



Neueon Towers Limited

(Formerly known as Sujana Towers Limited)

07th September, 2018

To The Department of Corporate Services –CRD, Bombay Stock Exchange Ltd, P.J.Towers, Dalal Street, MUMBAI – 400 001.	To National Stock Exchange of India Ltd, 5 th floor, Exchange Plaza, Bandra (E), MUMBAI - 400 051.
Scrip Code: 532887	Scrip Symbol: NTL

Subject: Notice of 11th Annual General Meeting (AGM) to be held on 29th September, 2018 and Book Closure

Dear Sir/Madam,

Pursuant to Regulation 30 read with Clause 12 of Para A of Schedule III and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby enclosing the notice of Annual General Meeting (AGM) of the Company to be held on Saturday, 29th September, 2018 at 04:00 p.m. at Survey No. 321, Turkala Khanapur Village, Hatnur Mandal, Sanga Reddy District-502296, Telangana, India to transact the businesses as detailed in the said Notice.

Further, Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have provided the facility to vote by electronic means (remote e-voting) on all resolutions as set out in the notice of the AGM to its members. The remote e-voting will commence at 09:00 a.m. on Tuesday, 25th September, 2018 and end at 05:00 p.m. on Friday, 28th September, 2018

As required under Section 91 of Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of members and the Share Transfer Books of the Company will remain closed as mentioned below:

Security Code	Security Type	Date of Book Closure	Purpose
532887	Equity Share	27 th September, 2018	Annual General Meeting

Kindly take the above on record.

Thanking You,

Yours faithfully,

For NEUEON TOWERS LIMITED


P. PAPER HUSSEN

COMPANY SECRETARY

CIN: L40109TG2006PLC049743

Regd. Office:

Survey No.321,

Turkala Khanapur(V),

Hatnur (M), Medak Dist. - 502 201.

Telangana, India.

T + 91-08458-288964/965,

www.neueontowers.com

Corp.&Admin. Office:

Plot No.5/A, Vengalrao Nagar,

Hyderabad - 500038,

Telangana, India.

T +91-40-23815530/31/32

F +91-40-23815534.



CORPORATE INFORMATION**BOARD OF DIRECTORS**

NON-EXECUTIVE CHAIRMAN	:	Shri M. V. Bhaskara Rao *
MANAGING DIRECTOR	:	Shri G. Srinivasa Raju
DIRECTORS	:	Shri S. Hanumantha Rao Shri A. S. Anand Kumar * Shri L. V. Rao* Shri Saravanan Muthu # Smt.G Umadevi*
		<i>*Independent, Non-Executive Directors</i>
		<i># Nominee from IDBI Bank</i>

AUDIT COMMITTEE	:	Shri A. S. Anand Kumar Shri S. Hanumantha Rao Shri M. V. Bhaskara Rao Shri L. V. Rao
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MANAGEMENT COMMITTEE	:	Shri G. Srinivasa Raju Shri S. Hanumantha Rao Shri M. V. Bhaskara Rao
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CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	:	Shri G. Srinivasa Raju Shri S. Hanumantha Rao Shri M. V. Bhaskara Rao
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NOMINATION AND REMUNERATION COMMITTEE	:	Shri S. Hanumantha Rao Shri A. S. Anand Kumar Shri M. V. Bhaskara Rao
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RISK MANAGEMENT COMMITTEE	:	Shri G. Srinivasa Raju Shri S. Hanumantha Rao Shri M. V. Bhaskara Rao
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SHARE TRANSFER COMMITTEE	:	Shri G. Srinivasa Raju Shri M. V. Bhaskara Rao Shri S. Hanumantha Rao
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SHAREHOLDERS' GRIEVANCES COMMITTEE	:	Shri G. Srinivasa Raju Shri S. Hanumantha Rao Shri M. V. Bhaskara Rao
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VICE-PRESIDENT (FINANCE)	:	Smt. S. Kalyani
COMPANY SECRETARY	:	Shri Pathan Apser Hussen
STATUTORY AUDITORS	:	M/s. Venugopal & Chenoy Chartered Accountants, Tilak Road, Hyderabad.

