Venkataramanan	-	Additional cum Whole-time Director (w.e.f 10.08.2023)

### STATUTORY COMMITTEES

#### AUDIT COMMITTEE:

Mayank Sanghani	-	Chairman
Sanjana Jain	-	Member
N. Krupakar Reddy	-	Member
Narender Surana	-	Member

#### NOMINATION & REMUNERATION COMMITTEE:

Mayank Sanghani	-	Chairman
N. Krupakar Reddy	-	Member
Sanjana Jain	-	Member

#### STAKEHOLDERS RELATIONSHIP COMMITTEE:

Mayank Sanghani	-	Chairman
Narender Surana	-	Member
Devendra Surana	-	Member

#### CHIEF FINANCIAL OFFICER:

T R Venkataramanan (w.e.f 12.11.2022)

#### COMPANY SECRETARY:

Mansa Thakur (w.e.f 10.04.2023)

#### BANKERS:

HDFC Bank Limited

#### STATUTORY AUDITORS:

##### Luharuka & Associates

Chartered Accountants

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

#### INTERNAL AUDITORS:

##### Sekhar & Co.,

Chartered Accountants

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

#### COST AUDITORS:

##### Lavanya & Associates

H. No. 8-3-976/29, Shalivahana Nagar  
Srinagar Colony (Post)  
Hyderabad – 500 073

#### SECRETARIAL AUDITOR:

##### Rakhi Agarwal

Company Secretary in Practice  
1-10-32 to 37/D-003, Ground Floor,  
D Block Wellkin Park, Secunderabad  
Hyderabad Telangana-500016

#### REGISTRAR & TRANSFER AGENT:

##### KFin Technologies Limited

KFintech, Tower B, Plot No 31 & 32  
Selenium Building, Financial District,  
Nanakramguda, Gachibowli,  
Hyderabad - 500 032.  
Tel No. 040-67162222 / 040-79611000  
E-mail: einward.ris@kfintech.com  
Website: www.kfintech.com

#### WORKS:

- i) **Solar Power Project (5MW)**  
Gujarat Solar Park, Charanka Village  
Santalpur Taluk, Patan District, Gujarat
- ii) **Solar Power Project (5MW)**  
Municipally Village, Sadashivpet,  
Medak Dist, Telangana
- iii) **Solar Module Manufacturing Unit**  
Plot No. 214, 215/A, Phase-II, IDA,  
Cherlapally, Hyderabad - 500051
- iv) **Non-Conventional Energy (Wind)\***  
Kapatgudda, Gadag District,  
Karnataka, India.  
(\*Disposed of on 14.07.2023)

#### REGISTERED OFFICE:

##### Surana Telecom and Power Limited

Plot No. 214, 215/A, Phase - II, IDA,  
Cherlapally, Hyderabad - 500 051

Tel: 040 - 27845119, 040-44665750

Fax: + 91 40 27818868

E-mail: surana@surana.com.

#### Investors complaints: cs@surana.com

investorservices\_stl@surana.com

Website: www.suranatele.com

www.surana.com

CIN: L23209TG1989PLC010336

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## NOTICE OF 34<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting of the members of Surana Telecom and Power Limited will be held on Tuesday the 26<sup>th</sup> September, 2023 at 12:30 P.M. (IST), through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a) the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023, together with the Report of the Board of Directors and the Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Shri Devendra Surana, who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3. Approval of Related Party Transactions:

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into contract(s)/arrangement(s)/ transaction(s) with the parties as detailed in the table(s) forming part of the Explanatory Statement annexed to this notice with respect to sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services including the providing and/or receiving of loans or guarantees or securities or making investments, or any other transactions of whatever nature, notwithstanding that such transactions may exceed 10% of the consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as the Board of Directors may deem fit, in the normal course of business and on arm's length basis, during the period from the date of this Annual

General Meeting to till the date of next Annual General Meeting, which shall not be more than fifteen months and within the aggregate limits as mentioned in the explanatory statement.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

#### 4. Approval to advance any loan/give guarantee/ provide security u/s 185 of the Companies Act, 2013:

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

**"RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of ₹ 500 Crores (Rupees Five Hundred Crores Only) in its absolute discretion deem beneficial and in the best interest of the Company.

**RESOLVED FURTHER THAT** the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal

and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

**5. To approve and ratify the remuneration of Cost Auditors for the financial year 2023-24:**

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 other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the cost audit fees of ₹ 10,000/- (Rupees Ten Thousand) to be paid to M/s. Lavanya & Associates, Cost Accountants in Practice, the Cost Auditors of the Company appointed by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year 2023-24 be and is hereby approved and ratified.

**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”.

**6. To consider the appointment of Shri. T R Venkataramanan, as Whole-time Director of the Company**

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 section 152, 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Shri T R Venkataramanan (DIN: 08749253), who was appointed by the Board of Directors as an Additional Director cum Whole-time Director of the Company, with effect from 10<sup>th</sup> August, 2023 and who holds office up to the date of this Annual General Meeting of the Company being so eligible, be appointed as a Whole-time Director of the Company, subject to liable to retire by rotation, to hold office for a period of three (3) years from 10th August, 2023 to 09th August, 2026, on a managerial remuneration of ₹ 4,22,000/- (Rupees Four Lakhs Twenty Two Thousand only) per annum (inclusive of all allowances and perquisites) with annual increment upto 10% of the previous year's remuneration payable as may be approved by the company.

**RESOLVED FURTHER THAT** Shri T R Venkataramanan, shall also 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 be and is hereby authorized to alter or vary the scope of remuneration of Shri. T R Venkataramanan, Whole-time Director, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to approval of shareholders and other necessary approvals, if any.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in the absolute discretion, it may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or as may be otherwise considered by it to be in the best interests of the Company.”

**7. To approve increase in remuneration of Shri. Shivank Kedia, Vice-President (Marketing), holding office or place of profit in Aryavaan Renewable Energy Private Limited (Subsidiary Company)**

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 188(1)(f) of the Companies Act, 2013 (the “Act”) and any other applicable provisions of the Act, if any, read with Rule 15 of Companies (Meetings of Board and its powers) Rules, 2014 including any statutory modification(s) or reenactments there of for the time being in force and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as recommended and approved by the Audit Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded for approval of the payment of remuneration not exceeding ₹ 36,00,000/- (Rupees Thirty Six Lakhs Only) per annum including remuneration, commission and any other perquisites in accordance with the Company rules payable against services availed from Mr. Shivank Kedia, a related party holding office or place of profit as Vice-President (Marketing), in Aryavaan Renewable Energy Private Limited a subsidiary of the Company, with effect from 1<sup>st</sup> October, 2023.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things, settle any queries/difficulties/ doubts arising from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental thereto in the best interest of the Company.”

**8. Appointment and approval of Remuneration of Ms. Vinita Surana as Vice-President (Finance), to hold office or place of profit in Aryavaan Renewable Energy Private Limited (Subsidiary Company).**

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 188(1)(f) of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as recommended and approved by the Audit Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded for approval of the appointment of Ms. Vinita Surana, relative of Director (Shri Narender Surana, Director of the Company), to hold office or place of profit, as Vice-President (Finance) in Aryavaan Renewable Energy Private Limited a subsidiary of the Company, on a remuneration not exceeding ₹ 50,00,000/- (Rupees Fifty Lakhs Only) per annum inclusive of commission, allowances & perquisites in accordance with the Company rules against services availed, with effect from 1<sup>st</sup> October, 2023.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things, settle any queries/difficulties/ doubts arising from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental thereto in the best interest of the Company.”

**9. Revision in the terms of appointment of Shri. Narender Surana, Managing Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 as recommended by the Nomination and

Remuneration Committee, the members do hereby approve for the payment of remuneration not exceeding ₹ 1,00,00,000/- (Rupees One Crore only) per annum (inclusive of all allowances and perquisites) to Shri. Narender Surana (DIN: 00075086), Managing Director of the Company with effect from 1<sup>st</sup> October, 2023, during his tenure.

**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 be and is hereby authorized to alter or vary the scope of remuneration of Shri. Narender Surana, Managing Director, including the monetary value thereof from time to time as may be considered appropriate, as recommended by the nomination and remuneration committee, within the overall limits as permissible under provisions of the Companies Act, 2013 and subject to approval of shareholders and other necessary approvals as per the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such 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 TELECOM AND POWER LIMITED**

Place: Secunderabad  
Date: 10.08.2023

**NARENDER SURANA**  
**MANAGING DIRECTOR**  
**DIN: 00075086**



## NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/22-23/4 dated January 5, 2023 ('SEBI Circulars') have permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without physical presence of the Members at a common venue. In compliance with these MCA and SEBI Circulars, applicable provisions of the Act (including any statutory modifications or re-enactments thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the 34<sup>th</sup> AGM of the Company is being conducted through VC/OAVM on Tuesday the 26<sup>th</sup> September, 2023 at 12:30 P.M. (IST). The deemed venue for the 34<sup>th</sup> AGM shall be at the Registered Office of the Company at Plot no. 214, 215/A, Phase-II, IDA, Cherlapally, Hyderabad - 500051.  

KFin Technologies Limited, Registrar & Transfer Agents of the Company ("KFin" or "KFintech") shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The instructions for participation by Members are given in the subsequent paragraphs.
2. Pursuant to the provisions of the circulars on the VC/OAVM, members can attend the meeting through login credentials provided to them to connect to Video Conference (VC) / Other Audio Visual Means (OAVM). Physical attendance of the Members at the Meeting venue is not required. Bodies Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since the AGM will be conducted through VC / OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 20.09.2023 to 26.09.2023 (both days inclusive) for the purpose of annual closure.
5. The facility of joining the AGM through VC / OAVM will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the AGM and will be available for 1000 members on a first-come first-served basis. This rule would however not apply to participation in respect of large Shareholders (Shareholders holding 2% or more shares of the Company), Promoters, Institutional Investors, Auditors, Key Managerial Personnel and Directors of the Company including Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
6. Members attending the AGM through VC/OAVM (member's logins) shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. **Dispatch of Annual Report through electronic mode:** In compliance with the above referred MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/ P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of this AGM along with Annual Report for the financial year 2022-23 will also be available on the Company's website [www.suranatele.com](http://www.suranatele.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of Company's Registrar and Transfer Agents, KFintech at <https://evoting.kfintech.com/>.
8. Members are requested to register/update their email addresses for receiving all communication (including Annual Report) from the Company electronically:
  - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [investorservices\\_stl@surana.com](mailto:investorservices_stl@surana.com) or to KFin Tech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
  - c) Members who have not registered their e-mail address and, therefore, are not able to receive the Annual Report, Notice of e-AGM and e-Voting instructions, may get their email address and mobile number registered with the Company's RTA, KFinTech by accessing the link <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>.

9. Members who would like to ask questions/express their views on the items of the businesses to be transacted at the AGM can send their questions / comments in advance by visiting URL <https://emeetings.kfintech.com> and clicking on the tab 'Post your Queries' during the period starting from 23<sup>rd</sup> September, 2023 (9.00 a.m. IST) to 25<sup>th</sup> September, 2023 (5.00 p.m. IST) mentioning their name, demat account no. / Folio no., Email Id, mobile number etc. The queries so raised must also be mailed to [investorservices\\_stl@surana.com](mailto:investorservices_stl@surana.com). The queries should be precise and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
10. The details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice. Director seeking appointment/re-appointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.
11. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
12. In accordance with the proviso to Regulation 40(1) of the SEBI Listing Regulations, effective from 1<sup>st</sup> April, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
13. **Updation of PAN and other details:** SEBI vide Circular dated 3<sup>rd</sup> November, 2021 and 14<sup>th</sup> December, 2021 has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, e-mail address, mobile number, bank account details) and nomination details by holders of physical securities through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at [www.suranatele.com](http://www.suranatele.com). PAN details are to be compulsorily linked to Aadhaar as specified by Central Board of Direct Taxes. Folios wherein any of the above cited documents / details are not available, on or after October 01, 2023 shall be frozen by the RTA as per circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated: March 16, 2023.
14. Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registration of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) in case the shares are held in physical form, in the prescribed form, pursuant to the SEBI Circular dated 3<sup>rd</sup> November, 2021. Changes intimated to the DP will then be automatically reflected in the Company's records.
15. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination. Members holding shares of the Company in physical form are requested to go through the requirements on the website of the Company at [www.suranatele.com](http://www.suranatele.com) to furnish the abovementioned details.
16. Members may please note that SEBI vide its Circular dated 25<sup>th</sup> January, 2022 has mandated Listed Companies to issue securities in demat form only while processing service requests viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the 'Investors' section.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14. The said form can be downloaded from the Company's website at [www.suranatele.com](http://www.suranatele.com) (under 'Investor Relations' section). Members are requested to submit the said form to their DP in case the shares are held by them in electronic form and to the RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) in case the shares are held in physical form, quoting your folio no.
18. **Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Authority:** Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares on which dividend has not been claimed for seven consecutive years or more are transferred to IEPF Authority.  
  
To claim the equity shares and dividend which were transferred to IEPF, the shareholders may claim the same from IEPF Authority by submitting an online application in web Form No. IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend / shares so transferred.  
  
The details of unclaimed dividends and shareholders whose shares are transferred to the IEPF Authority have been uploaded on company's website at <http://www.suranatele.com/unclaimed-dividend.html>.  
  
Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed Dividend amounts lying with the Company as on 20<sup>th</sup> August, 2022 (day of 33<sup>rd</sup> Annual

General Meeting) on the website of the Company ([www.suranatele.com](http://www.suranatele.com)) and also on the website of Ministry of Corporate Affairs.

The Shareholders who have not encashed their dividends are requested to make their claim either to M/s KFin Technologies Limited, Registrar and Share Transfer Agents or to Registered Office of the Company.

**19. Information and Instructions for e-voting and joining the AGM of Company are as follows:**

- a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide to its Members, facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means. The Members may cast their votes using electronic voting system from any place ('remote e-voting'). The Company has engaged the services of Kfin Technologies Limited ("Kfin") as the Agency to provide e-voting facility to members.
- b) The Board of Directors of the Company has appointed Mrs. Rakhi Agarwal, Practicing Company Secretary, Hyderabad as Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.
- c) Voting right of the members shall be reckoned in proportion to their shares held in the paid-up equity share capital of the Company as on Tuesday, 19<sup>th</sup> September, 2023 ("Cut- off date"). Person who is not a member as on the cut-off date should treat the Notice for information purpose only.
- d) A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories (viz. CDSL / NSDL) as on the cut-off date i.e. Tuesday, 19<sup>th</sup> September, 2023 only shall be entitled to avail the facility of remote e-voting for the resolutions placed in the AGM. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- e) The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- f) The remote e-voting facility will be available during the following period:

**Commencement of remote e-voting:** From 9:00 a.m. (IST) on Saturday 23<sup>rd</sup> September, 2023.

**End of remote e-voting:** At 5:00 p.m. (IST) on Monday 25<sup>th</sup> September, 2023.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled / blocked thereafter by KFinTech, E-voting Service Provider. Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.

- g) The remote e-voting process, in relation to the resolutions proposed at 34<sup>th</sup> AGM of the Company has been segregated into 2 parts which is mentioned as hereunder:
  - (I) e-voting in case of Physical Shareholders & Non- Individual Shareholders (physical/demat)
  - (II) e-voting in case of Individual Shareholders having shares in electronic/demat mode
  - (III) e-voting in case of attending AGM and voting thereat.

**INSTRUCTION FOR REMOTE E-VOTING**

- (I) **In case of Physical Shareholders & Non- Individual Shareholders (Physical / Demat):**
  - a. Initial password is provided in the body of the e-mail.
  - b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
  - c. Enter the log in credentials i.e. User ID and password mentioned in your e-mail. Your Folio No. / DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
  - d. After entering the details appropriately, click on LOGIN.
  - e. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f. You need to login again with the new credentials.
  - g. On successful login, the system will prompt you to select the EVENT. Select Surana Telecom and Power Limited.
  - h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to

cast all the votes assenting / dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and / or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.

- i. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- j. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can log in multiple times till you are confirmed that you have voted on the resolution.
- k. In case of any queries / grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin Technologies Ltd. on 1800 309 4001 (toll free).

**(II) In case of Individual Shareholders having shares in electronic / demat mode:**

Such shareholder(s) may refer the e-voting process mandated for them vide SEBI circular dated 9<sup>th</sup> December, 2020 and should follow following process for remote e-voting:

**Login method for e-voting:**

As per the SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Type of Shareholder	Login Method
Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL")	<p><b>A. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Open <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>2. Click on the "Beneficial Owner" icon under 'IDeAS' section.</li> <li>3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>4. Click on Bank Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
	<p><b>B. User not registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>1. To register, open <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Select "Register Online for IDeAS "Portal or click on <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Proceed with completing the required fields</li> </ol>
	<p><b>C. By visiting the e-Voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. Open <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Click on the icon "Login" which is available under 'Shareholder/Member' section</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>5. Click on Bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>



Type of Shareholder	Login Method
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")	<p><b>A. Existing user who has opted for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>Click at <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi.</li> <li>Login with user ID and Password</li> <li>After successful login of Easi / Easiest, Option will be made available to reach e-voting page</li> <li>Click on e-voting service provider name to cast your vote</li> </ol>
	<p><b>B. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/ EasiRegistration</a>.</li> <li>Proceed with completing the required fields.</li> </ol>
	<p><b>C. By visiting the e-Voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>Visit at <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Provide Demat Account Number and PAN No.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.</li> </ol>
Individual Shareholders (holding securities in Demat mode) login through their depository participants	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Bank Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:**

Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

**(III) E-Voting in case of attending AGM and voting thereat:****Attending of AGM:**

- Members will be able to attend the AGM through VC/OAVM facility provided by KFin at <https://emeetings.kfintech.com> by clicking on the tab 'video conference' and using their remote e-voting login credentials as provided by Kfintech. The link for AGM will be available in Member's login where the EVENT and the name of the Company can be selected.
- Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
- Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance / glitch / garbling etc. during the meeting.
- While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

- e. Members, who would like to express their views or ask questions during the AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com> and clicking on the tab 'Speaker Registration' and mentioning their registered e-mail id, mobile number and city, during the period starting from 23rd September, 2023 (9.00 a.m. IST) to 25<sup>th</sup> September, 2023 (5.00 p.m. IST). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM and the maximum time per speaker will be restricted to 3 minutes.
- f. Members who want to get their pre-recorded video uploaded for display during the AGM of the Company, can also upload the same by visiting <https://emeetings.kfintech.com> and uploading their video in the 'Speaker Registration' tab, during 23rd September, 2023 to 25<sup>th</sup> September, 2023, subject to the condition that size of such video should be less than 50 MB.
- g. The Company reserves the right to restrict the number of speakers and display of videos uploaded by the Members depending on the availability of time for the AGM. Please note that questions of only those Members will be entertained/considered who are holding shares of Company as on the cut-off date.
- h. Members who need technical or other assistance before or during the AGM can contact KFin by sending email at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or Helpline: 1800 309 4001 (toll free). For any other kind of support / assistance related to the AGM, members may also write to [investorservices\\_stl@surana.com](mailto:investorservices_stl@surana.com).
- i. Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the AGM conference.
- e. The electronic voting system for e-voting at AGM, as provided by KFin Technologies Ltd, shall be available for 30 minutes from the time of commencement of voting declared by the Chairman at the AGM.

#### GENERAL INSTRUCTIONS:

- i. The Scrutinizer shall, within a period not exceeding 48 hours from the conclusion of the Annual General meeting unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report containing the details with respect to votes cast in favour, against, neutral/abstained, shall submit the Report to the Chairman of the Company.
- ii. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 34<sup>th</sup> Annual General Meeting of the Company scheduled to be held on 26<sup>th</sup> September, 2023, the results declared along with the Scrutinizer's Report shall be submitted to BSE and NSE and also placed on the Company's website [www.suranatele.com](http://www.suranatele.com), within 48 hours of conclusion of the Annual General Meeting.

#### GENERAL INFORMATION:

- i. 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, 5<sup>th</sup> 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.
- ii. Members are requested to send all communication relating to shares (Physical and Electronic) to the Company's Registrar and Share Transfer Agent at KFin Technologies Limited (Unit: Surana Telecom and Power Limited), KFinTech, Tower- B, Plot No. 31 & 32, selenium Building Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, Telangana State, India.
- iii. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [investorservices\\_stl@surana.com](mailto:investorservices_stl@surana.com)/ [cs@surana.com](mailto:cs@surana.com).

#### Voting at AGM (INSTAPOLL):

- a. Only those members / shareholders who hold shares as on the cut-off date i.e., 19<sup>th</sup> September, 2023 and who have not casted their vote earlier through remote e-voting are eligible to vote through e-voting during the AGM.
- b. Members who have voted through remote e-voting will be eligible to attend the e-AGM.
- c. Upon declaration by the Chairperson about the commencement of e-voting at AGM, Members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the AGM, which will take them to the 'Instapoll' page.
- d. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.

By Order of the Board  
For **SURANA TELECOM AND POWER LIMITED**

Place: Secunderabad

Date: 10.08.2023

**NARENDER SURANA**  
**MANAGING DIRECTOR**  
**DIN: 00075086**

## EXPLANATORY STATEMENT

**[Pursuant to Section 102(1) of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

**Item No. 3:**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions (“RPTs”) as mentioned in clause (a) to (g) of the said section require a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of an ordinary resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm’s length basis.

Further, Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) also stipulates that all material related party transactions shall require prior approval of the shareholders through ordinary resolution.

Further, SEBI vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated 08th April, 2022 clarified that the shareholders’ approval of omnibus RPTs approved in an Annual General Meeting shall be valid up to the date of the next Annual General Meeting for a period not exceeding fifteen months.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 10th August, 2023 are hereby placed before the shareholders for their approval by way of Ordinary Resolution to enable the Company / Subsidiary Company to enter into the following Related Party Transactions in one or more tranches, during the period from the date of this Annual General Meeting to till the date of next Annual General Meeting, which shall not be more than fifteen months. The approval by the shareholders’ is without prejudice to the need for the Audit Committee to approve, authorize and review transactions on a financial year basis. The transactions under consideration, are proposed to be entered into by the Company / Subsidiary Company with the following related parties is in the ordinary course of business and at arms’ length basis.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular SEBI/HO/CFD/ CMD1/CIR/P/2021/662, dated November 22, 2021, the particulars of transactions to be entered into by the Company with related parties are as under:

Sr No	Name of related party	Nature of relationship including nature of interest (financial or otherwise)	Aggregate maximum value of the contract/ arrangement/ transaction (Rs in Crores)	Type of the transaction and material terms & particulars
1	Surana Solar Limited	Entity forming part of the same Group and having common control	10	Sale of solar modules and aluminum products
			10	Purchase of solar modules and aluminum products
			60	providing of loans/ guarantees/ securities/ making investments
			60	receiving of loans/ guarantees/ securities/ making investments
2	Tejas India Solar Energy Pvt Ltd	Subsidiary Company	5	Purchase of solar products
3	Bhagyanagar Green Energy Private Ltd	Subsidiary Company	5	Sale of solar products
			25	Purchase of solar products
			7.5	providing of loans/ guarantees/ securities/ making investments
			35	receiving of loans/ guarantees/ securities/ making investments

Sr No	Name of related party	Nature of relationship including nature of interest (financial or otherwise)	Aggregate maximum value of the contract/ arrangement/ transaction (Rs in Crores)	Type of the transaction and material terms & particulars
4	Surana Solar Systems Pvt Limited	Subsidiary Company	5	Sale of solar products
			5	Purchase of solar products
			15	providing of loans/ guarantees/ securities/ making investments
			15	Receiving of loans/ guarantees/ securities/ making investments
5	Bhagyanagar India Limited	Entity forming part of the same Group and having common control	10	Sale of solar modules, aluminum products and traded goods
			10	Purchase of solar modules, aluminum products and traded goods
6	Scientia Infocom India Pvt Ltd	Entity forming part of the same Group and having common control	8	Sale of solar modules, aluminum products and traded goods
7	Shah Sons Private Limited	Entity forming part of the same Group and having common control	20	receiving of loans/ guarantees/ securities/ making investments
			20	providing of loans/ guarantees/ securities/ making investments
8	Bhagyanagar Securities Pvt Ltd	Entity forming part of the same Group and having common control	30	receiving of loans/ guarantees/ securities/ making investments
			30	providing of loans guarantees/ securities/ making investments
9	Aryavaan Renewable Energy Pvt Ltd	Subsidiary Company	5	providing of loans/ guarantees/ securities/ making investments
			20	receiving of loans/ guarantees/ securities/ making investments
10	Tejas Technopark Pvt Ltd	Entity forming part of the same Group and having common control	5	receiving of loans/ guarantees/ securities/ making investments
			5	providing of loans/ guarantees/ securities/ making investments
11	Bhagyanagar Properties Limited	Entity forming part of the same Group and having common control	100	receiving of loans/ guarantees/ securities/ making investments
			100	providing of loans/ guarantees/ securities/ making investments
12	Bhagyanagar Copper Private Limited	Entity forming part of the same Group and having common control	35	providing of loans/ guarantees/ securities/ making investments
			35	receiving of loans/ guarantees/ securities/ making investments
13	Globecom Infotech Private Limited	Entity forming part of the same Group and having common control	5	receiving of loans/ guarantees/ securities/ making investments
			5	providing of loans/ guarantees/ securities/ making investments
14	Bhagyanagar Fashions Private Limited	Entity forming part of the same Group and having common control	40	providing of loans/ guarantees/ securities/ making investments
			40	receiving of loans/ guarantees/ securities/ making investments



Sr No	Name of related party	Nature of relationship including nature of interest (financial or otherwise)	Aggregate maximum value of the contract/ arrangement/ transaction (Rs in Crores)	Type of the transaction and material terms & particulars
15	Surana Infocom Private Limited	Entity forming part of the same Group and having common control	30	providing of loans/ guarantees/ securities/ making investments
			30	receiving of loans/ guarantees/ securities/ making investments
16	Surana Woodworks Private Limited	Entity forming part of the same Group and having common control	10	providing of loans/ guarantees/ securities/ making investments
			10	receiving of loans/ guarantees/ securities/ making investments
17	Surana Electrix Private Limited	Entity forming part of the same Group and having common control	10	receiving of loans/ guarantees/ securities/ making investments
			10	providing of loans/ guarantees/ securities/ making investments
18	Surana Healthcare Private Limited	Entity forming part of the same Group and having common control	5	providing of loans/ guarantees/ securities/ making investments
			5	receiving of loans/ guarantees/ securities/ making investments

The details of material related party transactions to be entered into by Subsidiary Company(ies) with related parties are as under:

<b>I. SURANA SOLAR SYSTEMS PRIVATE LIMITED</b>				
Sr No	Name of related party	Nature of relationship including nature of interest (financial or otherwise)	Aggregate maximum value of the contract/ arrangement/ transaction (Rs in Crores)	Type of the transaction and material terms & particulars
1	Bhagyanagar India Limited	Entity forming part of the same Group and having common control	6	Sale of Solar Power
2	Surana Solar Limited	Entity forming part of the same Group and having common control	5	Purchase of solar and other related products
			5	Sale of solar and other related products
3	Surana Telecom And Power Limited	Holding Company	5	Purchase of solar and other related products
			5	Sale of solar and other related products
			15	providing of loans/ guarantees/ securities/ making investments
			15	Receiving of loans/ guarantees/ securities/ making investments
4	Surana Infocom Private Limited	Entity forming part of the same Group and having common control	30	providing of loans/ guarantees/ securities/ making investments
			30	receiving of loans/ guarantees/ securities/ making investments

<b>II. BHAGYANAGAR GREEN ENERGY PRIVATE LIMITED</b>				
<b>Sr No</b>	<b>Name of related party</b>	<b>Nature of relationship including nature of interest (financial or otherwise)</b>	<b>Aggregate maximum value of the contract/ arrangement/ transaction (Rs in Crores)</b>	<b>Type of the transaction and material terms &amp; particulars</b>
1	Surana Solar Limited	Entity forming part of the same Group and having common control	5	Sale of solar products
			5	Purchase of solar products
2	Surana Telecom And Power Limited	Holding Company	5	Purchase of solar products
		Holding Company	25	Sale of solar products
		Holding Company	35	providing of loans/ guarantees/ securities/ making investments
		Holding Company	7.5	receiving of loans/ guarantees/ securities/ making investments
<b>III. ARYAVAN RENEWABLE ENERGY PRIVATE LIMITED</b>				
<b>Sr No</b>	<b>Name of related party</b>	<b>Nature of relationship including nature of interest (financial or otherwise)</b>	<b>Aggregate maximum value of the contract/ arrangement/ transaction (Rs in Crores)</b>	<b>Type of the transaction and material terms &amp; particulars</b>
1	Surana Solar Limited	Entity forming part of the same Group and having common control	5	Purchase of solar products
			5	Sale of solar products
2	Surana Telecom & Power Limited	Holding Company	20	providing of loans/ guarantees/ securities/ making investments
			5	receiving of loans/ guarantees/ securities/ making investments
3	Surana Infocom Private Limited	Entity forming part of the same Group and having common control	20	providing of loans/ guarantees/ securities/ making investments
<b>IV. TEJAS INDIA SOLAR ENERGY PRIVATE LIMITED</b>				
<b>Sr No</b>	<b>Name of related party</b>	<b>Nature of relationship including nature of interest (financial or otherwise)</b>	<b>Aggregate maximum value of the contract/ arrangement/ transaction (Rs in Crores)</b>	<b>Type of the transaction and material terms &amp; particulars</b>
1	Bhagyanagar Copper Private Limited	Entity forming part of the same Group and having common control	5	Sale of solar and other related products
2	Surana Telecom & Power Limited	Holding Company	5	Sale of solar and other related products
3	Surana Solar Limited	Entity forming part of the same Group and having common control	5	Sale of solar and other related products
4	AP Golden Apparel Private Limited	Entity forming part of the same Group and having common control	5	Sale of solar and other related products
5	Scientia Infocom Private Limited	Entity forming part of the same Group and having common control	5	Sale of solar and other related products
6	Bhagyanagar Energy & Telecom Private Limited	Entity forming part of the same Group and having common control	5	Sale of solar and other related products

The proposed contracts/arrangements/transactions relate to sale/purchase of goods/services or any other transaction(s), which shall be governed by the Company's Related Party Transaction Policy and shall be reviewed by the Audit Committee within the overall limits approved by the members. The Board of Directors or any Committee thereof would carefully evaluate the proposals providing and/or receiving of loans or guarantees or securities or making investments through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The proposal outlined above will contribute to the principal business activities of your Company and is in the interest of the Company. Hence, the Audit Committee/Board recommends the resolution set out in the Item no. 3 of the notice for your approval as an Ordinary Resolution. None of the Related Parties shall vote in the resolution.

Except Shri Narender Surana, Managing Director, Shri Devendra Surana, Director and their respective relatives, none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.

#### **Item No. 4:**

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Sub-section (b) of Section 2 of 185 of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the item no. 4 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item No. 4 of the notice for your approval as a Special Resolution.

Except Shri Narender Surana, Managing Director, Shri Devendra Surana, Director and their respective relatives, none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.

#### **Item No. 5:**

The Board of Directors, on recommendation of the Audit committee, at their meeting held on 30.05.2023 has approved the appointment and remuneration of the M/s. Lavanya & 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 31.03.2024 on a remuneration of ₹ 10,000/- (Rupees 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. 05 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31.03.2024.

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.

#### **Item No. 6:**

The Board of Directors of the Company ('the Board') at the meeting held on 10<sup>th</sup> August, 2023, on recommendation of the Nomination and Remuneration Committee ('the Committee'), appointed in terms of the Companies Act, 2013 ('the Act'), Shri T R Venkataramanan as an Additional Director cum Whole-time Director of the Company, to hold office for a period of three (3) years w.e.f. 10<sup>th</sup> August, 2023, subject to approval of shareholders at this Annual General Meeting, on remuneration as mentioned in the resolution.

Shri T R Venkataramanan has been associated with the Company since four decades and considering his dedication and vast experience, the Board proposes to appoint him as Whole-time Director of the Company which will be helpful in enhancing the development of the Company's operations. Accordingly, the Board at the meeting held on 10<sup>th</sup> August, 2023, on recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the appointment of Shri T R Venkataramanan as Whole-time Director of the Company as set out in the Resolution relating to his appointment.

Requisite consent has been received by the Company, as filed by Shri T R Venkataramanan pursuant to Section 152 of the Act.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act, the terms of appointment and remuneration as set out in Item No.6 are now being placed before the members for their approval by way of Special Resolution.

The following additional detailed information Pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013:

<b>I. General Information:</b>		
1	Nature of Industry	The Company is engaged in the business of Generation of Solar Power.
2	Date of expected date of commencement of commercial production	The Company incorporated in the year 1989 since then the Company is in its commercial operations.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
4	Financial performance based on given indicators	The following are the financial parameters of the Company as on 31 <sup>st</sup> March, 2023: Total Income - ₹ 37.33 Cr Profit Before Tax- ₹ 5.88 Cr Profit After Tax- ₹ 4.32 Cr (Note: Figures are extracted from consolidated financial results)
5	Foreign Investments or collaborations, if any.	Nil
<b>II. Information about the appointees:</b>		
1	Background details and Experience	Shri T R Venkataramanan is a Graduate in Commerce and has been associated with the company from 4 decades. He has vast experience in the field of ferrous, telecom industry and has an expertise knowledge in business and financial management.
2	Age	55 years
3	Date of first appointment	10/08/2023
4	Past Remuneration (per annum)	4.22 Lakhs Per annum
5	Recognition or awards	-
6	Job Profile and his suitability	Considering his vast experience and dedication in the field of ferrous, telecom industry and his expertise knowledge in business and financial management, the Board proposes to appoint him as Whole-time Director of the Company which will be helpful in enhancing the productivity of the Company's Operations.
7	Remuneration proposed (per annum)	4.22 Lakhs (inclusive of all allowances & perquisites) with annual increment of upto 10% of previous year remuneration
8	Comparative remuneration profile with respect to industry, size of company, profile of the position and person	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is as per industry standards and similarly positioned businesses.
9	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Shri T R Venkataramanan does not have any pecuniary relationship with the Company except remuneration drawn as Whole-time Director.
<b>III. Other Information</b>		
1	Reasons of loss or inadequate profits	Company is primarily engaged in the business of generation of solar power. The seasonal fluctuation may affect the solar radiations generation, thereby affecting the revenue of the company. However, the Company has been able to earn profits due to effective cost control.
2	Steps taken or proposed to be taken for improvement	The Company is focusing on reduction in debts and controlling overheads. It is also exploring new business ventures and making all possible efforts to improve its margins.



3	Expected increase in productivity and profits in measurable terms:	Solar Power Generation depends on the natural conditions like availability of clear sunny days apart from other factors as such the expected production cannot be precisely predicable. However, as the Company has fixed tariff PPA's for long term there will not be major impact of market conditions on profitability. As such the Company believes that it would be able to sustain the volatile market conditions and emerge successfully in terms of better turnover and profits in the days to come.
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The Board of Directors recommends the Special Resolution for your approval.

None of the Directors except Shri T R Venkataraman himself, is concerned or interested in the resolution. None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

**Item No. 7:**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company.

Shri. Shivank Kedia, relative of Shri. Arun Kumar Kedia [Director of the Aryavaan Renewable Energy Private Limited - Subsidiary Company] was appointed as Vice-President (Marketing) and holding a place of profit under Section 188(1) (f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force), at a monthly salary of ₹ 1,68,000/- per month.

As per Section 188 of the Companies Act, 2013 read with explanation and Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from to time, where the office or place of profit is held by an individual other than Director and such person receives from the Company anything by way of remuneration, salary, fee, commission, perquisites, any rent free accommodation or otherwise, it requires the prior approval of the shareholders if the monthly remuneration exceeds two and a half lakh rupees, i.e. ₹ 2,50,000/- per month.

In terms of Sections 188(1)(f) of the Companies Act, 2013 read with applicable rules and as per the recommendation and approval of Nomination and Remuneration Committee, Audit Committee and Board, for enhancement in prescribed limit of salary payable to Shri. Shivank Kedia, Vice-President (Marketing) of Aryavaan Renewable Energy Private Limited, Subsidiary Company and holding an office or place of profit in the company, which is in the ordinary course of business and at arm's length basis. Shri. Shivank Kedia, is associated with the Company since October 01, 2022 and his present roles are crucial for the expanding business of the Company. Considering his dedication and contributions attributed towards the growth of the Company. The Board of Directors, on recommendation of the Nomination & Remuneration Committee and audit Committee has recommended the resolutions set out at item no. 7 for the approval of members by way of Ordinary Resolution.

Your Directors recommend passing of this resolution by way of an Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding.

**Item No. 8:**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company.

Ms. Vinita Surana, daughter of Shri. Narender Surana [(Chairman-cum-Managing Director) of the Company] is proposed to be appointed as Vice-President (Finance) in Aryavaan Renewable Energy Private Limited, Subsidiary Company and hold a place of profit under Section 188(1) (f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force) on a remuneration not exceeding ₹ 50,00,000/- Per annum inclusive of commission, allowances & perquisites in accordance with the Company rules against the services to be availed which is in the ordinary course of business and at arm's length basis.

Ms.Vinita Surana holds a Master's Degree (M.sc.) in International Business and Management from Manchester Business School and has done International Diploma Program (Business Administration) from University of California, she has also done Master in Business Administration from The Wharton School, University of Pennsylvania. She has been associated with the Surana Group from past 8 years. Keeping in view the wide experience and long standing association she has with the Group, the Board of Directors considered that their continued association would continue to enhance value to the Company.

Ms.Vinita Surana is a related party under section 2(76) of the Companies Act, 2013. As per section 188 (1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meetings of the Board and its Powers) Rules, 2014, appointment of a related party in its subsidiary requires approval of members, as the remuneration paid is in excess of the limits prescribed therein.

The Board of Directors, on recommendation of the Nomination & Remuneration Committee and audit Committee has recommended the resolutions set out at item no. 8 for the approval of members by way of Ordinary Resolution.

Except Shri. Narender Surana, Shri. Devendra Surana

and their relatives none of the other Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding.

**Item No. 9:**

Shri Narender Surana is serving as Director on the Board of the Company since 14.08.1989. The Board of Directors at its meeting held on 21st May, 2022, on the recommendations of Nomination and Remuneration Committee, re-appointed Shri Narender Surana as Managing Director of the Company for a further period of 3 years w.e.f. 23.05.2022 with same remuneration of ₹ 84,00,000/- per annum (inclusive of HRA equal to 50% of the salary). However, considering his present roles as crucial to provide impetus to the expanding business of the Company, also considering his qualification and expertise knowledge the Board of Directors, on recommendation of the Nomination and Remuneration Committee has proposed resolution as set out in item no.9 for the approval of members by way of Special Resolution.

A brief profile of Shri. Narender Surana is set out here into the notice.

The following additional detailed information pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013:

<b>I. General Information:</b>		
1	Nature of Industry	The Company is engaged in the business of Generation of Solar Power.
2	Date of expected date of commencement of commercial production	The Company is incorporated in the year 1989 since then the Company is in its commercial operations.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
4	Financial performance based on given indicators	The following are the financial parameters of the Company as on 31 <sup>st</sup> March, 2023: Total Income - ₹ 37.33 Cr Profit Before Tax- ₹ 5.88 Cr Profit After Tax- ₹ 4.32 Cr (Note: Figures are extracted from consolidated financial results)
5	Foreign Investments or collaborations, if any.	Nil
<b>II. Information about the appointees:</b>		
1	Background details and Experience	Shri Narender Surana, is a Chemical Engineer. He is the Managing Director of Bhagyanagar India Limited and Director of Surana Solar Limited, Bhagyanagar Properties Ltd and other Companies of Surana Group. He has over 36 years of experience in the telecom cables, metals and solar industry. He has been the President of Federation of Andhra Pradesh Chambers of Commerce and Industry (FAPCCI). He was also the Founder President of Young Entrepreneurs Organization (Y.E.O) of Hyderabad Chapter.
2	Age	63 years
3	Date of first appointment	14/08/1989
4	Board Meetings attended during the year	Shri Narender Surana attended six board meetings during the year 2022-23.
5	Past Remuneration (p.a.)	84 Lakhs per annum
6	Recognition or awards	-
7	Job Profile and his suitability	Shri Narender Surana is Managing Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company. Considering the rich experience and excellent execution capabilities, Shri Narender Surana is aptly suitable for the above mentioned roles and responsibilities.
8	Remuneration proposed (p.a.)	100 Lakhs per annum



9	Comparative remuneration profile with respect to industry, size of company, profile of the position and person	Considering the roles and responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is as per industry standards and similarly positioned businesses.
10	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Shri Narender Surana does not have any pecuniary relationship with the Company except his remuneration and shareholding in the Company. Mr. Devendra Surana, Director is a brother of Shri Narender Surana.
<b>III. Other Information</b>		
1	Reasons of loss or inadequate profits	Company is primarily engaged in the business of generation of solar power. The seasonal fluctuation may affect the solar radiations generation, thereby affecting the revenue of the company. However, the Company has been able to earn profits due to effective cost control.
2	Steps taken or proposed to be taken for improvement	The Company is focusing on reduction in debts and controlling overheads. It is also exploring new business ventures and making all possible efforts to improve its margins.
3	Expected increase in productivity and profits in measurable terms:	Solar Power Generation depends on the natural conditions like availability of clear sunny days apart from other factors as such the expected production cannot be precisely predicable. However, as the Company has fixed tariff PPA's for long term there will not be major impact of market conditions on profitability. As such the Company believes that it would be able to sustain the volatile market conditions and emerge successfully in terms of better turnover and profits in the days to come.

Except Shri. Narender Surana, Shri. Devendra Surana and their relatives none of the other Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding.