INTERNAL AUDITORS	:	Shri M. Balarama Krishnaiah Chartered Accountant, Hyderabad.
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NEUEON TOWERS LIMITED

COST AUDITORS	:	M/s Nageswara Rao & Co. Cost Accountants, Hyderabad
BANKERS	:	Andhra Bank Central Bank of India Exim Bank Limited IDBI Bank Limited Karnataka Bank Ltd Punjab National Bank UCO Bank
REGISTERED OFFICE	:	Survey No.321, Turkala Khanapur (V), Hatnur (M), Sanga Reddy Dist - 502 296 Telangana, India
CORPORATE OFFICE	:	5/A, Vengalrao Nagar, Hyderabad, Telangana- 500 038 Website: www.sujana.com
WORKS	:	(i) Plot No. 128 Part, Sy.No.172/B, I.D.A. Bollaram - 502 325, Jinnaram Mandal, Sanga Reddy Dist, Telangana. (ii) Plot No. 10, 11 and 12, Sy. No.172 I.D.A. Bollaram - 502 325, Jinnaram Mandal, Sanga Reddy Dist, Telangana. (iii) Plot No. 9, Sy. No.172/EE, U, UU, I.D.A. Bollaram - 502 325, Jinnaram Mandal, Sanga Reddy Dist, Telangana. (iv) Plot No.8 B & C, Sy. No.172/EE, U, UU I.D.A. Bollaram - 502 325, Jinnaram Mandal, Sanga Reddy Dist, Telangana. (v) Sy. No. 321, Turkala Khanapur Village - 502 296, Hatnur Mandal, Sanga Reddy Dist, Telangana.
LISTING	:	EQUITY BSE Limited (BSE) PhirozeJeejeebhoy Towers Dalal Street, Mumbai - 400 001 National Stock Exchange of India Limited (NSE) 5th Floor, Exchange Plaza Bandra (E), Mumbai - 400 051
REGISTRAR & SHARE TRANSFER AGENT	:	M/s. Bigshare Services Private Limited 306, Right Wing, 3rd Floor, Amrutha Ville, Opp: Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad - 500 082 Phone No. 040-2337 4967 Email: bsshyd@bigshareonline.com Website: bigshareonline.com

NOTICE

NOTICE is hereby given that the 11th Annual General Meeting of the Members of Neueon Towers Limited (formerly known as Sujana Towers Limited) will be held on Saturday the 29th day of September, 2018, at the Registered Office of the Company at Survey No. 321, Turkala Khanapur (V), Hatnur (M), Sanga Reddy Dist-502296, Telangana, India, at 4.00 P.M., to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2018, including the audited Balance Sheets as at March 31, 2018, the Statements of Profit and Loss and Cash Flow Statements for the financial year ended on that date and the report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Shri S Hanumantha Rao (DIN: 00118801), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **To ratify the remuneration of the cost auditors for the financial year ending 31st March, 2019 and the in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand Only) plus Service tax as applicable and reimbursement of actual expenses and out of packet expenses to be paid to M/s. Nageswara Rao & Co, (Membership No: 000332) Cost Auditors of the Company, for the financial year 2018-19, as approved by the Board of Directors of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT the Board be

and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. **To consider and re-appoint Shri G. Srinivasa Raju, as Managing Director & Key Managerial Person of the Company and in this regard 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, 203 and any other applicable provisions of the Companies Act, 2013 (“Companies Act”) and the rules, circulars, orders and notifications issued there under (including any statutory modification(s) or reenactment thereof for the time being in force), read with Schedule V to the Companies Act (including any statutory modification(s) or re-enactment thereof, for time being in force), subject to all guidelines for managerial remuneration issued by the Central Government from time to time, and approval of Central Government, required if any, and such other consents and approvals as may be required, and as recommended by the Nomination and Remuneration Committee, consent of the Members of the Company be and is hereby accorded for re-appointment of Shri G. Srinivasa Raju (DIN: 00132249), as the Managing Director, a Whole time Key Managerial Personnel (KMP), of the Company, with substantial powers of management to be exercised by him, subject to the superintendence, control and direction of the Board of Directors of the Company, for a period of 03 (three) Years, effective from, February 14, 2018 till February 13, 2021 and the remuneration, if any payable taking together with the remuneration received by Shri G. Srinivasa Raju for being Managing Director & Key Managerial Person of M/s. Sujana Universal Industries Limited, shall not exceed the limits as prescribed in the Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the terms of the re-appointment of Shri G. Srinivasa Raju shall be subject to revision by the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include any

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Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution), from time to time during the tenure of the appointment, taking into account the performance of the Company, within the overall limit as provided in the provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of his tenure, the Company will, subject to applicable laws and such sanctions and approvals as may be required, pay remuneration to Shri G. Srinivasa Raju, as Managing Director as provided in this resolution.”

“RESOLVED FURTHER THAT the remuneration specified above for Shri G. Srinivasa Raju, Managing Director may, subject to overall ceiling specified above and subject to Schedule V of the Companies Act be modified, during the tenure of office as Managing Director, as may be agreed by the Board of Directors and Shri G. Srinivasa Raju.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary of the Company be and are hereby directed and severally authorised to complete necessary statutory formalities to give effect to the resolution and to do all such acts, deeds, matter and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to implement this resolution from time to time and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies, Andhra

Pradesh & Telengana”.

5. **To appoint Ms. G. Umadevi as an Independent Non-Executive Director of the Company for a term upto 5 years under Section 149 of the Companies Act, 2013) and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 & 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 [Including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] read with Regulation 17 of the SEBI(Listing Obligations And Disclosure Requirements) Regulations, 2015, Ms. G. Umadevi (DIN: 07958472), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors w.e.f. October 13th, 2017 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Ms. G.Umadevi for the Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years commencing from October 11th, 2017 to October 10th, 2022.”

6. **To continue the Directorship of Shri M V Bhaskara Rao, as Independent Director of the Company upto 29.09.2019, and in this regard 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 Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any and subject to the approval of members of the Company, consent of the member the Company be and is hereby accorded for continuation of Directorship of Shri M V Bhaskara Rao, who

was reappointed as Independent Director of the Company for a period of 5 years at the 7th Annual General Meeting of the Company held on 30th September, 2014 till conclusion of 12th Annual General Meeting and who has attained the age of 78 years for the remaining period of his existing term of Directorship as Independent Director of the Company.”

7. To consider, approve the resolution under Section 180 (1) (a) of the Companies Act, 2013 for selling, leasing otherwise disposing off the assets of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in addition to the special resolution passed by the Members of the Company in their 24th Annual General Meeting held on 30th day of September, 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the provisions of the Memorandum and Articles of Association of the Company and all other applicable rules, regulations, guidelines and other provisions of law, and also subject to all necessary approvals, consents, permissions and sanctions from the concerned authorities/bodies including Company’s Secured Lenders and other persons holding encumbrance/charge, and subject to such terms and conditions as may be imposed by any of them, the consent and approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution) to transfer, sell, assign, deliver or otherwise dispose-off,

from time to time, in one or more tranches, the whole or substantially the whole of the asset(s)/ undertaking(s) of the Company and/ or of its subsidiaries together with all tangible and intangible assets (including its investment in subsidiary companies), liabilities, contracts, books, ledgers, records, pertaining to accounts, finances, information technology, insurance policies, rights, government or regulatory licenses and permits, employees and all other rights and claims of the Company pertaining to the said asset(s)/ undertaking(s), on a slump sale basis or by any other mode as a going concern or otherwise, to any related or unrelated person(s)/ body(ies)/ entity(ies)/ company(ies), for such consideration(s) whether in cash or otherwise and on such terms and conditions and in such manner as the Board may in its absolute discretion decide or as it may deem fit.

“RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to make efforts to identify the potential buyer(s) either in India or abroad, to negotiate with them regarding the above transaction and authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle, approve, ratify and finalise all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalising and executing any agreements, writings, papers, memoranda, deed(s) of assignment/ conveyance, undertaking and/ or such other document(s) as may be necessary or expedient in their own discretion, and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary and to do all necessary and incidental acts to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company and to delegate such powers to any Officers of the Company

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as it may consider necessary or expedient or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.”

By order of the Board

G. Srinivasa Raju
Managing Director
(DIN: 00132249)

Place : Hyderabad
Date : 29th August, 2018

NOTES:

1. The Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the Notice are annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
3. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members/ proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. The Share Transfer Books and Register of Members of the Company will remain closed on 27th September, 2018 (One Day only).
9. Details under SEBI (Listing Obligations & Disclosure Requirements) 2015 in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. The directors have furnished the requisite declarations for their appointment/ re-appointment.
10. Shareholders desiring any information as regards the accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
11. The registration of share transfers and other related correspondence will be dealt at M/s. Bigshare Services Private Limited of Mumbai, having its branch office at 306, Right Wing, 3rd Floor, Amruta Ville, Opp: Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad - 500 082 and Section 136 of the Companies Act, 2013 read with relevant Rules issued there under, Companies can serve Annual Reports and other communications through electronic mode to those shareholders who have registered their email address either with the Company or with the Depository. It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This is a

golden opportunity for every shareholder of the Company on to contribute to the cause of Green Initiative. Members who have not registered their e-mail address with the Company are requested to register the same by submitting the letter to Companies RTA. The Members holding shares in electronic form are requested to register their e-mail address with their Depository Participants only. The Members of the Company, who have registered their e-mail address, are entitled to receive communications in physical form, upon request.

12. Electronic copy of the Annual Report for 2017-18 (including Notice of the 11th Annual General Meeting of the Company along with Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode.
13. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates with their respective Depository Participants to receive all the communications in electronic mode. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company RTA.
14. Members may also note that the Notice of the 11th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.sujana.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection during normal business hours on working days.
15. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, circulars, etc., from the Company electronically.

16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

17. Instructions for members for voting electronically are as under:-

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or <https://www.neueontowers.com>.

The e-voting period commences on 25th September, 2018 (9:00 am) and ends on 28th September, 2018 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is

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cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2018. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2018. May obtain the login ID and password by sending a request at evoting@nsdl.co.in or <https://www.neueontowers.com> or <https://www.bigshareonline.com>

The facility for voting through remote e-voting shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) For Members who hold shares in demat

account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).