By Order of the Board  
For **SURANA TELECOM AND POWER LIMITED**

Place: Secunderabad  
Date: 10.08.2023

**NARENDER SURANA**  
**MANAGING DIRECTOR**  
**DIN: 00075086**

## ANNEXURE

**Particulars of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:-**

**1) Shri Devendra Surana, Director:**

Name of Director	Devendra Surana
DIN	00077296
Date of Birth	08.02.1965
Qualification	B.E. (MECH), PDGM (IIM, Bangalore)
Expertise in specific functional areas	Shri Devendra Surana is a graduate in Mechanical Engineer and holds a Post Graduate Diploma in Management from IIM, Bangalore and had chosen as the Brain of the Batch. Shri Devendra Surana is a Managing Director of Bhagyanagar India Limited, Director of Surana Solar Limited, Surana Telecom and Power Limited which are listed Companies under the Surana Group. He has been in the field of Ferrous & Non Ferrous, Telecom Industry for more than 3 Decades and in the field of Renewable Energy Industry for more than 2 decades. He is the Past President of Federation of Andhra Pradesh Chambers of Commerce and Industry (FAPCCI) and Past Chairman for Telangana State Council, Federation of Indian Chambers of Commerce & Industry (FICCI). He is also Founder President of Young Entrepreneur Organization for Hyderabad Chapter and Past President of Rotary Club of Hyderabad Deccan. He is also a Member of the Governing Body, University College of Engineering, and Osmania University. He has been the guest speaker at many Management & Educational Institutions. Hyderabad Management Association (HMA) has awarded Shri Devendra Surana as Entrepreneur of the Year 2019.
Inter-se relationship with other Directors and Key Managerial Personnel	Shri Devendra Surana is a brother of Shri Narender Surana, Director of the Company.
Nature of appointment (appointment/ re-appointment)	Re-appointment
Name of the listed and other entities in which Shri Devendra Surana holds the directorship as on 31 <sup>st</sup> March, 2023.	<ol style="list-style-type: none"> <li>1. Bhagyanagar India Limited</li> <li>2. Surana Solar Limited</li> <li>3. Bhagyanagar Properties Limited</li> <li>4. Bhagyanagar Copper Private Limited</li> <li>5. Scientia Infocom India Private Limited</li> <li>6. Surana Solar Systems Private Limited</li> <li>7. AP Golden Apparels Private Limited</li> <li>8. Everytime Food Industries Private Limited</li> <li>9. Tejas India Solar Energy Private Limited</li> <li>10. Solar Dynamics Private Limited</li> <li>11. Bhagyanagar Green Energy Private Limited</li> <li>12. Metropolitan Ventures India Limited</li> <li>13. Surana Infocom Private Limited</li> <li>14. Globecom Infra Ventures Private Limited</li> <li>15. Bhagyanagar Securities Private Limited</li> <li>16. Shah Sons Private Limited</li> <li>17. Shabashpally Chemicals Private Limited</li> <li>18. Bhagyanagar Magnesium Private Limited</li> <li>19. Surana Healthcare Private Limited</li> </ol>



<b>Name of Director</b>	<b>Devendra Surana</b>
Chairman/ Member of the Committees of the Board of other Companies in which he is a Director as on 31 <sup>st</sup> March, 2023.	<ol style="list-style-type: none"> <li>1. Bhagyanagar India Ltd (Member - Stakeholders Relationship Committee)</li> <li>2. Bhagyanagar India Ltd (Member - Audit Committee)</li> <li>3. Surana Solar Limited (Member - Stakeholders Relationship Committee)</li> <li>4. Bhagyanagar Properties Limited (Member - Stakeholders Relationship Committee)</li> </ol>
No. of equity shares held in the Company as on March 31, 2023	2,06,39,453

**2) Shri. T R Venkataramanan, Whole-time Director:**

<b>Name of Director</b>	<b>Shri T R Venkataramanan</b>
DIN	08749253
Date of Birth	11.06.1968
Qualification	B.COM Graduate in commerce
Expertise in specific functional areas	Shri T R Venkataramanan is a Graduate in Commerce and has been associated with the company from 4 decades. He has vast experience in the field of ferrous, telecom industry and has an expertise knowledge in business and financial management.
Inter-se relationship with other Directors and Key Managerial Personnel	Shri. T R Venkataramanan is the Chief Financial Officer of the Company
Nature of appointment (appointment/reappointment)	Appointment.
List of other Companies in which Directorship is held as on 31 <sup>st</sup> March, 2023.	<ol style="list-style-type: none"> <li>1. Metropolitan Ventures India Limited</li> <li>2. Value Infrastructure and Properties Private Limited</li> <li>3. Surana Electrix Private Limited</li> <li>4. Indian Solar Power Producers Association</li> </ol>
Chairman/Member of the Committees of the Board of other Companies in which he is a Director as on 31 <sup>st</sup> March, 2023.	Nil
No. of equity shares held in the Company as on March 31, 2023	Nil

## DIRECTORS' REPORT

To the Members of

### Surana Telecom and Power Limited

The Directors have pleasure in presenting the 34<sup>th</sup> Annual Report of your Company and the Audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2023, together with Auditors' Report thereon.

#### FINANCIAL RESULTS:

The performance of the Company during the year has been as under:

(Amount in Lakhs)

Particulars	Standalone Results		Consolidated Results	
	2022-23	2021-22	2022-23	2021-22
Sales and other Income	2694.28	2061.19	3733.74	3332.24
Profit before Depreciation and Interest	1480.67	1365.06	1756.67	2387.17
<b>LESS:</b>				
Depreciation & Amortization	465.90	482.66	1014.42	1097.73
Interest	129.60	291.19	154.24	368.74
Profit for the year	885.17	591.21	588.01	920.69
Profit before Taxation	885.17	591.21	588.01	920.69
<b>Provision for Taxation:</b>				
Current Tax	147.80	98.70	194.65	161.70
Deferred Tax	0.58	5.10	(38.41)	(32.60)
Taxes for earlier years	-	-	(0.64)	-
Profit after Tax	736.79	487.41	432.41	791.60
<b>Add: Other Comprehensive Income</b>	<b>140.49</b>	<b>60.07</b>	<b>140.49</b>	<b>60.07</b>
Total Comprehensive Income for the year	877.27	547.48	572.89	851.66
Less: Minority Interest (Current year's Profit/loss)	-	-	106.28	142.11
Add: Share in Net Profit of Associate Company	-	-	94.66	34.95
Surplus brought forward from previous year	4972.91	4425.43	5550.52	4806.02
Balance carried forward to Balance Sheet	5850.19	4972.91	6111.80	5550.52

#### PERFORMANCE:

During the year under review, the Income from Operations of the Company is ₹ 1710.93 lacs as against ₹ 1770.04 lacs in the previous year. The Profit before Tax (PBT) stood at ₹ 885.17 lacs as against ₹ 591.21 lacs in the previous year. The Profit after Tax (PAT) stood at ₹ 736.79 lacs as against ₹ 487.41 lacs in the previous year. The Earnings per Share (EPS) for the year ended 31.03.2023 is ₹ 0.54 as against ₹ 0.36 in the previous year ended 31.03.2022.

#### OPERATIONS:

The Company's solar power projects of 5 MW each, one located at Gujarat Solar Park, Charanka Village, Santalpur Taluq, Patan District, Gujarat State and other at Munipally Village, Sadashivpet, Medak District, Telangana State are operating successfully and generating steady income. The later project is supplying power to Tata Communications Ltd. through open access route under PPA for a period of 10 years effective from January 2019.

The Subsidiaries viz., Surana Solar Systems Pvt. Ltd. (SSSPL), Bhagyanagar Green Energy Pvt. Ltd. (BGEPL) and

Aryvaan Renewable Energy Pvt. Ltd. (AEPL) are having 5 MW Solar Power projects each, situated at Shankapur Village, Shankarampet Mandal, Medak District, Telangana State, Peddaumanthal Village, Pudur Mandal, Ranga Reddy District, Telangana State and Barhara Village, Sarila Tehsil, Hamirpur District, Uttar Pradesh respectively. SSSPL has renewed its PPA with Bhagyanagar India Limited for a period of 10 years effective from September 2019. AEPL has long term PPA with Uttar Pradesh Power Corporation Ltd and BGEPL s having long term PPA with TSSPDCL effective from September 2019.

Tejas India Solar Energy Pvt. Ltd., a wholly owned subsidiary had Set up a 3MW Solar Power Plant at Gajwel Mandal, Medak District, Telangana since the financial year 2016-17. The project could not take off due to non-receipt of open access approval by TSSPDCL despite of order for synchronization from Telangana State Electricity Regulatory Commission and Appellate Tribunal for Electricity, Delhi. As efficiency and value of the plant has eroded significantly due to technological obsolescence, wear and tear and a major fire accident. In view of the above, management has decided to abandon the project and the Machinery was put up for sale.

In view of the abandonment of the project, the fair value of the equity investment was restated and the business loss (due to permanent diminution in the value of investment in the subsidiary company which is in the same line of business) has been duly accounted.

1 MW solar power plant situated at Urukonda village, Nagarkurnool District, Telangana State is running successfully. Power is supplying to Suryalata Spinning Mills Limited as per PPA for a period of 25 years at a price of ₹ 5.00 per unit under RESCO model.

The Company has installed cumulative capacity of 1 MW roof top solar project through EPC for various customers in Telangana State.

#### **SUBSIDIARIES / ASSOCIATES:**

Your company has four (4) subsidiary companies and one (1) associate company as on 31.03.2023 as mentioned below. Further there has been no material changes in the nature of business of the subsidiaries except that of Tejas India Solar Energy Private Limited which has abandoned the project due to non-receipt of required approvals from TSSPDCL.

Sr. No.	Name of the Company	Percentage (%) of Shareholding
<b>Subsidiary/Wholly Owned Subsidiary Companies:</b>		
1.	Surana Solar Systems Private Limited	51.00
2.	Tejas India Solar Energy Private Limited	100.00
3.	Bhagyanagar Green Energy Private Limited	58.15
4.	Aryavaan Renewable Energy Private Limited	51.00
<b>Associate Company:</b>		
1.	Surana Solar Limited	41.43

In terms of proviso to sub-section (3) of Section 129 of the Companies Act, 2013, the salient features of the financial statement of the subsidiaries and associates is set out in the prescribed Form AOC-1, which forms part of the Annual Report. Pursuant to the provisions of Section 136 of the Companies Act, 2013, the consolidated financial statements of the company along with relevant documents are made available on the website of the Company.

#### **CONSOLIDATED FINANCIAL STATEMENTS:**

The Consolidated Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, as amended and notified under Section 133 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013.

The Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2023 forms part of the Annual Report. As per the provisions of Section 136 of the Companies Act, 2013, the Company has placed separate Audited accounts of its Subsidiaries on its website [www.suranatele.com](http://www.suranatele.com) and a copy of separate Audited Financial Statements of its Subsidiaries will be provided to shareholders upon their request.

#### **SECRETARIAL STANDARDS:**

The Directors state that applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

#### **SHARE CAPITAL:**

The paid-up Share Capital of the Company as on 31<sup>st</sup> March, 2023 is ₹ 13,57,59,963 divided into 13,57,59,963 equity shares of Re. 1/- each. During the year under review, there is no change in share capital of the company.

#### **TRANSFER TO RESERVES:**

The Board of Directors of the Company have not recommended for transfer of any amount to the General Reserve for the financial year ended 31<sup>st</sup> March, 2023.

#### **DIVIDEND:**

The Board of Directors have not recommended dividend for the financial year 2022-23 and have decided to retain the profits for proposed future growth plans.

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

The Management Discussion and Analysis Report as required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms an integral part of this Report and gives details of the overall industry structure, developments, performance and state of affairs of the Company's business, internal controls and their adequacy, risk management systems and other material developments during the financial year.

Management Discussion and Analysis Report is presented in a separate section and forms part of the Annual Report as Annexure-II.

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

Corporate Social Responsibility reflects the strong commitment of the Company to improve the quality of life of the workforce and their families and also the community and society at large. The Company considers social responsibility as an integral part of its business activities.

The CSR activities of the Surana Group are guided by the vision and philosophy of its founding father, Shri G Mangial Surana, who embodied the value of trusteeship in business and laid the Foundation for its ethical and value-based functioning. The core elements of CSR activities include ethical functioning, respect for all stake-holders, protection of human rights, providing of medical facilities and care for the environment.

During the year, the Company has spent ₹ 8,66,002/- on CSR activities.

A report on Corporate Social Responsibility as per Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed to this Board's Report as **Annexure-III**.

#### **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Section 134 of the Companies Act, 2013, with respect to the Directors'

Responsibility Statement, the Board of Directors of the Company hereby confirms:

- (a) That the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 2022-23 and of the profit and loss of the company for that period;
- (c) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) That the directors have prepared the annual accounts for the financial year ending on 31<sup>st</sup> March, 2023, on a going concern basis;
- (e) That the directors have laid down Internal Financial Controls to be followed by the company and that such Internal Financial Controls are adequate and were operating effectively; and
- (f) That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:**

The Independent Directors have submitted the declaration of independence, as required pursuant to sub-section (7) of section 149 of the Companies Act, 2013 and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stating that they meet the criteria of independence as provided in sub-section (6) of Section 149 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **NOMINATION AND 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 of Directors, Key Managerial Personnel and Senior Management of the Company.

During the year under review, there has been no change to the Policy. The Nomination and Remuneration Policy of the Company is available on the website of the Company and can be accessed at the following web link: <http://www.suranatele.com/code-of-conduct-policies.html>

#### **PARTICULARS OF LOANS, GUARANTEES, SECURITIES AND INVESTMENTS:**

The details of Loans, Guarantees, Securities and Investments made during the financial year ended 31<sup>st</sup> March, 2023, are given in the notes to the Financial Statements in compliance

with the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.

#### **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 and 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 <http://www.suranatele.com/codes-and-policies.html>.

The particulars of contracts or 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-IV' to this Report.

#### **AUDIT COMMITTEE:**

The Audit Committee consists of Shri. Mayank Sanghani (Independent Director) as Chairman, Shri N Krupakar Reddy (Independent Director), Smt. Sanjana Jain (Independent Director) and Shri. Narender Surana (Managing Director) as members. The Committee inter alia reviews the Internal Control System, Reports of Internal Auditors and compliance of various Regulations. The Committee also reviews the financial statements before they are placed before the Board.

The recommendations made by the Audit Committee to the Board, from time to time during the year under review, have been accepted by the Board. Other details with respect to the Audit Committee such as its terms of reference, the meetings of the Audit Committee and attendance thereof of the members of the Committee, are separately provided in this Annual Report, as a part of the Report on Corporate Governance.

#### **ANNUAL RETURN**

The Annual Return in Form MGT-7 is available on the Company's website, the web link for the same is <http://www.suranatele.com/annual-reports.html>.

#### **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 'Annexure-I' forming part of this Report.

#### **RISK MANAGEMENT POLICY:**

In terms of the requirement Section 134(3)(n) of the Companies Act, 2013 and Regulation 21 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has developed and implemented the Risk Management Policy. 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 report, which forms part of this report. At present the Company has not identified any element of risk which may threaten the existence of the company.

#### **EVALUATION OF THE BOARD, COMMITTEES, INDEPENDENT DIRECTORS, INDIVIDUAL DIRECTORS AND CHAIRPERSON OF THE COMPANY:**

During the year under review, the Independent Directors of the company in terms of Schedule IV and Regulation 25(3)(4) of SEBI (LODR) Regulations, 2015, evaluated the performance of the Board as a whole, each Non-Independent Director and the Chairperson of the Company. Further, in terms of Section 178(2) of the Companies Act, 2013, the Nomination and Remuneration Committee evaluated the performance of the Board as a whole and the Individual Directors. The Board also as per the provisions of Regulation 17(10) of SEBI (LODR) Regulations, 2015, evaluated the performance of the Independent Directors and the Committees of the Board in terms of Section 134(3)(p) of the Companies Act, 2013, read with Rule 8(4) of the Companies (Accounts) Rules, 2014. The evaluations are done on the basis of a structured questionnaire which contains evaluation criteria taking into consideration various performance related aspects. The Board of Directors has expressed their satisfaction with the evaluation process.

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

During the year under review Mrs. Vinita Surana has resigned from the post of Chief Financial Officer w.e.f July 23, 2022 and in whose place Mr. T R Venkataramanan was appointed as Chief Financial Officer w.e.f November 12, 2022. Mr. Abdur Rahman, Company Secretary has resigned from the post of Company Secretary, further there were no new appointment or resignation of director.

In compliance with the Companies Act, 2013, Shri. Devendra Surana, DIN:00077296, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Further Mrs. Mansa Thakur is been appointed as a Company Secretary w.e.f April 10, 2023 and Shri. Baunakar Shekarnath, Whole-time Director has resigned from the Board of Directors on 02.08.2023.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Shri. Narendra Surana, Managing Director, Shri. Baunakar Shekarnath, Whole-time Director (till 02.08.2023), Mr. T R Venkataramanan, Chief Financial Officer and Mrs. Mansa Thakur, Company Secretary are Key Managerial

Personnel of the Company.

#### **MEETINGS OF THE BOARD:**

During the financial year under review, 6 (Six) Board Meetings were convened and held. The details of the meetings 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 Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **DEPOSITS:**

The Company has not accepted any deposits in terms of Section 73 or Section 76 of the Companies Act, 2013 and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

#### **LISTING OF EQUITY SHARES:**

The Company's equity shares are listed on the following Stock Exchanges:

(i) **BSE Limited**, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001, Maharashtra, India; and

(ii) **National Stock Exchange of India Limited**, Exchange Plaza, Floor 5, Plot No. C/1, G Block, Bandra –Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra, India.

The Company has paid the Annual Listing Fees to the Stock Exchanges for the financial year 2023-24.

#### **STATUTORY AUDITORS:**

M/s Luharuka & Associates, Chartered Accountants were re-appointed as Statutory Auditors of the Company at the Annual General Meeting held on 20<sup>th</sup> August, 2022, for a term of five consecutive years from the conclusion of 33<sup>rd</sup> Annual General Meeting till the conclusion of the 38<sup>th</sup> Annual General Meeting to be held in the year 2027.

M/s. Luharuka & Associates, Chartered Accountants, have confirmed that they are not disqualified from continuing as Auditors of the Company.

There are no qualifications, reservations or adverse remarks made by M/s Luharuka & Associates, Chartered Accountants, Statutory Auditors, in their report for the Financial Year ended 31<sup>st</sup> March, 2023. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

#### **INTERNAL AUDITORS:**

The Board of Directors based on the recommendation of the Audit Committee has appointed M/s. Sekhar & Co., Chartered Accountants as the Internal Auditors of your Company. The Internal Auditors are submitting their reports on quarterly basis to the Audit Committee and Board of Directors.

The Board of Directors of the Company have re-appointed M/s Sekhar & Co., Chartered Accountants as Internal Auditors to conduct Internal Audit for the financial year ended 31<sup>st</sup> March, 2024.

#### **COST AUDITORS:**

The Company has maintained cost records as specified by Central Government under Section 148(1) of Companies

Act, 2013 and such records have been audited by the Cost Auditor pursuant to Companies (Cost Records and Audit) Rules, 2014.

M/s. Lavanya & Associates, Cost Accountants, Hyderabad, has been appointed by the Board, on recommendations of Audit Committee, as Cost Auditor for conducting audit of the cost accounts maintained by the Company relating to Base Metals and Electricity for the financial year 2022-23.

The Cost Auditors' Report of financial year 2022-23 did not contain any qualifications, reservations, adverse remarks or disclaimers and no frauds were reported by the Cost Auditors to the Company under sub-section (12) of Section 143 of the Act.

#### SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204 of the Companies Act, 2013, your Company had appointed Mrs. Rakhi Agarwal, Company Secretary in Practice, Hyderabad, as its Secretarial Auditor to conduct the Secretarial Audit of your Company for financial year 2022-23.

The Report of the Secretarial Auditor for the financial year 2022-23 is annexed to this report as Annexure-V.

There were no qualifications, reservation or adverse remark or disclaimer made by Secretarial Auditor in its report.

#### SECRETARIAL AUDIT OF MATERIAL UNLISTED INDIAN SUBSIDIARIES:

The Secretarial Audit of the material subsidiaries, M/s. Aryavaan Renewable Energy Private Limited, M/s. Surana Solar Systems Private Limited and M/s. Bhagyanagar Green Energy Private Limited for the financial year 2022-23 was carried out pursuant to Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Secretarial Audit Report submitted by Mrs. Rakhi Agarwal, Company Secretary in Practice, does not contain any qualification, reservation or adverse remark or disclaimer. The secretarial audit report of Material Subsidiaries are annexed to this report as Annexure - VI (a), Annexure - VI (b) and Annexure - VI (c).

#### ANNUAL SECRETARIAL COMPLIANCE REPORT:

The Company has undertaken an audit for the financial year 2022-23 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report duly signed by Mrs. Rakhi Agarwal, Company Secretary in Practice, has been submitted to the Stock Exchanges and is annexed at 'Annexure VII' to this Board's Report.

#### REPORTING OF FRAUDS BY AUDITORS:

During the year under review, the Statutory Auditors, Internal Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

#### CORPORATE GOVERNANCE:

The Company has implemented the procedures and adopted practices in conformity with the Code of Corporate

Governance as per the requirements of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

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.

#### VIGIL MECHANISM- WHISTLE BLOWER POLICY:

The Company has adopted a Whistle Blower Policy establishing vigil mechanism to provide a formal mechanism to the Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against the victimization of employees who avail the mechanism and provides direct access to the Chairperson of the Audit Committee in exceptional cases. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The policy of vigil mechanism is available on the Company's website. The Whistle Blower Policy aims for conducting the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

#### PARTICULARS OF EMPLOYEES:

A. 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. Narender Surana, MD	23.76
Shri. Devendra Surana, Director	NA
Shri. Baunakar Shekarnath, WTD	1.46

- (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
Mr. Narender Surana, MD	0.00
Mr. Baunakar Shekarnath, WTD	7.50
Mr. T R Venkataramanan, CFO*	NA
Mr. Abdur Rahman, CS**	NA

\* Mr. T R Venkataramanan appointed as CFO w.e.f. 12.11.2022

\*\*Mr. Abdur Rahman Resigned as CS w.e.f. 11.10.2022.

- (iii) The percentage increase/(decrease) in the median remuneration of employees in the financial year is (9.35%).
- (iv) There were 18 permanent employees on the rolls of company as on March 31, 2023.



- (v) 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 any exceptional circumstances for increase in the managerial remuneration:

The average increase in salaries of employees other than managerial personnel in 2022-23 is 10.31%. Percentage increase in the managerial remuneration for the year was 0.41%.

- (vi) Affirmation that the remuneration is as per the remuneration policy of the company - Yes.

- B. In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names of the top ten employees in terms of remuneration drawn and names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of this Report.

Having regard to the provisions of the second proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said Annexure is open for inspection at the registered office of your Company. Any member interested in obtaining copy of the same may write to Company Secretary at the Corporate Office of the Company.

**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.

**CHANGE IN NATURE OF BUSINESS:**

There is no change in nature of business of the Company.

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

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

**MATERIAL CHANGES AND COMMITMENTS:**

There are no material changes and commitments, affecting the financial position of the Company which occurred between the end of the financial year 31<sup>st</sup> March, 2023 to which the financial statements relates and the date of signing of this report.

**HUMAN RESOURCES:**

Your Company has always prioritized the well-being and development of the employees. The industrial relations of the Company continued to be harmonious during the year under review.

**ISO 9001-2008 CERTIFICATION:**

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

**POLICY ON SEXUAL HARRASSEMENT:**

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Internal Complaints Committee (ICC) has been setup to redress complaint received regarding sexual harassment. During the period under review, no complaints were received by the ICC.

**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 Directors take this opportunity to place on record their sincere thanks to the suppliers, customers, strategic partners, Banks and Financial Institutions, Insurance Companies, Central and State Government Departments and the shareholders for their support and co-operation extended to the Company from time to time. Directors are pleased to record their appreciation of the sincere and dedicated services of the employees and workmen at all levels.

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

**NARENDER SURANA**  
**MANAGING DIRECTOR**  
**DIN: 00075086**

**DEVENDRA SURANA**  
**DIRECTOR**  
**DIN: 00077296**

Place: Secunderabad  
Date: 10.08.2023

**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 taken : Operations of the Company are not energy intensive. However, adequate measures have been initiated to reduce energy consumption, cost of maintenance and to conserve the resources.
- (ii) Additional Investments and proposals, if any, being implemented for reduction of consumption of energy : Nil
- (iii) Impact of the clause (1) and (2) above for reduction of energy consumption and consequent impact on the production of goods : Nil

**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 : NIL
4. Expenditure on R & D : NIL

**B. Technology absorption, adaptation and innovation:**

The Company is making all its efforts towards technology absorption, adaption and innovation for improving productivity, product quality, etc

**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 outflow and inflow:

Total Foreign Exchange outflow : Nil

Total Foreign Exchange inflow : Nil

For and on behalf of the Board of Directors

Place: Secunderabad  
Date: 10.08.2023

**NARENDER SURANA**  
**MANAGING DIRECTOR**  
**DIN: 00075086**

**DEVENDRA SURANA**  
**DIRECTOR**  
**DIN: 00077296**



## MANAGEMENT DISCUSSION & ANALYSIS

Surana Telecom and Power Limited was incorporated as a Private Limited Company on 14.08.1989 as Surana Petro Products Private Limited and was engaged in the business of manufacturing of Petro Products such as Petroleum Jelly and Telecom products such as Jointing Kits. Thereafter, the Company was converted into a Public Limited Company on 09.07.1993. In 1994, the Company ventured into the Telecom sector with the production of Optic Fibre Cables and consequently, name of the Company was changed to Surana Telecom Limited on 05.08.1994. In 2007 the Company diversified into the power sector with the manufacturing of low tension and high tension power cables and setting up of 1.25 MW wind power generation facility. In order to reflect the diversity, the name of the Company was again changed to “Surana Telecom and Power Limited” on 11.10.2007. In 2008, taking cue from the increasing recognition for non-conventional energy and anticipating demand primarily in the field of Solar Photovoltaic cells, the company ventured into manufacturing of Solar Modules and other Solar photovoltaic products.

During the year 2009-2010, a Scheme of arrangement was entered by the Company with M/s Surana Ventures Limited which was sanctioned by Hon’ble High Court of Andhra Pradesh on 28.06.2010 and became effective from 28.07.2010, pursuant to which the “Solar Undertaking” was merged with M/s Surana Ventures Limited (the name has been changed to Surana Solar Ltd). The Company is into the business of generation of solar energy. In the year 2011-12, the Company had set up 5 MW Solar Power Project in Gujarat, with this it has successfully ventured into Solar Power Generation. Currently, the total installed capacity is 20 MW owned by the Company and its subsidiaries in the states of Gujarat, Uttar Pradesh and Telangana.

### A) INDUSTRY STRUCTURE AND DEVELOPMENTS:

#### SOLAR ENERGY:

India has made tremendous progress in renewable energy adoption over the past few years, particularly in solar energy sector. India’s Solar energy capacity has grown from 6.76 GW in 2016 to an impressive 70 GW as on June 2023. This significant growth demonstrates India’s commitment to clean energy. The impressive solar energy growth can be attributed to several factors including Government policies and incentives, decreasing cost of Solar Power technology and increased public awareness. The Government has set up an ambitious target of having 280 GW of Solar Power by 2030.

### B) OPPORTUNITIES AND THREATS:

India has tremendous potential in renewable energy. As part of Paris Climate Agreement, India has committed to achieve forty percent of its installed electricity capacity from non-fossil fuels by 2030. For achieving this goal, India has set an ambitious target of 175 GW of installed renewable energy (RE) capacity, including 100 GW of

solar power, by 2023. India has also set a target of 450 GW installed RE capacity by 2030. As per the Central Electricity Authority’s Optimum Energy Mix report, the electricity requirement of the country by 2029-30 will be 817 GW, including the 450 GW from renewable energy sources, out of which 280 GW would come from solar energy. To achieve the target of 280 GW, around 25 GW of solar energy capacity is needed to be installed every year, till 2030.

The Government is committed to increased use of clean energy sources and is already undertaking various large-scale sustainable power projects and promoting green energy heavily with a target to reduce the emissions intensity of GDP by 33% - 35% below the 2005 levels and increase share of non-fossil fuel in total capacity to 40% by 2030. The government’s goal of installing 175 GW of renewable energy, 100 GW of which is solar capacity, by 2023 looks achievable with the right policies and participation of the industry.

India’s solar sector is heavily reliant on imports of solar equipment. Certain countries dumping solar cells and modules to kill the nascent domestic industry, because of which Government had to impose Safeguard Duties. Considering India’s huge solar targets and that electricity is a strategic sector of the economy, India needs to develop domestic solar manufacturing capacities and reduce its dependence on imports to avoid disruption in future, Government has announced to impose 40% Basic Customs Duty (BCD) on Solar Modules and 25% BCD on Solar Cells from 1st April, 2023. The customs duty will replace a 15% safeguard duty currently imposed on imports from China and Malaysia. Further, the Government has announced Production-Linked Incentive (PLI) Scheme for Highly Efficiency Solar PV Modules for Enhancing India’s Manufacturing Capabilities and Enhancing Exports over a five-year period.

### C) SEGMENT-WISE OR PRODUCT WISE PERFORMANCE:

During the year under review, the Company has recorded revenue of Rs. 1710.93 Lakhs and made a net profit of Rs. 736.79 Lakhs against revenue of Rs. 1770.04 Lakhs and net profit of Rs. 487.41 Lakhs in the previous financial year 2021-22.

The following segment wise turnover in percentage wise during the financial year ended 31.03.2023:

Renewable Energy (Solar & Wind)	- 79.69%
Trading & Others	- 20.31%

### D) BUSINESS OUTLOOK:

Solar power in India at current levels is cheaper than electricity generated through coal, natural gas or other fossil fuel options. Support from various central

and states government for solar power industry is continuously increasing. The Government of India has set an ambitious target of achieving 500 GW of renewable energy capacity by 2030 which includes 280 GW of solar power. With this the market players in India now have enough incentive to move to clean sources of energy. In view of the huge demand for solar power and company having considerable resources in this line of activity, the Company expects to get benefits from the proposed huge installation of solar power capacity.

#### E) RISKS AND CONCERNS:

Your company being in the business of generation of solar energy have risks with land acquisition, tariff bidding, government policies etc. 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.

#### F) 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 designs and maintains accounting and internal control systems to provide reasonable assurance at reasonable cost that assets are safeguarded against loss from unauthorized use or disposition, and that the financial records are reliable for preparing financial statements and maintaining accountability for assets.

The company has an Internal Audit System commensurate with its size and nature of business. M/s Sekhar & Co., 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.

#### G) FINANCIAL PERFORMANCE & OPERATIONAL PERFORMANCE:

##### A. FINANCIAL PERFORMANCE:

###### Capital Structure:

The Equity Share Capital of the Company as on 31<sup>st</sup> March 2023 is ₹ 1357.59 lacs comprising of 13,57,59,963 Equity Shares of Re. 1 each fully paid.

###### Other Equity:

The Other Equity of the Company for the current

year is ₹ 10708.98 lacs and in the previous year was ₹ 9831.70 lacs

###### Property, Plant and Equipment:

During the year, the Company has added Property, Plant and Equipment amounting to ₹ 346.53 lacs as against ₹ 122.35 lacs in the previous year. The total net block of assets as on 31.03.2023 is ₹ 39627.20 lacs

###### Inventories:

Inventories, as on 31<sup>st</sup> March, 2023, amounted to ₹ 115.96 lacs as against ₹ 111.31 lacs in previous year.

###### Trade Receivables:

Trade Receivables amounting to ₹ 262.38 lacs as on 31<sup>st</sup> March, 2023 and ₹ 254.39 lacs in the previous year.

###### Cash and Cash Equivalents

Cash and Cash Equivalents with Scheduled Banks, as on 31<sup>st</sup> March, 2023, amounting to ₹ 76.94 lacs as against ₹ 0.08 lacs

###### Bank balances other than cash

Bank balances with Scheduled Banks, as on 31<sup>st</sup> March, 2023, amounting to ₹ 60.80 lacs as against ₹ 62.26 lacs.

###### Loans (Noncurrent):

Loans and Advances amounting to ₹ 4262.10 lacs as on 31<sup>st</sup> March, 2023, as against ₹ 4719.88 lacs in the previous year.

###### Other Current Assets:

Short Term Loans and Advances amounting to ₹ 33.69 lacs as on 31<sup>st</sup> March, 2023, as against ₹ 46.54 lacs in the previous year.

###### Current Liabilities:

Current Liabilities amounting to ₹ 945.13 lacs as on 31<sup>st</sup> March, 2023, as against ₹ 769.62 lacs in the previous year.

#### B. OPERATIONAL PERFORMANCE:

##### Turnover:

During the year 2022-23, the Net turnover of the Company was ₹ 1710.93 lacs and ₹ 1770.04 lacs in the previous year.

Other Income as on 31<sup>st</sup> March, 2023 is ₹ 983.35 lacs as against ₹ 291.15 in the previous year.

##### Depreciation and Amortization:

The Company has incurred a sum of ₹ 465.90 lacs towards depreciation and amortization for the

year and ₹ 482.66 lacs in the previous year.

#### Net Profit:

The Net Profit of the Company after tax is ₹ 736.79 lacs and Rs 487.41 lacs in the previous year.

#### Earnings per Share:

Basic Earnings per Share for the year ended 31.03.2023 is ₹ 0.54 for Face Value of ₹ 1 and ₹ 0.36 per share for the year ended 31.03.2022.

#### DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS:

Ratios	2023	2022	Change (in %)
Current Ratio	1.31	0.63	108.02
Debt Equity Ratio	0.10	0.17	(39.19)
Debt Service Coverage Ratio	1.79	1.32	34.78
Return on Equity Ratio	6.11	4.36	40.17
Inventory Turnover (no. of days)	24	23	7.78
Debtors Turnover (no. of days)	55	51	6.99
Creditors Turnover (no. of days)	130	274	(52.71)
Net Capital Turnover Ratio	1.56	4.39	(64.43)
Net Profit Ratio	43.06	27.54	56.39
Return on Capital Employed	11.95	11.06	8.10
Operating Profit Margin	86.54	77.12	12.22

#### Notes:

- Current Ratio:** Change in the Current ratio is due to increase in the current Assets on account of investment in Mutual Funds.
- Debt Equity Ratio:** Change in Debt Equity ratio is due to Prepayments of Long Term borrowings.
- Debt Service Coverage Ratio:** Change in the Debt Service Coverage Ratio is due decrease in long term liability and Net profit.
- Return on Equity Ratio:** Change in the Return on Equity Ratio is on account of Increase in Net Profit.
- Creditor Turnover:** Change in Trade Payables ratio is due to increase in purchases.
- Net Capital Turnover Ratio:** Change in Net Capital Turnover Ratio is due to increase in Certain Assets.
- Net Profit Ratio:** Change in the Net Profit ratio is due to Increase in other income and decrease in Finance cost.

#### 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.

#### 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 incidental factors.

For and on behalf of the Board of Directors

**NARENDER SURANA**  
**MANAGING DIRECTOR**  
**DIN: 00075086**

**DEVENDRA SURANA**  
**DIRECTOR**  
**DIN: 00077296**

Place: Secunderabad  
 Date: 10.08.2023

## Report on Corporate Social Responsibility as per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014:

### 1. A brief outline of Company's CSR Policy:

The Company considers social responsibility as an integral part of its business activities. The CSR activities of the Surana Group are guided by the vision and philosophy of its founding father, Late Shri G Mangilal Surana, who embodied the value of trusteeship in business and laid the Foundation for its ethical and value-based functioning. The Company had taken an initiative in the direction and the journey was embarked in the year 1987 by Late Shri G. Mangilal Surana in the memory of his father Shri Gulab Chand Surana by starting a hospital "Gulab Chand Surana Charitable Hospital" is purely for the purpose of providing medical relief to the people who are in below poverty line. It is being run by qualified and registered doctors.

In compliance with requirements of Section 135 of the Companies Act, 2013, the Company had laid down a CSR Policy and such has recently updated the policy in terms of the requirement of the Companies (CSR) Amendment Rules, 2021.

The Company envisages to promote health care including preventive health care services to the people below and on poverty line. The CSR Policy of the Company is available on the website of the Company i.e. <http://www.suranatele.com/codes-and-policies.html>

### 2. Composition of the CSR Committee:

The Companies (Amendment) Act, 2020 vide Notification dated 28th September, 2020 has given relaxation to the Companies with respect to constitution of CSR Committee, if the amount to be spent by a company towards CSR does not exceed Rs.50 lakhs in a financial year, in such cases the functions of such Committee shall be discharged by the Board of Directors. In view of this, the Board of Directors of your company shall discharge the functions of the CSR Committee.

### 3. Web link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company: <http://www.suranatele.com/codes-and-policies.html>

### 4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable

### 5. (a) Average Net Profit of the Company as per Section 135(5) of the Companies Act, 2013:

₹ In Lakhs

Net Profit	For the Financial Year ended March 31		
	2022	2021	2020
	599.87	406.20	292.93
Average Net Profit for the preceding three Financial Years	433.00		

(b) Two percent of average net profit of the company as per section 135(5): ₹ 8,66,002/-

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: N.A

(d) Amount required to be set off for the financial year: Nil

(e) Total CSR obligation for the financial year (5b-5c-5d): ₹ 8,66,002/-

6. (a) (i) Details of CSR amount spent against ongoing projects for the financial year: Nil
- (a) (ii) Details of CSR amount spent against other than ongoing projects for the financial year:

Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project	Amount spent for the project (in Rs.)	Mode of implementation – Direct (Yes/No)	Mode of implementation – Through implementing agency	
							Name	CSR Regn. No.
1	-	Promoting Education	Yes	Hyderabad, Telangana	20,000	No	Secunderabad Junior Chamber Charitable Trust	CSR Registration No.CSR00009759
2	-	Promoting Health Care	Yes	Hyderabad, Telangana	80,000	No	Rotary Foundation (India)	CSR Registration No.CSR00008486
3	-	Promoting health care including preventive health care services	Yes	Secunderabad, Telangana	7,66,002	No	Gulabchand Surana Charitable Hospital.	CSR Registration No. CSR00002660

- (b) Amount spent in Administrative Overheads: Nil
- (c) Amount spent on Impact Assessment, if applicable: Not Applicable
- (d) Details of CSR Spent during the financial year, if any (6a+6b+6c): ₹ 8,66,002/-
- (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (Rs.)	Amount Unspent (Rs.)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
Rs. 8,66,002/-	Nil	NA	NA	Nil	NA

- (f) Excess amount for set off, if any:

Sl. No.	Particular	Amount
(1)	(2)	(3)
(i)	Two percent of average net profit of the Company as per section 135(5)	₹ 8,66,002/-
(ii)	Total amount spent for the Financial Year	₹ 8,66,002/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

## 7. (a) Details of Unspent CSR amount for the preceding three financial years:

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under Section 135 (6)	Balance Amount in Unspent CSR Account under section 135(6)	Amount spent in the Financial Year	Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5), if any		Amount remaining to be spent in succeeding financial years	Deficiency, if any
					Amount	Date of Transfer		
1.	FY 2022	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2.	FY 2021	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3.	FY 2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil

## 8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If yes, enter the number of Capital assets created / acquired: Nil

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of Creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
1	2	3	4	5	6		
					CSR Registration Number, if applicable	Name	Registered address
NA	NA	NA	NA	NA	NA	NA	NA

## 9. Specify the reasons, in case, the Company has failed to spend two per cent of the average net profit as per Section 135(5): Not applicable.

For and on behalf of the Board of Directors

Place: Secunderabad  
Date: 10.08.2023

**NARENDER SURANA**  
**MANAGING DIRECTOR**  
**DIN: 00075086**

**DEVENDRA SURANA**  
**DIRECTOR**  
**DIN: 00077296**

**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:**

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or Transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
1.	<b>Surana Solar Limited</b> (Associate Company)	Purchase of Solar Modules	01.04.2022 to 31.03.2023	₹ 41.62 lakhs	23.07.2022	-
2.	<b>Shah Sons Pvt Ltd</b> (Common Directors)	Purchase of Solar related products	01.04.2022 to 31.03.2023	₹ 5.21 lakhs	23.07.2022	-
		Sale of Solar Modules	01.04.2022 to 31.03.2023	₹ 41.62 lakhs	23.07.2022	-
3.	<b>Aryavaan Renewable Energy Pvt Ltd</b> (Subsidiary Company)	Lease Rent	01.04.2022 to 31.03.2023	₹ 1.90 lakhs	23.07.2022	-

For and on behalf of the Board of Directors

Place: Secunderabad  
Date: 10.08.2023

**NARENDER SURANA**  
**MANAGING DIRECTOR**  
**DIN: 00075086**

**DEVENDRA SURANA**  
**DIRECTOR**  
**DIN: 00077296**

## 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, 2023**

To  
The members of  
**Surana Telecom and Power Limited**

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 Telecom and Power Limited (hereinafter called as "the Company"). Secretarial Audit was conducted in a manner that provided a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

1. Based on my 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 me and explanations furnished and representations made to me by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has during the audit period covering the Financial Year ended on 31<sup>st</sup> March, 2023 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.
2. 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, 2023 ("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, 2015;
    - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; Not applicable during the audit period.
    - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not applicable during the audit period.
    - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not applicable during the audit period
    - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable during the audit period
    - (g) 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;
    - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not applicable during the audit period
    - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not applicable during the audit period
  - vi) The Company's main business is into trading of Solar Modules and generation of solar and wind energy. Accordingly, the industry specific major law that is applicable to the Company is The Electricity Act, 2003.





vii) I have also examined compliance with the applicable clauses of the following:

- (a) The Listing Agreement entered into by the Company with the Stock Exchanges and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (b) Secretarial Standards issued by the Institute of Company Secretaries of India in respect of Board and General Meetings of the Company.

During the period under review, the Company has complied with the provisions of the applicable Acts, Rules, Regulations and Guidelines etc. mentioned above.

3. 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. 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.
- (b) 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. 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. Majority decision is carried through and there were no instances of dissenting members in the Board of Directors.
- (c) It is also noted that the Company has an Internal Audit System to constantly monitor the process for efficient compliances.
- (d) Majority Decision is carried through while the dissenting members views are captured and recorded as part of the minutes.

4. I, further report that during the audit period, there were no specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, regulations, guidelines, standards, etc.

**Rakhi Agarwal**  
**Company Secretary in Practice**  
**FCS No. 7047**  
**CP No. 6270**  
**UDIN: F007047E000780325**

Place: Hyderabad  
Date: 10.08.2023

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

To,  
The Members of  
**Surana Telecom and Power Limited**  
CIN: L23209TG1989PLC010336  
Plot No. 214, 215/A, Phase-II IDA, Cherlapally,  
Hyderabad TG 500051 IN

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

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

Place: Secunderabad  
Date: 10.08.2023

**Rakhi Agarwal**  
**Company Secretary in Practice**  
**FCS No. 7047**  
**CP No. 6270**  
**UDIN: F007047E000780325**

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2023**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule.9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]*

To,  
The Members of  
**Aryavaan Renewable Energy Private Limited**  
CIN: U40300TG2015PTC100834  
5th Floor, Surya Towers, Sardar Patel Road,  
Secunderabad-500003

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Aryavaan Renewable Energy Private Limited (Material Subsidiary of a Listed Company i.e., Surana Telecom and Power Limited)** (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit. We hereby report that in our opinion, the Company has, during the audit period, covering the financial year ended on 31.03.2023, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Aryavaan Renewable Energy Private Limited** ("the Company") for the financial year ended on 31.03.2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Other applicable Acts
  - (a) Factories Act, 1948
  - (b) Industrial Disputes Act, 1947
  - (c) The Payment of Wages Act, 1936
  - (d) The Minimum Wages Act, 1948
  - (e) Employee State Insurance Act, 1948
  - (f) Employees Provident Funds and Miscellaneous Provisions Act, 1952
  - (g) The Payment of Bonus Act, 1965
  - (h) The Payment of Gratuity Act, 1972
  - (i) The Contract Labour (Regulation & Abolition) Act, 1970
  - (j) The Maternity Benefit Act, 1961
  - (k) The Child Labour (Prohibition & Regulation) Act, 1986
  - (l) The Industrial Employment (Standing Order) Act, 1946
  - (m) The Employee Compensation Act, 1923
  - (n) The water (Prevention and control of pollution) Act 1974
  - (o) The Air (Prevention and control of pollution) Act 1981
  - (p) The Environment Protection Act, 1986 and rules made there under

I further report that, based on the industry of the company and on examination of the relevant documents and records the Company has complied with the concerned laws and statutory provisions to the extent applicable thereunder.

We have relied on the representations made by the Company, its officers and reports of Internal Auditors for systems and mechanism framed by the Company for compliances under other acts, Laws and regulations applicable to the Company as mentioned above.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. The decisions at the Board Meetings are carried out unanimously and there were no members dissenting the resolution(s) during the year under review.

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

We further report that, the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

**Rakhi Agarwal**  
**Company Secretary in Practice**  
**FCS No. 7047**  
**CP No. 6270**  
**UDIN: F007047E000780457**

Place: Secunderabad  
 Date: 10.08.2023

This Report is to be read with our letter of even date which is given as Annexure-A and forms an integral part of this report.

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**‘ANNEXURE-A’**

To,  
 The Members of  
**Aryavaan Renewable Energy Private Limited**  
 CIN: U40300TG2015PTC100834  
 5<sup>th</sup> Floor, Surya Towers, Sardar Patel Road,  
 Secunderabad-500003

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

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

**Rakhi Agarwal**  
**Company Secretary in Practice**  
**FCS No. 7047**  
**CP No. 6270**  
**UDIN: F007047E000780457**

Place: Secunderabad  
 Date: 10.08.2023

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2023**  
*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies*  
*(Appointment and Remuneration Personnel) Rules, 2014]*

To,  
The Members of  
**Surana Solar Systems Private Limited**  
CIN: U40108TG2012PTC084662  
DoorNo1-7-4to10/C/4, 5th Floor, Surya Towers,  
Sardar Patel Road, Secunderabad-500003.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Surana Solar Systems Private Limited (Material Subsidiary of a Listed Company i.e., Surana Telecom and Power Limited)** (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit. We hereby report that in our opinion, the Company has, during the audit period, covering the financial year ended on 31.03.2023, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Surana Solar Systems Private Limited** ("the Company") for the financial year ended on 31.03.2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Other applicable Acts
  - (a) Factories Act, 1948
  - (b) Industrial Disputes Act, 1947
  - (c) The Payment of Wages Act, 1936
  - (d) The Minimum Wages Act, 1948
  - (e) Employee State Insurance Act, 1948
  - (f) Employees Provident Funds and Miscellaneous Provisions Act, 1952
  - (g) The Payment of Bonus Act, 1965
  - (h) The Payment of Gratuity Act, 1972
  - (i) The Contract Labour (Regulation & Abolition) Act, 1970
  - (j) The Maternity Benefit Act, 1961
  - (k) The Child Labour (Prohibition & Regulation) Act, 1986
  - (l) The Industrial Employment (Standing Order) Act, 1946
  - (m) The Employee Compensation Act, 1923
  - (n) The water (Prevention and control of pollution) Act 1974
  - (o) The Air (Prevention and control of pollution) Act 1981
  - (p) The Environment Protection Act, 1986 and rules made there under

I further report that, based on the industry of the company and on examination of the relevant documents and records the Company has complied with the concerned laws and statutory provisions to the extent applicable thereunder.

We have relied on the representations made by the Company, its officers and reports of Internal Auditors for systems and mechanism framed by the Company for compliances under other acts, Laws and regulations applicable to the Company as mentioned above.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. The decisions at the Board Meetings are carried out unanimously and there were no members dissenting the resolution(s) during the year under review.

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

We further report that, the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

**Rakhi Agarwal**  
**Company Secretary in Practice**  
**FCS No. 7047**  
**CP No. 6270**  
**UDIN: F007047E000780798**

Place: Secunderabad  
 Date: 10.08.2023

This Report is to be read with our letter of even date which is given as Annexure-A and forms an integral part of this report.

---

**'ANNEXURE A'**

To,  
 The Members of  
**Surana Solar Systems Private Limited**  
 CIN: U40108TG2012PTC084662  
 DoorNo1-7-4to10/C/4, 5th Floor, Surya Towers,  
 Sardar Patel Road, Secunderabad-500003.

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

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

**Rakhi Agarwal**  
**Company Secretary in Practice**  
**FCS No. 7047**  
**CP No. 6270**  
**UDIN: F007047E000780798**

Place: Secunderabad  
 Date: 10.08.2023

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2023**  
*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies*  
*(Appointment and Remuneration Personnel) Rules, 2014]*

To,  
The Members of  
**Bhagyanagar Green Energy Private Limited**  
CIN: U40300TG2005PTC045838  
5<sup>th</sup> Floor, Surya Towers, Sardar Patel Road,  
Secunderabad-500003.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bhagyanagar Green Energy Private Limited (Material Subsidiary of a Listed Company i.e., Surana Telecom and Power Limited)** (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit. We hereby report that in our opinion, the Company has, during the audit period, covering the financial year ended on 31.03.2023, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Bhagyanagar Green Energy Private Limited** ("the Company") for the financial year ended on 31.03.2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Other applicable Acts
  - (a) Factories Act, 1948
  - (b) Industrial Disputes Act, 1947
  - (c) The Payment of Wages Act, 1936
  - (d) The Minimum Wages Act, 1948
  - (e) Employee State Insurance Act, 1948
  - (f) Employees Provident Funds and Miscellaneous Provisions Act, 1952
  - (g) The Payment of Bonus Act, 1965
  - (h) The Payment of Gratuity Act, 1972
  - (i) The Contract Labour (Regulation & Abolition) Act, 1970
  - (j) The Maternity Benefit Act, 1961
  - (k) The Child Labour (Prohibition & Regulation) Act, 1986
  - (l) The Industrial Employment (Standing Order) Act, 1946
  - (m) The Employee Compensation Act, 1923
  - (n) The water (Prevention and control of pollution) Act 1974
  - (o) The Air (Prevention and control of pollution) Act 1981
  - (p) The Environment Protection Act, 1986 and rules made there under

I further report that, based on the industry of the company and on examination of the relevant documents and records the Company has complied with the concerned laws and statutory provisions to the extent applicable thereunder.

We have relied on the representations made by the Company, its officers and reports of Internal Auditors for systems and mechanism framed by the Company for compliances under other acts, Laws and regulations applicable to the Company as mentioned above.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. The decisions at the Board Meetings are carried out unanimously and there were no members dissenting the resolution(s) during the year under review.

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

We further report that, the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

**Rakhi Agarwal**  
**Company Secretary in Practice**  
**FCS No. 7047**  
**CP No. 6270**  
**UDIN: F007047E000780512**

Place: Secunderabad

Date: 10.08.2023

This Report is to be read with our letter of even date which is given as Annexure-A and forms an integral part of this report.

**'ANNEXURE A'**

To,  
The Members of  
**Bhagyanagar Green Energy Private Limited**  
CIN: U40300TG2005PTC045838  
5<sup>th</sup> Floor, Surya Towers, Sardar Patel Road,  
Secunderabad-500003.

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

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

**Rakhi Agarwal**  
**Company Secretary in Practice**  
**FCS No. 7047**  
**CP No. 6270**  
**UDIN: F007047E000780512**

Place: Secunderabad

Date: 10.08.2023



## Secretarial Compliance Report of Surana Telecom and Power Limited for the year ended 31<sup>st</sup> March, 2023

*(Pursuant to SEBI Circular - CIR/CFD/CMD1/27/2019, dated 08th February, 2019  
for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure  
Requirements) Regulation 2015)*

I, Rakhi Agarwal, Practicing Company Secretary, have examined:

- (a) All the documents and records made available to me and explanation provided by **Surana Telecom and Power Limited** ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

**For the year ended 31<sup>st</sup> March, 2023 ("Review Period") in respect of compliance with the provisions of:**

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the listed entity as there was no reportable event during the audit period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not applicable to the listed entity as there was no reportable event during the audit period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 *[Formerly known as (Share Based Employee Benefits) Regulations, 2014]; (Not applicable to the listed entity as there was no reportable event during the audit period)*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the listed entity as there was no reportable event during the audit period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the listed entity as there was no reportable event during the audit period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder; I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except in respect of matters specified below: -

S. No.	Compliance Requirement (Regulations/ circulars/ guid elines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Compliance Requirement (Regulations/ circulars/ guid elines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

- (c) The reporting of clause 6(A) and 6(B) of the Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

- (d) The Additional affirmations by Practicing Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR) in terms of the BSE circular reference No. 20230316-14 and NSE Circular Ref No: NSE/CML/ 2023/21 both dated 16 March 2023 is attached as an **Annexure-A** to this report.

**Rakhi Agarwal**  
Practicing Company Secretary  
FCS No.: 7047  
CP No.: 6270  
UDIN: F007047E000350489

Date: 22.05.2023  
Place: Hyderabad

Additional affirmations by Practicing Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR) in terms of the BSE circular reference No. 20230316-14 and NSE Circular Ref No: NSE/CML/ 2023/21 both dated 16 March 2023, following are the additional information which is the parts of ongoing Annual Secretarial Compliance Report-

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Not Any
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	Not Any
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes	Not Any
4.	<b>Disqualification of Director:</b> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Not Any
5.	<b>To examine details related to Subsidiaries of listed entities:</b> (a) Identification of material subsidiary companies	Yes	Not Any
	(b) Requirements with respect to disclosure of material as well as other subsidiaries		
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Not Any
7.	<b>Performance Evaluation:</b> <i>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</i>	Yes	Not Any
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	Not Any
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	NA	All RPT were prior approved by Audit Committee

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Not Any
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Not Any
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	Not Any
12.	<b>Additional Non-compliances, if any:</b> There are no additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	Not Any

Place: Hyderabad  
Date: 22.05.2023

**Rakhi Agarwal**  
**Practicing Company Secretary**  
**FCS No. 7047**  
**CP No. 6270**  
**UDIN: F007047E000350489**

## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Commitment to good corporate governance practices serves as the foundation for long term success of Surana Telecom and Power Limited ('STPL' or 'the Company'). STPL views corporate governance more as way of business life than a mere legal obligation. Corporate Governance has been the hallmark of the Company's identity long before the term became a part of the corporate lexicon. Integrity, transparency, fairness, accountability and compliance with the law are embedded in the Company's business practices, ensuring ethical and responsible leadership at the Board as well as at the Management level. Your Company strongly believes that the solid Corporate Governance practices, which have evolved from the dynamic culture and positive thought processes, have been key enablers in infusing stakeholders' trust and confidence, attracting and retaining financial and human capital, and in meeting societal aspirations. The Company has rigorously abided by the core principles of Corporate Governance, which have been the bedrock of its two-fold governance, with the Board of Directors and the Committees of the Board at the apex level and the management structure at the operational level. The Board and its Committees guide, support and complement the management team, which in turn assumes accountability and endeavours to achieve the set objectives and enhances stakeholder value.

### 2. BOARD OF DIRECTORS:

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

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties.

In terms of compliance with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, "SEBI Listing Regulations", the Company endeavor 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 31.03.2023, the Board of Directors ("Board") comprises of 6 (Six) Directors, out of which 4 (four) are Non-Executive Directors and 2 (two) are Executive Directors. The Company has 3 (three) Independent Directors who makes half of the total strength of the Board. The composition and category of the Board of Directors is as follows:

Sr. No.	Name of Director	Designation	Category
1.	Shri Narender Surana	Managing Director	Executive Director (Promoter)
2.	Shri Devendra Surana	Director	Non-Executive Director (Promoter)
3.	Shri Mayank Sanghani	Director	Independent Non-Executive Director
4.	Smt Sanjana Jain	Director	Independent Non-Executive Director
5.	Shri N. Krupakar Reddy	Director	Independent Non-Executive Director
6.	Shri Baunakar Shekarnath*	Whole Time Director	Executive Director

\*Resigned from the Board of Directors w.e.f 02.08.2023

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

The particulars of attendance of Board Meetings and Annual General Meeting by Directors for the financial year ended 31.03.2023 has been set out here below:

Sr. No.	Name of Director	No. of Board Meetings		Attendance at last AGM on 20.08.2022
		Held	Attended	
1.	Shri Narender Surana	6	6	Present
2.	Shri Devendra Surana	6	6	Present
3.	Shri Mayank Sanghani	6	3	Present
4.	Smt Sanjana Jain	6	6	Present
5.	Shri N. Krupakar Reddy	6	5	Present
6.	Shri Baunakar Shekarnath	6	6	Present

**c) Number of Other Directorships, Committee Membership(s) & Chairmanship(s):**

Sl. No.	Name of the Director	Directorship in other listed entities (category of directorship)	Other Directorships*	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	Narender Surana	1. Bhagyanagar India Limited (Managing Director) 2. Surana Solar Limited (Non-Independent, Non-Executive)	18	6	0
2	Devendra Surana	1. Bhagyanagar India Limited (Managing Director) 2. Surana Solar Limited (Non-Independent, Non-Executive)	19	5	0
3	Mayank Sanghani	Nil	1	2	2
4	Sanjana Jain	1. Surana Solar Limited (Independent Director) 2. Bhagyanagar India Limited (Independent Director)	3	5	2
5	N. Krupakar Reddy	1. Surana Solar Limited (Independent Director)	1	2	0
6	Baunakar Shekarnath	Nil	1	0	0

\* includes Private Limited Companies

None of the Directors on the Board is a member of more than ten Committees or Chairman of more than five Committees across all the companies in which they are Directors. Chairmanships / Memberships of Committees include only Audit and Stakeholders' Relationship Committee as covered under Regulation 26 of the SEBI Listing Regulations, 2015, as per the disclosures made by the Directors.

**d) Number of Board Meetings held during the year and their respective dates:**

In terms of compliance with the requirement of Regulation 17(2) of SEBI (LODR) Regulations, 2015, Six Board Meetings were held during the financial year ended 31.03.2023, as against the minimum requirement of four meetings. The maximum time gap between any of two consecutive meetings did not exceed One Hundred and Twenty days. The dates on which the Board meetings were held are:

15.04.2022	21.05.2022	23.07.2022	20.08.2022	12.11.2022	14.02.2023
------------	------------	------------	------------	------------	------------

**e) Disclosure of relationship between directors inter-se:**

Shri. Narender Surana, Managing Director and Shri. Devendra Surana, Non-Executive Director, of the Company are brothers. Except Shri. Narender Surana and Shri. Devendra Surana, none of the Directors are related to any other Director.

**f) Shares held by Non-Executive Directors:**

The number of equity shares of the Company held by the non-executive directors as on 31.03.2023 are as follows:

Sr. No.	Name of the Director	No of Equity Shares
1.	Shri. Devendra Surana	2,06,39,453
2.	Shri. N. Krupakar Reddy	Nil
3.	Shri. Mayank Sanghani	29,132
4.	Smt. Sanjana Jain	Nil

**g) Familiarization Programmes imparted to Independent Directors:**

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. During the year 2022-23, periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved. Independent Directors have been taken through various aspects of Business and operations. The framework on familiarisation programme has been posted in the website of the Company. The details of familiarization program is available on the website: [http://www.suranatele.com/pdf&word/policy-for-related-party-transaction/Familiarisation\\_Programme\\_for\\_ID.pdf](http://www.suranatele.com/pdf&word/policy-for-related-party-transaction/Familiarisation_Programme_for_ID.pdf)

**h) Chart / matrix setting out the skills/expertise/competence of the Board of Directors:**

The Board comprises of qualified members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees. The following skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

- Leadership / Operational experience.
- Strategic Planning.
- Industry Experience, Research & Development and Innovation.
- Financial, Regulatory / Legal & Risk Management.
- Corporate Governance.

Sr. No.	Name of the Director	Skill/Expertise/Competency of the Director
1.	Shri Narender Surana	Leadership / Operational experience.
		Industry Experience, Research & Development and Innovation.
		Financial, Regulatory / Legal & Risk Management.
		Strategic Planning.
2.	Shri Devendra Surana	Leadership / Operational experience.
		Strategic Planning.
		Industry Experience, Research & Development and Innovation.
		Financial, Regulatory / Legal & Risk Management.
3.	Shri Mayank Sanghani	Corporate Governance.
		Financial, Regulatory / Legal & Risk Management.
4.	Shri N. Krupakar Reddy	Leadership / Operational experience.
		Industry Experience, Research & Development and Innovation.
5.	Smt Sanjana Jain	Financial, Regulatory / Legal & Risk Management.
		Corporate Governance.
6.	Shri Baunakar Shekarnath	Leadership / Operational experience.
		Industry Experience, Research & Development and Innovation.

**i) Confirmation from the Board:**

The Board of Directors be and hereby confirm that in the opinion of the Board, the Independent Directors fulfill the conditions specified by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are independent of the management.

**j) No Independent Director has resigned from the Directorship of the Company before the expiry of their term of appointment during the financial year ended 31<sup>st</sup> March, 2023.**

**BOARD COMMITTEES:**

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

**3. AUDIT COMMITTEE:**

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

The role and terms of reference of the Audit Committee are set out in Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013, besides other terms as may be referred to by the Board of Directors of the Company. The terms of reference of the Audit Committee broadly are:

1. Review of financial reporting systems;
2. Ensuring compliance with regulatory guidelines;
3. Reviewing the quarterly, half yearly and annual financial results;

4. Approval of annual internal audit plan;
5. Review and approval of related party transactions;
6. Discussing the annual financial statements and auditor's report before submission to the Board with particular reference to the (i) Director's Responsibility Statement; (ii) major accounting entries; (iii) significant adjustments in financial statements arising out of audit findings; (iv) compliance with listing requirements etc.;
7. Interaction with statutory, internal and cost auditors;
8. Recommendation for appointment and remuneration of auditors; and
9. Reviewing and monitoring the auditor's independence and performance etc.

Further, the Audit Committee also mandatorily reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the audit committee; and
6. Statement of deviations:
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations;
  - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.

In addition to the above, the Audit Committee also reviews the financial statements, minutes and details of investments made by the subsidiary companies.

**(b) Composition, Name of members and Chairman:**

As on March 31, 2023, the Audit Committee of the Board comprises of three (3) Independent Directors and one (1) Executive Director. The Chairperson of the Audit Committee is Independent Director. The composition of the Committee is in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Sr. No.	Name of Director	Designation
1.	Shri. Mayank Sanghani	Chairman (Independent Director)
2.	Smt. Sanjana Jain	Member (Independent Director)
3.	Shri. N. Krupakar Reddy	Member (Independent Director)
4.	Shri. Narender Surana	Member (Executive Director)

- The minutes of the meetings of the Audit Committee are placed before the Board and discussed in the meeting.

**(c) Meetings and attendance during the year:**

- During the financial year ended March 31, 2023, four (4) Audit Committee meetings were held on:

21.05.2022	23.07.2022	12.11.2022	14.02.2023
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- All the recommendations made by the Audit Committee were accepted by the Board unanimously.

**(d) Attendance at the Audit Committee Meeting:**

Sr. No.	Name of the Director	Number of Meetings	
		Held	Attended
1.	Shri. Mayank Sanghani	4	2
2.	Smt. Sanjana Jain	4	4
3.	Shri. N. Krupakar Reddy	4	4
4.	Shri. Narender Surana	4	4

- The Directors, Head of Accounts & Finance, CFO, 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, Shri Mayank Sanghani has attended the 33<sup>rd</sup> Annual General Meeting through Video Conferencing facility to answer the queries raised by the Shareholders regarding Audit and Accounts.

#### 4. NOMINATION & REMUNERATION COMMITTEE:

##### a. Brief description of terms of reference

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- recommend to the board, all remuneration, in whatever form, payable to senior management and any other matter as the Board may decide from time to time.
- Any other matter as the Board may decide from time to time.

##### b. Composition, Name of members and Chairman:

As on March 31, 2023, the Nomination and Remuneration Committee of the Board comprises of three (3) Independent Directors. The Chairperson of the Nomination and Remuneration Committee is Independent Director. The composition of the Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations:

Sr. No.	Name of Director	Designation
1	Shri. Mayank Sanghani	Chairman (Independent Director)
2	Smt. Sanjana Jain	Member (Independent Director)
3	Shri. N Krupakar Reddy	Member (Independent Director)

- The Company Secretary acts as the Secretary of the Committee.
- The minutes of the meetings of the Nomination and Remuneration Committee are circulated to all the members of the Board.

##### c. Meetings and Attendance during the year:

During the period from 01<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023, Nomination and Remuneration Committee Meetings were held on 21.05.2022, 23.07.2022, 12.11.2022 and 14.02.2023.

- Attendance at the Nomination and Remuneration Committee Meetings:

Sr. No.	Name of the Director	Number of Meetings	
		Held	Attended
1.	Shri. Mayank Sanghani	4	2
2.	Shri. N Krupakar Reddy	4	4
3.	Smt. Sanjana Jain	4	4

- As per Section 178(7) of the Companies Act, 2013 and Secretarial Standards, the Chairman of the Committee Shri Mayank Sanghani, was present at the 33<sup>rd</sup> Annual General Meeting of the Company held on 20<sup>th</sup> August, 2022.

##### d. Performance evaluation of Directors:

During the year under review, pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the evaluation of performance of all Directors is undertaken annually. The company has implemented a system of evaluating performance of the Board of Directors and of its Committees and individual Directors on the basis of a structured questionnaire which comprise evaluation

criteria taking into consideration various performance related aspects. The Board of Directors has expressed their satisfaction with the valuation process.

**e. Nomination and Remuneration policy:**

- In compliance with the requirements of Section 178 of the Companies Act, 2013, Rules framed thereunder and pursuant to the provisions of Regulation 19(4) of the Listing Regulations, the Board of Directors of the Company has formulated a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel, Functional Heads and other employees of the Company. The Policy provides for criteria and qualifications for appointment of Director, Key Managerial Personnel (KMPs) and remuneration to them, Board diversity etc. The said policy is available on the Company's website at: <http://www.suranatele.com/pdf&word/policy-for-related-party-transaction/nominations-and-remuneration-policy.pdf>
- The Non-executive Directors are paid sitting fees for attending meetings of Board / Committee.

**5. INDEPENDENT DIRECTORS' MEETING:**

A separate meeting of the Independent Directors was held on 14<sup>th</sup> February, 2023 under the Chairmanship of Shri Mayank Sanghani, Independent Director, inter alia, to discuss evaluation of the performance of Non-independent Directors, the Board as a whole, evaluation of the performance of the Chairman, taking into account the views of the Executive and Non-executive Directors and the evaluation of the quality, content and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole.

**6. REMUNERATION OF DIRECTORS:**

**(a) Details of remuneration paid to Non-Executive Directors:**

- There were no pecuniary transactions with any Non-executive Director of the Company;
- The criteria for making payment to Non-executive Directors is available on the website of the Company i.e., [www.suranatele.com](http://www.suranatele.com);
- Non-executive Directors are paid sitting fees.

**Following are the details of Sitting Fees paid to the Non-Executive Directors during the Financial Year ended 31<sup>st</sup> March, 2023:**

Sr. No.	Name of Director	Sitting Fees paid (₹)
1.	Shri. N Krupakar Reddy	39,000
2.	Shri. Mayank Sanghani	20,800
3.	Smt. Sanjana Jain	42,000
<b>Total</b>		<b>1,01,800</b>

**(b) Details of Remuneration paid to Executive Directors:**

The remuneration paid to the Managing Director / Whole-time Director during the financial year are as follows:

(Amount in ₹)

Name of Director	Designation	Salary	HRA	Total
Shri Narender Surana	Managing Director	55,99,980	28,00,020	84,00,000
Shri Baunakar Shekarnath	Whole-time Director	4,77,120	39,000	5,16,120
<b>Total</b>		<b>60,77,100</b>	<b>28,39,020</b>	<b>89,16,120</b>

There were no severance fees and stock option plan. The appointment of the Managing Director /Whole-time Director is on the basis of the terms and conditions laid down in the respective resolutions passed by the members in the General Meetings.

**7. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

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

The Stakeholders Relationship Committee oversees and reviews all matters connected with the share transfers and also looks into redressing of shareholders complaints like transfer of shares, non-receipt of annual report/dividends etc. The Committee oversees the performance of the Registrar of Transfer Agents and recommends measures for

overall improvement in the quality of investor services. Email-ID for Investor Grievances: [investorservices\\_stl@surana.com](mailto:investorservices_stl@surana.com) or [cs@surana.com](mailto:cs@surana.com).

**(b) Composition:**

Sr. No.	Name of Director	Designation
1.	Shri Mayank Sanghani	Chairman (Independent Director)
2.	Shri Narender Surana	Member (Executive Director)
3.	Shri Devendra Surana	Member (Non-Executive Director)

**(c) Name and Designation of Compliance Officer:**

Shri. Abdur Rahman, Company Secretary, was acting as Compliance Officer of the Company till October 11<sup>th</sup>, 2022. Smt. Mansa Thakur, Company Secretary, is acting as Compliance Officer of the Company from April 10<sup>th</sup>, 2023.

**(d) Number of Shareholders complaints received so far.**

During the financial year ended 31<sup>st</sup> March, 2023, the Company has received and resolved 10 (Ten) complaints.

**(e) Number of complaints not resolved to the satisfaction of shareholders is Nil.**

**(f) There were no pending complaints as at the year end.**

**8. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

The Companies (Amendment) Act, 2020 vide Notification dated 28<sup>th</sup> September, 2020 (effective from 22<sup>nd</sup> January, 2021) has given relaxation to the Companies with respect to constitution of CSR Committee, if the amount to be spent by a company towards CSR does not exceed ₹ 50 lakhs in a financial year. The functions of such Committee shall be discharged by the Board of Directors.

In view of the above amendment, the requirement of CSR Committee is not applicable to the Company and therefore, CSR Committee is dissolved w.e.f. 08.06.2021 and the functions of CSR Committee shall be discharged by the Board of Directors, if applicable.

**9. GENERAL BODY MEETINGS:**

**(i) Venue and Time, where last three Annual General Meetings held:**

Year	Date	Time	Venue
33 <sup>rd</sup> AGM (2021-22)	20 <sup>th</sup> August, 2022	11:30 A.M.	AGM held through Video conference
32 <sup>nd</sup> AGM (2020-21)	30 <sup>th</sup> September, 2021	11:30 A.M.	AGM held through Video conference
31 <sup>st</sup> AGM(2019-20)	30 <sup>th</sup> September, 2020	11:30 A.M.	AGM held through Video conference

**(ii) Whether any Special Resolutions passed in the previous three (3) Annual General Meetings (AGMs):**

**2021-22:** In the AGM held on 20<sup>th</sup> August, 2022, the Company has passed the following Special Resolutions:

- Re-appointment of Shri. Narender Surana (DIN: 00075086) as Managing Director of the Company;
- Re-appointment of Shri. Baunakar Shekarnath (DIN: 03371339) as Whole-time Director of the Company;
- Approval to advance any loan/give guarantee/ provide security u/s 185 of the Companies Act, 2013.

**2020-21:** In the AGM held on 30<sup>th</sup> September, 2021, the Company has passed the following Special Resolutions:

- Approval for giving Loans, providing Guarantee or Security u/s 185 of the Companies Act, 2013.
- To sell/transfer of immovable property of the Company.

**2019-20:** In the AGM held on 30<sup>th</sup> September, 2020, the Company has passed the following Special Resolutions:

- Re-appointment of Shri. Baunakar Shekarnath (DIN: 03371339) as Whole-time Director of the Company.
- Approval for giving Loans, providing Guarantee or Security u/s 185 of the Companies Act, 2013.

**(iii) Special resolution passed last year through Postal Ballot:**

No Special Resolution was passed through Postal Ballot during the financial year 2022-23.

**iv) Whether any Special resolution is proposed to be conducted through postal ballot: No**

**10. MEANS OF COMMUNICATION:**

**(a) Quarterly Financial Results:**

The quarterly financial results of the Company are published in accordance with the requirements of SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015, in newspapers namely Business Standard/Financial Express (English daily) and Nava Telangana (Telugu daily).

**(b) Newspapers wherein results normally published:**

The financial results of the Company are published in widely circulated newspapers namely Business Standard/Financial Express (English daily) and Nava Telangana (Telugu daily).

**(c) Any website, where displayed:**

The financial results of the Company are published on the Company's website: [www.suranatele.com](http://www.suranatele.com).

**(d) Whether it also displays official news releases:**

Official news releases along with quarterly results are displayed on the Company's website: [www.suranatele.com](http://www.suranatele.com).

**(e) Presentations made to institutional investors or to the analysts:**

There are no presentations made to the investors / analysts.

**(f) Website:**

The website [www.suranatele.com](http://www.suranatele.com) contains 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" section on the website of the Company.

**11. GENERAL SHAREHOLDER INFORMATION:**

<b>Annual General Meeting</b>	Tuesday, 26 <sup>th</sup> September, 2023 at 12:30 p.m. through Video Conferencing / Other Audio Visual Means as set out in the Notice convening the Annual General Meeting
<b>Financial Calendar</b>	01 <sup>st</sup> April to 31 <sup>st</sup> March
<b>Date of Book Closure</b>	20.09.2023 to 26.09.2023 (both days inclusive)
<b>Dividend Payment Date</b>	N.A.
<b>Listing on Stock Exchanges</b>	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 <b>National Stock Exchange of India Limited.</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051
<b>Scrp/Stock Code</b>	517530 on BSE SURANAT&P on NSE
<b>ISIN Number for NSDL &amp; CDSL</b>	INE130B01031

The Listing fee for the year 2023-24 has been paid to the above stock exchanges.

**(a) MARKET PRICE DATA:**

Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr-2022	16.00	10.40	16.30	10.30
May-2022	13.45	10.35	13.74	10.38
Jun-2022	11.80	8.75	11.90	8.71
Jul-2022	13.80	9.60	14.00	9.60
Aug-2022	12.85	10.85	12.75	10.76
Sep-2022	13.70	11.05	13.60	11.05
Oct-2022	12.40	10.50	12.35	10.25
Nov-2022	11.80	10.10	11.75	9.72
Dec-2022	11.75	9.35	11.95	9.09
Jan-2023	13.00	10.50	12.75	10.50
Feb-2023	11.85	9.00	11.75	9.05
Mar-2023	10.30	7.60	10.49	7.65

**(b) 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, 2022	March, 2023	% Change
Company Share Price (closing)	13.23	8.42	-36.35%
SENSEX (closing)	57,060.87	58,991.52	3.38%

(c) There was no suspension of trading in Securities of the Company during the year under review.

**(d) Registrar to an Issue & Share Transfer Agent:**

Registrar to an Issue & Share Transfer Agent (for shares held in both Physical and Demat form) are as follows:

**KFin Technologies Limited**

KFintech, Tower – B, Plot No. 31 & 32,  
Selenium Building, Financial District, Nanakramguda,  
Gachibowli, Hyderabad – 500 032  
Tel No.040-67162222 / 040-79611000  
E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)  
Website: [www.kfintech.com](http://www.kfintech.com)

**(e) Share Transfer System**

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialised mode. The requests for effecting transfer/transmission/ transposition of securities shall not be processed unless the securities are held in the dematerialised form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

**(f) Shareholding Pattern as on 31<sup>st</sup> March, 2023:**

Sr. No.	Category	No. of Shares	% of total shares
1.	Promoters	9,10,88,273	67.10
2.	Promoter- Bodies Corporate	1,04,85,987	7.72
3.	Resident Individuals	2,86,77,073	21.12
4.	I E P F	33,17,672	2.44
5.	Bodies Corporate	6,73,136	0.50
6.	Non Resident Indians	6,42,294	0.47
7.	Non Resident Indian- Non Repatriable	2,20,997	0.16
8.	Mutual Funds	48,666	0.04
9.	Clearing Members	11,749	0.01
10.	HUF	5,74,907	0.42
11.	Banks	18,876	0.01
12.	Trusts	333	0.00
<b>Total</b>		<b>13,57,59,963</b>	<b>100.00</b>

**(g) Distribution of shareholding as on 31<sup>st</sup> March, 2023:**

Category (Shares)	No. of Shareholders	% To Shareholders	No. of Shares	% To Equity
1 - 5000	34330	97.72	15961123	11.76
5001 - 10000	445	1.27	3402496	2.51
10001 - 20000	199	0.57	2866580	2.11
20001 - 30000	61	0.17	1527480	1.13
30001 - 40000	24	0.07	826111	0.61
40001 - 50000	24	0.07	1110149	0.82
50001 - 100000	21	0.06	1437839	1.06
100001 & Above	28	0.08	108628185	80.01
<b>Total</b>	<b>35132</b>	<b>100.00</b>	<b>135759963</b>	<b>100.00</b>

**(h) Dematerialization of Shares & Liquidity:**

The Company's shares are available for dematerialization with both the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

13,39,62,547 equity shares representing 98.68% of the total paid up equity share capital of the Company are held

in dematerialized as on 31.03.2023.

**(i) Dematerialization mandatory for effecting share transfers:**

SEBI has vide proviso to Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandated that requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, the Company shall not process any requests for transfer of shares in physical mode. Shareholders who desire to demat their shares can get in touch with any Depository Participant having registration with SEBI to open a demat account and follow the procedure for share transfers.

**(j) There are no outstanding Global Depository Receipts/ American Depository Receipts or Warrants or any convertible instruments as on the date of 31.03.2023.**

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

The Company is not carrying on any Commodity business and has also not undertaken any hedging activities hence same are not applicable to the Company.

**(l) Plant Locations:**

<b>Solar Power Project (5MW):</b> Gujarat Solar Park, Charanka Village, Santalpur Taluk, Patan District, Gujarat.	<b>Solar Module Manufacturing Unit:</b> Plot no. 214, 215/A, Phase-II, IDA, Cherlapally, Hyderabad - 500051
<b>Solar Power Project (5MW):</b> Munipally Village, Sadashivpet Mandal, Medak District, Telangana State	<b>Non- Conventional Energy (Wind):</b> Kapatgudda, Gadag District, Karnataka.

*\*The Company has sold its Wind Energy Business Undertaking on July 14, 2023 and the required disclosure as per the SEBI (LODR) Regulation, 2015 have been made by the company.*

**(m) Address for correspondence:**

Sr. 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>KFin Technologies Limited</b> KFintech, Tower – B, Plot No 31 & 32, Selenium Building, Financial District, Nanakramguda, Gachibowli, Hyderabad – 500 032 Tel No.040-67162222 / 040-79611000 E-mail : einward.ris@kfintech.com Website : www.kfintech.com
2.	Investor Correspondence / Queries on Annual Report, Revalidation of Dividend Warrants, Sub-Division, etc.	<b>Company Secretary</b> Surana Telecom and Power Limited 5 <sup>th</sup> Floor, Surya Towers, S.P. Road, Secunderabad – 500 003. Ph. Nos. 040 - 27845119/ 44665750 E-mail: cs@surana.com; investorservices_stl@surana.com Website: www.suranatele.com

**(n) Credit ratings obtained by the Company during financial year 2022-23:**

During the Financial Year 2022-23 none of the Bankers/ Financial Institutions required external rating of the company, thus the same has not been obtained for the Financial Year 2022-23.

**12. OTHER DISCLOSURES:**

**(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large:**

During the financial year ended 31<sup>st</sup> March, 2023, there were no materially significant related party transactions, which had potential conflict with the interests of the Company at large. The transactions with related parties are disclosed in the Notes to financial statements.

**(b) Details of non-compliance by the listed entity, penalties, and strictures imposed on the listed entity by stock exchange(s) or the Board or any statutory authority, on any matter related to capital markets, during the last three years:**

None.

**(c) Details of establishment of Vigil Mechanism, Whistle Blower Policy, and affirmation that no personnel has been denied access to the audit committee:**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.suranatele.com](http://www.suranatele.com). During the financial year under review, no Complaint has been received.

**(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:**

The Company has complied with all the mandatory requirements of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Adoption of non-mandatory requirements pursuant to SEBI (LODR) Regulations, 2015, is being reviewed by the Board from time to time.

**(e) Web link where Policy for determining 'material' subsidiaries is disclosed:**

The policy for determining 'material' subsidiaries is available on the website of the Company <http://suranatele.com/codes-and-policies.html>.

**(f) Web link where Policy on dealing with related party transactions:**

The policy on dealing with related party transactions is available on the website of the Company: <http://suranatele.com/codes-and-policies.html>.

**(g) Disclosure of commodity price risks and commodity hedging activities:**

Not applicable

**(h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):**

The Company has not raised any funds through preferential allotment or qualified institutions placement during the Financial Year ended 31<sup>st</sup> March, 2023.

**(i) Certificate from Practicing Company Secretary:**

The Company has received a certificate from Mrs. Rakhi Agarwal, Practising Company Secretary, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority.

**(j) Instances of not accepting any recommendation of the Committee by the Board:**

There is no such instance where Board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year.

**(k) Fees to the Statutory Auditors of the Company:**

Details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to M/s Luharuka & Associates, Chartered Accountants, Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditor is a part, during the financial year are as under:

Particulars	Amount (₹)
Fees paid for Statutory Audit for the FY 2022-23	1,29,850
Fee for other services including reimbursement of expenses	30,000

**(l) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

Sr. No.	Particulars	No. of complaints
1.	Number of complaints on Sexual harassment received during the year	Nil
2.	Number of Complaints disposed of during the year	Not applicable
3.	Number of cases pending as on end of the financial year	Not applicable

**13. The Company Complied with the requirements of the Schedule V Corporate Governance report sub-para (2) to (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**14. Details of the Material Subsidiary of the Listed Entity:**

Regulation 16 of the Listing Regulations defines a “material subsidiary” as a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding financial year.

Particulars	ARYAVAN RENEWABLE ENERGY PRIVATE LIMITED	SURANA SOLAR SYSTEMS PRIVATE LIMITED	BHAGYANAGAR GREEN ENERGY PRIVATE LIMITED
Date & Place of Incorporation	21/09/2015 Hyderabad	06/12/2012 Hyderabad	07/04/2005 Hyderabad
Name of the Auditor & Date of Appointment	M/s Luharuka & Associates, Chartered Accountants, 05/07/2018	M/s Luharuka & Associates, Chartered Accountants, 05/07/2018	M/s Luharuka & Associates, Chartered Accountants, 22/12/2020

The other requirements of Regulation 24 of the Listing Regulations with regard to Corporate Governance requirements for Subsidiary Companies have been complied with.

The disclosure by listed entity and its subsidiaries of Loans and advances in the nature of loans to firms/companies in which directors are interested during the financial year ended 31st March, 2023, are given in the notes to the Financial Statements forming a part of this Annual Report.

**15. Details of compliance with mandatory requirements and adoption of Discretionary Requirements**

The Company has complied with all the mandatory requirements of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Adoption of Discretionary Requirements pursuant to SEBI (LODR), 2015 is being reviewed by the Board from time to time.

**16. The Disclosures of the compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:**

Regulation	Particulars of Regulation	Compliance Status (Yes/ No)
17	Board of Directors	Yes
17A	Maximum number of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirement with respect of Subsidiary of Listed entity	Yes
24A	Secretarial Compliance & Audit Report	Yes
25	Obligation with respect to Independent Directors	Yes
26	Obligation with respect to Directors and Senior Management	Yes
27	Other Corporate Governance Requirement	Yes
46(2) (b) to (i)	Website	Yes

**17. Code of Conduct:**

The Board has laid down a Code of Conduct ('the Code') covering the ethical requirements to be complied with covering all the Board members and Senior Management Personnel. An affirmation of compliance with the code is taken from them on an annual basis.

**18. CEO and CFO Certification:**

In line with the requirements of Schedule-V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri. Narender Surana, Managing Director, Shri. Devendra Surana,



Director, Mr. T R Venkataramanan, Chief Financial Officer, have submitted a certificate to the Board, which is annexed separately, certifying inter-alia, that the Financial Statements and the Cash Flow Statement for the year ended March 31, 2023, were reviewed to the best of their knowledge and belief, and that they do not contain any material untrue statement, do not omit any material facts, are not misleading, 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.

**19. Disclosure with respect to Demat Suspense Account/ Unclaimed Suspense Account:**

As per Schedule V of Part F of the Listing Regulations, the Company reports that during the year under review, there are no outstanding shares in the demat suspense account or unclaimed suspense account.

**20. Unclaimed Dividend:**

Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividends; which remain unclaimed for a period of seven (7) years, are transferred to the Investor Education and Protection Fund established by the Central Government pursuant to Section 124 of the Companies Act, 2013. 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.

21. The Company has adopted the policy on dissemination of information on the material events to stock exchanges in accordance with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policy is available on the website of the Company <http://www.suranatele.com/codes-and-policies.html>.

22. The Company has adopted the policy on preservation of documents in accordance with the Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Documents Preservation Policy is available on the website of the Company at <http://www.suranatele.com/codes-and-policies.html>.

**23. Transfer of Shares to Investor Education and Protection Fund:**

As per the provisions of Section 124 of the Companies Act, 2013, shares of the shareholders, who has not claimed dividends for a continuous period of seven (7) years, transferred to Investor Education and Protection Fund Authority account. Accordingly, the Company has transferred 4,83,922 equity shares to Investor Education and Protection Fund during the financial year ended 31<sup>st</sup> March, 2023.

**24. 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 members of the Board, Senior Management and others concerned. The compliance of the same has been affirmed by them.

## DECLARATION OF COMPLIANCE OF CODE OF CONDUCT

As provided under Schedule-V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the financial year ended March 31, 2023.

For **Surana Telecom and Power Limited**

Place: Secunderabad  
Date: 10.08.2023

**NARENDER SURANA**  
**MANAGING DIRECTOR**  
**DIN: 00075086**

## CEO AND CFO CERTIFICATION

We hereby certify that:

- a. we have reviewed financial statements and the cash flow statement for the Financial Year ended 31<sup>st</sup> March, 2023 and that to the best of our knowledge and belief:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee that there are no:
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal control system over financial reporting.

For **Surana Telecom and Power Limited**

Place: Secunderabad  
Date: 10.08.2023

**Narender Surana**  
**Managing Director**  
**DIN: 00075086**

**Devendra Surana**  
**Director**  
**DIN: 00077296**

**T R Venkataramanan**  
**Chief Financial Officer**

## CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To  
The Members of  
**Surana Telecom and Power Limited,**  
Plot No. 214, 215/A, Phase-II IDA,  
Cherlapally Hyderabad - 500051.

I, Rakhi Agarwal, Practicing Company Secretary, have examined the Company and Registrar of Companies records, Books and Papers of Surana Telecom and Power Limited (CIN: L23209TG1989PLC010336) having its Registered Office at Plot No. 214, 215/A, Phase-II IDA, Cherlapally Hyderabad - 500051 ("the Company") as required to be maintained under the Companies Act, 2013, SEBI Regulations, other applicable Rules and Regulations made thereunder for the financial year ended on 31<sup>st</sup> March, 2023.

In my opinion and to the best of information and according to the examinations carried out by me and explanations and representation furnished to me by the Company and its officers, I certify that none of the following Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI/ Ministry of Corporate Affairs or any such Statutory Authority as on 31<sup>st</sup> March, 2023:

Sr. No	Name of Director	Designation	DIN No
1.	Shri Narender Surana	Managing Director	00075086
2.	Shri Devendra Surana	Non-Executive Director	00077296
3.	Shri Mayank Sanghani	Independent Director	02466567
4.	Smt Sanjana Jain	Independent Director	08532420
5.	Shri Baunakar Shekarnath*	Whole Time Director	03371339
6.	Shri N.Krupakar Reddy	Independent Director	00006580

\* Shri. Baunakar Shekarnath has resigned from the Board of Directors of the Company w.e.f 02.08.2023

Place: Hyderabad  
Date: 10.08.2023

**Rakhi Agarwal**  
Company Secretary in Practice  
FCS No. 7047  
CP No. 6270  
UDIN: F007047E000780380

## **Independent Auditors' Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To  
The Members of  
**Surana Telecom and Power Limited,**  
Plot No. 214, 215/A, Phase-II IDA,  
Cherlapally Hyderabad - 500051.

1. The Corporate Governance Report prepared by Surana Telecom and Power Limited (hereinafter the "Company"), contains details as required by the provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable Criteria') with respect to Corporate Governance for the year ended 31<sup>st</sup> March, 2023. This report is required by the Company for annual submission to the Stock Exchange and to be sent to the Shareholders of the Company.

### **MANAGEMENT'S RESPONSIBILITY**

2. The preparation of the Corporate Governance Report is the responsibility of the management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The management along with the Board of Directors of the Company are also responsible for ensuring that the company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

### **AUDITORS' RESPONSIBILITY**

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion whether the Company has complied with the specific requirements of the Listing Regulations referred to in paragraph 3 above.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised) and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes (Revised) requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on quality Control (SQC) 1, Quality Control for firms that perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Governance Report with the applicable criteria. The procedures include, but not limited to, verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.
8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on attest basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

### **OPINION**

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended 31<sup>st</sup> March, 2023, referred to in paragraph 1 above.

### **OTHER MATTERS AND RESTRICTION ON USE**

10. This Certificate 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.



This Certificate is addressed to and provided to the members of the Company solely for the Purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this certificate.

**For M/s. Luharuka & Associates  
Chartered Accountants  
Firm Regn. No. 01882S**

**Ramesh Chand Jain  
Partner**

**M. No. 023019**

**UDIN: 23214548BGWOQN3797**

Date: 10.08.2023

Place: Secunderabad

## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
M/S SURANA TELECOM AND POWER LIMITED

### Report on the Audit of Standalone Financial Statements

#### Opinion

We have audited the accompanying Standalone financial statements of **SURANA TELECOM AND POWER LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss (including the statement of Other Comprehensive Income), the Cash Flow Statement and the statement of change in Equity for the year then ended and notes to the Standalone Financial Statements, including a summary of the significant accounting policies and other explanatory information ("The Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 as amended ('the Act') in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2023, of total comprehensive income (comprising of profit and other comprehensive income), standalone changes in equity and its standalone cash flows for the year ended .

#### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our Audit of the Standalone Financial Statements under the provision of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

#### Emphasis of matter

We draw attention to the following matter:

- (a) Note No.52 of the accompanying Standalone Financial Statements wherein, balances under the head Claims Recoverable, Loans & Advances, Deposits from and with various parties and certain balances of trade receivables, trade payables and other current liabilities have not been confirmed as at March 31, 2023, although letters have been sent by the Company seeking confirmation of balances. Consequential impact upon receipt of such confirmation / reconciliation / adjustments of such balances, if any is not ascertainable at this stage.

#### Key Audit Matters

1. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context:

Descriptions of Key Audit Matter	How we addressed the matter in our audit
<p>1. Accuracy and completeness of revenue recognized.</p> <p>Refer to note 25 to the Standalone Financial Statements, The Company reported revenue of ₹ 1710.93 Lakhs from sale of solar modules. The application of revenue recognition accounting standards is complex and involves a number of key judgments and estimates. Due to the estimates and judgment and complexity involved in the application of the revenue recognition accounting standards, we have considered this matter as a key audit matter. The Company's accounting policies relating to revenue recognition are presented in note 13 to the financial statements.</p>	<p>We addressed the Key Audit Matter as follows :-</p> <p>1. As part of our audit, we understood the Company's policies and processes, control mechanisms and methods in relation to the revenue recognition and evaluated the design and operating effectiveness of the financial controls from the above through our test of control procedures.</p>

Descriptions of Key Audit Matter	How we addressed the matter in our audit
	<p>2. Assessed the Company's revenue recognition accounting policies in line with Ind AS 115 ("Revenue from Contracts with Customers") and tested thereof.</p> <p>3. Review the company's judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time.</p> <p>4. Tested a sample of sales transactions for compliance with the Company's accounting Principles to assess the completeness and accuracy of revenue recorded.</p> <p>5. We evaluated the management's process to recognize revenue over a period of time, total cost estimates, status of the projects and re-calculated the arithmetic accuracy of the same.</p> <p>6. Evaluated management assessment of the impact on revenue recognition.</p> <p>7. We examined contracts with exceptions including contracts with low or negative margins, loss making contracts, etc to determine the level of provisioning.</p> <p>8. Our tests of detail focused on transactions occurring within proximity of the year end and obtaining evidence to support the appropriate timing of revenue recognition, based on terms and conditions set out in sales contracts and delivery documents. We considered the appropriateness and accuracy of any cut-off adjustments.</p> <p>9. Performed analytical procedures over revenue and receivables. Compared revenue with historical trends and where appropriate, conducted further enquiries and testing.</p> <p>10. Traced disclosure information to accounting records and other supporting documentation.</p> <p>11. Assessed disclosures in financial statements in respect of revenue, as specified in Ind AS 115.</p> <p>12. Our Observation: Based on the audit procedures performed we did not identify any material exceptions in the revenue recognition.</p>
<p>2. Valuation of Inventories.</p> <p>Refer to note 9 to the Standalone Financial Statements, the Company is having the Inventories of ₹ 115.96 Lakhs as on 31st March 2023. As described in the accounting policies in note 2 to the standalone financial statements, inventories are carried at the lower of cost and net realisable value. As a result, the management applies judgment in determining the appropriate provisions for obsolete stock based upon a detailed analysis of old inventory, net realisable value below cost based upon future plans for sale of inventory.</p>	<p>We addressed the Key Audit Matter as follows :-</p> <p>We obtained assurance over the appropriateness of the management's assumptions applied in calculating the value of the inventories and related provisions and management assertion regarding existence and ownership by:-</p>
	<p>1. Completed a walkthrough of the inventory valuation process and assessed the design and implementation of the key controls addressing the risk.</p>

Descriptions of Key Audit Matter	How we addressed the matter in our audit
	2. Verifying the effectiveness of key inventory controls operating over inventories;
	3. Reviewing the physical verification documents related to inventories conducted during the year.
	4. Verifying for a sample of individual products that costs have been correctly recorded.
	2. Comparing the net realisable value to the cost price of inventories to check for completeness of the associated provision.
	3. Reviewing the historical accuracy of inventory provisioning and the level of inventory write-offs during the year.
	4. Re-computing provisions recorded to verify that they are in line with the Company policy.
	5. Our Observation:  Based on the audit procedures performed we did not identify any material exceptions in the Inventory valuation and existence.

#### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprise the information included in the annual report, but does not include the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the annual report, If we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

#### Management Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the companies (Indian Accounting Standards) Rule, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting 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 adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the company's financial reporting process.

#### Auditor's Responsibilities for the Audit of Standalone Financial Statements.



Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee

that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements

may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other

matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

- 1) As required by the Companies (Auditor's Report) Order, 2023 (the "Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure B" statement on the matters Specified in paragraphs 3 and 4 of the Order.
- 2) As required by section 143(3) of the Act, based on our audit 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 including the statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.
  - e. On the basis of written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of

Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration has been paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements.

(ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as on March 31, 2023 .

(iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund.

(iv) a) The Management has represented to us, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from the borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate beneficiaries;

b) The Management has represented to us, to the best of the knowledge and belief, no funds have been received by the company from any person or entity, including foreign entity ("Funding parties") with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party ("Ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company, nothing has come to our notice that has caused us to believe that the representations are under sub clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement

3) The company has not declared any dividend in the previous financial year which has been paid in current year. Further, no dividend has been declared/ proposed for the current year accordingly the section 123 of the Act is not applicable to the company.

4) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

**For Luharuka & Associates**  
Chartered Accountants  
Firm Reg No: - 01882S

**Naveen Lohia**  
(Partner)

Place: Secunderabad  
Date: 30<sup>th</sup> May, 2023

Membership No.: 214548  
UDIN: **23214548BGWOPL7093**

## ANNEXURE “A “TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of SURANA TELECOM AND POWER LIMITED of even date)

**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls with reference to Financial Statements of **SURANA TELECOM AND POWER LIMITED** (“the Company”) as of 31 March, 2023 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

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

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor’s Responsibility**

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

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

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

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

A company’s internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the standalone financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Statements**

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2023, based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by Institute of Chartered Accountants of India.

**For Luharuka & Associates**  
Chartered Accountants  
Firm Reg No: - 01882S

**Naveen Lohia**  
(Partner)

Place: Secunderabad  
Date: 30<sup>th</sup> May, 2023

Membership No.: 214548  
UDIN: 23214548BGWOPL7093

## ‘ANNEXURE ‘B’ TO THE INDEPENDENT AUDITOR’S REPORT

**(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of SURANA TELECOM AND POWER LIMITED of even date)**

To the best of our information and according to the explanations provided to us by the company and the books of account and records examined by us in the normal course of audit, we state that:

**(i) In respect of the company’s Property, Plant and Equipment and intangible assets-**

- a) A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- B) The Company has not capitalized any intangible assets in the books of the Company and accordingly, the requirement to report on clause 3(i) (a) (B) of the Order is not applicable to the Company.
- b) The Property, Plant and Equipment have been physically verified during the year by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the Property, Plant and Equipment at reasonable intervals. According to the information and explanation given to us, no material discrepancies have been noticed on such verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) included in Property, Plant and Equipment are held in the name of company.
- d) The Company has not revalued any of its Property, Plant and Equipment (including right of use assets) or intangible assets during the year ended March 31, 2023. Accordingly the reporting under clause 3(i)(d) of the order is not applicable to the company.
- e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition Benami Transactions Act, 1988 (as amended in 2016) (formerly the benami transactions (prohibition) Act, 1988 (45 of 1988) and rules made thereunder and therefore the question of our commenting on whether the company appropriately disclosed the details in its standalone financial statements does not arise.

**(ii) In the respect of matters specified in clause (ii) of paragraphs 3 the order :**

- (a) The physical verification of inventory (excluding stocks with third parties) has been conducted at reasonable intervals by the management during the year and, in our opinion the coverage and procedure of such verification by management is appropriate. In respect of inventory lying with third parties, these have substantially been confirmed by them. There are no discrepancies noticed on physical verification of inventory as compared to book records were 10% or more in aggregate for each class of inventory.
- (b)As disclosed in notes to the standalone financial statements, the Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly statement returns with such banks which are in agreement with the books of accounts of the Company.

**(iii) In the respect of matters specified in clause (iii) of paragraph 3 the order:**

- a) On the basis of examination of records of the Company, during the year the Company has granted loans to three Subsidiaries and two Associate companies. The detail of aggregate amount of loans granted during the year and balance outstanding as at the balance sheet date of such loans is as under.

Particulars	Loan ₹ (in lakhs)
<b>Aggregate amount granted/provided during the year</b>	
- Subsidiaries	358.04
- Associates	2374.07
<b>Balance outstanding as at balance sheet date in respect of above cases</b>	
- Subsidiaries	1561.01
- Associates	2701.08

Based on the examination of records of the Company and according to the information and explanation given to us during the year, the Company has not provided guarantee or provided security or granted any advances in the nature of loans, secured or unsecured to any Company, Limited Liability Partnerships, Firms or any other parties

except mentioned above.

- b) In our opinion, the investments made and the terms and conditions of the grant of loans, during the year, prima facie, not prejudicial to the Company's interest.
  - c) Based on the records examined by us and information and explanation given to us, the schedule of repayment of principal and interest has been stipulated and the repayment/ receipts have been regular.
  - d) There are no amounts of loan and advances in the nature of loans granted to companies which are overdue for more than ninety days.
  - e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
  - f) The Company has not granted any security or guarantees in the nature of guarantees, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the order is not applicable to the company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) In our opinion and according to the information and explanations given to us, the Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3 (v) of the Order are not applicable to the Company.
- (vi) 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.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
- a) According to the information and explanations given to us and based on the records of the company examined by us, the company is generally regular in depositing the undisputed statutory dues, including Provident Fund, , Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other statutory dues, as applicable, with the appropriate authorities in India;
  - b) According to the information and explanations given to us and based on the records of the company examined by us, no undisputed amounts payable in respect of Provident Fund, Income Tax, Sales Tax, Wealth Tax and other material statutory dues for a period of more than six months from the date they become payable, except the following disputed statutory liabilities have not been deposited in view of pending Appeals.

Name of Statue	Nature of dues	(Amount involved in dispute /Amount not paid)	Period to which it relates	Forum where dispute is pending
Central Excise Act, 1944,	Excise Duty	22.74	2013	CESTAT Hyderabad III
Goa Tax on Entry of Goods Act 2000	Entry Tax	70.67	2008-09	CESTAT GOA

- (viii) According to the records of the company examined by us and as per the information and explanation given to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) According to the records of the company examined by us and as per the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any financial institution or banks or lender.
- (b) According to the records of the company examined by us and as per the information and explanations given to us, The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the records of the company examined by us and as per the information and explanations given to us, the term loans were applied for the purpose for which the loans were obtained.
- (d) According to the records of the company examined by us and as per the information and explanations given

to us, on an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

- (e) According to the records of the company examined by us and as per the information and explanations given to us, on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associate companies.
- (f) According to the records of the company examined by us and as per the information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies. Hence, the requirement to report on clause (ix) (f) of the Order is not applicable to the Company.
- (x) (a) According to the information and explanations given to us and based on our examination of the records of the company, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x) (a) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on our examination of the records of the company, during the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year under audit and hence reporting under clause 3(x) (b) of the Order is not applicable.
- (xi) (a) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (b) According to the information and explanations given to us, during the year and upto the date of this audit report, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by the secretarial auditor or by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, during the year there are no whistle blower complaints received by the company during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties, are in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi) (a), (b) and (c) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on our examination of the records of the company, the Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) According to the information and explanations given to us and based on our examination of the records of the company, the Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) (c) of the Order is not applicable to the Company.
- (d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi) (d) of the Order is not applicable.
- (xvii) In our opinion, there is no cash loss in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.



- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanations given to us and based on our examination of the records of the company, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII to the companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. Accordingly reporting under clause 3(xx) (a) and (b) of the Order is not applicable.

**For Luharuka & Associates**  
Chartered Accountants  
Firm Reg No: - 01882S

**Naveen Lohia**  
(Partner)  
Membership No.: 214548  
UDIN: **23214548BGWOPL7093**

Place: Secunderabad  
Date: 30<sup>th</sup> May, 2023

## Balance Sheet as at 31st March, 2023

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

Particulars	Note No.	As at 31st March 2023	As at 31st March 2022
<b>ASSETS</b>			
<b>1) Non Current Assets</b>			
a) Property, Plant and Equipment	5	3,967.20	4,086.90
b) Financial Assets		-	-
(i) Investments	6	3,943.58	3,903.00
(ii) Loans	7	4,262.10	4,719.88
(iii) Other financial assets	8	37.45	37.45
<b>TOTAL NON-CURRENT ASSETS</b>		<b>12,210.33</b>	<b>12,747.22</b>
<b>2) Current Assets</b>			
a) Inventories	9	115.96	111.31
b) Financial assets			
(i) Investments	10	635.54	10.00
(ii) Trade receivables	11	262.38	254.39
(iii) Cash and cash equivalents	12	76.94	0.08
(iv) Other Balances with Bank	13	60.80	62.26
c) Current tax assets(Net)	14	56.40	1.49
d) Other current assets	15	33.69	46.54
<b>TOTAL CURRENT ASSETS</b>		<b>1,241.71</b>	<b>486.07</b>
<b>TOTAL ASSETS</b>		<b>13,452.05</b>	<b>13,233.29</b>
<b>EQUITY AND LIABILITIES</b>			
<b>1) Equity</b>			
a) Equity share capital	16	1,357.60	1,357.60
b) Other Equity	17	10,708.98	9,831.70
<b>TOTAL EQUITY</b>		<b>12,066.57</b>	<b>11,189.30</b>
<b>2) Non Current Liabilities</b>			
a) Financial Liabilities			
- Borrowings	18	319.48	1,154.09
- Other non current financial liabilities	19	79.61	79.61
b) Deferred tax liabilities (Net)		41.25	40.67
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>440.34</b>	<b>1,274.37</b>
<b>3) Current Liabilities</b>			
a) Financial liabilities			
(i) Borrowings	20	908.72	719.37
(ii) Trade Payables	21		
- Total Outstanding dues of Micro and Small Enterprises			
- Total Outstanding dues of Creditors Other than Micro and Small Enterprises		15.02	9.81
(iii) Other current financial liabilities	22	8.75	17.48
b) Provisions	23	8.77	16.50
c) Other current liabilities (Net)	24	3.86	6.46
<b>TOTAL CURRENT LIABILITIES</b>		<b>945.13</b>	<b>769.62</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>13,452.05</b>	<b>13,233.29</b>

Significant accounting policies and key accounting estimates and judgements

1 to 4

The accompanying notes form an integral part of Standalone Financial Statements

34 to 45

As per our report of even date attached

For and on behalf of the BOD of Surana Telecom and Power Ltd

**For Luharuka & Associates**

**Chartered Accountants**

**Firm Reg No - 01882S**

**Naveen Lohia**

**Partner**

**M.No: 214548**

**Narender Surana**

**Managing Director**

**DIN: 00075086**

**Devendra Surana**

**Director**

**DIN: 00077296**

Place: Secunderabad

Date: 30<sup>th</sup> May, 2023

**T.R. Venkataraman**

**Chief Financial Officer**

**Mansa Thakur**

**Company Secretary**

**M.No: A67140**



## Statement of Profit and Loss for the year ended 31st March, 2023

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

Particulars	Note	For the Year 2022-23	For the Year 2021-22
<b>I Income</b>			
Revenue from operations	25	1,710.93	1,770.04
<b>II Other Income</b>	26	983.35	291.15
<b>III Total Income</b>	<b>(I+II)</b>	<b>2,694.28</b>	<b>2,061.19</b>
<b>IV Expenses</b>			
Cost of material consumed			
Purchase of stock in trade	27	42.23	13.04
Changes in Inventories of Finished Goods, Stock in Process and Stock in Trade	28	(4.65)	18.26
Employee benefits expense	29	259.03	240.32
Finance costs	30	129.60	291.19
Depreciation and Amortisation Expenses	31	465.90	482.66
Other expenses	32	917.00	424.51
<b>Total expenses</b>		<b>1,809.11</b>	<b>1,469.98</b>
<b>V Profit before extraordinary items and tax</b>	<b>(III-IV)</b>	<b>885.17</b>	<b>591.21</b>
<b>VI Exceptional Items</b>		-	-
<b>VII Profit Before tax (V-VI)</b>		<b>885.17</b>	<b>591.21</b>
<b>VIII Tax expense:</b>			
Current Tax		147.80	98.70
Deferred Tax		0.58	5.10
<b>IX. Profit for the Year</b>	<b>(VII+VIII)</b>	<b>736.79</b>	<b>487.41</b>
<b>X Other Comprehensive Income (OCI)</b>			
a Items that will not be reclassified to profit or loss		140.49	60.07
b Items that will be reclassified to profit or loss		-	-
<b>TOTAL OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR</b>		<b>877.27</b>	<b>547.48</b>
<b>XI Total Comprehensive Income / (Loss) for the year (IX+X)</b>			
<b>XII Earning Per Equity Share</b>			
a Basic (₹)		0.54	0.36
b Diluted (₹)		0.54	0.36

Significant accounting policies and key accounting estimates and judgements

1 to 4

The accompanying notes form an integral part of Standalone Financial Statements

34 to 45

As per our report of even date attached

For and on behalf of the BOD of Surana Telecom and Power Ltd

**For Luharuka & Associates**

**Chartered Accountants**

**Firm Reg No - 01882S**

**Naveen Lohia**

**Partner**

**M.No: 214548**

**Narender Surana**

**Managing Director**

**DIN: 00075086**

**Devendra Surana**

**Director**

**DIN: 00077296**

Place: Secunderabad

Date: 30<sup>th</sup> May, 2023

**T.R. Venkataramanan**

**Chief Financial Officer**

**Mansa Thakur**

**Company Secretary**

**M.No: A67140**

## Statement of Changes in Equity for the Year ended 31st March 2023

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

A. Equity Share capital			
Particulars		No of shares	In Lakhs
<b>Current Year Reporting Period</b>			
<b>Balance as at 1 April 2022</b>		<b>135,759,963</b>	<b>1,357.60</b>
Changes in equity share capital during 2022-23		-	-
<b>Balance as at 31 March 2023</b>		<b>135,759,963</b>	<b>1,357.60</b>
<b>Previous Year Reporting Period</b>			
<b>Balance as at 1 April 2021</b>		<b>135,759,963</b>	<b>1,357.60</b>
Changes in equity share capital during 2021-22		-	-
<b>Balance as at 31 March 2022</b>		<b>135,759,963</b>	<b>1,357.60</b>



## B. Other equity

Particulars	Reserves and Surplus				Other Comprehensive Income		Total
	Retained Earnings	General Reserve	Capital Redemption Reserve	Revaluation Reserve	Central Subsidy	FVTOCI Equity Instruments	
Current year reporting period							
Balance at 1st April 2022	4,486.26	4,447.38	240.00	136.40	35.00	486.66	9,831.70
Profit for the year	736.79	-	-	-	-	-	736.79
Other Comprehensive Income (net of tax)							
Total Comprehensive Income for the year 2022-23 (E)	736.79	-	-	-	-	140.49	140.49
Balance at 31st March 2023 F=(D+E)	5,223.04	4,447.38	240.00	136.40	35.00	627.14	10,708.98
Previous year reporting period							
Balance at 1st April 2021	3,998.84	4,447.38	240.00	136.40	35.00	426.59	9,284.23
Profit for the year	487.41	-	-	-	-	-	487.41
Other Comprehensive Income (net of tax)							
Total Comprehensive Income for the year 2021-22 (B)	487.41	-	-	-	-	60.07	60.07
Balance at 31st March, 2022	4,486.26	4,447.38	240.00	136.40	35.00	486.66	9,831.70

**The Description, Nature and Purpose of the each reserve with in equity are as follows**

General Reserve: This reserve is created by an appropriation from one component of equity (generally retained earnings) to another, not being an item of OCI. The same can be utilised in accordance with the provisions of Companies Act 2013.

Retained Earnings: This reserve represents the cumulative profits of the company. The reserve can be utilised in accordance with the provisions of the Companies Act 2013

Capital Redemption Reserve: Capital Redemption Reserve was created on account of buy back of shares of the company

Revaluation Reserve: Revaluation reserve which are kept aside out of company's profit to meet the future obligation

Central Subsidy: Central Subsidy which are kept aside out of company's profit to meet the specific obligation

FVTOCI Equity Instruments : FVTOCI reserve created to set aside the amount on account of fair value of equity instrument

Significant accounting policies and key accounting estimates and judgements

The accompanying notes form an integral part of Standalone Financial Statements

As per our report of even date attached

For and on behalf of the BOD of Surana Telecom and Power Ltd

**For Luharuka & Associates**  
Chartered Accountants  
Firm Reg No - 018825

Naveen Lohia  
Partner  
M.No: 214548

Narender Surana  
Managing Director  
DIN: 00075086

Devendra Surana  
Director  
DIN: 00077296

Place: Secunderabad  
Date: 30<sup>th</sup> May, 2023

T.R. Venkataraman  
Chief Financial Officer

Mansa Thakur  
Company Secretary  
M.No: A67140

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

Particulars	For the Year 2022-23		For the Year 2021-22	
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit (Loss) before Tax and Exceptional Items		885.17		591.21
<b>Adjustments for Non-Operating Activities:</b>				
Sundry Balances written off	-		5.42	
Investments written off	326.67		-	
Sundry Balances written back	-		(22.31)	
(Profit)/loss on Sale of Investments	(749.23)		(0.97)	
(Profit)/loss on Sale of Assets	(3.09)		-	
Interest Paid	129.60		291.19	
Depreciation & amortisation	465.90		482.66	
Income from mutual funds	(18.22)		-	
Gain on fair Value of Mutual Fund	(13.02)		-	
Interest income	(199.79)		(252.80)	
		(61.18)		503.19
<b>Operating Profit before Working Capital Changes</b>		<b>823.99</b>		<b>1,094.40</b>
<b>Adjustments for Working Capital Changes:</b>				
(Increase)/ Decrease in Inventories	(4.65)		18.26	
(Increase)/ Decrease in Other Current and non current assets	12.85		105.68	
(Increase)/ Decrease in Trade Receivables	(7.99)		(68.73)	
(decrease)/ Increase in Trade payables and other liabilities	(13.84)		(21.60)	
<b>Cash Generation From Operations</b>		(13.63)		33.61
Direct Taxes (Net)		(202.71)		(97.30)
<b>Net Cash from Operating Activities(A)</b>		<b>607.65</b>		<b>1,030.71</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Fixed Assets	(346.53)		(122.35)	
Sale of Fixed Assets (net)	3.42		-	
Loans & advances to subsidiary company	683.92		(239.63)	
Loans & advances to other body corporates	(226.15)		430.53	
Sale of investment	759.23		-	
Investment in shares (Net)	(844.09)		145.03	
Income from mutual funds	13.02		-	
Interest received	199.79		252.80	
<b>Net Cash from Investing Activities(B)</b>		<b>242.61</b>		<b>466.39</b>

Particulars	For the Year 2022-23		For the Year 2021-22	
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds/(Repayment) from borrowings	(645.26)		(1,593.00)	
Proceeds/(Repayment) from others	-		270.19	
Interest Paid	(129.60)		(291.19)	
Dividend Paid	4.59		(14.93)	
(Increase)/Decrease in restricted deposits	(3.13)		6.18	
<b>Net Cash from Financing Activities ( C)</b>		<b>(773.40)</b>		<b>(1,622.75)</b>
<b>Net Increase (Decrease) in Cash and Cash Equivalent (A+B+C)</b>		76.86		(125.66)
Cash and Cash Equivalent at the beginning		0.08		125.73
Cash and Cash Equivalent at the end		76.94		0.08
<b>Net Increase (Decrease) in Cash and Cash Equivalent (A+B+C)</b>		<b>76.86</b>		<b>(125.66)</b>

**Notes:**
**1** Components of cash and cash equivalents

Cash on hand

Balances with bank

**Total**

	As on 31.03.2023	As on 31.03.2022
Cash on hand	0.00	0.08
Balances with bank	76.94	-
<b>Total</b>	<b>76.94</b>	<b>0.08</b>

**2** Accompanied notes to accounts forms an integral part of the Financial Statements.

**3** The Cash Flow has been prepared as set out in Indian Accounting Standard (IND AS) 7 : Statement of Cash Flows as amended by Companies (Indian Accounting Standards) (Amendment) Rules 2016.

As per our report of even date attached

**For Luharuka & Associates**
**Chartered Accountants**
**Firm Reg No - 01882S**
**For and on behalf of the BOD of Surana Telecom and Power Ltd**
**Naveen Lohia**
**Partner**
**M.No: 214548**
**Narender Surana**
**Managing Director**
**DIN: 00075086**
**Devendra Surana**
**Director**
**DIN: 00077296**

Place: Secunderabad

 Date: 30<sup>th</sup> May, 2023

**T.R. Venkataramanan**
**Chief Financial Officer**
**Mansa Thakur**
**Company Secretary**
**M.No: A67140**

## SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES

### CORPORATE OVERVIEW:

Surana Telecom and Power Limited (“the Company”) is a Public Limited Company registered under the Companies Act, 1956. It is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). It was incorporated on 14.08.1989 having its registered office at Plot No. 214, 215/A, Phase-II IDA, Cherlapally Hyderabad 500051. The company's CIN No. is L23209TG1989PLC010336. The Company is into the business of manufacturing/Trading of Solar related Products, Generation of Solar Power and Wind Power.

The standalone financial statements of the Company have been approved by the Board of Directors in their meeting held on May 30, 2023.

### SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

A summary of the significant accounting policies applied in the preparation of the standalone financial statements are as given below. These accounting policies have been applied consistently to all the periods presented in the standalone financial statements, unless otherwise stated.

#### 1. BASIS OF PREPARATION:

##### a) Statement of Compliance

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (“Ind AS”) as prescribed by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (“the Act”), read with the Companies (Indian Accounting Standards) Rules, 2015 (amended), guidelines issued by the Securities and Exchange Board of India (SEBI), and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Standalone Financial Statement, other relevant provisions of the Act and other accounting principles generally accepted in India.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

##### b) Basis of Measurement

The standalone financial statements of the Company have been prepared on historical cost basis except for the following assets and liabilities which have been measured at fair value:

- i) Certain financial assets & liabilities (including derivative instruments)
- ii) Defined Benefit Plans as per actuarial valuation
- iii) Share based Payments

##### c) Functional and Presentation Currency

The standalone financial statements have been presented in Indian Rupees (INR), which is also

the Company's functional currency. All financial information presented in INR has been rounded off to the nearest lakhs as per the requirements of Schedule III, unless otherwise stated.

##### d) Use of Assumptions, Judgments and Estimates

The key assumption, judgment and estimation at the reporting date, that have significant risk causing the material adjustment to the carrying amounts of assets and liabilities within the next financial year, are describe below. The company based its assumption, judgment and estimation on parameters available on the standalone financial statements were prepared. Existing circumstances and assumption about future development, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumption when they occur.

##### i) Revenue

The application of revenue recognition accounting standards is complex and involves a number of key judgements and estimates. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions and incentives, if any, as specified in the contract with the customer. The Company exercises judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time.

##### ii) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

An impairment loss is recognized as an expense in the standalone statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognized in earlier accounting period is reversed if there has been an improvement in recoverable amount.

**iii) Defined benefit plans**

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**iv) Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

**v) Impairment of financial assets**

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**vi) Share-based payments**

The Company measures the cost of equity-settled transactions with employees using Black-Scholes model to determine the fair value of the liability incurred on the grant date. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

**vii) Equity-settled transactions**

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense.

The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the statement of profit and loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense. No expense is recognised for awards that do not ultimately vest because service conditions have not been met. When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

**viii) Recognition of Deferred Tax Assets**

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits.

**ix) Classification of Leases**

The Company enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

**x) Restoration, rehabilitation and decommissioning**

Estimation of restoration/ rehabilitation/ decommissioning costs requires interpretation of scientific and legal data, in addition to assumptions about probability of future costs.

**xi) Provisions and Contingencies**

The assessments undertaken in recognising provisions and contingencies have been made in accordance with Indian Accounting Standards (Ind AS) 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events is applied best judgement by management regarding the probability of exposure to potential loss.

**e) Classification of Assets and Liabilities into Current/Non-Current**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013, as given below.

The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

For the purpose of Balance Sheet, an asset is classified as current if:

- i) Expected to be realized or intended to sold or consumed in normal operating cycle;
- ii) Held primarily for the purpose of trading;
- iii) Expected to be realized within twelve months after the reporting period; or
- iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All the other assets are classified as non-current.

Similarly, a liability is current if:

- i) It is expected to be settled in normal operating cycle;

- ii) It is held primarily for the purpose of trading;
- iii) It is due to be settled within twelve months after the reporting period; or
- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred Tax Assets and Liabilities are classified as non-current assets and liabilities respectively.

**2. Inventories**

Raw materials and stores, work in progress, traded and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory arrived on weighted average basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

**Stores, spares and consumables**

Stores spares, packing material and all consumables items held for use in the production of inventories are charged to profit & loss account as and when purchased.

Provision is recognized for damaged, defective or obsolete stocks where necessary.

**3. Cash and Cash Equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand, Cheques on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

**4. Cash Flows**

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

**5. Income Tax**

Income Tax comprises current and deferred tax.

**a) Current Tax**



Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961. Current income tax is recognized in The standalone statement of profit and loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.

**b) Deferred Tax**

Deferred tax is provided, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognised directly in equity or OCI is recognised in equity or OCI and not in the standalone statement of profit and loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

MAT Credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal Income Tax during the specified period. In the year in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the ICAI, the said asset is created by way of credit to standalone statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

**6. Property, Plant and Equipment**

**a) Recognition and Measurement**

i) Property, plant and equipment held for use in the production or/and supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost, less any accumulated depreciation and accumulated impairment losses (if any).

- ii) Cost of an item of property, plant and equipment acquired comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting any trade discounts and rebates, any directly attributable costs of bringing the assets to its working condition and location for its intended use and present value of any estimated cost of dismantling and removing the item and restoring the site on which it is located.
- iii) In case of self-constructed assets, cost includes the costs of all materials used in construction, direct labour, allocation of directly attributable overheads, directly attributable borrowing costs incurred in bringing the item to working condition for its intended use, and estimated cost of dismantling and removing the item and restoring the site on which it is located. The costs of testing whether the asset is functioning properly, after deducting the net proceeds from selling items produced while bringing the asset to that location and condition are also added to the cost of self-constructed assets.
- iv) For transition to IND AS, the company has revalued land at fair value as deemed cost and considered other assets at Ind AS Cost.
- v) Gains or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset is recognized in the standalone statement of profit and loss.
- vi) Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. Major Inspection/ Repairs/ Overhauling expenses are recognized in the carrying amount of the item of property, plant and equipment a replacement if the recognition criteria are satisfied. Any Unamortized part of the previously recognized expenses of similar nature is derecognized.
- vii) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.
- viii) The Company identifies and determines cost of asset significant to the total cost of the asset having useful life that is materially different from that of the remaining life.

- ix) Research and development costs that are in nature of tangible/ intangible assets and are expected to generate probable future economic benefits are capitalised and classified under tangible/intangible assets and depreciated on the same basis as other fixed assets. Revenue expenditure on research and development is charged to the statement of profit and loss in the year in which it is incurred.

#### b) Depreciation and Amortization

- i) Depreciation on property, plant and equipment is provided under Straight Line Method over the useful lives of assets prescribed by Schedule II of the Companies Act, 2013. Depreciation in change in the value of fixed assets due to exchange rate fluctuation has been provided prospectively over the residual life of the respective assets.
- ii) Depreciation in respect of property, plant and equipment added / disposed off during the year is provided on pro-rata basis, with reference to the date of addition/disposal.

#### 7. Intangible Assets

- i) Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment loss, if any.
- ii) Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss.
- iii) Intangible assets are amortised on straight line basis over its estimated useful life of 5 years.

#### 8. Impairment of tangible and intangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit and loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

#### 9. Capital Work in Progress

Capital work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production.

#### 10. Investment in Joint-Venture

Investment in Joint-venture is measured at cost less impairment loss, if any.

The joint arrangement is structured through a separate vehicle and the legal form of the separate vehicle, the terms of the contractual arrangement and, when relevant, any other facts and circumstances gives the Company rights to the net assets of the arrangement (i.e. the arrangement is a joint venture). The activities of the joint venture are primarily aimed to provide the third parties with an output and the parties to the joint venture will not have rights to substantially all the economic benefits of the assets of the arrangement.

#### 11. Investment in subsidiaries and associates

Investments in subsidiaries and associates are recognised at cost as per IND AS 27. Except where investments accounted for at cost shall be accounted for in accordance with IND AS 105, Non-current Assets held for Sale and Discontinued Operations, when they are classified as held for sale.

#### 12. Leases

##### a) The Company as lessor

Leases for which the Company is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as finance

lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

**b) The Company as lessee**

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

**c) Lease Liability**

The lease payments that are not paid at the commencement date are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments) payable during the lease term and under reasonably certain extension options, less any lease incentives;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the Balance Sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company re-measures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is re-measured by discounting the revised lease payments using a revised discount rate.
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is re-measured by discounting the revised lease payments using a revised discount rate.

**d) Right of Use (ROU) Assets**

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under Ind AS 37- Provisions, Contingent Liabilities and Contingent Assets. The costs are included in the related right-of-use asset.

ROU assets are depreciated over the shorter period of the lease term and useful life of the underlying asset. If the company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. The depreciation starts at the commencement date of the lease.

The ROU assets are not presented as a separate line in the Balance Sheet but presented below similar owned assets as a separate line in the PPE note under "Notes forming part of the Financial Statement".

The Company applies Ind AS 36- Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as per its accounting policy on 'property, plant and equipment'.

As a practical expedient, Ind AS 116 permits a lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has used this practical expedient.

Extension and termination options are included in many of the leases. In determining the lease term the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

### 13. Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amount receivable from sale of solar modules, sale of solar power and lease rental, stated net of discounts.

Ind AS 115 "Revenue from Contracts with Customers", introduced one single new model for recognition of revenue which includes a 5-step approach and detailed guidelines. Among other, such guidelines are on allocation of revenue to performance obligations within multi-element arrangements, measurement and recognition of variable consideration and the timing of revenue recognition.

The Company considers the terms of the contract in determining the transaction price. The transaction price is based upon the amount the entity expects to be entitled to in exchange for transferring of promised goods and services to the customer after deducting incentive programs, included but not limited to discounts, volume rebates etc.

#### a) Revenue from sale of goods

Revenue from the sale of solar modules is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. Company recognises revenue at a point in time, when control is transferred to the customer, and the consideration agreed is expected to be received. Control is generally deemed to be transferred upon delivery of the products in accordance with the agreed delivery plan.

In case of related party transactions where related party meets the definition of customer (ie a party that has contracted with the Company to obtain goods or services that are an output of the Company's ordinary activity in exchange for consideration) and the transactions are within the scope of the standard then the revenue is recognised based on the principles of IND AS 115.

Revenues for services are recognised when the service rendered has been completed.

- **Revenue from services**

Revenue from services mainly consists of the following;

- **Income from Lease Rent**

Revenue from services, which mainly consists of lease rentals from letting of space, is recognised over time on satisfying performance obligations as per the terms of agreement, that is, by reference to the period in which services are being rendered. Revenue from services, if any, involving single performance obligation is recognised at a point in time

- **Sale of energy**

Revenue from operations comprises of sale of power. Revenue is recognized at an amount that reflects the consideration for which the Company expects to be entitled in exchange for transfer of power (goods / service) to the customer. Revenue from sale of power is accounted for in accordance with tariff provided in Power Purchase Agreement (PPA) read with the regulations of respective regulatory authorities and no significant uncertainty as to the measurability or collectability exist. There is no impact on the adoption of the standard in the financial statement as the Company's revenue primarily comprised of revenue from sale of power and the recognition criteria of this revenue stream is largely unchanged by Ind AS 115.

- **Contract Assets**

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Unbilled receivables where further subsequent performance obligation is pending are classified as contract assets when the company does not have unconditional right to receive cash as per contractual terms. Revenue recognition for fixed price development contracts is based on percentage of completion method. Invoicing to the clients is based on milestones as defined in the contract. This would result in the timing of revenue recognition being different from the timing of billing the customers. Unbilled revenue for fixed price development contracts is classified as non-financial asset as the contractual right to consideration is dependent on completion of contractual milestones.

- **Impairment of Contract asset**

The Company assesses a contract asset for impairment in accordance with Ind AS 109. An impairment of a contract asset is measured, presented and disclosed on the same basis as a financial asset that is within the scope of Ind AS 109.

- **Contract Liability**

Contract Liability is recognised when there are billings in excess of revenues and it also includes consideration received from customers for whom the company has pending obligation to transfer goods or services.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

- **Modification in contract**

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

**b) Interest Income**

Interest income from a financial asset is recognized when it is probable that the economic benefit will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to principal outstanding and the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that assets' net carrying amount on initial recognition.

**14. Retirement and other employee benefits**

**a) Short Term Employee Benefits**

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period.

**b) Other Long Term Employee Benefits**

The liabilities for earned leaves that are not expected to be settled wholly within twelve months are measured as the present value (determined by actuarial valuation using the projected unit credit method) of the expected future payments to be made in respect of services provided by employees up to the end of the reporting period and recognised in books of accounts. The present value of the defined benefit plan

liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Re-measurements as the result of experience adjustment and changes in actuarial assumptions are recognized in standalone statement of profit and loss.

**c) Post-Employment Benefits**

The Company operates the following post-employment schemes:

**i) Defined Benefit Plan**

The liability or asset recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods.

The defined benefit obligation is calculated annually by Actuaries using the projected unit credit method. The liability recognized for defined benefit plans is the present value of the defined benefit obligation at the reporting date less the fair value of plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Past service cost is recognised in the standalone statement of profit and loss in the period of a plan amendment. The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Balance Sheet with a charge or credit recognised in Other Comprehensive Income (OCI) in the period in which they occur. Re-measurement recognised in OCI is reflected immediately in retained earnings and will not be reclassified to standalone statement of profit and loss.

**ii) Defined Contribution Plan**

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation other than the contribution payable to the Provident fund. Contribution payable under the provident fund is recognised as expenditure in the

standalone statement of profit and loss and/ or carried to Construction work-in-progress when an employee renders the related service.

## 15. Government Grants

Government grants are recognized at their fair values when there is reasonable assurance that the grants will be received and the Company will comply with all the attached conditions.

- a) Government grants are recognised in the statement of profit or loss on a systematic basis over the periods in which the Company recognises the related costs for which the grants are intended to compensate.
- b) Grants related to acquisition/ construction of property, plant and equipment are recognised as deferred revenue in the Balance Sheet and transferred to the statement of profit or loss on a systematic and rational basis over the useful lives of the related asset.

## 16. Foreign Currency Transactions

- a) The functional currency and presentation currency of the company is Indian Rupee (INR).
- b) Transactions in currencies other than the company's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each balance sheet date, foreign currency monetary items are reported using the closing rate.
- c) Non- monetary items that are measured in terms of historical cost in foreign currency are not retranslated. Exchange difference that arise on settlement of monetary items or on reporting of monetary items at each Balance sheet date at the closing spot rate are recognised in profit or loss in the period in which they arise except for:
  - i) exchange difference on foreign currency borrowings related to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest cost on those foreign currency borrowings; and
  - ii) exchange differences on transactions entered into in order to hedge certain foreign currency risks.
  - iii) exchange differences on monetary items receivable from or payable to a foreign operation for

which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to the Statement of Profit and Loss on repayment of the monetary items.

According to Appendix B of Ind AS 21 "Foreign currency transactions and advance consideration", purchase or sale transactions must be translated at the exchange rate prevailing on the date the asset or liability is initially recognized. In practice, this is usually the date on which the advance payment is paid or received. In the case of multiple advances, the exchange rate must be determined for each payment and collection transaction

## 17. Borrowing Cost

Borrowing cost include interest expense calculated using the Effective interest method, finance charges in respect of assets acquired on finance lease and exchange difference arising on foreign currency borrowings to the extent they are regarded as an adjustment to the finance cost.

Borrowing costs (including other ancillary borrowing cost) directly attributable to the acquisition or construction of a qualifying asset are capitalized as a part of the cost of that asset that necessarily takes a substantial period of time to complete and prepare the asset for its intended use or sale. The Company considers a period of twelve months or more as a substantial period of time.

Transaction costs in respect of long term borrowing are amortized over the tenure of respective loans using Effective Interest Rate (EIR) method. All other borrowing costs are recognized in the standalone statement of profit and loss in the period in which they are incurred.

## 18. Earnings per Share

Earnings per share is calculated by dividing the net profit or loss before OCI for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss before OCI for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## 19. Exceptional Item

Exceptional items include income or expense that are considered to be part of ordinary activities, however are of such significance and nature that separate disclosure enables the user of the financial statements to understand the impact in a more meaningful manner. Exceptional items are identified by virtue of either their size or nature so as to facilitate comparison with prior periods and to assess underlying trends in the financial performance of the Company.

## 20. Financial Guarantee Contract

Financial guarantee contract provided to the lenders of the Company by its Parent Company is measured at their fair values and benefit of such financial guarantee is recognised to equity as a capital **contribution** from the parent.

## 21. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when a Company entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in standalone statement of profit and loss.

### a) Financial Assets

#### i) Classification and Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Measured at Amortized Cost
- Measured at Fair Value Through Other Comprehensive Income (FVTOCI)
- Measured at Fair Value Through Profit or Loss (FVTPL) and
- Equity Instruments measured at Fair Value Through Other Comprehensive Income (FVTOCI)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

#### • Measured at Amortized Cost

The Financial assets are subsequently measured at the amortized cost if both the following conditions are met:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at

amortized cost using the effective interest rate (EIR) method. Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as FVTPL. Interest income is recognised in the standalone statement of profit and loss.

#### • Measured at Fair Value Through Other Comprehensive Income (FVTOCI)

The financial assets are measured at the FVTOCI if both the following conditions are met:

- The objective of the business model is achieved by both collecting contractual cash flows and selling the financial assets; and
- The asset's contractual cash flows represent SPPI.

Debt instruments meeting these criteria are measured initially at fair value plus transaction costs. They are subsequently measured at fair value with any gains or losses arising on re-measurement recognized in other comprehensive income, except for impairment gains or losses and foreign exchange gains or losses. Interest calculated using the effective interest method is recognized in the standalone statement of profit and loss in investment income.

#### • Measured at Fair Value Through Profit or Loss (FVTPL)

Financial assets are measured at fair value through profit or Loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. Gains or losses arising on re-measurement are recognised in the standalone statement of profit and loss. The net gains or loss recognised in standalone statement of profit and loss incorporates any dividend or interest earned on the financial assets and is included in the "Other income" line item.

#### • Equity Instruments measured at Fair Value Through Other Comprehensive Income (FVTOCI)

All equity investments in scope of Ind AS – 109 are measured at fair value. Equity instruments which are, held for trading are classified as at FVTPL. For all other equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The company makes such election on an instrument-by-instrument basis. The classification is made

on initial recognition and is irrevocable. In case the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment.

ii) **Derecognition**

The Company derecognizes a financial asset on trade date only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

iii) **Impairment of Financial Assets**

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rate to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ELC to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ELC is used.

iv) **Foreign exchange gains and losses**

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. For foreign currency denominated financial assets measured at amortised cost, the exchange differences are recognised in the standalone statement of profit and loss.

**b) Financial Liabilities and equity instruments**

Debts and equity instruments issued by a Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instruments.

**Equity Instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an equity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

**Financial Liabilities**

**i) Recognition and Initial Measurement**

Financial liabilities are classified, at initial recognition, as at fair value through profit or loss, loans and borrowings, payables or as derivatives as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

**ii) Subsequent Measurement**

Financial liabilities are measured subsequently at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on de-recognition is also recognized in profit or loss.

**iii) Financial Guarantee Contracts**

Financial guarantee contracts issued by the company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument.

Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirement of Ind AS 109 and the amount recognized less cumulative amortization.



**iv) De-recognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

**v) Foreign exchange gains and losses**

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are included in standalone statement of profit and loss. The fair value of the financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period.

**vi) Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the counterparty.

**c) Derivative financial instruments**

The Company uses derivative financial instruments such as forward, swap, options etc. to hedge against interest rate and foreign exchange rate risks, including foreign exchange fluctuation related to highly probable forecast sale. The realized gain / loss in respect of hedged foreign exchange contracts which has expired / unwinded during the year are recognized in the standalone statement of profit and loss and included in other operating revenue / other expense as the case may be. However, in respect of foreign exchange forward contracts period of which extends beyond the balance sheet date, the fair value of outstanding derivative contracts is marked to market and resultant net loss/gain is accounted in the standalone statement of profit and loss. Company does not hold derivative financial instruments for speculative purposes.

**d) Derivatives and Hedge Accounting**

Derivatives are initially recognised at fair value and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gains / losses are recognised in Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of recognition in profit or loss / inclusion in the initial

cost of non-financial asset depends on the nature of the hedging relationship and the nature of the hedged item. The Company complies with the principles of hedge accounting where derivative contracts are designated as hedge instruments. At the inception of the hedge relationship, the Company documents the relationship between the hedge instrument and the hedged item, along with the risk management objectives and its strategy for undertaking hedge transaction, which is a cash flow hedge.

**e) Cash Flow Hedge**

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income and accumulated as 'Cash Flow Hedging Reserve'. The gains / losses relating to the ineffective portion are recognised in the Statement of Profit and Loss. Amounts previously recognised and accumulated in other comprehensive income are reclassified to profit or loss when the hedged item affects the Statement of Profit and Loss. However, when the hedged item results in the recognition of a non- financial asset, such gains / losses are transferred from equity (but not as reclassification adjustment) and included in the initial measurement cost of the non- financial asset. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gains / losses recognised in other comprehensive income and accumulated in equity at that time remain in equity and is reclassified when the underlying transaction is ultimately recognised. When an underlying transaction is no longer expected to occur, the gains / losses accumulated in equity are recognised immediately in the Statement of Profit and Loss.

**22. Provisions, Contingent Liabilities and Contingent Assets**

**a) Provisions**

i) Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market

assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

**ii) Decommissioning Liability**

Restoration/ Rehabilitation/ Decommissioning cost are provided for in the accounting period when the obligation arises based on the NPV of the estimated future cost of restoration to be incurred. It includes the dismantling and demolition of infrastructure and removal of residual material. This provision is based on all regulatory requirements and related estimated cost based on best available information.

**iii) Onerous Contracts**

Present obligations arising under onerous contracts are recognized and measured as provisions. An onerous contract is considered to exist when a contract under which the unavoidable costs of meeting the obligations exceed the economic benefits expected to be received from it.

**b) Contingent Liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

**c) Contingent Assets**

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognized though are disclosed, where an inflow of economic benefits is probable.

**23. Operating Segment**

The identification of operating segment is consistent with performance assessment and resource allocation by the chief operating decision maker. An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses including revenues and expenses that relate to transactions with any of the other components of the

Company and for which discrete financial information is available. All operating segment's operating results are reviewed regularly by the chief operating decision maker to make decisions about resources to be allocated to the segments and assess their performance.

**24. Employee Share based payment**

Equity- settled share-based payments to employees are measured at the fair value of the employee stock options at the grant date. The fair value of option at the grant date is expensed over the vesting period with a corresponding increase in equity as "Employee Stock Options Account". In case of forfeiture of unvested option, portion of amount already expensed is reversed. In a situation where the vested option forfeited or expires unexercised, the related balance standing to the credit of the "Employee Stock Options Account" are transferred to the "General Reserve". When the options are exercised, the Company issues new equity shares of the Company of `1/- each fully paid-up. The proceeds received and the related balance standing to credit of the Employee Stock Options Account, are credited to share capital (nominal value) and Securities Premium Account.

**25. Measurement of Fair Values**

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

**26. Non-Current Assets held for sale**

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through as sale rather than through continuing use of the assets and actions required to complete such sale. Indicate that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held for sale only if the management expects to complete the sale within one year from the date of

classification. On-current assets classified as held for sale are measured at the lower of their carrying amount and the fair value less cost to sell. Non-current assets are not depreciated or amortized.

**27. Events after Reporting date**

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

**28. Research and Development**

Expenditure on research is recognized as an expense when it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognized as an expense when it is incurred.

Items of property, plant and equipment and acquired Intangible Assets utilized for Research and Development are capitalized and depreciated in accordance with the policies stated for Property, Plant and Equipment and Intangible Assets.

## Notes forming part of the Standalone Financial Statements

### 5. Property, Plant and Equipment

Following are the changes in the carrying value of Property, Plant and Equipment for the Year Ended 31st March 2023

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

Particulars	Freehold Land	Leasehold Land	Factory Buildings	P & M- Others	P & M- So-lar Power	P & M- wind Power	Office Equipment	Vehicles	Furniture & Fixtures	Computer software	Computer software	Grand Total
Gross carrying Value as at 1st April 2022	416.58	539.37	732.76	1,281.70	8,907.26	635.50	186.87	157.93	129.00	24.29	1.43	13,012.71
Additions	-	-	-	14.50	-	-	8.47	318.82	4.74	-	-	346.53
Disposals	-	-	-	-	-	-	-	25.09	-	-	-	25.09
<b>Gross carrying Value as at 31st Mar, 2023</b>	<b>416.58</b>	<b>539.37</b>	<b>732.76</b>	<b>1,296.20</b>	<b>8,907.26</b>	<b>635.50</b>	<b>195.34</b>	<b>451.66</b>	<b>133.74</b>	<b>24.29</b>	<b>1.43</b>	<b>13,334.15</b>
Accumulated depreciation as at 1st April, 2022	-	198.95	500.96	1,137.49	6,228.86	431.64	186.08	106.50	109.60	24.29	1.43	8,925.81
Depreciation	-	20.35	11.70	10.46	368.65	24.58	1.27	25.59	3.29	-	-	465.90
Accumulated depreciation on Disposals	-	-	-	-	-	-	-	24.76	-	-	-	24.76
Accumulated depreciation as at 31st March 2023	-	219.30	512.66	1,147.96	6,597.52	456.22	187.35	107.32	112.89	24.29	1.43	9,366.94
<b>Carrying Value as at 31st March 2023</b>	<b>416.58</b>	<b>320.07</b>	<b>220.10</b>	<b>148.24</b>	<b>2,309.75</b>	<b>179.28</b>	<b>7.99</b>	<b>344.34</b>	<b>20.85</b>	<b>-</b>	<b>-</b>	<b>3,967.20</b>

Particulars	Freehold Land	Leasehold Land	Factory Buildings	P & M- Others	P & M- So-lar Power	P & M- wind Power	Office Equipment	Vehicles	Furniture & Fixtures	Computer software	Computer software	Grand Total
Gross carrying Value as at 1st April 2021	416.58	539.37	732.76	1,189.18	8,907.26	635.50	186.87	143.11	114.00	24.29	1.43	12,890.36
Additions	-	-	-	92.52	-	-	-	14.83	15.00	-	-	122.35
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
Gross carrying Value as of March 31, 2022	416.58	539.37	732.76	1,281.70	8,907.26	635.50	186.87	157.93	129.00	24.29	1.43	13,012.71
Accumulated depreciation as of April 01, 2021	-	178.59	489.27	1,130.27	5,824.16	407.06	185.65	94.37	108.05	24.29	1.43	8,443.15
Depreciation	-	20.35	11.70	7.23	404.70	24.58	0.43	12.12	1.55	-	-	482.66
Accumulated depreciation on Disposals	-	-	-	-	-	-	-	-	-	-	-	-
Accumulated depreciation as of March 31, 2022	-	198.95	500.96	1,137.49	6,228.86	431.64	186.08	106.50	109.60	24.29	1.43	8,925.81
<b>Carrying Value as of March 31, 2022</b>	<b>416.58</b>	<b>340.42</b>	<b>231.80</b>	<b>144.21</b>	<b>2,678.40</b>	<b>203.86</b>	<b>0.79</b>	<b>51.44</b>	<b>19.40</b>	<b>-</b>	<b>-</b>	<b>4,086.90</b>
Carrying Value as of March 31, 2021	416.58	360.77	243.49	58.91	3,083.10	228.44	1.22	48.73	5.95	-	-	4,447.21

## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 6. Investments (Non Current)

Particulars	Note	As at 31st March 2023	As at 31st March 2022
<b>Equity Instruments (Unquoted - At Cost unless stated otherwise)</b>			
<b>A) Investment in Subsidiary Companies</b>			
<b>Aryavaan Renewable Energy Private Limited</b>		433.50	433.50
(Equity shares of ₹ 10/- each fully paid up) 43,50,000 (March 31, 2022 : 43,50,000)			
<b>Surana Solar Systems Private Limited.</b>		331.50	331.50
(Equity shares of ₹ 10/- each fully paid up) 33,15,000 (March 31, 2021 : 33,15,000)			
<b>Tejas India Solar Energy Private Limited.</b>		173.33	500.00
(Equity shares of ₹ 10/- each fully paid up) 50,00,000 (March 31, 2022:50,00,000)			
<b>Bhagyanagar Green Energy Ltd.</b>		672.71	672.71
(Equity shares of ₹ 10/- each fully paid up) 65,12,880(March 31, 2022 : 65,12,880)			
<b>Sub-Total (A)</b>		<b>1,611.04</b>	<b>1,937.71</b>
<b>B) Investment in Associate Companies- Un quoted (At Cost unless stated otherwise)</b>			
<b>i) Bhagyanagar Securities Pvt Ltd</b>		180.00	180.00
(Equity shares of ₹ 10/- each fully paid up) 1,50,000(March 31, 2022 : 1,50,000)			
<b>Un quoted (At Fair Value through OCI)</b>			
<b>ii) Bhagyanagar Properties Ltd.</b>	6 (a)	683.23	-
(Equity shares of ₹ 2/- each fully paid up) 16,17,108(March 31, 2022: 11,43,736)			
<b>Sub-Total (B)</b>		<b>863.23</b>	<b>180.00</b>
<b>C) Investment in Associate Companies- Quoted (At Cost unless stated otherwise)</b>			
<b>Surana Solar Ltd</b>		917.65	903.40
(Equity shares of ₹ 5/- each fully paid up) 2,04,13,518 (March 31, 2022 : 2,03,30,000)			
<b>Sub-Total (C)</b>		<b>917.65</b>	<b>903.40</b>
<b>D) Investment in Companies- (At Fair Value through OCI)</b>			
<b>Bhagyanagar India Ltd- Quoted</b>		551.67	510.74
(Equity shares of ₹ 2/- each fully paid up) 11,73,649 (March 31, 2022: 11,47,166)			
<b>Bhagyanagar Properties Ltd.</b>		-	371.14
(Equity shares of ₹ 2/- each fully paid up) 16,17,108(March 31, 2022: 11,43,736)			
<b>Sub-Total (D)</b>		<b>551.67</b>	<b>881.89</b>
<b>GRAND TOTAL (A+B+C+D)</b>		<b>3,943.58</b>	<b>3,903.00</b>
<b>Aggregate Market Value of Quoted Investments</b>		<b>4,028.98</b>	<b>5,192.74</b>
<b>Aggregate Value of Un-Quoted Investments</b>		<b>2,474.26</b>	<b>2,117.71</b>

6 (a) M/s Bhagyanagar Properties Ltd has been delisted from stock exchanges w.e.f 28-11-2022, Hence the Investment in those equity shares has been clasified under "Investment in associate companies-Un Quoted"..

## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 7. Loans (Non current)

Particulars	Note	As at 31st March 2023	As at 31st March 2022
<b>Loans to Related parties</b>			
Considered good - Unsecured	7 (a & b)	4,262.10	4,719.88
Credit Impaired		-	-
Less: Credit Impaired		-	-
<b>Total Loan receivables</b>		<b>4,262.10</b>	<b>4,719.88</b>

No Debts due by Directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member except as mentioned below:

Particulars	Note	As at 31st March 2023		As at 31st March 2022	
		Amount of Loan or advances in the nature of Loan outstanding	% of total Loan or advances in the nature of Loan	Amount of Loan or advances in the nature of Loan outstanding	% of total Loan or advances in the nature of Loan
Promoter		-	-	-	-
Director		-	-	-	-
KMPs		-	-	-	-
Related Parties					
(a) Loan to Subsidiary Companies	7 (a)	1,561.01	0.37	2,244.94	0.48
(b) Loan to Associate company	7 (b)	2,701.09	0.63	2,474.94	0.52
<b>Total</b>		<b>4,262.10</b>	<b>1.00</b>	<b>4,719.88</b>	<b>1.00</b>

Loan to related parties		Balance as on 31.03.2023	Balance as on 31.03.2022
<b>(a) Loan to Subsidiary Companies</b>	7 (a)		
Surana Solar Systems Pvt Ltd		628.06	978.37
Tejas India Solar Energy Private Limited		908.73	928.92
Aryavaan Renewable Energy Pvt Ltd		24.22	21.59
Bhagnagar Green Energy Ltd		-	316.06
<b>Total</b>		<b>1,561.01</b>	<b>2,244.94</b>

		Balance as on 31.03.2023	Balance as on 31.03.2022
<b>(b) Loan to Associate company</b>	7 (b)		
Surana Infotech Pvt Ltd		-	1,361.92
Bhagnagar Copper Private Ltd		1,722.81	1,113.02
Surana Infocom Pvt Ltd		978.28	-
<b>Total</b>		<b>2,701.09</b>	<b>2,474.94</b>

Note: Unsecured loan have been given for the business purpose for period of 6 to 8 years.

### 8. Other financial Assets (Non Current)

Particulars	Note	As at 31st March 2023	As at 31st March 2022
<b>Unsecured, Considered good.</b>			
Security Deposits		37.45	37.45
<b>Total</b>		<b>37.45</b>	<b>37.45</b>

## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 9. Inventories (Valued at Lower of cost and net realisable Value )

Particulars	Note	As at 31st March 2023	As at 31st March 2022
Stock of Traded Goods	9 (a)	115.96	111.31
<b>Total</b>		<b>115.96</b>	<b>111.31</b>

**Note: 9(a) Inventory is hypothecated to Banks for availing cash credit facilities. The quarterly returns/statements filed by the company with the bank(s) in respect of such facilities are in agreement with the books of accounts.**

### 10. Investment in Liquid Funds

Particulars	Note	As at 31st March 2023	As at 31st March 2022
Investment in Liquid Funds	10(a)	635.54	-
Investment in Un Quoted shares M/s Surana Infotech Private Limited (Equity shares of ₹ 10/- each fully paid up) Nil(March 31, 2022 : 100,000)		-	10.00
<b>Total</b>		<b>635.54</b>	<b>10.00</b>

### 10(a) \*Mutual Funds

Particulars	Number of Units	As at 31st March 2023	As at 31st March 2022
Nippon India-Ultra short duration fund - Growth plan	6,176	213.16	-
Nippon India- Liquid fund direct plan - Growth	405	22.31	-
UTI Ultra- Short term fund- Regular Plan Growth	11,012	400.06	-
<b>Total</b>	<b>17,593</b>	<b>635.54</b>	<b>-</b>
AGGREGATE BOOK VALUE - UNQUOTED		Nil	Nil
AGGREGATE BOOK VALUE - QUOTED		605.00	-
MARKET PRICE OF QUOTED INVESTMENT		635.54	-

### 11. Trade Receivables

Particulars	Sub Note	As at 31st March 2023	As at 31st March 2022
Considered good – Unsecured			
Undisputed trade receivables considered good		262.38	254.39
Undisputed trade receivables - credit impaired		-	-
Disputed trade receivables considered good		-	-
Disputed trade receivables - credit impaired		-	-
Less: Allowance for expected credit losses		-	-
<b>TOTAL</b>		<b>262.38</b>	<b>254.39</b>

## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

Trade receivables ageing schedule	Outstanding for following periods from due date of payment As at 31.03.2023					
	Less than 6 months	6 months to 1 year	1 to 2 years	2-3 Years	More than 3 years	Total
Undisputed trade receivables considered good	231.52	25.88	4.98	-	-	262.38
Undisputed trade receivables - credit impaired	-	-	-	-	-	-
Disputed trade receivables considered good	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-
Less: Allowance for expected credit losses	-	-	-	-	-	-
<b>Balance as at year end</b>	<b>231.52</b>	<b>25.88</b>	<b>4.98</b>	<b>-</b>	<b>-</b>	<b>262.38</b>

Trade receivables ageing schedule	Outstanding for following periods from due date of payment As at 31.03.2022					
	Less than 6 months	6 months to 1 year	1 to 2 years	2-3 Years	More than 3 years	Total
Undisputed trade receivables considered good	241.02	13.37	-	-	-	254.39
Undisputed trade receivables - credit impaired	-	-	-	-	-	-
Disputed trade receivables considered good	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-
Less: Allowance for expected credit losses	-	-	-	-	-	-
<b>Balance as at year end</b>	<b>241.02</b>	<b>13.37</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>254.39</b>

- All the Trade Receivables are Unsecured
- No Debts due by Directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.
- The company considers its maximum exposure to credit risk with respect to customers as at 31st March 2023 to be ₹ 262.38 Lakhs (31st March 2022:254.39 Lakhs) which is the carrying value of trade receivable after allowance for credit losses.
- Trade receivables are hypothicated to Banks for availing the Cash Credit Facilities.

### 12. Cash and Cash Equivalents

Particulars	Note	As at 31st March 2023	As at 31st March 2022
<b>(a) Cash &amp; Cash Equivalents</b>			
(i) Cash on Hand		0.00	0.08
Balances with Bank			
-In current account		76.94	-
<b>Total</b>		<b>76.94</b>	<b>0.08</b>

\*Cash and Bank balances are denominated and held in Indian Rupees



## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 13. Other Balances with Bank

Particulars	Note	As at 31st March 2023	As at 31st March 2022
Earmarked Balances with Bank*			
(i) Deposit held to the extent of Margin Money	13 (a)	60.80	57.67
(ii) In Unpaid Dividend Accounts	13 (b)	-	4.59
<b>Total</b>		<b>60.80</b>	<b>62.26</b>

\*Earmarked balances with banks are denominated and held in Indian Rupees.

13(a) Margin money represents money with original maturity of more than 3 months having remaining maturity of less than 12 months from the Balance sheet date.

13 (b) Section 124 of the companies Act, 2013 mandates that companies transfer dividend that has been unclaimed for a period of seven years from unpaid dividend account to the Investor Education and Protection Fund (IEPF). Accordingly, dividend pertaining to the financial year 2014-15 at Rs 4.59 lacs has been transferred to IEPF account.

### 14. Current tax assets(Net)

Particulars	Note	As at 31st March 2023	As at 31st March 2022
Advance tax & TDS (net of Provisions)		56.40	1.49
<b>Total</b>		<b>56.40</b>	<b>1.49</b>

### 15. Other Current Assets

Particulars	Note	As at 31st March 2023	As at 31st March 2022
<b>(Unsecured, considered good unless otherwise stated)</b>			
Balance with Statutory Authorities		9.92	19.67
Other Advances/ Receivables		2.76	2.49
Advance to suppliers	15(a)	21.02	24.37
<b>Total</b>		<b>33.69</b>	<b>46.54</b>

15(a) No advances are due from directors or other officers of the company or any of them either severally or jointly with any other persons or advances due to firms or private companies respectively in which any director is a partner or a director or member.

### 16 Share Capital

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Number of shares	Amount	Number of shares	Amount
<b>Authorised</b>				
15,00,00,000 (March 31, 2022 : 15,00,00,000) Equity Shares of ₹ 1/- each	150,000,000	1,500.00	150,000,000	1,500.00
<b>Issued, subscribed and fully paid-up shares</b>				
13,57,59,963 (March 31, 2022 :13,57,59,963) Equity Shares of ₹ 1/- each fully paid up	135,759,963	1,357.60	135,759,963	1,357.60
<b>Total</b>	<b>135,759,963</b>	<b>1,357.60</b>	<b>135,759,963</b>	<b>1,357.60</b>

#### a) Term/rights attached to Equity Shares

The company has only one class of issued equity shares having a par value of Rs 1/- per share. Each shareholder is entitled to one vote per share. In the event of liquidation of the company. The holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### b) Reconciliation of Shares Outstanding at the beginning and at the end of the reporting year.

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	135,759,963	1,357.60	135,759,963	1,357.60
Shares outstanding at the end of the year	135,759,963	1,357.60	135,759,963	1,357.60

There were no Bonus issues, forfeited shares and buy back of shares in last five years.

### c) Particulars of shareholders holding more than 5% of Issued Share Capital.

Name of Shareholder	As at 31st March, 2023		As at 31st March, 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Narender Surana	26,723,373	19.68%	26,741,473	19.70%
Devendra Surana	20,639,453	15.20%	20,639,453	15.20%
Surana Infocom Private Limited	9,682,587	7.13%	9,682,587	7.13%
Namrata Surana	10,527,819	7.75%	10,527,819	7.75%
Sunita Surana	9,175,374	6.76%	9,124,045	6.72%
Manish Surana	7,733,177	5.70%	7,733,177	5.70%
<b>Total</b>	<b>84,481,783</b>	<b>62.23%</b>	<b>84,448,554</b>	<b>62.20%</b>

The shareholding information has been extracted from the records of the Company including register of shareholders/ members and is based on legal ownership of shares.

### D) Shares held by the promotor at the end of the year

Promoter Name	As at 31st March, 2023			As at 31st March, 2022		
	No. of shares Held	% of Holding of total shares	% change during the year	No. of shares Held	% of Holding of total shares	% change during the year
G M SURANA (MHUF)	238,366	0.18%	-	238,366	0.18%	-
NARENDER SURANA (HUF)	142,000	0.10%	-	142,000	0.10%	-
DEVENDRA SURANA (HUF)	90,000	0.07%	-	90,000	0.07%	-
G M SURANA (HUF)	221,840	0.16%	-	221,840	0.16%	-
NAMRATA SURANA	10,527,819	7.75%	-	10,527,819	7.75%	-
DEVENDRA SURANA	20,639,453	15.20%	-	20,639,453	15.20%	-
SUNITA SURANA	9,175,374	6.76%	0.04%	9,124,045	6.72%	-
NARENDER SURANA	26,723,373	19.68%	-0.01%	26,741,473	19.70%	-0.23%
VINITA SURANA	3,691,317	2.72%	-	3,691,317	2.72%	-
MANISH SURANA	7,733,177	5.70%	-	7,733,177	5.70%	-
NIVRITI SAMKIT JAIN	463,333	0.34%	-	463,333	0.34%	-
RAHUL SURANA	3,397,666	2.50%	-	3,397,666	2.50%	-
SHRESHA SURANA	3,585,142	2.64%	0.03%	3,545,541	2.61%	-
MITALI SURANA	1,622,500	1.20%	-	1,622,500	1.20%	-
ADVAIT SURANA	2,836,913	2.09%	-	2,836,913	2.09%	-
BHAGYANAGAR SECURITIES PVT LIMITED	803,400	0.59%	-	803,400	0.59%	-
SURANA INFOCOM PRIVATE LIMITED	9,682,587	7.13%	-	9,682,587	7.13%	-
<b>Total</b>	<b>101,574,260</b>	<b>74.82%</b>	<b>0.05%</b>	<b>101,501,430</b>	<b>74.77%</b>	<b>-0.23%</b>

## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 17 Other equity

Particulars	Reserves and Surplus					Other Comprehensive Income	Total
	Retained Earnings	General Reserve	Capital Redemption reserve	Revaluation Reserve	Central Subsidy	FVTOCI Equity Instruments	
<b>Current year reporting period</b>							
<b>Balance at 1st April 2022 (D)</b>	4,486.26	4,447.38	240.00	136.40	35.00	486.66	9,831.70
Profit for the year after tax	736.79	-	-	-	-	-	736.79
Other Comprehensive Income (net of tax)	-	-	-	-	-	140.49	140.49
<b>Total Comprehensive Income for the year 2022-23 (E)</b>	736.79	-	-	-	-	140.49	877.27
<b>Balance at 31st March 2023 F=(D+E)</b>	<b>5,223.04</b>	<b>4,447.38</b>	<b>240.00</b>	<b>136.40</b>	<b>35.00</b>	<b>627.14</b>	<b>10,708.98</b>
<b>Previous year reporting period</b>							
<b>Balance at 1st April 2021 (A)</b>	<b>3,998.84</b>	<b>4,447.38</b>	<b>240.00</b>	<b>136.40</b>	<b>35.00</b>	<b>426.59</b>	<b>9,284.23</b>
Profit for the year after tax	487.41	-	-	-	-	-	487.41
Other Comprehensive Income (net of tax)	-	-	-	-	-	60.07	60.07
Total Comprehensive Income for the year 2021-22 (B)	487.41	-	-	-	-	60.07	547.48
<b>Balance at 31st March, 2022 C=(A+B)</b>	<b>4,486.26</b>	<b>4,447.38</b>	<b>240.00</b>	<b>136.40</b>	<b>35.00</b>	<b>486.66</b>	<b>9,831.70</b>

The Description, Nature and Purpose of the each reserve with in equity are as follows.

General Reserve: This reserve is retained earning of the company, which are kept aside out of the Company's profit to meet future (known or unknown) obligations

Retained Earnings: Retained earnings comprise of net accumulated profit/(loss) of the Company, after declaration of dividend.

Capital Redemption Reserve: Capital Redemption Reserve was created on account of buy back of shares of the Company.

Revaluation Reserve: Revaluation reserve which are kept aside out of company's profit to meet the future obligation

Central Subsidy: Central Subsidy which are kept aside out of company's profit to meet the specific obligation

FVTOCI Equity Instruments : FVTOCI reserve created to set aside the amount on account of fair value of equity instrument

### 18. Borrowings (Non Current)

Particulars	Note	As at 31st March 2023	As at 31st March 2022
<b>Secured</b>			
(a) Term Loan from HDFC Bank	18(a)	879.59	1,564.03
(b) Vehicle Loan from Banks			
From Kotak Mahindra Bank	18(b)	235.06	-
From HDFC Bank	18(c)	4.32	6.79
<b>Total (A)</b>		<b>1,118.97</b>	<b>1,570.82</b>
Less: Current maturities of long term borrowings (B)		799.49	686.92
<b>Un Secured</b>			
Loan from Associate Company (C)	18(d)	-	270.19
<b>Total D = (A-B+C)</b>		<b>319.48</b>	<b>1,154.09</b>

## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

- 18(a) Term Loan from HDFC Bank Limited is secured by way of exclusive charge on the receivables from Solar Power Project at Gujarat, additionally secured by way of first and exclusive charge on the assets of Solar Power unit at Gujarat and P&M of Wind Power unit at Karnataka and equitable mortgage on one plot situated at Cherlapally, Hyderabad. Further, it has been guaranteed by the some of the directors of the company. The loan is repayable from July 2019. Accordingly, amount due with in a Year is INR 753.87 lacs (Principal only) which is classified under "Borrowings(Current)". The loan is repayable in 59 Installments ending in April 2024.
- 18(b) Vehicle loan from Kotak Mahindra Bank Limited is secured against hyphotication of vehicle. The loan has been taken during the financial year 2022-23 and is repayable in monthly installment of INR 5.08 lacs each. Accordingly, Installments due with in a year is INR 42.95 (Principal only) has been clasified under "Borrowings(Current)" The loan is repayable in 60 installments ending in November 2027.
- 18(c) Vehicle loan from HDFC Bank Limited is secured against hyphotication of vehicle. The loan has been taken during the financial year 2021-22 and is repayable in monthly installment of INR 0.24 lacs each. Accordingly, Installments due with in a year is INR 2.67 lacs (Principal only) has been clasified under "Borrowings(Current)". The loan is repayable in 36 Installments ending in October 2024.

Rate of Interest on the above loans is linked with Repo rate/MCLR which is reset for every 3 months.

### Details of Unsecured loan\*

	Name of the Associate Company	Balance as on 31.03.2023	Balance as on 31.03.2022
18(d)	Surana Solar Limited	-	270.19
	<b>Total</b>	-	<b>270.19</b>

Unsecured loan have been taken for the business purpose for period of 6 to 8 years.

### 19. Other Financial Liabilities (Non Current)

Particulars	Note	As at 31st March 2023	As at 31st March 2022
Security Deposits	19 (a)	79.61	79.61
<b>Total</b>		<b>79.61</b>	<b>79.61</b>

19(a) \*Security deposits primarily include deposits received towards rented premises and warehouse.

### 20. Borrowings(Current)

Particulars	Note	As at 31st March 2023	As at 31st March 2022
<b>Secured</b>			
<b>Current maturities of Long Term Loan</b>			
- Term Loan from HDFC Banks		753.87	684.45
- Vehicle Loan from Banks		45.62	2.47
-Cash Credit	20(a)	-	32.45
<b>Unsecured loan from Related parties</b>			
-Loan from Subsidiary company	20(b)	109.24	-
<b>Total</b>		<b>908.73</b>	<b>719.37</b>

#### Notes:

20(a) Cash credit facilities from Scheduled Banks are 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 some of the Directors. The Company has taken loans against security of current assets and quarterly returns or statements of current assets filed by the Company with bank are in agreement with the books of accounts. It is repayable on demand.

Rate of Interest on the above loans is linked with Repo rate/MCLR which is reset for every 3 months.

## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 20(b) Unsecured Loan from Subsidiary Company

Name of the Company	Balance as on 31.03.2023	Balance as on 31.03.2022
Bhagyanagar Green Energy Private Limited	109.24	-
<b>Total</b>	<b>109.24</b>	<b>-</b>

### 21. Trade Payables

Particulars	As at 31.03.2023	As at 31.03.2022
<b>Unsecured</b>		
- Total Outstanding dues of "Micro and Small Enterprises"- (MSME)	-	-
- Total Outstanding dues of Creditors Other than "Micro and Small Enterprises"- (MSME)	15.02	9.81
<b>TOTAL</b>	<b>15.02</b>	<b>9.81</b>

#### Trade payable ageing schedule

As at March 31, 2023	Outstanding for following periods from due date of payment				
Particulars	Less than 1 year	1-2 year	2-3 year	More than 3 Year	Total
MSME	-	-	-	-	-
Others	15.02	-	-	-	15.02
Disputed due- MSME	-	-	-	-	-
Disputed due- others	-	-	-	-	-
<b>Total</b>	<b>15.02</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>15.02</b>

As at March 31, 2022	Outstanding for following periods from due date of payment				
Particulars	Less than 1 year	1-2 year	2-3 year	More than 3 Year	Total
MSME	-	-	-	-	-
Others	9.81	-	-	-	9.81
Disputed due- MSME	-	-	-	-	-
Disputed due- others	-	-	-	-	-
<b>Total</b>	<b>9.81</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9.81</b>

- a) All the Trade payable are Unsecured
- b) There are no disputed trade payables in the current and previous year.
- c) Terms and conditions of the above financial liabilities:

**Trade payables are non-interest bearing and are normally settled on 30-120 day terms.**

- d) No Debts due to Directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 22. Other financial liabilities(Current)

Particulars	Note	As at 31st March 2023	As at 31st March 2022
Unclaimed Dividend	22(a)	-	4.59
Provision for Interest on Term Loans		8.75	12.89
<b>Total (A+B)</b>		<b>8.75</b>	<b>17.48</b>

22(a) Section 124 of the companies Act, 2013 mandates that companies transfer dividend that has been unclaimed for a period of seven years from unpaid dividend account to the Investor Education and Protection Fund (IEPF). Accordingly, dividend pertaining to the financial year 2014-15 at Rs 4.59 lacs has been transferred to IEPF account.

### 23. Provisions

Particulars	Note	As at 31st March 2023	As at 31st March 2022
Provision for Employee Benefits		1.00	1.00
Liability for Expenses		7.77	15.50
<b>Total</b>		<b>8.77</b>	<b>16.50</b>

### 24. Other Current Liabilities

Particulars	Note	As at 31st March 2023	As at 31st March 2022
Statutory dues payable		3.86	6.46
<b>Total</b>		<b>3.86</b>	<b>6.46</b>

### 25. Revenue from operations

Particulars	For the Year 2022-23	For the Year 2021-22
<b>(a) Sale of products</b>		
Solar Power	1,219.80	1,297.21
Wind Power	38.11	42.60
Traded Goods/ Solar Modules	39.71	7.18
Sale of REC	92.94	145.72
<b>Total Sales (Net of GST)</b>	<b>1,390.56</b>	<b>1,492.71</b>
<b>(b) Infrastructure Leasing</b>	<b>320.38</b>	<b>277.32</b>
<b>Total</b>	<b>1,710.94</b>	<b>1,770.04</b>

### 26. Other Income

Particulars	For the Year 2022-23	For the Year 2021-22
<b>(a) Interest Income</b>		
Interest on Loans, Deposits and Others (Gross)	199.79	252.80
Income from Dividend	18.22	3.35
Gain on fair Value of Mutual Fund	13.02	-
<b>(b) Other Non-Operating Income</b>		
Miscellaneous Income	0.00	0.04
Balances no Longer Payable Written Back	-	22.31
Profit on sale of Assets	3.09	-
Recovery of Bad debts written off earlier	-	11.68
Profit on sale of Investments	749.23	0.97
<b>Total</b>	<b>983.35</b>	<b>291.15</b>

## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 27. Purchase of stock in trade

Particulars	For the Year 2022-23	For the Year 2021-22
Purchase of stock in trade	42.23	13.04
<b>Total</b>	<b>42.23</b>	<b>13.04</b>

### 28. Changes in Inventories of Finished Goods, Stock in Process and Stock in Trade

Particulars	For the Year 2022-23	For the Year 2021-22
Increase/Decrease in stock of Traded Goods <b>Inventories (at the end of the year)</b>		
Traded Goods (B)	115.96	111.31
	<b>115.96</b>	<b>111.31</b>
<b>Inventories (at the beginning of the year)</b>		
Traded Goods (A)	111.31	129.57
<b>Total C=(A-B)</b>	<b>(4.65)</b>	<b>18.26</b>

### 29. Employee benefit expenses

Particulars	For the Year 2022-23	For the Year 2021-22
Salaries, Wages and Other Benefits	252.17	235.29
Contribution to Provident and Other Funds	6.86	5.04
<b>Total</b>	<b>259.03</b>	<b>240.32</b>

### 30. Finance cost

Particulars	For the Year 2022-23	For the Year 2021-22
Interest Expense		
On Cash Credit	2.00	2.77
On Term Loan, Covid loan & vehicle loan	123.80	249.74
On Unsecured Loans	3.36	26.42
Financial Charges	0.45	12.26
<b>Total</b>	<b>129.60</b>	<b>291.19</b>

### 31. Depreciation and Amortization expenses

Particulars	For the Year 2022-23	For the Year 2021-22
Depreciation	445.55	462.31
Amortization	20.35	20.35
<b>Total</b>	<b>465.90</b>	<b>482.66</b>

## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 32. Other expenses

Particulars	For the Year 2022-23	For the Year 2021-22
Travelling & Conveyance	65.95	14.77
Delisting fees	19.12	13.45
Director's Sitting fees	1.02	0.93
Watch & ward	24.07	21.67
Power and Fuel	48.22	28.71
Lease and other Rental charges	1.85	1.94
Professional & Consultancy Charges	25.43	20.74
Repairs & Maintenance		
Buildings	124.33	37.12
Machinery & Electricals	123.87	127.44
Others	0.20	1.29
Insurance	21.75	12.35
Rates and Taxes	9.38	19.90
Packing & Forwarding	2.46	0.92
Sundry balances written off	-	5.42
Investment written off	326.67	-
Advertisement & Business Promotion	60.84	57.24
Postage, Courier & Telephone	3.34	2.07
Legal & License Fees	0.56	0.18
Vehicle Maintenance and Fuel	6.53	10.76
Incidental Charges /Inspection charges	0.77	0.70
Maintenance & Administration Charges	13.67	9.79
Membership & Subscription & Reg	5.08	4.05
Miscellaneous Expenses	1.44	2.01
Printing & Stationery	1.75	1.81
Filing Fees/Secretarial expenses	0.50	0.37
Annual Custody Fees/Listing Fees	8.30	7.05
Tender expenses /SLDC /NLDC charges	1.58	1.14
Rebate on early payment discount/Price difference	11.85	11.02
Loss due to accident	5.48	-
CSR Expenses (Corporate Social responsibility)	-	8.66
Payments to the Auditor		
for Statutory Audit	0.70	0.70
for Tax Audit	0.30	0.30
<b>Total</b>	<b>917.00</b>	<b>424.51</b>

### 33. Financial Instruments by Category

Set out below is a comparison, by class, of the carrying amounts and fair value of the company's financial instruments, other than those with carrying amounts that are reasonable approximates of fair value.

Particulars	Carrying Value		Fair Value	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
i) Investment in shares	3,803.09	3,842.93	3,943.58	3,903.00
ii) Loans	4,262.10	4,719.88	4,262.10	4,719.88
iii) Other Financial Assets	37.45	37.45	37.45	37.45
<b>Total Non Current Assets</b>	<b>8,102.64</b>	<b>8,600.26</b>	<b>8,243.13</b>	<b>8,660.33</b>
iv) Other Financial Liabilities	79.61	79.61	79.61	79.61
v) Borrowings	319.48	1,154.09	319.48	1,154.09
<b>Total Non Current Liabilities</b>	<b>399.09</b>	<b>1,233.70</b>	<b>399.09</b>	<b>1,233.70</b>

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.



## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 34. Related Party Disclosure

#### I. Name of the Related Parties and related party relationship

Enterprises owned or significantly influenced by key management personnel or their relatives:

(i) Bhagyanagar India Limited	(iv) Surana Solar Limited	(vii) Shasons Private Limited
(ii) Bhagyanagar Copper Pvt Ltd	(v) Surana Infotech Pvt Limited	
(iii) Surana Infocom Pvt Limited	(vi) Bhagyanagar Properties Limited	

#### a. Subsidiary companies

i) Bhagyanagar Green Energy Pvt Ltd	iii) Surana Solar Systems Private Limited
ii) Aryavaan Renewable Energy Pvt Ltd	iv) Tejas India Solar Energy Pvt Limited

#### b. Associate Company : Surana Solar Limited

#### c. Key management personnel

(i) Narender Surana - MD	(iv) Mansa Thakur – CS (from 10.04.2023)	(vii) T.R. Venkataramanan - CFO (12.11.2022)
(ii) Vinita Surana - CFO (till 23.07.2022)	v) Devendra Surana - Director	
(iii) Shekarnath Baunakar - WTD	vi) Abdur Rahman – CS (till 11.10.2022)	

### II. Transactions with Related parties:

#### A. List of Transactions Occurred during the year are as follows:

Related Party	Nature of transaction	2022-23	2021-22
Shasons Private Limited	Sale of Solar Modules	41.62	-
Shasons Private Limited	Purchase of Solar related products	5.21	2.21
Surana Solar Limited	Sale of Solar Module	-	7.18
Surana Solar Limited	Purchase of SolarModules	41.63	20.41
Surana Solar Limited	O & M Charges paid for Solar Plants.	-	17.70
Surana Solar Limited	Interest received/ (paid)- Net	(1.82)	(18.42)
Surana Infotech Private Limited	Purchase of furniture	-	17.70
Surana Infotech Pvt Limited	Interest received	-	71.44
Aryavaan Renewable Energy Pvt Ltd	Lease Rent	1.91	1.15
Surana Solar Systems Pvt Ltd	Interest received	44.69	56.51
Surana Infocom Pvt Ltd	Interest received	45.91	-
Bhagyanagar Green Energy Pvt Ltd	Interest received/ (paid)- Net	20.02	8.07
Bhagyanagar Copper Pvt Ltd	Interest received	81.93	112.93
Bhagyanagar Properties Ltd	Interest received/ (paid)- Net	1.88	(4.79)
Narender Surana -Managing Director	Salary	84.00	84.00
Sunita Surana- General Manager	Salary	24.00	24.00
Vinita Surana- CFO	Salary	7.35	29.40
Shekarnath Baunakar -WTD	Salary	5.16	4.80
D.Srinivas- Company Secretary	Salary	-	4.44
Abdur Rahman - Company Secretary	Salary	2.95	3.41
T.R Venkataramanan - CFO	Salary	4.22	-

## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### B. Details of Loan given/(taken) and recovered/(repaid) with the related parties during the year:

S N	Name of the related party	Opening Balance	Loan Given	Loan recovered	Closing Balance
1	<b>Aryavaan Renewable Energy Pvt Ltd</b>	21.40	32.82	30.00	24.22
	Previous Year	1.57	20.02	0.19	21.40
2	<b>Tejas India Solar Energy Pvt Ltd</b>	928.92	4.63	24.82	908.73
	Previous Year	830.59	109.53	11.20	928.92
3	<b>Bhagyanagar Green Energy Pvt Ltd</b>	316.06	218.26	643.56	(109.24)
	Previous Year	21.72	493.29	198.95	316.06
4	<b>Surana Solar Systems Pvt Ltd</b>	978.37	102.33	452.64	628.06
	Previous Year	1151.43	237.53	410.59	978.37
5	<b>Bhagyanagar Copper Private Limited</b>	1,113.02	609.79	-	1722.81
	Previous Year	667.97	2,522.14	2,077.09	1,113.02
6	<b>Surana Infotech Private Limited</b>	1361.92	20.94	1382.86	-
	Previous Year	-	4,020.92	2,659.00	1,361.92
7	<b>Globecom Infotech Pvt Ltd</b>	-	-	-	-
	Previous Year	1115.00	-	1,115.00	-
8	<b>Hyderabad Solar Pvt Limited</b>	-	-	-	-
	Previous Year	1122.50	-	1,122.50	-
9	<b>Surana Solar Limited</b>	(270.18)	(493.46)	(763.65)	-
	Previous Year	-	(4773.28)	(4503.09)	(270.18)
10	<b>Bhagyanagar Properties Ltd</b>	-	701.06	701.06	-
	Previous Year	-	(2638.54)	(2638.54)	-
11	<b>Surana Infocom Pvt Limited</b>	-	1042.28	64.00	978.28
	Previous Year	-	-	-	-

(\*) The above transactions are aggregate of multiple transactions entered with the parties during the year.

35. In the opinion of Board of Directors and to the best of their knowledge and belief, the above disclosure pursuant to Securities Exchange Board Of India (Listing Obligation and Disclosure Requirement and Regulation 2015) and Section 186 of the Companies Act 2013

#### 36) Auditors' Remuneration includes:

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
<b>Statutory Auditors</b>		
Audit Fees	1.00	1.00
<b>Total</b>	<b>1.00</b>	<b>1.00</b>

#### 37) Sitting Fee to Directors

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
1) Sitting Fee to Directors	1.02	0.93

#### 38) Inflow and Outflow in foreign currency

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
Expenditure in Foreign Currency	Nil	Nil
Earning in Foreign Currency	Nil	Nil

## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 39. TAX Expenses

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
Current Tax	147.80	98.70
Deferred Tax Liability/(Asset)	0.58	5.10
Excess MAT credit reversed	-	-
<b>TOTAL</b>	<b>148.38</b>	<b>103.80</b>

**Reconciliation of estimated income tax expenses at Indian statutory income tax rates to income tax expenses reported in statement of profit and loss:**

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
Income before taxes	885.17	591.21
Applicable Tax Rate	16.70%	16.70%
Estimated Income Tax Expense	147.80	98.70
Add: Effect of non deductible expenses	-	-
(Less):Effect of allowances for tax purpose	-	-
Add/(Less): Effect of deferred tax	0.58	5.10
Tax Expense in Statement of Profit and Loss	<b>148.38</b>	<b>103.80</b>

### 40. Net Debt Reconciliation

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
Opening Balances of Borrowings	1,154.09	2,456.87
Add: Proceeds from Non Current Borrowings	250.00	270.19
Less: Repayment of Non Current Borrowings	1,084.61	1,572.97
Closing Balance of Borrowings	<b>319.48</b>	<b>1,154.09</b>

### 41. Other Comprehensive Income

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
Items that will not be reclassified to profit or loss :	-	-
Re-measurement of change in fair value of equity instrument through OCI (net of tax)	140.49	60.07
<b>TOTAL</b>	<b>140.49</b>	<b>60.07</b>

42. As per Section 135 of the Companies Act, 2015, a CSR committee has been formed by the company. The disclosure in respect of CSR Expenditure during the year as aligned with the CSR Policy of the Company which is in line with the activities specified in Schedule VII of the Companies Act, 2013 is as under:

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
Gross amount required to be spent by the Company during the year	<b>8.67</b>	-
Related Party Transaction as per Ind AS 24 in relation to CSR activities (Refer note below.	-	-
GM Surana Foundation	<b>7.66</b>	-
Others	<b>1.01</b>	-

## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

Particulars	Amount Paid	Amount yet to be paid	Amount Paid	Amount yet to be paid
	For the year ended 31 <sup>st</sup> March 2023		For the year ended 31 <sup>st</sup> March 2022	
(i) Construction/ acquisition of any asset	-	-	-	-
(ii) Purposes other than (i) above	8.67	-	-	-
<b>TOTAL</b>	<b>8.67</b>	<b>-</b>	<b>-</b>	<b>-</b>

Nature of CSR activities undertaken by the company	1. "Rural Development"- "Integrated Village Development (IVD) Project"	1. "Rural Development"- "Integrated Village Development (IVD) Project"
	2. "Promoting Healthcare including preventive health care – Health Project"	2. "Promoting Healthcare including preventive health care – Health Project"
		3. Promoting Education
		4. Environmental Sustainability
		5. Animal Welfare

### CSR Movement

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
Opening Balance	8.67	-
Gross amount required to be spent by the Company during the year	-	-
Actual Spent	8.67	-
(Excess)/Short Spent	-	-

43. The information regarding amounts due to creditors registered under the Micro, Small and Medium Enterprises Development Act, 2006, has been given to the extent available with the Company based on the intimation received from the suppliers regarding their status under the Act. The required disclosures of outstanding dues of micro, small & medium enterprises are as under:

SI No	Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
a)	Principal amount remaining unpaid as at 31st March	-	-
b)	Interest amount remaining unpaid as at 31st March	-	-
c)	Interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-
d)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	-	-
e)	Interest accrued and remaining unpaid as at 31st March	-	-
f)	Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 44. Earnings Per Share (EPS)

Particulars		2022-23	2021-22
Net Profit after Tax	lakhs	736.79	487.41
Net Profit after Tax available for equity share holders - For Basic and Diluted EPS	lakhs	736.79	487.41
Weighted Average No. Of Equity Shares For Basic EPS	Number of shares	13,57,59,963	13,57,59,963
Weighted Average No. Of Equity Shares For Diluted EPS	Number of shares	13,57,59,963	13,57,59,963
Nominal Value of Equity Shares	Rupees	1.00	1.00
Basic Earnings Per Equity Share	Rupees	0.54	0.36
Diluted Earnings Per Equity Share	Rupees	0.54	0.36

### 45. Contingent Liabilities and Commitments (to the extent not provided for)

Particulars	As at 31-03-2023	As at 31-03-2022
Contingent Liabilities- For Claims - For Bank Guarantee	-	-
Commitments:		
Corporate Guarantees for loans availed by Subsidiary and other body corporate companies	97.60	2,894.35

### 46. 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/ losses are immediately charged to the Profit & Loss account and are not deferred.

#### A Expenses recognized in the Profit & Loss Account

Particulars	Gratuity	
	2022-23	2021-22
Current service cost	1.86	1.54
Interest cost	2.79	2.47
Expected Return on Planned Assets	(2.71)	(40.28)
Net Actuarial Loss/ (Gain) recognized in the year	(0.99)	1.43
Expenses recognized in Statement of Profit & Loss	<b>0.95</b>	<b>(34.82)</b>

#### B Change in Present value of obligation during the year ended 31st March, 2023

Particulars	Gratuity	
	2022-23	2021-22
Present Value of obligation as at beginning of the year	39.93	35.41
Interest Cost	2.79	2.47
Current Service Cost	1.86	1.54
Benefits Paid-Actuals	(0.77)	(0.93)
Actuarial (Gain)/ Loss on Obligations	(0.99)	1.43

## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

<b>Present Value of obligation as at end of the year</b>	<b>42.83</b>	<b>39.93</b>
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### C Change in fair value of Plan Assets during the year ended 31st March, 2023

Particulars	Gratuity	
	2022-23	2021-22
Fair value of Plan Assets as at the beginning of the year	39.45	0.10
Expected Return on Plan Assets	2.71	40.28
Contributions	-	-
Benefits Paid	(0.77)	(0.93)
<b>Fair value of Plan Assets as at the end of the year</b>	<b>41.39</b>	<b>39.45</b>

### D Actuarial Gain/ loss recognized

Particulars	Gratuity	
	2022-23	2021-22
Actuarial (Gain) / Loss for the year –Obligation	0.99	(1.43)
Total Loss for the Year	-	-
Actuarial (Gain) / Loss recognized in the year	<b>(0.99)</b>	1.43

### E Actuarial assumption

Particulars	Gratuity	
	2022-23	2021-22
Discount rate used	7.25%	7.00%
Salary escalation	6.00%	6.00%

## 47. Segment Reporting

### Factors used to identify the reportable segments.

The Company has following business segments, which are its reportable segments. These segments offer different products and services and are managed separately because they require different technology and production process. Operating segment disclosures are consistent with the Information.

SI No	Reportable Segments	Product/ Service
i)	Renewable Energy (Solar &wind)	Generation of Solar and wind Power
ii)	Trading & others	Manufacturing/trading of Solar related Products and Infrastructure leasing

### Information about business segments:

S No.	Particulars	Solar and wind Power		Trading and others		Total	
		31.03.2023	31.03.2022	31.03.2023	31.03.2022	31.03.2023	31.03.2022
1	<b>REVENUE</b>						
	External sales	1,350.85	1,485.53	39.70	7.18	1,390.55	1,492.72
	Other operating income	-	-	320.38	277.32	320.38	277.32
	<b>TOTAL INCOME</b>	<b>1,350.85</b>	<b>1,485.53</b>	<b>360.08</b>	<b>284.51</b>	<b>1,710.93</b>	<b>1,770.04</b>
2	<b>RESULTS</b>						
	Segment results	783.08	882.49	125.71	129.82	908.79	1,012.31
	Unallocable income/ (Expenses)					105.98	(129.91)
	Operating profit					1,014.77	882.40
	Interest expenses					129.60	291.19
	Income taxes					148.38	103.80

## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

S No.	Particulars	Solar and wind Power		Trading and others		Total	
		31.03.2023	31.03.2022	31.03.2023	31.03.2022	31.03.2023	31.03.2022
	Profit from ordinary activities					736.79	487.41
	<b>Net profit</b>					<b>736.79</b>	<b>487.41</b>
3	<b>Other information</b>						
	Segment assets	6,260.37	7,774.13	851.12	827.76	7,111.49	8,601.89
	Unallocable assets					6,340.56	4,631.40
	<b>Total assets</b>					<b>13,452.05</b>	<b>13,233.29</b>
	Segment liabilities	764.47	725.52	3.85	1.94	768.32	727.46
	Unallocable liabilities					176.81	42.16
	<b>Total liabilities</b>					<b>945.13</b>	<b>769.62</b>
	Capital expenditure	-	-	19.24	107.52	19.24	107.52
	Unallocable capital expenditure				-	327.29	14.83
	<b>Total capital expenditure</b>					<b>346.53</b>	<b>122.35</b>
	Depreciation & amortisation	414.45	450.54	24.59	19.61	439.04	470.15
	Unallocable depreciation			-	-	26.86	12.51
	<b>Total depreciation &amp; amortisation</b>					<b>465.90</b>	<b>482.66</b>

#### 48. financial risk management objectives and policies

The Company's principal financial liabilities other than derivatives comprise long-term and short-term borrowings, capital creditors and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets other than derivatives include trade and other receivables, cash and cash equivalents and deposits that derive directly from its operation.

The Company is exposed to market, credit, liquidity and regulatory risks. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below :

##### A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: commodity risk, interest rate risk and foreign currency risk.

##### (i) Commodity Price Risk

Company is affected by the price volatility of certain commodities, primarily, Solar Module. Its operating activities require the on-going purchase of these materials. The company has arrangement to pass-through the increase/decrease in these material price through price variance clause in majority of the contract.

##### (ii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rate relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency). Further, the Company has foreign currency risk on import of input materials, capital commitment and also borrow funds in foreign currency for its business. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. Certain transactions of the Company act as a natural hedge as a portion of both assets and liabilities are denominated in similar foreign currencies, for the remaining exposures to foreign exchange risks, the Company adopts a policy of selective

## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

hedging based on risk perception of management using derivative, whenever required, to mitigate or eliminate the risks.

### (iii) Interest Rate risk

The Company is exposed to interest rate risk on financial liabilities such as borrowings, both short-term and long-term. It maintains a balance of fixed and floating interest rate borrowings and the proportion is determined by current market interest rates, projected debt servicing capability and view on future interest rates.

### B. Credit Risk

Financial Asset of the Company include trade receivables, employee advances and bank deposits which represents Company's maximum exposure to the credit risk.

With respect to credit exposure from customers, the Company has a procedure in place aiming to minimise collection losses. Credit Control team assesses the credit quality of the customers, their financial position, past experience in payment and other relevant factors. The Company's exposure to credit risk is influence mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including default risk associated with the industry and country in which customers operate. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. with respect to other financial risk viz loan and advances, deposit with government, the credit risk is insignificant since the loans and advances are given to its employees only and deposits are held with reputable banks. The credit quality of the financial assets is satisfactory, taking into account the allowance for credit losses.

### C. Regulatory Risks

The Company performance may be impacted due to change in Regulatory Environment. The Company is closely monitoring the regulatory developments and risks thereof and proactively implementing course correction for proper compliance commensurate with new regulatory requirements.

### D. Liquidity Risk

The company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans

The table below summarises the maturity profile of the company's financial liabilities based on contractual undiscounted payments.

Year Ended	On Demand	3 to 12 Months	1 to 5 Years	>5 Years	Total
<b>31-Mar-23</b>					
<b>Borrowings</b>	-	917.48	319.48	-	1,236.96
	-	<b>917.48</b>	<b>319.48</b>	-	<b>1,236.96</b>
<b>31-Mar-22</b>					
<b>Borrowings</b>	-	732.26	1,154.09	-	1,886.35
	-	<b>732.26</b>	<b>1,154.09</b>	-	<b>1,886.35</b>

### 49. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.



## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

**Debt = Non current borrowings + Current Borrowings.**

**Equity = Equity Share capital + Other Equity**

Particulars	31 Mar 2023	31 Mar 2022
Debt (A)	1,236.96	1,886.35
Equity (B)	<b>12,066.58</b>	<b>11,189.30</b>
Debt Equity ratio (A/B)	<b>0.10</b>	<b>0.17</b>

### 50. Ratio analysis and its elements.

Ratio	Numerator	Denominator	March 31,2023	March 31,2022	% Change	Reason for variance
<b>Numerator</b>	Current Assets	Current Liabilities	1.31	0.63	108.02	Note(a)
<b>Debt-Equity Ratio</b>	Total Debt*	Shareholder's Equity	0.10	0.17	(39.19)	Note(b)
<b>Debt Service Coverage Ratio</b>	Earning for debt service = Net profit before taxes + non-cash operating expenses + Finance Costs	Debt service = Interest & lease payments + Principal repayments	1.79	1.32	34.78	Note(c)
<b>Return on Equity ratio</b>	Net profit after taxes	Shareholder's equity	6.11	4.36	40.17	Note(d)
<b>Inventory Turnover ratio</b>	Inventory	Net Sales*365 days	24 days	23 days	7.78	
<b>Trade receivables turnover ratio</b>	Debtors	Gross Sales*365 days	55 days	51 days	6.99	
<b>Trade payables turnover ratio</b>	Creditors	Total Purchases*365 days	130 days	274 days	(52.71)	Note(e)
<b>Net Capital Turnover Ratio</b>	Net sales = Total sales - sales return	Net Working Capital = Current assets - Current liabilities excl term loan payable in 1 year	1.56	4.39	(64.43)	Note(f)
<b>Net Profit Ratio</b>	Net profit after taxes	Net Sales = Total sales - Sales return	43.06	27.54	56.39	Note(g)
<b>Return on capital employed</b>	Earnings before interest and taxes	Capital employed = Tangible Net Worth + Total Debt	11.95	11.06	8.10	

#### Notes

- Change in the Current ratio is due to increase in the current Assets on account of investment in Mutual Funds.
- Change in Debt Equity ratio is due to Prepayments of Long Term borrowings
- Change in Debt service ratio is due to decrease in Long Term Liabilities and Net Profit.
- Change in the Return on Equity ratio is on account of Increase in Net Profit.
- Change in the Trade Payables ratio is due to increase in purchases.
- Change in the Net Capital Turnover ratio is due to increase in Certain Assets.
- Change in the Net Profit ratio is due to Increase in other income and decrease in Finance cost.

### 51. Other Statutory Information

#### A. RELATIONSHIP WITH STRUCK OFF COMPANIES

The company do not have any transactions with company's struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956 during the year ended 31st March, 2023 (Previous year: Nil).

## Notes forming part of the Standalone Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### B. DISCLOSURE IN RELATION TO UNDISCLOSED INCOME

The company do not have any such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year ended 31st March, 2023 and also for the year ended 31st March, 2022 in the tax assessments under Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

### C. DETAILS OF BENAMI PROPERTY HELD

The Company do not hold any property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, hence there are no proceedings against the company for the year ended 31st March, 2023 and also for the year ended 31st March, 2022.

### D. REGISTRATION OF CHARGES OR SATISFACTION WITH REGISTRAR OF COMPANIES (ROC)

The Company do not have any charges or satisfaction, which are yet to be registered with ROC beyond the statutory period, during the year ended 31st March, 2023 and also during the year ended 31st March, 2022.

### E. DETAILS OF CRYPTO CURRENCY OR VIRTUAL CURRENCY

The company have not traded or invested in crypto currency or virtual currency during the year ended 31st March, 2023 and also during the year ended 31st March, 2022.

### F. UTILISATION OF BORROWED FUND AND SHARE PREMIUM

The company have not advanced or loaned or invested funds to any other person(s) or entity (ies), including foreign entities (intermediaries) with the understanding that the intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

The company have not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

G. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

52. Confirmation letters of majority of balances under the heads Trade Payables, Claims Recoverable, Loans & Advances, Trade Receivables and Deposits from and with various parties/ Government Departments have been sent but in number of cases such confirmation letters from the parties are yet to be received.

53. Previous year's figures have been regrouped and rearranged, wherever found necessary

As per our report of even date attached  
**For Luharuka & Associates**  
**Chartered Accountants**  
**Firm Reg No - 01882S**

**For and on behalf of the BOD of Surana Telecom and Power Ltd**

**Naveen Lohia**  
**Partner**  
**M.No: 214548**

**Narender Surana**  
**Managing Director**  
**DIN: 00075086**

**Devendra Surana**  
**Director**  
**DIN: 00077296**

Place: Secunderabad  
 Date: 30<sup>th</sup> May, 2023

**T.R. Venkataramanan**  
**Chief Financial Officer**

**Mansa Thakur**  
**Company Secretary**  
**M.No: A67140**

## Independent Auditors' Report on Consolidated Financial Statements

To  
 The Members of  
**SURANA TELECOM AND POWER LIMITED**  
**Report on Audit of Consolidated Financial Statements**

### Opinion

We have audited the accompanying consolidated Financial Statements of **SURANA TELECOM AND POWER Limited** (Herein after referred to as "The Holding Company") and four of its Subsidiaries '**Surana Solar Systems Private Limited**', '**Tejas India Solar Energy Private Limited**', '**Aryavaan Renewable Energy Private Limited** And '**Bhagyanagar Green Energy Private Limited**' and one of its Associate company – '**SURANA SOLAR LIMITED**' (Holding company, its subsidiaries and its associate together referred to as "the Group"), comprising of the consolidated balance sheet as at 31 March 2023, the consolidated statement of profit and loss (including other comprehensive income), the consolidated cash flow statement, the consolidated statement of change in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Financial Statements give the information required by the Companies Act, 2013 ("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 consolidated state of affairs of the Group and associate as at 31 March 2023, of consolidated profit total comprehensive Income (comprising of profit and other comprehensive income), consolidated changes in equity and its consolidated cash flow for the year then ended.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group, and its associates in accordance with ethical requirement that are relevant to our audit of consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants and are relevant provision of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained,

### Emphasis of matter

We draw attention to the following matters:

(a) Note No.53 of the accompanying consolidated Financial Statements wherein, balances under the head Claims Recoverable, Loans & Advances, Deposits from and with various parties and certain balances of trade receivables, trade payables and other current liabilities have not been confirmed as at March 31, 2023, although letters have been sent by the Company seeking confirmation of balances. Consequential impact upon receipt of such confirmation / reconciliation / adjustments of such balances, if any is not ascertainable at this stage.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context:

Descriptions of Key Audit Matter	How we addressed the matter in our audit
<p>1. Accuracy and completeness of revenue recognized.</p> <p>Refer to note 26 to the Consolidated Financial Statements, The Company reported revenue of ₹ 2791.33 Lakhs from sale of solar products. The application of revenue recognition accounting standards is complex and involves a number of key judgments and estimates. Due to the estimates and judgment and complexity involved in the application of the revenue recognition accounting standards, we have considered this matter as a key audit matter. The Company's accounting policies relating to revenue recognition are presented in note 11 to the financial statements.</p>	<p>We addressed the Key Audit Matter as follows :-</p> <p>1. As part of our audit, we understood the Company's policies and processes, control mechanisms and methods in relation to the revenue recognition and evaluated the design and operating effectiveness of the financial controls from the above through our test of control procedures.</p>

Descriptions of Key Audit Matter	How we addressed the matter in our audit
	<p>2. Assessed the Company's revenue recognition accounting policies in line with Ind AS 115 ("Revenue from Contracts with Customers") and tested thereof.</p> <p>3. Review the company's judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time.</p> <p>4. Tested a sample of sales transactions for compliance with the Company's accounting Principles to assess the completeness and accuracy of revenue recorded.</p> <p>5. We evaluated the management's process to recognize revenue over a period of time, total cost estimates, status of the projects and re-calculated the arithmetic accuracy of the same.</p> <p>6. Evaluated management assessment of the impact on revenue recognition.</p> <p>7. Evaluated management assessment of the impact on revenue recognition.</p> <p>8. Our tests of detail focused on transactions occurring within proximity of the year end and obtaining evidence to support the appropriate timing of revenue recognition, based on terms and conditions set out in sales contracts and delivery documents. We considered the appropriateness and accuracy of any cut-off adjustments.</p> <p>9. Performed analytical procedures over revenue and receivables. Compared revenue with historical trends and where appropriate, conducted further enquiries and testing.</p> <p>10. Traced disclosure information to accounting records and other supporting documentation.</p> <p>11. Assessed disclosures in financial statements in respect of revenue, as specified in Ind AS 115.</p> <p>12. Our Observation: Based on the audit procedures performed we did not identify any material exceptions in the revenue recognition.</p>
<p>2. Valuation of Inventories.</p> <p>Refer to note 6 to the Consolidated Financial Statements, the Company is having the Inventories of Rs 115.96 Lakhs as on 31st March 2023. As described in the accounting policies in note 1 to the consolidated financial statements, inventories are carried at the lower of cost and net realisable value. As a result, the management applies judgment in determining the appropriate provisions for obsolete stock based upon a detailed analysis of old inventory, net realisable value below cost based upon future plans for sale of inventory.</p>	<p>We addressed the Key Audit Matter as follows :-</p> <p>We obtained assurance over the appropriateness of the management's assumptions applied in calculating the value of the inventories and related provisions and management assertion regarding existence and ownership by:-</p>
	<p>1. Completed a walkthrough of the inventory valuation process and assessed the design and implementation of the key controls addressing the risk.</p>
	<p>2. Verifying the effectiveness of key inventory controls operating over inventories;</p>

Descriptions of Key Audit Matter	How we addressed the matter in our audit
	3. Reviewing the physical verification documents related to inventories conducted during the year.
	4. Verifying for a sample of individual products that costs have been correctly recorded.
	3. Comparing the net realisable value to the cost price of inventories to check for completeness of the associated provision.
	4. Reviewing the historical accuracy of inventory provisioning and the level of inventory write-offs during the year.
	5. Re-computing provisions recorded to verify that they are in line with the Company policy.
	6. Our Observation:
	Based on the audit procedures performed we did not identify any material exceptions in the Inventory valuation and existence.

**Information Other than the Consolidated Financial Statements and Auditor's Report Thereon** The Holding Company's Board of Directors is responsible for the other information. The other information comprise the information included in the annual report, but does not include the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the annual report, If we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

#### **Management's Responsibility and those charged with Governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including

the Accounting Standards specified under Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the Companies included in Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, 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, which have been used for the purpose of preparation of the consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the group are responsible for overseeing the company's financial reporting process of the Group.

## Auditors Responsibilities for the audit of Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events

or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

- 1) As required by section 143(3) of the Act, we report, to the extent applicable that:
  - i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of aforesaid consolidated financial statements.
  - ii. In our opinion proper books of account as required by law relating to preparation of aforesaid consolidated financial statements have been kept by the Company so far as appears from our examination of those books and the reports.
  - iii. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with relevant books of account and records maintained for the purpose of preparation of consolidated financial statements.
  - iv. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - v. On the basis of written representations received from the directors of Holding Company as on March 31, 2023, and taken on record by the Board of Directors of Holding Company and the report of the statutory auditors of subsidiary company, incorporated in India, none of the directors of the Group Companies, incorporated in India, is disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164(2) of the Act.
  - vi. With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - vii. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, remuneration has been paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - viii. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Group has disclosed the impact of pending litigations on its financial position in its consolidated financial statement.
    - ii. The Group did not have any long-term contracts including derivative contracts as at March 31, 2023; as such the question of commenting on any material foreseeable losses thereon does not arise
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.
  - iv a) The respective Managements of the company and its subsidiaries which are incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from the borrowed funds or share premium or any other sources or kind of funds) by the Company or any such of subsidiaries to or in any other person or entity including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate beneficiaries.
  - b) The respective Management of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of the knowledge and belief no funds (which are material either individually or in the aggregate) have been received by the company or any of subsidiaries from any person or entity, including foreign entity ("Funding parties") with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall directly or indirectly, lend or invest in other persons or entities identified in any manner what's the whatsoever by or on behalf of the funding party ("Ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- c) Based on audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations are under sub clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- 2) With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies( Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanation given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.
- 3) The Holding company has not declared any dividend in the previous financial year which has been paid in current year. Further, no dividend has been declared/ proposed for the current year accordingly the section 123 of the Act is not applicable to the company.
- 4) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

**For Luharuka & Associates**  
Chartered Accountants  
Firm Reg No: - 01882S

**Naveen Lohia**  
(Partner)  
Membership No.: 214548  
UDIN: 23214548BGWOPM5326

Place: Secunderabad  
Date: 30<sup>th</sup> May, 2023



## Annexure - A to the Auditors' Report

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

In conjunction with our audit of the consolidated Financial Statements of the Company as of and for the year ended 31 March 2023, we have audited the internal financial controls over financial reporting of SURANA TELECOM AND POWER LIMITED ("the Holding Company") and its subsidiaries and one associate company (together referred to as "the Group"), which are companies incorporated in India, as of that date.

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

The Respective Board of Directors of the Holding Company and its subsidiary companies, to whom reporting under clause (i) of sub section 3 of section 143 of the Act in respect of the adequacy of the internal financial controls over financial reporting is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

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

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

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

**Opinion**

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For Luharuka & Associates**

Chartered Accountants

Firm Reg No: - 01882S

**Naveen Lohia**

(Partner)

Membership No.: 214548

UDIN: **23214548BGWOPM5326**

Place: Secunderabad

Date: 30<sup>th</sup> May, 2023

## Consolidated Balance Sheet as at 31st March, 2023

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

Particulars	Note No.	As at 31st March 2023	As at 31st March 2022
<b>ASSETS</b>			
<b>1) Non Current Assets</b>			
a) Property, Plant and Equipment	5	7,189.37	7,863.19
Capital work-in Progress		-	1,365.70
b) Financial Assets		-	-
(i) Investments	6	2,828.98	2,367.06
(ii) Loans	7	2,810.33	2,474.94
(iii) Other financial assets	8	40.88	40.88
<b>Total Non Current Assets</b>		<b>12,869.55</b>	<b>14,111.77</b>
<b>2) Current Assets</b>			
a) Inventories	9	115.96	111.31
b) Financial assets			
(i) Investments	10	635.54	10.00
(ii) Trade receivables	11	658.03	1,169.47
(iii) Cash and cash equivalents	12	114.55	62.66
(iv) Other Balances with Bank	13	77.44	142.41
c) Current tax assets(Net)	14	61.56	-
d) Other current assets	15	535.51	66.90
<b>Total Current Assets</b>		<b>2,198.58</b>	<b>1,562.74</b>
<b>TOTAL ASSETS</b>		<b>15,068.13</b>	<b>15,674.51</b>
<b>EQUITY AND LIABILITIES</b>			
<b>1) Equity</b>			
a) Equity share capital	16	1,357.60	1,357.60
b) Other Equity	17	10,964.27	10,403.00
<b>Total Equity</b>		<b>12,321.87</b>	<b>11,760.60</b>
<b>2) Non Controlling Interest</b>			
<b>3) Non Current Liabilities</b>	18	1,448.04	1,341.76
a) Financial liabilities			
(i) Borrowings	19	417.08	1,753.88
(ii) Other non current financial liabilities	20	79.61	79.61
Deferred tax liabilities (Net)		(160.17)	(121.76)
<b>Total Non Current Liabilities</b>		<b>336.52</b>	<b>1,711.73</b>
<b>4) Current Liabilities</b>			
a) Financial liabilities			
(i) Borrowings	21	915.41	766.24
(ii) Trade Payables	22		
- Total Outstanding dues of Micro and Small Enterprises			
- Total Outstanding dues of Creditors Other than Micro and Small Enterprises		15.02	9.81
(iii) Other current financial liabilities	23	8.75	17.48
b) Provisions	24	18.66	32.80
c) Other current liabilities (Net)	25	3.86	34.09
<b>Total Current Liabilities</b>		<b>961.70</b>	<b>860.42</b>
<b>Total Liabilities</b>		<b>2,746.26</b>	<b>3,913.92</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>15,068.13</b>	<b>15,674.51</b>

Significant accounting policies and key accounting estimates and judgements  
The accompanying notes form an integral part of Consolidated Financial Statements

1 to 4  
34 to 45

As per our report of even date attached  
**For Luharuka & Associates**  
Chartered Accountants  
Firm Reg No - 01882S

**For and on behalf of the BOD of Surana Telecom and Power Ltd**

**Naveen Lohia**  
Partner  
M.No: 214548

**Narender Surana**  
Managing Director  
DIN: 00075086

**Devendra Surana**  
Director  
DIN: 00077296

Place: Secunderabad  
Date: 30<sup>th</sup> May, 2023

**T.R. Venkataramanan**  
Chief Financial Officer

**Mansa Thakur**  
Company Secretary  
M.No: A67140

**Consolidated Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2023**

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

Particulars	Note	For the Year 2022-23	For the Year 2021-22
<b>I Income</b>			
Revenue from operations	26	2,791.33	2,944.58
<b>II Other Income</b>	27	942.41	387.66
<b>III Total Income</b>	<b>(I+II)</b>	<b>3,733.74</b>	<b>3,332.24</b>
<b>IV Expenses</b>			
Cost of material consumed			
Purchase of stock in trade	28	42.23	13.04
Changes in Inventories of Finished Goods, Stock in Process and Stock in Trade	29	(4.65)	18.26
Employee benefits expense	30	369.06	349.12
Finance costs	31	154.24	368.74
Depreciation and Amortisation Expenses	32	1,014.42	1,097.73
Other expenses	33	1,570.44	564.66
<b>Total expenses</b>		<b>3,145.73</b>	<b>2,411.55</b>
<b>V Profit before extraordinary items and tax</b>	<b>(III-IV)</b>	<b>588.01</b>	<b>920.69</b>
<b>VI Exceptional Items</b>		-	-
<b>VII Profit Before tax (V-VI)</b>		<b>588.01</b>	<b>920.69</b>
<b>VIII Tax expense:</b>			
Current Tax		194.65	161.70
Deferred Tax		(38.41)	(32.60)
Taxes for earlier years		(0.64)	-
<b>IX. Profit for the Year</b>	<b>(VII+VIII)</b>	<b>432.41</b>	<b>791.60</b>
<b>X Other Comprehensive Income (OCI)</b>			
a Items that will not be reclassified to profit or loss		140.49	60.07
b Items that will be reclassified to profit or loss			
<b>Total Other Comprehensive Income/(Loss) for the Year</b>		<b>572.89</b>	<b>851.66</b>
<b>XI Total Comprehensive Income / (Loss) for the year (IX+X)</b>			
Attributable to:			
-Owners of the Company		466.61	709.55
-Non Controlling Interest		106.28	142.11
		<b>572.89</b>	<b>851.66</b>
<b>XII Earning Per Equity Share</b>			
a Basic (₹)		0.32	0.58
b Diluted (₹)		0.32	0.58

Significant accounting policies and key accounting estimates and judgements

1 to 4

The accompanying notes form an integral part of Consolidated Financial Statements

34 to 45

As per our report of even date attached  
**For Luharuka & Associates**  
**Chartered Accountants**  
**Firm Reg No - 01882S**

**For and on behalf of the BOD of Surana Telecom and Power Ltd**

**Naveen Lohia**  
**Partner**  
**M.No: 214548**

**Narender Surana**  
**Managing Director**  
**DIN: 00075086**

**Devendra Surana**  
**Director**  
**DIN: 00077296**

Place: Secunderabad  
Date: 30<sup>th</sup> May, 2023

**T.R. Venkataramanan**  
**Chief Financial Officer**

**Mansa Thakur**  
**Company Secretary**  
**M.No: A67140**

**Consolidated Statement of Changes in Equity for the Year ended 31st March 2023**

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

A. Equity Share capital		No of shares	In Lakhs
<b>Particulars</b>			
<b>Current Year Reporting Period</b>			
Balance as at 1 April 2022		135,759,963	1,357.60
Changes in equity share capital during 2022-23		-	-
Balance as at 31 March 2023		135,759,963	1,357.60
<b>Previous Year Reporting Period</b>			
Balance as at 1 April 2021		135,759,963	1,357.60
Changes in equity share capital during 2021-22		-	-
Balance as at 31 March 2022		135,759,963	1,357.60

**B. Other equity**

Particulars	Reserves and Surplus				Other Comprehensive Income		Total
	Retained Earnings	General Reserve	Capital Redemption reserve	Revaluation Reserve	Central Subsidy	FVTOCI Equity Instruments	
<b>Current year reporting period</b>							
Balance at 1st April 2022	5,063.87	4,441.07	240.00	136.40	35.00	486.66	10,403.00
Profit for the year	432.41						432.41
Other Comprehensive Income (net of tax)						140.49	140.49
<b>Total Comprehensive Income for the year 2022-23 (B)</b>	<b>432.41</b>					<b>140.49</b>	<b>572.89</b>
Add/(Less): Non-controlling interest (Current year's profit) (C)	(106.28)						(106.28)
Add: Share in Net profit of associate company (D)	94.66						94.66
<b>Balance at 31st March 2023 E= (A+B+C+D)</b>	<b>5,484.65</b>	<b>4,441.07</b>	<b>240.00</b>	<b>136.40</b>	<b>35.00</b>	<b>627.14</b>	<b>10,964.27</b>
<b>Previous year reporting period</b>							
Balance at 1st April 2021	4,379.43	4,441.07	240.00	136.40	35.00	426.59	9,658.50
Profit for the year	791.60						791.60
Other Comprehensive Income (net of tax)						60.07	60.07
<b>Total Comprehensive Income for the year 2021-22 (B)</b>	<b>791.60</b>					<b>60.07</b>	<b>851.66</b>
Add/(Less): Non-controlling interest (Current year's profit) (C)	(142.11)						(142.11)
Add: Share in Net profit of associate company (D)	34.95						34.95
<b>Balance at 31st March 2022 E= (A+B+C+D)</b>	<b>5,063.87</b>	<b>4,441.07</b>	<b>240.00</b>	<b>136.40</b>	<b>35.00</b>	<b>486.66</b>	<b>10,403.00</b>

Particulars	Reserves and Surplus				Other Comprehensive Income		Total
	Retained Earnings	General Reserve	Capital Redemption Reserve	Revaluation Reserve	Central Subsidy	FVTOCI Equity Instruments	

The Description, Nature and Purpose of the each reserve with in equity are as follows.

**General Reserve:** This reserve is created by an appropriation from one component of equity (generally retained earnings) to another, not being an item of OCI. The same can be utilised in accordance with the provisions of Companies Act 2013.

**Retained Earnings:** This reserve represents the cumulative profits of the company. The reserve can be utilised in accordance with the provisions of the Companies Act 2013

**Capital Redemption Reserve:** Capital Redemption Reserve was created on account of buy back of shares of the Company.

**Revaluation Reserve:** Revaluation reserve which are kept aside out of company's profit to meet the future obligation

**Central Subsidy:** Central Subsidy which are kept aside out of company's profit to meet the specific obligation

**FVTOCI Equity Instruments :** FVTOCI reserve created to set aside the amount on account of fair value of equity instrument

Significant accounting policies and key accounting estimates and judgements.	1 to 4
The accompanying notes form an integral part of Consolidated Financial Statements	34 to 45

As per our report of even date attached

**For Luharuka & Associates**  
**Chartered Accountants**  
**Firm Reg No - 01882S**

**Naveen Lohia**  
**Partner**  
**M.No: 214548**

**Narender Surana**  
**Managing Director**  
**DIN: 00075086**

**Devendra Surana**  
**Director**  
**DIN: 00077296**

**For and on behalf of the BOD of Surana Telecom and Power Ltd**

Place: Secunderabad  
Date: 30<sup>th</sup> May, 2023

**T.R. Venkataraman**  
**Chief Financial Officer**

**Mansa Thakur**  
**Company Secretary**  
**M.No: A67140**

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

Particulars	For the Year 2022-23		For the Year 2021-22	
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit (Loss) before Tax and Exceptional Items		588.01		920.69
<b>Adjustments for Non-Operating Activities:</b>				
Sundry Balances written off	-		5.42	
Loss due to accident	-		10.92	
Loss on sale of Assets	-		12.05	
Loss on Conversion of CWIP into stock-in-trade	867.01		-	
Sundry Balances written back	(21.42)		(27.76)	
(Profit)/loss on Sale of Investments	(749.23)		(139.66)	
(Profit)/loss on Sale of Assets	(3.09)		(0.97)	
Interest Paid	154.24		368.74	
Depreciation & amortisation	1,014.42		1,097.73	
Income from Mutual Fund	(18.22)		-	
Gain on fair Value of Mutual Fund	(13.02)		-	
Interest income	(137.10)		(197.81)	
		1,093.59		1,128.66
<b>Operating Profit before Working Capital Changes</b>		<b>1,681.60</b>		<b>2,049.36</b>
<b>Adjustments for Working Capital Changes:</b>				
(Increase)/ Decrease in Inventories	(4.65)		18.26	
(Increase)/ Decrease in Other Current and non current assets	(468.61)		107.63	
(Increase)/ Decrease in Trade Receivables	511.44		(426.47)	
(decrease)/ Increase in Trade payables and other liabilities	(17.74)		(257.24)	
<b>Cash Generation From Operations</b>		20.44		(557.81)
Direct Taxes (Net)		(255.57)		(124.42)
<b>Net Cash from Operating Activities (A)</b>		<b>1,446.46</b>		<b>1,367.13</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Fixed Assets	(346.53)		(137.35)	
Sale of Fixed Assets (net)	9.03		200.25	
Loans & advances to subsidiary company	-		430.53	
Loans & advances to other body corporates	(335.38)		-	
Changes in CWIP	498.69		-	
Sale of investments	759.23		-	
Investment in shares (Net)	(849.29)		145.03	
Income from Mutual Fund	18.22		-	
Interest received	137.10		197.81	
<b>Net Cash from Investing Activities (B)</b>		<b>(108.93)</b>		<b>836.26</b>

Particulars	For the Year 2022-23		For the Year 2021-22	
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds/(Repayment) from borrowings	(1,187.64)		(2,161.23)	
Proceeds/(Repayment) from others	(8.73)		218.52	
Interest Paid	(154.24)		(368.74)	
Unclaimed Dividend Paid	(4.59)		(4.65)	
(Increase)/Decrease in restricted deposits	69.55		31.11	
<b>Net Cash from Financing Activities (C)</b>		<b>(1,285.64)</b>		<b>(2,284.99)</b>
<b>Net Increase (Decrease) in Cash and Cash Equivalent (A+B+C)</b>		51.89		(81.60)
Cash and Cash Equivalent at the beginning		62.66		144.26
Cash and Cash Equivalent at the end		114.55		62.66
<b>Net Increase (Decrease) in Cash and Cash Equivalent (A+B+C)</b>		<b>51.89</b>		<b>(81.60)</b>

**Notes:****1** Components of cash and cash equivalents

Cash on hand

Balances with bank

**Total****As on  
31.03.2023**

2.74

111.81

**114.55****As on  
31.03.2022**

2.20

60.46

**62.66****2** Accompanied notes to accounts forms an integral part of the Financial Statements.**3** The Cash Flow has been prepared as set out in Indian Accounting Standard (IND AS) 7 : Statement of Cash Flows, as amended by Companies (Indian Accounting Standards) (Amendment) Rules 2016.

This is the Cash Flow Statement referred to in our report of even date attached.

As per our report of even date attached

**For Luharuka & Associates****Chartered Accountants****Firm Reg No - 01882S****For and on behalf of the BOD of Surana Telecom and Power Ltd****Naveen Lohia****Partner****M.No: 214548****Narender Surana****Managing Director****DIN: 00075086****Devendra Surana****Director****DIN: 00077296**

Place: Secunderabad

Date: 30<sup>th</sup> May, 2023**T.R. Venkataramanan****Chief Financial Officer****Mansa Thakur****Company Secretary****M.No: A67140**



## SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS, KEY ESTIMATES & BASIS OF CONSOLIDATION

### 1. CORPORATE OVERVIEW:

Surana Telecom and Power Limited (“the Company”) is a Public Limited Company registered under the Companies Act, 1956. It is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). It was incorporated on 14.08.1989 having its registered office at Plot No. 214, 215/A, Phase-II IDA, Cherlapally Hyderabad 500051. The company’s CIN No. is L23209TG1989PLC010336. The Company is into the business of manufacturing/Trading of Solar related Products, Generation of Solar Power and Wind Power.

The following are the subsidiaries of Surana Telecom and Power Limited;

Aryavaan Renewable Energy Pvt Ltd (“the company”) is a Company registered under the companies act, 2013. It was incorporated on 21.09.2015 having its registered office at 5TH FLOOR, SURYA TOWERS SARDAR PATEL ROAD SECUNDERABAD Hyderabad 500003.

Bhagyanagar Green Energy Pvt Ltd (“the company”) is a Company registered under the companies act, 2013. It was incorporated on 07.04.2005 having its registered office at 5TH FLOOR SURYA TOWERS SP ROAD, SECUNDERABAD 500003.

Surana Solar Systems Pvt Ltd (“the company”) is a Company registered under the companies act, 2013. It was incorporated on 06.12.2012 having its registered office at DoorNo1-7-4to10/C/4 5thFloor, Surya Towers, Sardar Patel Road, Secunderabad Hyderabad 500003.

Tejas India Solar Energy Pvt Ltd (“the company”) is a Company registered under the companies act, 2013. It was incorporated on 30-03-2015 having its registered office at 2ND FLOOR, SURYA TOWERS SARDAR PATEL ROAD SECUNDERABAD Hyderabad 500003.

The Consolidated financial statements of Surana Telecom and Power Limited and its subsidiaries, together to be said as “the company” have been approved by the Board of Directors in their meeting held on May 30, 2023

### 2. BASIS OF PREPARATION:

#### a) Statement of Compliance

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (“Ind AS”) as prescribed by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (“the Act”), read with the Companies (Indian Accounting Standards) Rules, 2015 (amended), guidelines issued by the Securities and Exchange Board of India (SEBI), and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Consolidated Financial Statement, other relevant provisions of the Act and other accounting principles generally accepted in India.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

#### b) Basis of Measurement

The consolidated financial statements of the company have been prepared on historical cost basis except for the following assets and liabilities which have been measured at fair value:

- i) Certain financial assets & liabilities (including derivative instruments)
- ii) Defined Benefit Plans as per actuarial valuation
- iii) Share based Payments

#### c) Functional and Presentation Currency

The consolidated financial statements have been presented in Indian Rupees (INR), which is also the company’s functional currency. All financial information presented in INR has been rounded off to the nearest Lakhs as per the requirements of Schedule III, unless otherwise stated.

### 3. Basis of Consolidation

#### Subsidiaries

Subsidiaries are all entities over which the Company has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the

date on which control is transferred to the Company. They are deconsolidated from the date when control ceases. The acquisition method of accounting is used to account for business combinations by the Company.

The Company combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, cash flows, income and expenses, Intercompany transactions, balances and unrealized gains on transactions between Company companies are eliminated. Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

### **Joint Ventures**

Under Ind AS 111 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the consolidated Ind AS contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.

The joint arrangement is structured through a separate vehicle and the legal form of the separate vehicle, the terms of the contractual arrangement and, when relevant, any other facts and circumstances gives The company rights to the net assets of the arrangement (i.e. the arrangement is a joint venture). The activities of the joint venture are primarily aimed to provide the third parties with an output and the parties to the joint venture will not have rights to substantially all the economic benefits of the assets of the arrangement. The company's interests in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated balance sheet.

### **Equity Method**

Under the equity method of accounting, the investments are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the carrying amount of the investment is adjusted to recognise changes in the company's share of net assets of the joint venture since the acquisition date and the company's share of other comprehensive income. Goodwill relating to the joint venture is included in the carrying amount of the investment and is not tested for impairment individually. When the company's share of losses in an equity accounted investment equals or exceeds its interest in the entity, the company does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity. Dividends received or receivable from joint ventures are recognised as a reduction in the carrying amount of the investment. The carrying amounts of equity accounted investments are tested for impairment.

### **Changes in ownership interests**

When the company ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognised in statement of profit and loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as a joint venture. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the company had directly disposed off the related assets or liabilities. The amounts previously recognised in other comprehensive income are reclassified to statement of profit and loss. If the ownership interest in a joint venture is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to statement of profit and loss where appropriate.

### **Transactions eliminated on consolidation**

Inter-group balances and transactions, and any unrealised income and expenses arising from inter-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the Investment to the extent of the company's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

### **d) Use of Assumptions, Judgments and Estimates**

The key assumption, judgment and estimation at the reporting date, that have significant risk causing the material adjustment to the carrying amounts of assets and liabilities within the next financial year, are describe below. The company based its assumption, judgment and estimation on parameters available on the consolidated financial statements were prepared. Existing circumstances and assumption about future development, however, may change due to market changes or circumstances arising that are beyond the control of the company . Such changes are reflected in the assumption when they occur.

#### **i) Revenue**

The application of revenue recognition accounting standards is complex and involves a number of key judgements and estimates. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions and incentives, if any, as specified in the contract with the customer. The company exercises judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time.

**ii) Impairment of non-financial assets**

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, The company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

An impairment loss is recognized as an expense in the consolidated statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognized in earlier accounting period is reversed if there has been an improvement in recoverable amount.

**iii) Defined benefit plans**

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**iv) Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

**v) Impairment of financial assets**

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**vi) Share-based payments**

The company measures the cost of equity-settled transactions with employees using Black-Scholes model to determine the fair value of the liability incurred on the grant date. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

**vii) Recognition of Deferred Tax Assets**

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the company's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits.

**viii) Classification of Leases**

The company enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

**ix) Restoration, rehabilitation and decommissioning**

Estimation of restoration/ rehabilitation/ decommissioning costs requires interpretation of scientific and legal data, in addition to assumptions about probability of future costs.

**x) Provisions and Contingencies**

The assessments undertaken in recognising provisions and contingencies have been made in accordance with Indian Accounting Standards (Ind AS) 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events is applied best judgement by management regarding the probability of exposure to potential loss.

**xi) Allowances for Doubtful Debts**

The company makes allowances for doubtful debts through appropriate estimations of irrecoverable amount. The identification of doubtful debts requires use of judgment and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debts expenses in the period in which such estimate has been changed.

**e) Classification of Assets and Liabilities into Current/Non-Current**

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013, as given below.

The company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

For the purpose of Balance Sheet, an asset is classified as current if:

- i) Expected to be realized or intended to sold or consumed in normal operating cycle;
- ii) Held primarily for the purpose of trading;
- iii) Expected to be realized within twelve months after the reporting period; or
- iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All the other assets are classified as non-current.

Similarly, a liability is current if:

- i) It is expected to be settled in normal operating cycle;
- ii) It is held primarily for the purpose of trading;
- iii) It is due to be settled within twelve months after the reporting period; or
- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The company classifies all other liabilities as non-current.

Deferred Tax Assets and Liabilities are classified as non-current assets and liabilities respectively.

**4. SIGNIFICANT ACCOUNTING POLICIES:**

A summary of the significant accounting policies applied in the preparation of the consolidated financial statements are as given below. These accounting policies have been applied consistently to all the periods presented in the consolidated financial statements, unless otherwise stated.

**1) Inventories**

Raw materials and stores, work in progress, traded and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory arrived on weighted average basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

**Stores, spares and consumables**

Stores spares, packing material and all consumables items held for use in the production of inventories are charged to profit & loss account as and when purchased.

Provision is recognized for damaged, defective or obsolete stocks where necessary.

**2) Cash and Cash Equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand, Cheques on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

**3) Cash Flows**

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

**4) Income Tax**

Income Tax comprises current and deferred tax.

**a) Current Tax**

Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961. Current income tax is recognized in The consolidated statement of profit and loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.

**b) Deferred Tax**

Deferred tax is provided, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognised directly in equity or OCI is recognised in equity or OCI and not in the consolidated statement of profit and loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of interest in joint arrangements where The company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

MAT Credit is recognized as an asset only when and to the extent there is convincing evidence that The company will pay normal Income Tax during the specified period. In the year in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the ICAI, the said asset is created by way of credit to consolidated statement of profit and loss and shown as MAT credit entitlement. The company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

**5) Property, Plant and Equipment****a) Recognition and Measurement**

- i) Property, plant and equipment held for use in the production or/and supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost, less any accumulated depreciation and accumulated impairment losses (if any).
- ii) Cost of an item of property, plant and equipment acquired comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting any trade discounts and rebates,

any directly attributable costs of bringing the assets to its working condition and location for its intended use and present value of any estimated cost of dismantling and removing the item and restoring the site on which it is located.

- iii) In case of self-constructed assets, cost includes the costs of all materials used in construction, direct labour, allocation of directly attributable overheads, directly attributable borrowing costs incurred in bringing the item to working condition for its intended use, and estimated cost of dismantling and removing the item and restoring the site on which it is located. The costs of testing whether the asset is functioning properly, after deducting the net proceeds from selling items produced while bringing the asset to that location and condition are also added to the cost of self-constructed assets.
- iv) For transition to IND AS, The company has revalued land at fair value as deemed cost and considered other assets at Ind AS Cost.
- v) Gains or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset is recognized in the consolidated statement of profit and loss.
- vi) Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to The company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. Major Inspection/ Repairs/ Overhauling expenses are recognized in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied. Any Unamortized part of the previously recognized expenses of similar nature is derecognized.
- vii) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.
- viii) The company identifies and determines cost of asset significant to the total cost of the asset having useful life that is materially different from that of the remaining life.
- ix) Research and development costs that are in nature of tangible/ intangible assets and are expected to generate probable future economic benefits are capitalised and classified under tangible/intangible assets and depreciated on the same basis as other fixed assets. Revenue expenditure on research and development is charged to the statement of profit and loss in the year in which it is incurred.

#### **b) Depreciation and Amortization**

- i) Depreciation on property, plant and equipment is provided under Straight Line Method over the useful lives of assets prescribed by Schedule II of the Companies Act, 2013. Depreciation in change in the value of fixed assets due to exchange rate fluctuation has been provided prospectively over the residual life of the respective assets.
- ii) Depreciation in respect of property, plant and equipment added / disposed off during the year is provided on pro-rata basis, with reference to the date of addition/disposal.

#### **6) Intangible Assets**

- i) Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment loss, if any.
- ii) Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss.
- iii) Intangible assets are amortised on straight line basis over its estimated useful life of 5 years.

#### **7) Impairment of tangible and intangible assets**

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit and loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

#### **8) Capital Work in Progress**

Capital work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production.

#### **9) Investment in subsidiaries and associates**

Investments in subsidiaries and associates are recognised at cost as per IND AS 27. Except where investments accounted for at cost shall be accounted for in accordance with IND AS 105, Non-current Assets held for Sale and Discontinued Operations, when they are classified as held for sale.

#### **10) Leases**

##### **a) The company as lessor**

Leases for which The company is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

##### **b) The company as lessee**

The company assesses whether a contract is or contains a lease, at inception of the contract. The company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, The company recognises the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognised as expense in the periods in which they are incurred.

##### **c) Lease Liability**

The lease payments that are not paid at the commencement date are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in The company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments) payable during the lease term and under reasonably certain extension options, less any lease incentives;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the Balance Sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The company re-measures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is re-measured by discounting the revised lease payments using a revised discount rate.
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is re-measured by discounting the revised lease payments using a revised discount rate.

#### **d) Right of Use (ROU) Assets**

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever The company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under Ind AS 37- Provisions, Contingent Liabilities and Contingent Assets. The costs are included in the related right-of-use asset.

ROU assets are depreciated over the shorter period of the lease term and useful life of the underlying asset. If The company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. The depreciation starts at the commencement date of the lease.

The ROU assets are not presented as a separate line in the Balance Sheet but presented below similar owned assets as a separate line in the PPE note under "Notes forming part of the Financial Statement".

The company applies Ind AS 36- Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as per its accounting policy on 'property, plant and equipment'.

As a practical expedient, Ind AS 116 permits a lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The company has used this practical expedient.

Extension and termination options are included in many of the leases. In determining the lease term the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

### **11) Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable, and represents amount receivable from sale of solar modules, sale of solar power and lease rental, stated net of discounts.

Ind AS 115 "Revenue from Contracts with Customers", introduced one single new model for recognition of revenue which includes a 5-step approach and detailed guidelines. Among other, such guidelines are on allocation of revenue to performance obligations within multi-element arrangements, measurement and recognition of variable consideration and the timing of revenue recognition.

The Company considers the terms of the contract in determining the transaction price. The transaction price is based upon the amount the entity expects to be entitled to in exchange for transferring of promised goods and services to the customer after deducting incentive programs, included but not limited to discounts, volume rebates etc.

#### **a) Revenue from sale of goods**

Revenue from the sale of solar modules is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. Company recognises revenue at a point in time, when control is transferred to the customer, and the consideration agreed is expected to be received. Control is generally deemed to be transferred upon delivery of the products in accordance with the agreed delivery plan.



In case of related party transactions where related party meets the definition of customer (ie a party that has contracted with the Company to obtain goods or services that are an output of the Company's ordinary activity in exchange for consideration) and the transactions are within the scope of the standard then the revenue is recognised based on the principles of IND AS 115.

Revenues for services are recognised when the service rendered has been completed.

**a) Revenue from services**

Revenue from services mainly consists of the following;

• **Income from Lease Rent**

Revenue from services, which mainly consists of lease rentals from letting of space, is recognised over time on satisfying performance obligations as per the terms of agreement, that is, by reference to the period in which services are being rendered. Revenue from services, if any, involving single performance obligation is recognised at a point in time

• **Sale of energy**

Revenue from operations comprises of sale of power. Revenue is recognized at an amount that reflects the consideration for which the Company expects to be entitled in exchange for transfer of power (goods / service) to the customer. Revenue from sale of power is accounted for in accordance with tariff provided in Power Purchase Agreement (PPA) read with the regulations of respective regulatory authorities and no significant uncertainty as to the measurability or collectability exist. There is no impact on the adoption of the standard in the financial statement as the Company's revenue primarily comprised of revenue from sale of power and the recognition criteria of this revenue stream is largely unchanged by Ind AS 115.

**Contract Assets**

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Unbilled receivables where further subsequent performance obligation is pending are classified as contract assets when The company does not have unconditional right to receive cash as per contractual terms. Revenue recognition for fixed price development contracts is based on percentage of completion method. Invoicing to the clients is based on milestones as defined in the contract. This would result in the timing of revenue recognition being different from the timing of billing the customers. Unbilled revenue for fixed price development contracts is classified as non-financial asset as the contractual right to consideration is dependent on completion of contractual milestones.

**Impairment of Contract asset**

The company assesses a contract asset for impairment in accordance with Ind AS 109. An impairment of a contract asset is measured, presented and disclosed on the same basis as a financial asset that is within the scope of Ind AS 109.

**Contract Liability**

Contract Liability is recognised when there are billings in excess of revenues and it also includes consideration received from customers for whom The company has pending obligation to transfer goods or services.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

**Modification in contract**

Contracts are subject to modification to account for changes in contract specification and requirements. The company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

The company disaggregates revenue from contracts with customers by industry verticals, geography and nature of goods or services.

**b) Interest Income**

Interest income from a financial asset is recognized when it is probable that the economic benefit will flow to the company and the amount of income can be measured reliably. Interest income is

accrued on a time basis, by reference to principal outstanding and the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that assets' net carrying amount on initial recognition.

**c) Other Operating Revenue**

Export incentive and subsidies are recognized when there is reasonable assurance that The company will comply with the conditions and the incentive will be received.

**12) Retirement and other employee benefits**

**a) Short Term Employee Benefits**

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period.

**b) Other Long Term Employee Benefits**

The liabilities for earned leaves that are not expected to be settled wholly within twelve months are measured as the present value (determined by actuarial valuation using the projected unit credit method) of the expected future payments to be made in respect of services provided by employees up to the end of the reporting period and recognised in books of accounts. The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Re-measurements as the result of experience adjustment and changes in actuarial assumptions are recognized in consolidated statement of profit and loss.

**c) Post-Employment Benefits**

The company operates the following post-employment schemes:

**i) Defined Benefit Plan**

The liability or asset recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods.

The defined benefit obligation is calculated annually by Actuaries using the projected unit credit method. The liability recognized for defined benefit plans is the present value of the defined benefit obligation at the reporting date less the fair value of plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Past service cost is recognised in the consolidated statement of profit and loss in the period of a plan amendment. The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Balance Sheet with a charge or credit recognised in Other Comprehensive Income (OCI) in the period in which they occur. Re-measurement recognised in OCI is reflected immediately in retained earnings and will not be reclassified to consolidated statement of profit and loss.

The company contributes to fund maintained with Life Insurance Corporation of India.

**ii) Defined Contribution Plan**

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation other than the contribution payable to the Provident fund. Contribution payable under the provident fund is recognised as expenditure in the consolidated statement of profit and loss and/or carried to Construction work-in-progress when an employee renders the related service.

**13) Government Grants**

Government grants are recognized at their fair values when there is reasonable assurance that the grants will be received and The company will comply with all the attached conditions.

a) Government grants are recognised in the statement of profit or loss on a systematic basis over the

periods in which The company recognises the related costs for which the grants are intended to compensate.

- b) Grants related to acquisition/ construction of property, plant and equipment are recognised as deferred revenue in the Balance Sheet and transferred to the statement of profit or loss on a systematic and rational basis over the useful lives of the related asset.

#### **14) Foreign Currency Transactions**

- a) The functional currency and presentation currency of The company is Indian Rupee (INR).
- b) Transactions in currencies other than The company 's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each balance sheet date, foreign currency monetary items are reported using the closing rate.
- c) Non- monetary items that are measured in terms of historical cost in foreign currency are not retranslated. Exchange difference that arise on settlement of monetary items or on reporting of monetary items at each Balance sheet date at the closing spot rate are recognised in profit or loss in the period in which they arise except for:
  - i) exchange difference on foreign currency borrowings related to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest cost on those foreign currency borrowings; and
  - ii) Exchange differences on transactions entered into in order to hedge certain foreign currency risks.

#### **15) Borrowing Cost**

Borrowing cost include interest expense calculated using the Effective interest method, finance charges in respect of assets acquired on finance lease and exchange difference arising on foreign currency borrowings to the extent they are regarded as an adjustment to the finance cost.

Borrowing costs (including other ancillary borrowing cost) directly attributable to the acquisition or construction of a qualifying asset are capitalized as a part of the cost of that asset hat necessarily takes a substantial period of time to complete and prepare the asset for its intended use or sale. The company considers a period of twelve months or more as a substantial period of time.

Transaction costs in respect of long term borrowing are amortized over the tenure of respective loans using Effective Interest Rate (EIR)method. All other borrowing costs are recognized in the consolidated statement of profit and loss in the period in which they are incurred.

#### **16) Earnings per Share**

Earnings per share is calculated by dividing the net profit or loss before OCI for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss before OCI for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

#### **17) Exceptional Item**

Exceptional items include income or expense that are considered to be part of ordinary activities, however are of such significance and nature that separate disclosure enables the user of the financial statements to understand the impact in a more meaningful manner. Exceptional items are identified by virtue of either their size or nature so as to facilitate comparison with prior periods and to assess underlying trends in the financial performance of the Company.

#### **18) Financial Guarantee Contract**

Financial guarantee contract provided to the lenders of the Company by its Parent Company is measured at their fair values and benefit of such financial guarantee is recognised to equity as a capital contribution from the parent.

#### **19) Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the company and its joint-venture entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or

deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in consolidated statement of profit and loss.

## a) Financial Assets

### i) Classification and Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Measured at Amortized Cost
- Measured at Fair Value Through Other Comprehensive Income (FVTOCI)
- Measured at Fair Value Through Profit or Loss (FVTPL) and
- Equity Instruments measured at Fair Value Through Other Comprehensive Income (FVTOCI)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period The company changes its business model for managing financial assets.

#### • **Measured at Amortized Cost**

The Financial assets are subsequently measured at the amortized cost if both the following conditions are met:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as FVTPL. Interest income is recognised in the consolidated statement of profit and loss.

#### • **Measured at Fair Value Through Other Comprehensive Income (FVTOCI)**

The financial assets are measured at the FVTOCI if both the following conditions are met:

- The objective of the business model is achieved by both collecting contractual cash flows and selling the financial assets; and
- The asset's contractual cash flows represent SPPI.

Debt instruments meeting these criteria are measured initially at fair value plus transaction costs. They are subsequently measured at fair value with any gains or losses arising on re-measurement recognized in other comprehensive income, except for impairment gains or losses and foreign exchange gains or losses. Interest calculated using the effective interest method is recognized in the consolidated statement of profit and loss in investment income.

#### • **Measured at Fair Value Through Profit or Loss (FVTPL)**

Financial assets are measured at fair value through profit or Loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. Gains or losses arising on re-measurement are recognised in the consolidated statement of profit and loss. The net gains or loss recognised in consolidated statement of profit and loss incorporates any dividend or interest earned on the financial assets and is included in the "Other income" line item.

#### • **Equity Instruments measured at Fair Value Through Other Comprehensive Income (FVTOCI)**

All equity investments in scope of Ind AS – 109 are measured at fair value. Equity instruments which are, held for trading are classified as at FVTPL. For all other equity instruments, The company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. In case The company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment.

### ii) Derecognition

The company derecognizes a financial asset on trade date only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

### iii) Impairment of Financial Assets

In accordance with Ind AS 109, The company uses 'Expected Credit Loss' (ECL model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Group applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The company uses historical default rate to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, The company uses 12 month ELC to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ELC is used.

### iv) Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. For foreign currency denominated financial assets measured at amortised cost, the exchange differences are recognised in the consolidated statement of profit and loss.

## b) Financial Liabilities and equity instruments

Debts and equity instruments issued by the company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instruments.

### Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an equity after deducting all of its liabilities. Equity instruments issued by The company are recognised at the proceeds received, net of direct issue costs.

### Financial Liabilities

#### i) Recognition and Initial Measurement

Financial liabilities are classified, at initial recognition, as at fair value through profit or loss, loans and borrowings, payables or as derivatives, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

#### ii) Subsequent Measurement

Financial liabilities are measured subsequently at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on de-recognition is also recognized in profit or loss.

#### iii) Financial Guarantee Contracts

Financial guarantee contracts issued by The company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument.

Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirement of Ind AS 109 and the amount recognized less cumulative amortization.

**iv) De-recognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

**v) Foreign exchange gains and losses**

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are included in consolidated statement of profit and loss. The fair value of the financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period.

**vi) Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the counterparty.

**c) Derivative financial instruments**

The company uses derivative financial instruments such as forward, swap, options etc. to hedge against interest rate and foreign exchange rate risks, including foreign exchange fluctuation related to highly probable forecast sale. The realized gain / loss in respect of hedged foreign exchange contracts which has expired / unwinded during the year are recognized in the consolidated statement of profit and loss and included in other operating revenue / other expense as the case may be. However, in respect of foreign exchange forward contracts period of which extends beyond the balance sheet date, the fair value of outstanding derivative contracts is marked to market and resultant net loss/gain is accounted in the consolidated statement of profit and loss. Company does not hold derivative financial instruments for speculative purposes.

**d) Derivatives and Hedge Accounting**

Derivatives are initially recognised at fair value and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gains / losses are recognised in Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of recognition in profit or loss / inclusion in the initial cost of non-financial asset depends on the nature of the hedging relationship and the nature of the hedged item. The company complies with the principles of hedge accounting where derivative contracts are designated as hedge instruments. At the inception of the hedge relationship, the company documents the relationship between the hedge instrument and the hedged item, along with the risk management objectives and its strategy for undertaking hedge transaction, which is a cash flow hedge.

**e) Cash Flow Hedge**

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income and accumulated as 'Cash Flow Hedging Reserve'. The gains / losses relating to the ineffective portion are recognised in the Statement of Profit and Loss. Amounts previously recognised and accumulated in other comprehensive income are reclassified to profit or loss when the hedged item affects the Statement of Profit and Loss. However, when the hedged item results in the recognition of a non- financial asset, such gains / losses are transferred from equity (but not as reclassification adjustment) and included in the initial measurement cost of the non- financial asset. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gains /losses recognised in other comprehensive income and accumulated in equity at that time remain in equity and is reclassified when the underlying transaction is ultimately recognised. When an underlying transaction is no longer expected to occur, the gains / losses accumulated in equity are recognised immediately in the Statement of Profit and Loss

**20) Provisions, Contingent Liabilities and Contingent Assets****a) Provisions**

- i) Provisions are recognised when The company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

**ii) Decommissioning Liability**

Restoration/ Rehabilitation/ Decommissioning cost are provided for in the accounting period when the obligation arises based on the NPV of the estimated future cost of restoration to be incurred. It includes the dismantling and demolition of infrastructure and removal of residual material. This provision is based on all regulatory requirements and related estimated cost based on best available information.

**iii) Onerous Contracts**

Present obligations arising under onerous contracts are recognized and measured as provisions. An onerous contract is considered to exist when a contract under which the unavoidable costs of meeting the obligations exceed the economic benefits expected to be received from it.

**b) Contingent Liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of The company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

**c) Contingent Assets**

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognized though are disclosed, where an inflow of economic benefits is probable.

**21) Operating Segment**

The identification of operating segment is consistent with performance assessment and resource allocation by the chief operating decision maker. An operating segment is a component of The company that engages in business activities from which it may earn revenues and incur expenses including revenues and expenses that relate to transactions with any of the other components of The company and for which discrete financial information is available. All operating segment's operating results are reviewed regularly by the chief operating decision maker to make decisions about resources to be allocated to the segments and assess their performance.

**22) Employee Share based payment**

Equity- settled share-based payments to employees are measured at the fair value of the employee stock options at the grant date. The fair value of option at the grant date is expensed over the vesting period with a corresponding increase in equity as "Employee Stock Options Account". In case of forfeiture of unvested option, portion of amount already expensed is reversed. In a situation where the vested option forfeited or expires unexercised, the related balance standing to the credit of the "Employee Stock Options Account" are transferred to the "General Reserve".

**23) Measurement of Fair Values**

A number of The company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by The company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing

the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the input that is significant to the fair value measurement as a whole:

- a) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- b) Level 2 — Inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- c) Level 3 — Inputs which are unobservable inputs for the asset or liability.

External valuers are involved for valuation of significant assets & liabilities. Involvement of external valuers is decided by the management of The company considering the requirements of Ind AS and selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

#### **24) Non-Current Assets held for sale**

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through as sale rather than through continuing use of the assets and actions required to complete such sale. Indicate that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held for sale only if the management expects to complete the sale within one year from the date of classification. On-current assets classified as held for sale are measured at the lower of their carrying amount and the fair value less cost to sell. Non-current assets are not depreciated or amortized.

#### **25) Events after Reporting date**

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

#### **26) Research and Development**

Expenditure on research is recognized as an expense when it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognized as an expense when it is incurred.

Items of property, plant and equipment and acquired Intangible Assets utilized for Research and Development are capitalized and depreciated in accordance with the policies stated for Property, Plant and Equipment and Intangible Assets.





## Notes forming part of the Consolidated Financial Statements

## 5. Property, Plant and Equipment

Following are the changes in the carrying value of Property, Plant and Equipment for the Year Ended 31st March, 2023

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

Particulars	Freehold Land	Leasehold Land	Factory Buildings	P & M- Others	P & M- So-lar Power	P & M- wind Power	Office Equipment	Vehicles	Furniture & Fixtures	Computer	Computer software	Grand Total
Gross carrying Value as of April 01, 2022	684.21	539.37	751.11	1,281.70	17,250.31	635.50	186.87	173.43	129.00	24.29	1.43	21,657.22
Additions	-	-	-	14.50	-	-	8.47	318.82	4.74	-	-	346.53
Disposals	-	-	-	-	10.20	-	-	25.09	-	-	-	35.29
<b>Gross carrying Value as of Mar 31, 2023</b>	<b>684.21</b>	<b>539.37</b>	<b>751.11</b>	<b>1,296.20</b>	<b>17,240.11</b>	<b>635.50</b>	<b>195.34</b>	<b>467.16</b>	<b>133.74</b>	<b>24.29</b>	<b>1.43</b>	<b>21,968.46</b>
Accumulated depreciation as of April 01, 2022	-	198.95	505.25	1,137.50	11,091.67	431.64	186.08	107.62	109.60	24.29	1.43	13,794.03
Depreciation	-	20.35	12.30	10.46	914.73	24.58	1.27	27.43	3.29	-	-	1,014.42
Accumulated depreciation on Disposals	-	-	-	-	4.58	-	-	24.76	-	-	-	29.35
Accumulated depreciation as of Mar 31, 2023	-	219.30	517.55	1,147.96	12,001.81	456.22	187.35	110.29	112.89	24.29	1.43	14,779.10
<b>Net Carrying Value as of Mar 31, 2023</b>	<b>684.21</b>	<b>320.07</b>	<b>233.56</b>	<b>148.24</b>	<b>5,238.30</b>	<b>179.28</b>	<b>7.99</b>	<b>356.87</b>	<b>20.85</b>	<b>-</b>	<b>-</b>	<b>7,189.37</b>

Particulars	Freehold Land	Leasehold Land	Factory Buildings	P & M- Others	P & M- So-lar Power	P & M- wind Power	Office Equipment	Vehicles	Furniture & Fixtures	Computer	Computer software	Grand Total
Gross carrying Value as of April 01, 2021	704.28	539.37	751.11	1,189.18	17,379.37	635.50	186.87	143.60	114.00	24.29	1.43	21,668.99
Additions	-	-	-	92.52	-	-	-	29.83	15.00	-	-	137.35
Disposals	20.06	-	-	-	129.06	-	-	-	-	-	-	149.13
Gross carrying Value as of Mar 31, 2022	<b>684.21</b>	<b>539.37</b>	<b>751.11</b>	<b>1,281.70</b>	<b>17,250.31</b>	<b>635.50</b>	<b>186.87</b>	<b>173.43</b>	<b>129.00</b>	<b>24.29</b>	<b>1.43</b>	<b>21,657.22</b>
Accumulated depreciation as of April 01, 2021	-	178.59	492.94	1,130.27	10,145.13	407.06	185.65	94.55	108.05	24.29	1.43	12,767.97
Depreciation	-	20.35	12.31	7.23	1,018.21	24.58	0.43	13.07	1.55	-	-	1,097.73
Accumulated depreciation on Disposals	-	-	-	-	71.67	-	-	-	-	-	-	71.67
Accumulated depreciation as of Mar 31, 2022	-	198.95	505.25	1,137.50	11,091.67	431.64	186.08	107.62	109.60	24.29	1.43	13,794.03
<b>Net Carrying Value as of Mar 31, 2022</b>	<b>684.21</b>	<b>340.42</b>	<b>245.86</b>	<b>144.21</b>	<b>6,158.64</b>	<b>203.86</b>	<b>0.79</b>	<b>65.81</b>	<b>19.40</b>	<b>-</b>	<b>-</b>	<b>7,863.19</b>
Carrying Value as of March 31, 2021	704.28	360.77	258.17	58.91	7,234.24	228.44	1.22	49.04	5.95	-	-	8,901.03

## Notes forming part of the Consolidated Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 6. Investments (Non Current)

Particulars	Note	As at 31st March 2023	As at 31st March 2022
<b>Equity Instruments (Unquoted - At Cost unless stated-</b>			
<b>A) Investment in Associate Companies (Un quoted- At Cost unless stated otherwise)</b>			
<b>(i) Bhagyanagar Securities Pvt Ltd</b> (Equity shares of ₹ 10/- each fully paid up) 1,50,000 (March 31, 2022 1,50,000)		180.00	180.00
<b>Un Quoted (At Fair Value through OCI)</b>			
<b>(ii) Bhagyanagar Properties Ltd.</b> (Equity shares of ₹ 2/- each fully paid up) 16,17,108 (March 31, 2022 : 11,43,736)	6(a)	683.23	-
<b>Sub-Total (A)</b>		<b>863.23</b>	<b>180.00</b>
<b>B) Investment in Associate Companies- Quoted (At Cost)</b>			
<b>Surana Solar Ltd</b> (Equity shares of ₹ 5/- each fully paid up) 2,04,13,518 (March 31, 2022 : 2,03,30,000)		1,414.09	1,305.18
<b>Sub-Total (B)</b>		<b>1,414.09</b>	<b>1,305.18</b>
<b>C) Investment in Companies-Quoted (At Fair Value through OCI)</b>			
<b>Bhagyanagar India Ltd</b> (Equity shares of ₹ 2/- each fully paid up) 11,73,649 (March 31, 2022: 11,47,166)		551.67	510.74
<b>Bhagyanagar Properties Ltd.</b> (Equity shares of ₹ 2/- each fully paid up) 16,17,108(March 31, 2022: 11,43,736)		-	371.14
<b>Sub-Total (C)</b>		<b>551.67</b>	<b>881.89</b>
<b>GRAND TOTAL (A+B+C)</b>		<b>2,828.98</b>	<b>2,367.06</b>
<b>Aggregate Market Value of Quoted Investments</b>		<b>4,028.98</b>	<b>5,192.74</b>
<b>Aggregate Value of Un-Quoted Investments</b>		<b>863.23</b>	<b>180.00</b>

6 (a) M/s Bhagyanagar Properties Ltd has been delisted from stock exchanges w.e.f 28-11-2022, Hence the Investment in those equity shares has been classified under "Investment in associate companies-Un Quoted".

### 7. Loans (Non current)

Particulars	Note	As at 31st March 2023	As at 31st March 2022
<b>Considered good – Unsecured</b>			
Loan receivables considered good	7 (a)	2,810.33	2,474.94
Loan receivables which have significant increase in credit risk		-	-
Loan receivables -credit impaired		-	-
Less: Provision for doubtful		-	-
<b>Total Loan receivables</b>		<b>2,810.33</b>	<b>2,474.94</b>

No Debts due by Directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member except as mentioned below:

## Notes forming part of the Consolidated Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

Particulars	Note	As at 31st March 2023		As at 31st March 2022	
		Amount of Loan or advances in the nature of Loan outstanding	% of total Loan or advances in the nature of Loan	Amount of Loan or advances in the nature of Loan outstanding	% of total Loan or advances in the nature of Loan
Promoter		-	-	-	-
Director		-	-	-	-
KMPs		-	-	-	-
Related Parties					
(b) Loan to Associate company	7 (a)	2,810.33	100.00	2,474.94	100.00
<b>Total</b>		<b>2,810.33</b>	<b>100.00</b>	<b>2,474.94</b>	<b>100.00</b>

Loan to related parties		Balance as on 31.03.2023	Balance as on 31.03.2022
<b>(a) Loan to Associate company</b>	7 (a)		
Surana Infotech Pvt Ltd		-	1,361.92
Bhagnagar Copper Private Ltd		1,722.81	1,113.02
Surana Infocom Pvt Ltd		978.28	-
Bhagnagar Green Energy Ltd		109.24	-
<b>Total</b>		<b>2,810.33</b>	<b>2,474.94</b>

**Note:** The above loan has been given for the business purpose for period of 6 to 8 years.

### 8. Other financial Assets (Non Current)

Particulars	Note	As at 31st March 2023	As at 31st March 2022
<b>Unsecured, Considered good.</b>			
Security Deposits		40.88	40.88
<b>Total</b>		<b>40.88</b>	<b>40.88</b>

### 9. Inventories (Valued at lower of cost and net realisable value)

Particulars	Note	As at 31st March 2023	As at 31st March 2022
Stock of Traded Goods	9 (a)	115.96	111.31
<b>Total</b>		<b>115.96</b>	<b>111.31</b>

**Note:** 9(a) Inventory is hypothecated to Banks for availing cash credit facilities. The quarterly returns/statements filed by the company with the bank(s) in respect of such facilities are in agreement with the books of accounts.

### 10. Investments (Current)

Particulars	Note	As at 31st March 2023	As at 31st March 2022
Investment in Liquid Funds	10(a)	635.54	-
Investment in Un Quoted shares		-	10.00
M/s Surana Infotech Private Limited (Equity shares of ₹ 10/- each fully paid up) Nil(March 31, 2022 : 100,000)			
<b>Total</b>		<b>635.54</b>	<b>10.00</b>

## Notes forming part of the Consolidated Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 10(a) \*Mutual Funds

Particulars	Number of Units	As at 31st March 2023	As at 31st March 2022
Nippon India-Ultra short duration fund - Growth plan	6,176	213.16	-
Nippon India- Liquid fund direct plan - Growth	405	22.31	-
UTI Ultra- Short term fund- Regular Plan Growth	11,012	400.06	-
<b>Total</b>	<b>17,593</b>	<b>635.54</b>	<b>-</b>
AGGREGATE BOOK VALUE - UNQUOTED		Nil	Nil
AGGREGATE BOOK VALUE - QUOTED		605.00	-
MARKET PRICE OF QUOTED INVESTMENT		635.54	-

### 11. Trade Receivables

Particulars	Sub Note	As at 31st March 2023	As at 31st March 2022
Considered good – Unsecured*			
Undisputed trade receivables considered good		658.03	1,169.47
Undisputed trade receivables -credit impaired		-	-
Less: Allowance for expected credit losses		-	-
<b>TOTAL</b>		<b>658.03</b>	<b>1,169.47</b>

Trade receivables ageing schedule	Outstanding for following periods from due date of payment As at 31.03.2023					
	Less than 6 months	6 months to 1 year	1 to 2 years	2-3 Years	More than 3 years	Total
Undisputed trade receivables considered good	476.92	130.62	50.49	-	-	658.03
Credit impaired	-	-	-	-	-	-
Less: Allowance for expected credit losses	-	-	-	-	-	-
<b>Balance as at year end</b>	<b>476.92</b>	<b>130.62</b>	<b>50.49</b>	<b>-</b>	<b>-</b>	<b>658.03</b>

Trade receivables ageing schedule	Outstanding for following periods from due date of payment As at 31.03.2022					
	Less than 6 months	6 months to 1 year	1 to 2 years	2-3 Years	More than 3 years	Total
Undisputed trade receivables considered good	553.66	320.93	294.88	-	-	1,169.47
Credit impaired	-	-	-	-	-	-
Less: Allowance for expected credit losses	-	-	-	-	-	-
<b>Balance as at year end</b>	<b>553.66</b>	<b>320.93</b>	<b>294.88</b>	<b>-</b>	<b>-</b>	<b>1,169.47</b>

- All the Trade Receivables are Unsecured
- No Debts due by Directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.
- The company considers its maximum exposure to credit risk with respect to customers as at 31st March 2023 to be ₹ 658.03 Lakhs (31st March 2022:1169.47 Lakhs) which is the carrying value of trade receivable after allowance for credit losses.
- Trade receivables are hypothicated to Banks for availing the Cash Credit Facilities..

## Notes forming part of the Consolidated Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 12. Cash and Cash Equivalents

Particulars	Note	As at 31st March 2023	As at 31st March 2022
<b>(a) Cash &amp; Cash Equivalents</b>			
(i) Balances in current account		111.81	60.46
(ii) Cash on Hand		2.74	2.20
<b>Total</b>		<b>114.55</b>	<b>62.66</b>

\*Cash and Bank balances are denominated and held in Indian Rupees

### 13. Other Balances with Bank

Particulars	Note	As at 31st March 2023	As at 31st March 2022
<b>Earmarked Balances with Bank*</b>			
(i) Deposit held to the extent of Margin Money	<b>13 (a)</b>	77.05	135.92
(ii) In Unpaid Dividend Accounts	<b>13 (b)</b>	-	4.59
(iii) Accrued Interest on Deposits		0.39	1.90
<b>Total</b>		<b>77.44</b>	<b>142.41</b>

\*Earmarked balances with banks are denominated and held in Indian Rupees.

13(a) Margin money represents money with original maturity of more than 3 months having remaining maturity of less than 12 months from the Balance sheet date.

13 (b) Section 124 of the companies Act, 2013 mandates that companies transfer dividend that has been unclaimed for a period of seven years from unpaid dividend account to the Investor Education and Protection Fund (IEPF). Accordingly, dividend pertaining to the financial year 2014-15 at Rs 4.59 lacs has been transferred to IEPF account.

### 14. Current tax assets(Net)

Particulars	Note	As at 31st March 2023	As at 31st March 2022
Advance tax & TDS (net of Provisions)		61.56	-
<b>Total</b>		<b>61.56</b>	<b>-</b>

### 15. Other Current Assets

Particulars	Note	As at 31st March 2023	As at 31st March 2022
<b>(Unsecured, considered good unless otherwise stated)</b>			
Balance with Statutory Authorities		10.70	21.31
Other Advances/ Receivables		2.78	7.17
Advance to suppliers	15 (a)	42.02	38.41
Stock-in- Trade (Conversion of CWIP into Stock -in-trade)		480.00	-
<b>Total</b>		<b>535.51</b>	<b>66.90</b>

15(a) No advances are due from directors or other officers of the company or any of them either severally or jointly with any other persons or advances due to firms or private companies respectively in which any director is a partner or a director or member.

### 16 Share Capital

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Number of shares	Amount	Number of shares	Amount
<b>Authorised</b>				
Equity Shares of ₹ 1/- each	150,000,000	1,500.00	150,000,000	1,500.00
<b>Issued, subscribed and fully paid-up shares</b>				
13,57,59,963 (March 31, 2022 :13,57,59,963)	135,759,963	1,357.60	135,759,963	1,357.60
Equity Shares of ₹ 1/- each fully paid up				
<b>Total</b>	<b>135,759,963</b>	<b>1,357.60</b>	<b>135,759,963</b>	<b>1,357.60</b>

## Notes forming part of the Consolidated Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### a) Term/rights attached to Equity Shares

The company has only one class of issued equity shares having a par value of Rs 1/- per share. Each shareholder is entitled to one vote per share. In the event of liquidation of the company. The holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### b) Reconciliation of Shares Outstanding at the beginning and at the end of the reporting year.

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	135,759,963	1,357.60	135,759,963	1,357.60
Shares outstanding at the end of the year	135,759,963	1,357.60	135,759,963	1,357.60

There were no Bonus issues, forfeited shares and buy back of shares in last five years.

### c) Particulars of shareholders holding more than 5% of Issued Share Capital.

Name of Shareholder	As at 31st March, 2023		As at 31st March, 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Narender Surana	26,723,373	19.68%	26,741,473	19.70%
Devendra Surana	20,639,453	15.20%	20,639,453	15.20%
Surana Infocom Private Limited	9,682,587	7.13%	9,682,587	7.13%
Namrata Surana	10,527,819	7.75%	10,527,819	7.75%
Sunita Surana	9,175,374	6.76%	9,124,045	6.72%
Manish Surana	7,733,177	5.70%	7,733,177	5.70%
<b>Total</b>	<b>84,481,783</b>	<b>62.23%</b>	<b>84,448,554</b>	<b>62.20%</b>

The shareholding information has been extracted from the records of the Company including register of shareholders/ members and is based on legal ownership of shares.

### D) Shares held by the promoter at the end of the year

Promoter Name	As at 31st March, 2023			As at 31st March, 2022		
	No. of shares Held	% of Holding of total shares	% change during the year	No. of shares Held	% of Holding of total shares	% change during the year
G M SURANA (MHUF)	238,366	0.18%	-	238,366	0.18%	-
NARENDER SURANA (HUF)	142,000	0.10%	-	142,000	0.10%	-
DEVENDRA SURANA (HUF)	90,000	0.07%	-	90,000	0.07%	-
G M SURANA (HUF)	221,840	0.16%	-	221,840	0.16%	-
NAMRATA SURANA	10,527,819	7.75%	-	10,527,819	7.75%	-
DEVENDRA SURANA	20,639,453	15.20%	-	20,639,453	15.20%	-
SUNITA SURANA	9,175,374	6.76%	0.04%	9,124,045	6.72%	-
NARENDER SURANA	26,723,373	19.68%	-0.01%	26,741,473	19.70%	<b>-0.23%</b>
VINITA SURANA	3,691,317	2.72%	-	3,691,317	2.72%	-
MANISH SURANA	7,733,177	5.70%	-	7,733,177	5.70%	-
NIVRITI SAMKIT JAIN	463,333	0.34%	-	463,333	0.34%	-
RAHUL SURANA	3,397,666	2.50%	-	3,397,666	2.50%	-
SHRESHA SURANA	3,585,142	2.64%	0.03%	3,545,541	2.61%	-
MITALI SURANA	1,622,500	1.20%	-	1,622,500	1.20%	-
ADVAIT SURANA	2,836,913	2.09%	-	2,836,913	2.09%	-
BHAGYANAGAR SECURITIES PVT LIMITED	803,400	0.59%	-	803,400	0.59%	-
SURANA INFOCOM PRIVATE LIMITED	9,682,587	7.13%	-	9,682,587	7.13%	-
<b>Total</b>	<b>101,574,260</b>	<b>74.82%</b>	<b>0.05%</b>	<b>101,501,430</b>	<b>74.77%</b>	<b>-0.23%</b>

## Notes forming part of the Consolidated Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 17 Other equity

Particulars	Reserves and Surplus					Other Comprehensive Income	Total
	Retained Earnings	General Reserve	Capital Redemption reserve	Revaluation Reserve	Central Subsidy	FVTOCI Equity Instruments	
<b>Current year reporting period</b>							
<b>Balance at 1st April 2022 (A)</b>	<b>5,063.87</b>	<b>4,441.07</b>	<b>240.00</b>	<b>136.40</b>	<b>35.00</b>	<b>486.66</b>	<b>10,403.00</b>
Profit for the year	432.41	-	-	-	-	-	432.41
Other Comprehensive Income (net of tax)	-	-	-	-	-	140.49	140.49
<b>Total Comprehensive Income for the year 2022-23 (B)</b>	<b>432.41</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>140.49</b>	<b>572.89</b>
Add/(Less): Non-controlling interest (Current year's profit) (C)	(106.28)						(106.28)
Add: Share in Net profit of associate company (D)	94.66						94.66
<b>Balance at 31st March 2023 E= (A+B+C+D)</b>	<b>5,484.65</b>	<b>4,441.07</b>	<b>240.00</b>	<b>136.40</b>	<b>35.00</b>	<b>627.14</b>	<b>10,964.27</b>
<b>Previous year reporting period</b>							
<b>Balance at 1st April 2021 (A)</b>	<b>4,379.43</b>	<b>4,441.07</b>	<b>240.00</b>	<b>136.40</b>	<b>35.00</b>	<b>426.59</b>	<b>9,658.50</b>
Profit for the year	791.60	-	-	-	-	-	791.60
Other Comprehensive Income (net of tax)	-	-	-	-	-	60.07	60.07
<b>Total Comprehensive Income for the year 2021-22 (B)</b>	<b>791.60</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>60.07</b>	<b>851.66</b>
Add/(Less): Non-controlling interest (Current year's profit) (C)	(142.11)						(142.11)
Add: Share in Net profit of associate company (D)	34.95						34.95
<b>Balance at 31st March 2022 E= (A+B+C+D)</b>	<b>5,063.87</b>	<b>4,441.07</b>	<b>240.00</b>	<b>136.40</b>	<b>35.00</b>	<b>486.66</b>	<b>10,403.00</b>

The Description, Nature and Purpose of the each reserve with in equity are as follows.

General Reserve: This reserve is retained earning of the company, which are kept aside out of the Company's profit to meet future (known or unknown) obligations

Retained Earnings: Retained earnings comprise of net accumulated profit/(loss) of the Company, after declaration of dividend.

Capital Redemption Reserve: Capital Redemption Reserve was created on account of buy back of shares of the Company.

Revaluation Reserve: Revaluation reserve which are kept aside out of company's profit to meet the future obligation

Central Subsidy: Central Subsidy which are kept aside out of company's profit to meet the specific obligation

FVTOCI Equity Instruments : FVTOCI reserve created to set aside the amount on account of fair value of equity instrument

### 18. Non Controlling Interest.

Particulars	Note	As at 31st March 2023	As at 31st March 2022
<b>Opening Balance</b>		1,341.76	1,199.65
Add: Current year's Interest		106.28	142.11
<b>Total (A)</b>		<b>1,448.04</b>	<b>1,341.76</b>

## Notes forming part of the Consolidated Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 19. Borrowings (Non Current)

Particulars	Note	As at 31st March 2023	As at 31st March 2022
<b>Secured</b>			
- Term Loan from Banks	19(a)	977.19	2,120.70
- Vehicle Loan from Banks			
From Kotak Mahindra Bank	19(b)	235.06	-
From HDFC Bank	19(c)	4.32	6.79
<b>Total (A)</b>		<b>1,216.57</b>	<b>2,127.49</b>
Less: Current maturities of long term borrowings - (B)		799.49	733.79
<b>Un Secured</b>			
(C) Loan from Associate Company	19(d)	-	360.19
<b>Total D = (A-B+C)</b>		<b>417.08</b>	<b>1,753.88</b>

#### Notes:

- 19(a) Term Loan from HDFC Bank Limited is secured by way of exclusive charge on the receivables from Solar Power Project at Gujarat, additionally secured by way of first and exclusive charge on the assets of Solar Power unit at Gujarat and P&M of Wind Power unit at Karnataka and equitable mortgage on one plot situated at Cherlapally, Hyderabad. Further, it has been guaranteed by the some of the directors of the company. The loan is repayable from July 2019. Accordingly, amount due with in a Year is INR 753.87 lacs (Principal only) which is classified under "Borrowings(Current)". The loan is repayable in 59 Installments ending in April 2024.
- 19(b) Vehicle loan from Kotak Mahindra Bank Limited is secured against hyphotication of vehicle. The loan has been taken during the financial year 2022-23 and is repayable in monthly installment of INR 5.08 lacs each. Accordingly, Installments due with in a year is INR 42.95 (Principal only) has been clasified under "Borrowings(Current)" The loan is repayable in 60 installments ending in November 2027.
- 19(c) Vehicle loan from HDFC Bank Limited is secured against hyphotication of vehicle. The loan has been taken during the financial year 2021-22 and is repayable in monthly installment of INR 0.24 lacs each. Accordingly, Installments due with in a year is INR 2.67 lacs (Principal only) has been clasified under "Borrowings(Current)". The loan is repayable in 36 Installments ending in October 2024.
- 19(d) Rate of Interest on the above loans is linked with Repo rate/ MCLR which is reset every 3 months.

Details of Unsecured loan\*

Name of the Associate Company	Balance as on 31.03.2023	Balance as on 31.03.2022
Surana Solar Limited	-	270.19
Surana Solar Systems Pvt Ltd	-	90.00
<b>Total</b>	-	<b>360.19</b>

There is no specific schedule of repayment of loan taken

### 20. Other Financial Liabilities (Non Current)

Particulars	Note	As at 31st March 2023	As at 31st March 2022
Security Deposits	20 (a)	79.61	79.61
<b>Total</b>		<b>79.61</b>	<b>79.61</b>

20(a)\*Security deposits primarily include deposits received towards rented premises and warehouse.



## Notes forming part of the Consolidated Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 21. Borrowings(Current)

Particulars	Note	As at 31st March 2023	As at 31st March 2022
<b>Secured</b>			
<b>Current maturities of Long Term Loan</b>			
- Term Loan from Other Institutions/Banks		753.87	731.32
- Vehicle Loan from Banks		45.62	2.47
- Cash Credit	21 (a)	-	32.45
- Book Over draft		6.68	-
<b>Unsecured loan from Related parties</b>			
- Loan from Subsidiary company	21(b)	109.24	-
<b>Total</b>		<b>915.41</b>	<b>766.24</b>

#### Notes:

21(a) Cash credit facilities from Scheduled Banks are 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 some of the Directors. The Company has taken loans against security of current assets and quarterly returns or statements of current assets filed by the Company with bank are in agreement with the books of accounts. It is repayable on demand.

Rate of Interest on the above loans is linked with Repo rate/MCLR which is reset for every 3 months.

21(b) Unsecured Loan from Subsidiary Company

Name of the Company	Balance as on 31.03.2023	Balance as on 31.03.2022
Bhagyanagar Green Energy Private Limited	109.24	-
<b>Total</b>	<b>109.24</b>	<b>-</b>

### 22. Trade Payables

Particulars	As at 31.03.2023	As at 31.03.2022
<b>Unsecured</b>		
- Total Outstanding dues of Micro and Small Enterprises	-	-
- Total Outstanding dues of Creditors Other than Micro and Small Enterprises"- (MSME)	15.02	9.81
<b>TOTAL</b>	<b>15.02</b>	<b>9.81</b>

#### Trade payable ageing schedule

As at March 31, 2023	Outstanding for following periods from due date of payment				
Particulars	Less than 1 year	1-2 year	2-3 year	More than 3 Year	Total
<b>Undisputed Outstanding Dues</b>					
- Total Outstanding dues of Micro and Small Enterprises	-	-	-	-	-
- Total Outstanding dues of Creditors Other than Micro and Small Enterprises	15.02			-	15.02
<b>Total</b>	<b>15.02</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>15.02</b>

## Notes forming part of the Consolidated Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

As at March 31, 2022	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 year	2-3 year	More than 3 Year	Total
<b>Undisputed Outstanding Dues</b>					
- Total Outstanding dues of Micro and Small Enterprises					-
- Total Outstanding dues of Creditors Other than Micro and Small Enterprises	9.81	-	-	-	9.81
<b>Total</b>	<b>9.81</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9.81</b>

- a) All the Trade payable are Unsecured  
b) There are no disputed trade payables in the current and previous year.  
c) Terms and conditions of the above financial liabilities:

**Trade payables are non-interest bearing and are normally settled on 30-120 day terms.**

- d) No Debts due to Directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

### 23. Other financial liabilities(Current)

Particulars	Note	As at 31st March 2023	As at 31st March 2022
Unclaimed Dividend	23(a)	-	4.59
Provision for Interest on Term Loans		8.75	12.89
<b>Total (A+B)</b>		<b>8.75</b>	<b>17.48</b>

- 23(a) Section 124 of the companies Act, 2013 mandates that companies transfer dividend that has been unclaimed for a period of seven years from unpaid dividend account to the Investor Education and Protection Fund (IEPF). Accordingly, dividend pertaining to the financial year 2014-15 at Rs 4.58 lacs has been transferred to IEPF account.

### 24. Provisions

Particulars	Note	As at 31st March 2023	As at 31st March 2022
Provision for Employee Benefits		1.00	1.00
Liability for Expenses		17.66	19.59
Provision for income tax (Net of advance tax & TDS)		-	12.21
<b>Total</b>		<b>18.66</b>	<b>32.80</b>

### 25. Other Current Liabilities

Particulars	Note	As at 31st March 2023	As at 31st March 2022
Statutory dues payable		3.86	5.78
Advance from Customers		-	28.31
<b>Total</b>		<b>3.86</b>	<b>34.09</b>

### 26. Revenue from operations

Particulars	For the Year 2022-23	For the Year 2021-22
<b>(a) Sale of products</b>		
Solar Power	2,283.60	2,303.69
Wind Power	38.11	42.60
Traded Goods/ Solar Modules	39.71	7.18
Sale of REC	109.53	313.77
<b>Total Sales (Net of GST)</b>	<b>2,470.95</b>	<b>2,667.25</b>
<b>(b) Infrastructure Leasing</b>	<b>320.38</b>	<b>277.32</b>
<b>Total</b>	<b>2,791.33</b>	<b>2,944.58</b>

## Notes forming part of the Consolidated Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 27. Other Income

Particulars	For the Year 2022-23	For the Year 2021-22
(a) Interest Income		
Interest on Loans, Deposits and Others (Gross)	137.10	197.81
Income from Dividend	18.22	3.35
Gain on fair value of Mutual fund	13.02	-
(b) Other Non-Operating Income		
Miscellaneous Income	0.33	0.98
Balances no Longer Payable Written Back	21.42	27.76
Profit on sale of Assets	3.09	139.66
Recovery of Bad debts written off earlier	-	11.68
Profit on sale of Investments	749.23	0.97
Refund of Entry tax	-	5.45
<b>Total</b>	<b>942.41</b>	<b>387.66</b>

### 28. Purchase of stock in trade

Particulars	For the Year 2022-23	For the Year 2021-22
Purchase of stock in trade	42.23	13.04
<b>Total</b>	<b>42.23</b>	<b>13.04</b>

### 29. Changes in Inventories of Finished Goods, Stock in Process and Stock in Trade

Particulars	For the Year 2022-23	For the Year 2021-22
Increase/Decrease in stock of Traded Goods		
<b>Inventories (at the end of the year)</b>		
Traded Goods (B)	115.96	111.31
	<b>115.96</b>	<b>111.31</b>
<b>Inventories (at opening)</b>		
Traded Goods (A)	111.31	129.57
<b>Total C=(A-B)</b>	<b>(4.65)</b>	<b>18.26</b>

### 30. Employee benefit expenses

Particulars	For the Year 2022-23	For the Year 2021-22
Salaries, Wages and Other Benefits	362.19	344.09
Contribution to Provident and Other Funds	6.86	5.04
<b>Total</b>	<b>369.06</b>	<b>349.12</b>

### 31. Finance cost

Particulars	For the Year 2022-23	For the Year 2021-22
Interest Expense		
On Cash Credit	2.00	2.77
On Term Loan & vehicle loan	148.02	324.55
On Unsecured Loans	3.36	27.91
Financial Charges	0.87	13.52
<b>Total</b>	<b>154.24</b>	<b>368.74</b>

### 32. Depreciation and Amortization expenses

Particulars	For the Year 2022-23	For the Year 2021-22
Depreciation	994.06	1,077.38
Amortization	20.35	20.35
<b>Total</b>	<b>1,014.42</b>	<b>1,097.73</b>

## Notes forming part of the Consolidated Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 33. Other expenses

Particulars	For the Year 2022-23	For the Year 2021-22
Travelling & Conveyance	79.80	28.96
Delisting fees	19.12	13.45
Director's Sitting fees	1.02	0.93
Watch & ward	32.72	33.75
Power and Fuel	58.81	38.66
Lease and other Rental charges	3.76	3.09
Professional & Consultancy Charges	31.14	26.06
Repairs & Maintenance		
Buildings	124.33	37.12
Machinery & Electricals	152.97	155.11
Others	0.20	1.29
Insurance	31.76	19.81
Rates and Taxes	10.86	21.13
Packing & Forwarding	2.64	1.12
Sundry balances written off	-	5.42
Investment written off	-	-
Loss on Conversion of CWIP into stock-in-trade	867.01	-
CSR Expenses (Corporate Social responsibility)	-	8.66
Advertisement & Business Promotion	61.25	65.03
Postage, Courier & Telephone	6.04	3.84
Legal & License Fees	0.56	0.18
Vehicle Maintenance and Fuel	17.59	19.36
Incidental Charges /Inspection charges	1.80	4.58
Maintenance & Administration Charges	13.67	9.79
Membership & Subscription & Reg	6.18	4.05
Miscellaneous Expenses	8.26	9.86
Printing & Stationery	1.85	1.82
Filing Fees/Secretarial expenses	0.83	0.90
Annual Custody Fees/Listing Fees	9.33	7.50
Tender expenses /SLDC /NLDC charges	3.10	2.41
Rebate on early payment discount/Price difference	16.41	16.20
Loss due to accident	5.48	10.92
Service charges	0.36	-
Loss on sale of asset	-	12.05
Payments to the Auditor	-	-
for Statutory Audit	1.30	1.25
for Tax Audit	0.30	0.35
<b>Total</b>	<b>1,570.44</b>	<b>564.66</b>

### 34. Financial Instruments by Category

Set out below is a comparison, by class, of the carrying amounts and fair value of the company's financial instruments, other than those with carrying amounts that are reasonable approximates of fair value.

Particulars	Carrying Value		Fair Value	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
i) Investment in shares	2,688.49	2,307.00	2,828.98	2,367.06
Loans	2,810.33	2,474.94	2,810.33	2,474.94
<b>Total Non Current Assets</b>	<b>5,498.82</b>	<b>4,781.94</b>	<b>5,639.31</b>	<b>4,842.01</b>
ii) Other Financial Liabilities	79.61	79.61	79.61	79.61
iii) Borrowings	417.08	1,753.88	417.08	1,753.88
<b>Total Non Current Liabilities</b>	<b>496.70</b>	<b>1,833.49</b>	<b>496.70</b>	<b>1,833.49</b>

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

## Notes forming part of the Consolidated Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 35. Related Party Disclosure

#### I. Name of the Related Parties and related party relationship

Enterprises owned or significantly influenced by key management personnel or their relatives:

(i) Bhagyanagar India Limited	(iv) Surana Infotech Pvt Limited	(vii) Surana Solar Limited
(ii) Bhagyanagar Copper Pvt Ltd	(v) Shasons Private Limited	
(iii) Surana Infocom Pvt Limited	(vi) Bhagyanagar Properties Limited	

#### 3. Associate Company : Surana Solar Limited

#### 4. Subsidiary companies

i) Tejas India Solar Energy Pvt Limited	iii) Surana Solar Systems Private Limited
ii) Aryavaan Renewable Energy Pvt Ltd	iv) Bhagyanagar Green Energy Pvt Ltd

#### 5. Key management personnel

(i) Narender Surana - MD	vi) Sonali Siddarhath Jain- (GM)	xi) Shekarnath Baunakar- (WTD)
(ii) Vinita Surana - CFO (till 23.07.2022)	vii) TR. Venkataramanan - CFO (from 12.11.2022)	xii) Shivank Kedia – VP Marketing
(iii) Mithali Surana	viii) Devendra Surana- (Director)	xiii) Mansa Thakur – CS (from 10.04.2023)
(iv) Sunita Surana-(GM)	ix) Abdur Rahman - (CS till 11.10.2022)	
v) Shresha Surana – VP operations	x) Arun kumar kedia (Director)	

#### II. Transactions with Related parties:

##### A. List of Transactions Occurred during the year are as follows:

(Amount in lakhs)

Related Party	Nature of transaction	2022-23	2021-22
Surana Solar Limited	Sale of Solar Modules	-	7.18
Surana Solar Limited	Purchase of Solar Modules	41.62	20.41
Shasons Private Limited	Purchase of Solar products	5.21	2.21
Shasons Private Limited	Sale of Solar Modules	41.62	-
Surana Infotech Private Limited	Purchase of furniture	-	17.70
Surana Solar Limited	O & M Charges paid for Solar Plants	-	17.70
Surana Infotech Private Limited	Interest received	-	71.44
Bhagyanagar Copper Private Ltd	Interest received	81.93	112.93
Bhagyanagar Properties Ltd	Interest received/ (paid)net	1.88	(4.79)
Surana Solar Limited	Interest received/ (paid)net	(1.81)	(18.42)
Surana Infocom Pvt Limited	Interest received/ (paid)	45.91	-
Narender Surana -Managing Director	Salary	84.00	84.00
Sunita Surana- General Manager	Salary	24.00	24.00
Vinita Surana - Director	Salary	7.35	29.40
Shekarnath Baunakar -whole time Director	Salary	5.16	4.80
D.Srinivas- Company Secretary	Salary	-	4.44
Abdul Rahman - CS	Salary	2.95	3.41
T.R. Venkataramanan CFO (from 12.11.2022)	Salary	4.22	-
Manish Surana - G M (Technical)	Salary	-	38.15
(Transaction entered by Subsidiary Co- Aryavaan Renewable Energy Pvt Ltd)		-	-
Nikita Surana - GM – Coordination	Salary	-	15.70
(Transaction entered by Subsidiary Co- Aryavaan Renewable Energy Pvt Ltd)		-	-
Shresha Surana – VP Operations	Salary	12.00	-

## Notes forming part of the Consolidated Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

Related Party	Nature of transaction	2022-23	2021-22
(Transaction entered by Subsidiary Co-Aryavaan Renewable Energy Pvt Ltd)			
Shivank Kedia – VP Marketing	Salary	10.08	-
(Transaction entered by Subsidiary Co-Aryavaan Renewable Energy Pvt Ltd)			
Sonali Siddharth Jain – General Manager	Salary	10.08	-
(Transaction entered by Subsidiary Co-Aryavaan Renewable Energy Pvt Ltd)			
Nikita Surana - Director	Salary	18.00	4.00
(Transaction entered by Subsidiary Co-Bhagyanagar Green Energy Pvt Ltd)		-	-
Mitali Surana	Salary	9.60	8.04
(Transaction entered by Subsidiary Co- Surana Solar Systems Pvt Ltd)		-	-
Mahipal Reddy- CFO	Salary	4.04	3.62
(Transaction entered by Subsidiary Co-Bhagyanagar Green Energy Pvt Ltd)		-	-
Bhayanagar India Limited	Sale of Solar Power	202.06	131.16
(Transaction entered by Subsidiary Co- Surana Solar Systems Private Limited)		-	-
Bhayanagar Copper Private Limited	Sale of Solar Modules/Solar Systems	-	15.68
(Transaction entered by Subsidiary Co- Tejas India solar energy Private Limited)		-	-
Bhagyanagar India Limited	Sale of Solar Products	6.11	-
(Transaction entered by Subsidiary Co- Tejas India solar energy Private Limited)			
Surana Solar Limited	Purchase of Solar Modules	13.65	-
(Transaction entered by Subsidiary Co- Surana Solar Systems Pvt Ltd)			
Surana Solar Limited	Sale of Solar Modules	5.37	
(Transaction entered by Subsidiary Co- Surana Solar Systems Pvt Ltd )		-	-
Shasons Private Limited	Sale of Solar Modules	4.74	
(Transaction entered by Subsidiary Co- Tejas India solar energy Private Limited)		-	-
AP Golden Apparels Pvt Limited	Sale of Solar Modules	10.08	
(Transaction entered by Subsidiary Co- Tejas India solar energy Private Limited)		-	-

### B. Balance outstanding with related parties are as follows:

Balance due from / (due) to parties	Nature of transaction	2022-23	2021-22
<b>Surana Solar Limited</b>			
(Transaction entered by Subs Company -Aryavaan Renewable Energy Pvt Ltd)	Advances to suppliers	14.04	14.04
<b>Bhagyangar India Limited</b>			
(Transaction entered by Sub's Company Surana Solar Systems Private Limited)	Trade Receivable	4.70	296.27

## Notes forming part of the Consolidated Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### C. Details of Loan taken (given) and repaid/ (recovered) with the related parties during the year:

S N	Name of the related party	Opening Balance	Loan Given	Loan recovered	Closing Balance
1	<b>Royal Skyscrapers India Private Limited</b> (Transaction by Subsidiary Company- Bhagyganagar Green Energy Pvt Ltd)	-	-	-	-
	Previous Year	41.33	-	41.33	-
2	<b>Manish Surana - Director</b> (Transaction by Subsidiary Company- Bhagyganagar Green Energy Pvt Ltd)	-	-	-	-
	Previous Year	31.20	-	31.20	-
3	<b>Arun Kumar Kedia - Director</b> (Transaction by Subsidiary Company- Aeyavaan Renewable Energy Pvt Ltd)	-	-	-	-
	Previous Year	34.75	-	34.75	-
4	<b>Surana Solar Limited</b>	270.19	537.81	808.00	-
	Previous Year	-	4,773.28	4,503.10	270.19
5	<b>Surana Infocom Pvt Limited</b>	-	(1042.27)	(64.00)	(978.27)
	Previous Year	-	-	-	-
6	<b>Bhagyanagar Copper Pvt Limited</b>	(1113.01)	(609.79)	-	(1722.80)
	Previous Year	(667.97)	(2522.14)	(2077.10)	(1113.02)
7	<b>Surana Infotech Pvt Limited</b>	(1361.92)	-	(1361.92)	-
	Previous Year	-	(4020.92)	(2659.00)	(1361.92)
8	<b>Bhagyanagar Properties Limited</b>	-	(701.05)	(701.05)	-
	Previous Year	-	2,638.54	2,638.54	-
9	<b>Surana Infocom Pvt Limited</b> (Transaction by Subsidiary Company- Surana Solar System Pvt Ltd)	90.00	-	90.00	-
	Previous Year	-	90.00	-	90.00

(\*) The above transactions are aggregate of multiple transactions entered with the parties during the year.

Note: Negative figures represent Loans/advances given and recovered by the company

36. In the opinion of Board of Directors and to the best of their knowledge and belief, the above disclosure pursuant to Securities Exchange Board Of India (Listing Obligation and Disclosure Requirement and Regulation 2015) and Section 186 of the Companies Act 2013.

#### 37. Auditors' Remuneration includes:

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
<b>Statutory Auditors</b>		
Audit Fees	1.59	1.59
<b>Total</b>	<b>1.59</b>	<b>1.59</b>

#### 38. Sitting Fee to Directors

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
1) <b>Sitting Fee to Directors</b>	1.02	0.93

#### 39. Inflow and Outflow in foreign currency

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
<b>Expenditure in Foreign Currency</b>	Nil	Nil
<b>Earning in Foreign Currency</b>	Nil	Nil

## Notes forming part of the Consolidated Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 40. TAX Expenses

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
Current Tax	194.65	161.70
Deferred Tax Liability/(Asset)	(38.41)	(32.60)
Excess MAT credit reversed	(0.64)	-
<b>TOTAL</b>	<b>155.60</b>	<b>129.10</b>

**Reconciliation of estimated income tax expenses at Indian statutory income tax rates to income tax expenses reported in statement of profit and loss:**

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
Income before taxes	588.01	920.69
Effective Tax Rate	33.10%	17.56%
Estimated Income Tax Expense	194.65	161.70
Add: Effect of non deductible expenses	-	-
(Less):Effect of allowances for tax purpose	-	-
Add/(Less): Effect of deferred tax	(39.05)	(32.60)
Tax Expense in Statement of Profit and Loss	<b>155.60</b>	<b>129.10</b>

### 41. Net Debt Reconciliation

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
Opening Balances of Borrowings	1753.88	3493.60
Add: Proceeds from Non Current Borrowings	250.00	560.36
Less: Repayment of Non Current Borrowings	1586.80	2300.08
Closing Balance of Borrowings	<b>417.08</b>	<b>1753.88</b>

### 42. Other Comprehensive Income

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
Items that will not be reclassified to profit or loss :	-	-
Re-measurement of change in fair value of equity instrument through OCI (net of tax)	140.49	60.07
<b>TOTAL</b>	<b>140.49</b>	<b>60.07</b>

43. As per Section 135 of the Companies Act, 2015, a CSR committee has been formed by the company. The disclosure in respect of CSR Expenditure during the year as aligned with the CSR Policy of the Company which is in line with the activities specified in Schedule VII of the Companies Act, 2013 is as under:

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
Gross amount required to be spent by the Company during the year	<b>8.67</b>	-
Related Party Transaction as per Ind AS 24 in relation to CSR activities (Refer note below.	-	-
GM Surana Foundation	<b>7.66</b>	-
Others	<b>1.01</b>	-

Particulars	Amount Paid	Amount yet to be paid	Amount Paid	Amount yet to be paid
	For the year ended 31 <sup>st</sup> March 2023		For the year ended 31 <sup>st</sup> March 2022	
(i) Construction/ acquisition of any asset	-	-	-	-
(ii) Purposes other than (i) above	<b>8.67</b>	-	-	-
<b>TOTAL</b>	<b>8.67</b>	-	-	-



## Notes forming part of the Consolidated Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

<b>Nature of CSR activities undertaken by the company</b>	<b>1. “Rural Development”- “Integrated Village Development (IVD) Project”</b> <b>2. “Promoting Healthcare including preventive health care – Health Project”</b>	1. “Rural Development”- “Integrated Village Development (IVD) Project” 2. “Promoting Healthcare including preventive health care – Health Project 3. Promoting Education 4. Environmental Sustainability 5. Animal Welfare
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### CSR Movement

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
Opening Balance	8.67	-
Gross amount required to be spent by the Company during the year	-	-
Actual Spent	8.67	-
(Excess)/Short Spent	-	-

44. The information regarding amounts due to creditors registered under the Micro, Small and Medium Enterprises Development Act, 2006, has been given to the extent available with the Company based on the intimation received from the suppliers regarding their status under the Act. The required disclosures of outstanding dues of micro, small & medium enterprises are as under:

SI No	Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
a)	Principal amount remaining unpaid as at 31st March	-	-
b)	Interest amount remaining unpaid as at 31st March	-	-
c)	Interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-
d)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	-	-
e)	Interest accrued and remaining unpaid as at 31st March	-	-
f)	Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

### 45. Earnings Per Share (EPS)

Particulars		2022-23	2021-22
Net Profit after Tax	lakhs	432.41	791.60
Net Profit after Tax available for equity share holders - For Basic and Diluted EPS	lakhs	432.41	791.60
Weighted Average No. Of Equity Shares For Basic EPS	In No's	13,57,59,963	13,57,59,963
Weighted Average No. Of Equity Shares For Diluted EPS	In No's	13,57,59,963	13,57,59,963
Nominal Value of Equity Shares	In ₹	1	1
Basic Earnings Per Equity Share	In ₹	0.32	0.58
Diluted Earnings Per Equity Share	In ₹	0.32	0.58

### 46. Contingent Liabilities and Commitments (to the extent not provided for)

Particulars	As at 31-03-2023	As at 31-03-2022
Contingent Liabilities- For Claims - Bank Guarantee	16.24	16.24
Commitments:		
Corporate Guarantees for loans availed by Subsidiary companies	-	2500.00

## Notes forming part of the Consolidated Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 47. 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/ losses are immediately charged to the Profit & Loss account and are not deferred.

#### A Expenses recognized in the Profit & Loss Account

Particulars	Gratuity	
	2022-23	2021-22
Current service cost	1.86	1.54
Interest cost	2.79	2.47
Expected Return on Planned Assets	(2.71)	(40.28)
Net Actuarial Loss/ (Gain) recognized in the year	(0.99)	1.43
<b>Expenses recognized in Statement of Profit &amp; Loss</b>	<b>0.95</b>	<b>(34.82)</b>

#### B Change in Present value of obligation during the year ended 31st March, 2023

Particulars	Gratuity	
	2022-23	2021-22
Present Value of obligation as at beginning of the year	39.93	35.41
Interest Cost	2.79	2.47
Current Service Cost	1.86	1.54
Benefits Paid-Actuals	(0.77)	(0.93)
Actuarial (Gain)/ Loss on Obligations	(0.99)	1.43
<b>Present Value of obligation as at end of the year</b>	<b>42.83</b>	<b>39.93</b>

#### C Change in fair value of Plan Assets during the year ended 31st March, 2023

Particulars	Gratuity	
	2022-23	2021-22
Fair value of Plan Assets as at the beginning of the year	39.45	0.10
Expected Return on Plan Assets	2.71	40.28
Contributions	-	-
Benefits Paid	(0.77)	(0.93)
<b>Fair value of Plan Assets as at the end of the year</b>	<b>41.39</b>	<b>39.45</b>

#### D Actuarial Gain/ loss recognized

Particulars	Gratuity	
	2022-23	2021-22
Actuarial (Gain) / Loss for the year –Obligation	0.99	(1.43)
Total Loss for the Year	-	-
<b>Actuarial (Gain) / Loss recognized in the year</b>	<b>(0.99)</b>	<b>-</b>

#### E Actuarial assumption

Particulars	Gratuity	
	2022-23	2021-22
Discount rate used	7.25%	7.00%
Salary escalation	6.00%	6.00%

## Notes forming part of the Consolidated Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 48. Segment Reporting

#### Factors used to identify the reportable segments.

The Company has following business segments, which are its reportable segments. These segments offer different products and services and are managed separately because they require different technology and production process. Operating segment disclosures are consistent with the Information.

SI No	Reportable Segments	Product/ Service
i)	Renewable Energy (Solar &wind)	Generation of Solar and wind Power
ii)	Trading & others	Manufacturing/trading of Solar related Products and Infrastructure leasing

#### Information about business segments:

S No.	Particulars	Solar and wind Power		Trading and others		Total	
		31.03.2023	31.03.2022	31.03.2023	31.03.2022	31.03.2023	31.03.2022
1	<b>REVENUE</b>						
	External sales	2,431.29	2,660.07	39.66	7.18	2,470.95	2,667.26
	Other operating income	-	-	320.38	277.32	320.38	277.32
	<b>TOTAL INCOME</b>	<b>2,431.29</b>	<b>2,660.07</b>	<b>360.04</b>	<b>284.51</b>	<b>2,791.33</b>	<b>2,944.58</b>
2	<b>RESULTS</b>						
	Segment results	485.92	1,072.32	125.71	269.48	611.63	1,341.80
	Unallocable income/ (Expenses)					130.62	(52.37)
	Operating profit					742.25	1,289.43
	Interest expenses					154.24	368.74
	Income taxes					155.60	129.10
	Profit from ordinary activities					432.41	791.60
	<b>Net profit</b>					<b>432.41</b>	<b>791.60</b>
3	<b>Other information</b>						
	Segment assets	8,831.71	9,648.56	851.12	827.76	9,682.83	10,476.31
	Unallocable assets					5,385.30	5,198.20
	<b>Total assets</b>					<b>15,068.13</b>	<b>15,674.51</b>
	Segment liabilities	780.95	53.03	3.85	1.94	784.80	54.97
	Unallocable liabilities					176.90	805.46
	<b>Total liabilities</b>					<b>961.70</b>	<b>860.42</b>
	Capital expenditure	-	107.52	19.24	-	19.24	107.52
	Unallocable capital expenditure					327.29	29.83
	<b>Total capital expenditure</b>					<b>346.53</b>	<b>137.35</b>
	Depreciation & amortisation	962.96	1,065.61	24.59	19.61	987.56	1,085.22
	Unallocable depreciation			-	-	26.86	12.51
	<b>Total depreciation &amp; amortisation</b>					<b>1,014.42</b>	<b>1,097.73</b>

## Notes forming part of the Consolidated Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

### 49. financial risk management objectives and policies

The Company's principal financial liabilities other than derivatives comprise long-term and short-term borrowings, capital creditors and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets other than derivatives include trade and other receivables, cash and cash equivalents and deposits that derive directly from its operation.

The Company is exposed to market, credit, liquidity and regulatory risks. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below :

#### A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: commodity risk, interest rate risk and foreign currency risk.

##### (i) Commodity Price Risk

Company is affected by the price volatility of certain commodities, primarily, Solar Module. Its operating activities require the on-going purchase of these materials. The company has arrangement to pass-through the increase/decrease in these material price through price variance clause in majority of the contract.

##### (ii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rate relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency). Further, the Company has foreign currency risk on import of input materials, capital commitment and also borrow funds in foreign currency for its business. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. Certain transactions of the Company act as a natural hedge as a portion of both assets and liabilities are denominated in similar foreign currencies, for the remaining exposures to foreign exchange risks, the Company adopts a policy of selective hedging based on risk perception of management using derivative, whenever required, to mitigate or eliminate the risks.

##### (iii) Interest Rate risk

The Company is exposed to interest rate risk on financial liabilities such as borrowings, both short-term and long-term. It maintains a balance of fixed and floating interest rate borrowings and the proportion is determined by current market interest rates, projected debt servicing capability and view on future interest rates.

#### B. Credit Risk

Financial Asset of the Company include trade receivables, employee advances and bank deposits which represents Company's maximum exposure to the credit risk.

With respect to credit exposure from customers, the Company has a procedure in place aiming to minimise collection losses. Credit Control team assesses the credit quality of the customers, their financial position, past experience in payment and other relevant factors. The Company's exposure to credit risk is influence mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including default risk associated with the industry and country in which customers operate. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. with respect to other financial risk Viz loan and advances , deposit with government, the credit risk is insignificant since the loans and advances are given to its employees only and deposits are held with reputable banks. The credit quality of the financial assets is satisfactory, taking into account the allowance for credit losses.

#### C. Regulatory Risks

The Company performance may be impacted due to change in Regulatory Environment. The Company is closely monitoring the regulatory developments and risks thereof and proactively implementing course correction for proper compliance commensurate with new regulatory requirements.

#### D. Liquidity Risk

The company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans

## Notes forming part of the Consolidated Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

The table below summarises the maturity profile of the company's financial liabilities based on contractual undiscounted payments.

Year Ended	On Demand	3 to 12 Months	1 to 5 Years	>5 Years	Total
<b>31-Mar-23</b>					
<b>Borrowings</b>	-	924.16	417.08	-	1341.24
	-	<b>924.16</b>	<b>417.08</b>	-	<b>1341.24</b>
<b>31-Mar-22</b>					
<b>Borrowings</b>	-	779.16	1753.86	-	2,533.02
	-	<b>779.16</b>	<b>1753.86</b>	-	<b>2,533.02</b>

### 50. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

Particulars	2022-23	2021-22
Borrowings (Long term and Short term including Current maturity of Long term Borrowings)	1341.24	2,533.02
Add : Other Payable (current and non-current excluding current maturity of long term borrowings)	117.15	160.90
Less Cash and Cash Equivalents (Note : 12)	114.55	62.66
<b>Net Debt (A)</b>	<b>1343.84</b>	<b>2,631.26</b>
Equity Share capital	1,357.60	1,357.60
Other Equity	10,964.27	10,403.00
<b>Total Capital (B)</b>	<b>12,321.87</b>	<b>11,760.60</b>
<b>Capital and Net debt C= (A+B)</b>	<b>13,665.71</b>	<b>14,391.85</b>
<b>Gearing ratio (in %) D= (A/C*100)</b>	<b>9.83</b>	<b>18.28</b>

### 50. Ratio analysis and its elements.

Ratio	Numerator	Denominator	March 31,2023	March 31,2022	% Change	Reason for variance
<b>Current Ratio</b>	Current Assets	Current Liabilities	2.29	1.82	25.87	Note(a)
<b>Debt-Equity Ratio</b>	Total Debt*	Shareholder's Equity	0.11	0.22	(49.46)	Note(b)
<b>Debt Service Coverage Ratio</b>	Earning for debt service = Net profit before taxes + non-cash operating expenses + Finance Costs	Debt service = Interest & lease payments + Principal repayments	1.95	1.75	11.18	
<b>Return on Equity ratio</b>	Net profit after taxes	shareholder's equity	3.51	6.73	(47.86)	Note(c)
<b>Inventory Turnover ratio</b>	Inventory	Net Sales*365 days	15 days	14 days	9.90	-
<b>Trade receivables turnover ratio</b>	Debtors	Gross Sales*365 days	85 days	142 days	(40.02)	Note (d)

## Notes forming part of the Consolidated Financial Statements

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

Ratio	Numerator	Denominator	March 31,2023	March 31,2022	% Change	Reason for variance
<b>Trade payables turnover ratio</b>	Creditors	Total Purchases*365 days	130 days	274 days	(52.71)	Note (e)
<b>Net Capital Turnover Ratio</b>	Net sales = Total sales - sales return	Net Working Capital = Current assets - Current liabilities excl term loan payable in 1 year	1.37	2.05	(33.15)	Note (f)
<b>Net Profit Ratio</b>	Net profit after taxes	Net Sales = Total sales - Sales return	15.49	29.68	42.38	Note(g)
<b>Return on capital employed</b>	Earnings before interest and taxes	Capital employed = Tangible Net Worth + Total Debt	13.79	17.66	(21.93)	

### Notes

- Change in the Current ratio is due to Increase in the current Assets.
- Change in Debt Equity ratio is due to Repayments of Long Term borrowings.
- Change in the Return on Equity ratio is on account of decrease in Finance Cost and Increase in Net Profit.
- Change in the Trade receivable ratio is due to faster realization from TSSPDCL .
- Change in the Trade Payable ratio is due to large in purchases.
- Change in the Net Profit ratio is due to decrease in Finance cost and Depreciation.

### 51. Other Statutory Information

#### A. RELATIONSHIP WITH STRUCK OFF COMPANIES

The company do not have any transactions with company's struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956 during the year ended 31st March, 2023 (Previous year: Nil).

#### B. DISCLOSURE IN RELATION TO UNDISCLOSED INCOME

The company do not have any such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year ended 31st March, 2023 and also for the year ended 31st March, 2022 in the tax assessments under Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

#### C. DETAILS OF BENAMI PROPERTY HELD

The Company do not hold any property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, hence there are no proceedings against the company for the year ended 31st March, 2023 and also for the year ended 31st March, 2022.

#### D. REGISTRATION OF CHARGES OR SATISFACTION WITH REGISTRAR OF COMPANIES (ROC)

The Company do not have any charges or satisfaction, which are yet to be registered with ROC beyond the statutory period, during the year ended 31st March, 2023 and also during the year ended 31st March, 2022.

#### E. DETAILS OF CRYPTO CURRENCY OR VIRTUAL CURRENCY

The company have not traded or invested in crypto currency or virtual currency during the year ended 31st March, 2023 and also during the year ended 31st March, 2022.

#### F. UTILISATION OF BORROWED FUND AND SHARE PREMIUM

The company have not advanced or loaned or invested funds to any other person(s) or entity (ies), including foreign entities (intermediaries) with the understanding that the intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

The company have not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the company shall: (a) directly or indirectly

**Notes forming part of the Consolidated Financial Statements**

(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)

lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

- G.** The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
53. Confirmation letters of majority of balances under the heads Trade Payables, Claims Recoverable, Loans & Advances, Trade Receivables and Deposits from and with various parties/ Government Departments have been sent but in number of cases such confirmation letters from the parties are yet to be received.
54. The 3 MV Solar Power plant of "Tejas India Solar Energy Private Limited" a wholly owned subsidiary, has become obsolete and dysfunctional on account of considerable delay in granting statutory approvals by the government authorities, non-synchronization with the grid and fire incident. Therefore, the board has decided to abandon/scrap the project and machinery of ₹ 869.66 lakhs have been written off in profit & loss account under the head "Other Expenses" based on the present fair value of the residual Machinery determined by an Independent Chartered Engineer.
- In view of the above, value of equity investment in the subsidiary made by the company "Surana Telecom & Power Limited" has been written off to the extent of ₹ 326.67 lakhs in profit & loss account under the head "Other Expenses" as per valuation carried out by an Independent agency.
55. Previous year's figures have been regrouped and rearranged, wherever found necessary

As per our report of even date attached  
**For Luharuka & Associates**  
**Chartered Accountants**  
**Firm Reg No - 01882S**

**For and on behalf of the BOD of Surana Telecom and Power Ltd**

**Naveen Lohia**  
**Partner**  
**M.No: 214548**

**Narender Surana**  
**Managing Director**  
**DIN: 00075086**

**Devendra Surana**  
**Director**  
**DIN: 00077296**

Place: Secunderabad  
Date: 30<sup>th</sup> May, 2023

**T.R. Venkataramanan**  
**Chief Financial Officer**

**Mansa Thakur**  
**Company Secretary**  
**M.No: A67140**

## Form AOC - 1

(Pursuant to First proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies / joint ventures

**Part "A": Subsidiaries**

**(All amounts are in Indian Rupee (lakhs) except share data and where otherwise stated)**

Sl. No.	Name of the Subsidiary	1	2	3	4
		Aryavaan Renewable Energy Private Limited	Tejas India Solar Energy Private Limited	Bhagyanagar Green Energy Private Limited	Surana Solar Systems Private Limited
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as holding Company	Same as holding Company	Same as holding Company	Same as holding Company
2	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	N/A	N/A	N/A	N/A
3	Share Capital	850.00	500.00	1,120.00	650.00
4	Reserves & Surplus	84.89	(873.05)	405.91	80.18
5	Total Assets	1,071.12	535.78	1,527.14	1,359.25
6	Total Liabilities	1,071.12	535.78	1,527.14	1,359.25
7	Investments	-	-	-	-
8	Turnover	399.09	-	430.50	250.81
9	Profit before taxation	104.31	(869.66)	176.28	(34.76)
10	Provision for taxation (Incl deferred tax)	9.19	-	27.53	(29.50)
11	Profit after taxation	95.12	(869.66)	148.75	(5.26)
12	Proposed Dividend	-	-	-	-
13	% of shareholding	51.00	100.00	58.15	51.00
1	Names of subsidiaries which are yet to commence operations: Tejas India Solar Energy Private Limited				
2	Names of subsidiaries which have been liquidated or sold during the year : Nil				



**Part "B": Associates and Joint Ventures**

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to  
Associate Companies and Joint Ventures

Name of Associates/Joint Ventures		Surana Solar Limited
<b>1</b>	Latest Audited Balance Sheet Date	31 <sup>st</sup> March, 2023
<b>2</b>	Shares of Associates/Joint Ventures held by the company on the year end	204.14
<b>3</b>	Amount of Investment in Associates/Joint Venture	1,414.09
<b>4</b>	Extend of Holding %	41.43%
<b>5</b>	Description of how there is significant influence	
<b>6</b>	Reason why the associate/joint venture is not consolidated	-
<b>7</b>	Net worth attributable to shareholding as per latest audited Balance Sheet	2,379.18
<b>8</b>	Profit / Loss for the year	228.49
	<b>i.</b> Considered in Consolidation	94.66
	<b>ii.</b> Not Considered in Consolidation	-
		-

As per our report of even date attached  
**For Luharuka & Associates**  
**Chartered Accountants**  
**Firm Reg No - 01882S**

**For Surana Telecom and Power Limited**

**Naveen Lohia**  
**Partner**  
**M.No: 214548**

**Narender Surana**  
**Managing Director**  
**DIN: 00075086**

**Devendra Surana**  
**Director**  
**DIN: 00077296**

Place: Secunderabad  
Date: 30<sup>th</sup> May, 2023

**TR. Venkaramanan**  
**Chief Financial Officer**

**Mansa Thakur**  
**Company Secretary**  
**M.No.: A67140**









If undelivered please return to:  
**Secretarial Department**

## **SURANA TELECOM AND POWER LIMITED**

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