- c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a. Click on "Forgot User Details/ Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.com

nsdl.com.

- b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the

relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail www.yravifcs@gmail.com to with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- * Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

NEUEON TOWERS LIMITED

* It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsd.com> or contact NSDL at the following toll free no.: 1800-222-990.

By order of the Board

G. Srinivasa Raju
Managing Director
(DIN: 00132249)

Place : Hyderabad
Date : 29th August, 2018

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“the Act”):

The following statement sets out all material facts relating to the business mentioned in Item No. 03 to 07 of the accompanying Notice:

Item No. 3:

The Board of Directors, on recommendation of the Audit Committee, at their meeting held on 30th May, 2018, has approved the appointment and remuneration of the M/s. Nageswara Rao & Co, (Member Ship No: 000332) Cost Accountants in practice, as Cost Auditors of the Company to conduct the audit of the cost records of the Company across various segments, for the financial year ending 31st March, 2019 on a remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand Only) plus Service tax as applicable and reimbursement of actual expenses and out of packet expenses.

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. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019.

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.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Item No. 4

Shri G Srinivasa Raju, aged 55 years, holds Bachelor's Degree in Mechanical Engineering from Chaitanya Bharathi Institute of Technology, Hyderabad. He also holds a Master Degree in Engineering from Roorke University. Shri G Srinivasa Raju has about 29 plus years of professional experience in manufacturing sector and immense knowledge in the steel & related products business.

Brief resume of Shri G Srinivasa Raju, nature of his expertise in specific functional areas, names of companies in which he holds directorships and

memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Regulation 17 of Listing Regulations with the Stock Exchanges, has been provided and forming part of the Annual Report of the Company.

On the recommendation of the Nomination and Remuneration Committee of the Board, the Board of Directors of the Company ("Board") at its meeting dated 14th February, 2018 re-appointed Shri G Srinivasa Raju as the Managing Director of the Company for a period of 3 (three) Years with effect from 14th February, 2018.

It is now proposed to seek the Shareholders' approval for re-appointment of Shri G Srinivasa Raju as Managing Director, liable to retire by rotation and a Key Managerial Personnel, in terms of the applicable provisions of the Companies Act, 2013 ("Act") with effect from 14th February, 2018 for a period of three years, on the existing terms and conditions set out below:

During the current financial year, your Company has incurred a net Loss of Rs. 46263.32 lakhs, In case of losses or inadequacy of profits in any financial year during his tenure as Managing Director of the Company, the remuneration payable to him shall be in accordance with the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time subject to the Compliance thereof but in any event shall not exceed the limit of remuneration payable when the profits of the Company are adequate

In accordance with the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013, approval of shareholders is required for re-appointment of Shri G Srinivasa Raju.

Statement as per Section II of Part II of Schedule V of the Companies Act, 1956 is as follows:

Statement as per Section II of Part II of Schedule V of the Companies Act, 2013 is as follows:

I. GENERAL INFORMATION

1. Nature of Industry:

The Company is in the area of manufacturing and Company is currently operating in various areas/verticals/products related to Towers & Transmission, TSF and Specialty Structural Steel Manufacturing Business.

2. Date of commencement of commercial

production:

The Company was incorporated on 6th April, 2006 vide Corporate Identity Number U40109AP2006PLC049743, and has obtained its certificate of Commencement on 12th September,2006.

3. Financial performance based on given indicators:

Particulars	FY 2017-18 (Rs in lakhs)	FY 2016-17 (Rs in lakhs)
Total Revenue	6479.35	20721.55
Total Expenses	50460.70	66724.86
Profit After Tax	(46263.32)	(49192.22)
Dividend Rate	-	-

4. Export performance and net foreign exchange collaborations:

Particulars	FY 2017-18 (Rs in lakhs)	FY 2016-17 (Rs in lakhs)
Export FOB Value	NIL	NIL
Earnings in Foreign Exchange	NIL	NIL

5. Foreign investments or collaborators, if any: During the Year Nil

II. INFORMATION ABOUT THE APPOINTEE

1. Background details:

Mr. G. Srinivasa Raju is a Promoter-Director of Company aged 55 years and holds Bachelor's Degree in Mechanical Engineering from Chaitanya Bharathi Institute of Technology, Hyderabad. He also holds a Master Degree in Engineering from Roorke University. He has contributed to the Company with his rich and vast industrial experience, including the management of granite units. His wide exposure to the steel products industry has helped the Company to diversify in many new products and achieve quality and standard products, his knowledge of deep understanding of all the aspects of business administration has helped the Company in many ways.

2. Past Remuneration: Nil

3. Job profile and his suitability

Managing Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted