

SURANA SOLAR LIMITED

(formerly Surana Ventures Limited)
ISO 9001 - 2008 Certified Company

Registered Office : Plot No. 212/3 & 4, Phase II, IDA, Cherlapally,

Hyderabad-500051, Telangana, India Tel:+91 40 27845119/27841198/65742601

Website: www.suranasolar.com E.mail: surana@surana.com

CIN No.: L45200TG2006PLC051566

Date: 29th June, 2024

SSL/SECT/18/2024-25

The Secretary, BSE Limited,

National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G,

Bandra Kurla Complex, Bandra (E),

Mumbai- 400 051.

The Secretary,

Scrip Code: SURANASOL

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai- 400 001.

Scrip Code: 533298

Dear Sir/Madam,

Sub: Notice of 18th Annual General Meeting scheduled to be held on Monday, 22nd July, 2024, through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) and the Annual Report for the Financial Year 2023-24.

Dear Sir/ Madam,

We wish to inform you that the 18th Annual General Meeting (AGM/Meeting) of the Company is scheduled to be held on Monday, 22nd July, 2024, at 11:00 A.M. IST through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) in accordance with the circulars / notifications issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India to transact the business, as set forth in the Notice convening the Meeting.

The schedule for the AGM is given below:

Sr.No.	Event	Day & Date & Details	Time
1	Cut-off Date to vote on the proposed resolutions	Monday, 15th July, 2024	-
2	E-voting commencement	Thursday, 18th July, 2024	9:00 a.m. (IST)
3	E-voting ends	Sunday, 21st July, 2024	5:00 p.m. (IST)
4	E-voting Website	https://evoting.kfintech.com/	

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed herewith the Annual Report for the Financial Year 2023-24 and the Notice convening the 18th AGM being sent to all members in electronic mode.

The aforementioned Report and the Notice of the AGM are available on the website of the Company i.e., https://www.suranasolar.com. Pursuant to section 91 of the Companies Act, 2013 read with rule 10 of Companies (Management and Administration) Rules, 2014 and the provisions of Listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from 16th July, 2024 to 22nd July, 2024, both days inclusive for the purpose of Annual General Meeting.

Kindly take the above on record.

Thanking you

Yours faithfully, For SURANA SOLAR LIMITED

NARENDER SURANA DIRECTOR DIN-00075086 Encl: A/a



NOTICE OF 18TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 18th Annual General Meeting of the members of Surana Solar Limited, will be held on Monday the 22nd July, 2024 at 11:00 A.M. (IST), through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon.
- To appoint a Director in place of Shri Manish Surana, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

 Appointment of Shri Sanjay Kumar Sanghi (DIN-02770190) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act. 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force], Shri Sanjay Kumar Sanghi (DIN-02770190)who was appointed as an Additional Director of the Company, categorized as Independent, by the Board of Directors with effect from 25th June, 2024, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013, from a member proposing Shri Sanjay Kumar Sanghi for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five (5) years with effect from 25th June, 2024, and that he is not liable to retire by rotation".

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

4. 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, if any, 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 quarantees 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 authorised 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."

To Approve the change in object clause of Memorandum of Association of the company:

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to the approval of the concerned Registrar of Companies Ministry of Corporate Affairs, consent of the shareholders by way of Special Resolution be and is hereby accorded to append the following sub clause (6) (7) (8) (9) after sub clause (5) of clause III (A) of the Memorandum of Association of Company:

- 6. Manufacture, trade, buy, sell, export, import, deal in, assemble, fit, repair, convert, overhead, alter, maintain, and improve all types of defense related products, components, devices, accessories, equipments and appliances whether electrical or including communication systems in connection with defense and aerospace including DIFM, High Power Transmitter and Air borne Radar, warning system, Solid State power amplifier etc.
- 7. To carry on a business and assemble, production preparation, maintenance, manufacture, purchase, import, act as liaison, selling agents, dealers, assemblers of any Indian, foreign Manufacturer, supplier, lease or otherwise acquire and sell distribute, deal in or otherwise dispose off plant and machinery, equipment and apparatus of every description pertaining to defense mechanical, electro mechanical and defense components and equipment's.
- 8. To carry on in India or elsewhere the trade or business and Manufacturers, Contractors or Assemblers of dealers in and contractors for repair of or importers and exporters of all components, devices machinery tools, insurance, equipment's of all descriptions and kinds defense related products for the above aforesaid Objectives.
- To carry on the business in development and deployment of advanced drone and counter drone defense security system and provider of solution to counter potential threats posed by drones and unmanned aerial vehicles (UAV's) for usage of various applications, including both civilian and military sectors in India"

RESOLVED FURTHER THAT the Board of Directors of the Company, be and hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as

may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company".

To approve and ratify the remuneration of Cost Auditors for the financial year 2024-25:

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 modifications or re-enactments thereof, for the time being in force), the cost audit fees of Rs.10,000 (Rupees Ten Thousand Only) to be paid to M/s Lavanya & Associates, Cost Accountants in practice, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2024-25 be and is hereby ratified and approved.

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

By Order of the Board For SURANA SOLAR LIMITED

Place: Secunderabad DIRECTOR
Date: 24.06.2024 DIN: 00075086

NOTES:

- 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/CIRP/P/2022/62 dated May 13, 2022 ('SEBI Circulars') and SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 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 18th AGM of the Company is being conducted through VC/ OAVM on Monday, the 22nd July, 2024 at 11:00 A.M. (IST). The deemed venue for the 18th AGM shall be the Registered Office of the Company at Plot No.212/3 & 4, Phase II, IDA, Cherlapally, Hyderabad - 500051.
- KFin Technologies Limited, Registrar & Transfer Agent 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.
- 3. Pursuant to the provisions of the circulars on the VC/ OVAM, 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. Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- 4. 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.
- The Register of Members and Share Transfer Books of the Company will remain closed from 16.07.2024 to 22.07.2024 (both days inclusive) for the purpose of annual closure.

- 6. 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 the Directors of the Company including Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
- 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.
- 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 2023-24 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 2023-24 will also be available on the website of the Company at www.suranasolar.com, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia. com respectively and on the website of KFin at https:// evoting.karvy.com.
- 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 selfattested copy of PAN card at investorservices_syl@surana.com or to KFin Tech at einward.ris@kfintech.com.
 - 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/mobilereg/mobileemailreg.aspx.

- 10. 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 19th July, 2024 (9.00 a.m. IST) to 21st July, 2024 (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_svl@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.
- 11. 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.
- A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
- 13. In accordance with the proviso to Regulation 40(1) of the SEBI Listing Regulations, effective from 1st 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.
- 14. Updation of PAN and other details: SEBI vide Circular dated November 3, 2021 and December 14, 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.suranasolar.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 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.
- 15. 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 in case the shares are held

- in physical form, in the prescribed form, pursuant to the SEBI Circular dated November 3, 2021. Changes intimated to the DP will then be automatically reflected in the Company's records.
- 16. 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. suranasolar.com to furnish the abovementioned details.
- 17. Members may please note that SEBI vide its Circular dated January 25, 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.
- 18. 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.suranasolar.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 in case the shares are held in physical form, quoting your folio no.
- 19. 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 shall be 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 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 https://www.suranasolar.com/unclaimed dividend.html.

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 Agent or to Registered Office of the Company.

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

- 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 they have communicated their 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 Monday, 15th July, 2024 ("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. Monday, 15th July, 2024 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 Thursday 18th July, 2024.

End of remote e-voting: At 5:00 p.m. (IST) on Sunday 21st July, 2024.

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 the e-voting service providers. 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 18th AGM of the Company has been segregated into 3 parts which is mentioned as hereunder:
 - e-voting in case of Physical Shareholders & Non- Individual Shareholders (physical/ demat)
 - 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

- In case of Physical Shareholders & Non- Individual Shareholders (Physical / Demat):
 - a. Initial password is provided in the body of the
 - Launch internet browser and type the URL: https://exoting.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 Solar 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.
- 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 9th 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 e mail Id in their demat accounts in order to access e-voting facility.

Type of Shareholder	Login Method		
Individual shareholders	A.	Use	er already registered for IDeAS facility:
holding securities in Demat mode with		1.	Open https://eservices.nsdl.com
National Securities		2.	Click on the "Beneficial Owner" icon under 'IDeAS' section.
Dep ository Limited ("NSDL")		3.	On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"
	4.	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.
	B.	Use	er not registered for IDeAS e-Services:
		1.	To register, open https://eservices.nsdl.com either on a Personal Computer or on a mobile.
	2.	2.	Select "Register Online for IDeAS "Portal or click on https://eservices.nsdl.com/ SecureWeb/IdeasDirectReg.jsp.
		3.	Proceed with completing the required fields
	C.	Ву	visiting the e-Voting website of NSDL:
	1. 2.	1.	Open https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
		2.	Click on the icon "Login" which is available under 'Shareholder/Member' section
		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.
		4.	Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.
		5.	Click on Bank name or e-Voti ng service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Type of Shareholder		Login Method		
Individual Shareholders	A.	Existing user who has opted for Easi/Easiest		
holding securities in Demat mode with		Click at https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com		
Central Depository	:	2. Click on New System Myeasi.		
Services (India) Limited	;	3. Login with user ID and Password		
("CDSL")	,	 After successful login of Easi / Easiest, Option will be made available to reach e-voting page 		
	,	5. Click on e-voting service provider name to cast your vote		
	B.	User not registered for Easi/Easiest		
	1.	Option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration.		
		Proceed with completing the required fields.		
	C.	By visiting the e-Voting website of CDSL:		
	·	1. Visit at www.cdslindia.com		
	:	2. Provide Demat Account Number and PAN No.		
	;	System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.		
		4. After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.		
Individual Shareholders		You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.		
(holding securities in Demat mode) login through their depository participants	\ \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	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.		

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.

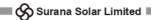
Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can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

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

Attending of AGM:

a. 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.
- c. 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.
- d. 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.
- 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 19th July, 2024 (9.00 a.m. IST) to 21st July, 2024 (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 19th July, 2024 to 21st July, 2024, 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 <u>emeetings@kfintech.com</u> or Helpline: 1800 309 4001 (toll free). For any other kind of support / assistance related to the AGM, members may also write to <u>investorservices_svl@surana.com</u>.
- Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the AGM conference.

Voting at AGM (INSTAPOLL):

- a. Only those members / shareholders who hold shares as on the cut-off date i.e., 15th July, 2024 and who have not casted their vote earlier through remote e-voting are eligible to vote through e-voting during the AGM.
- Members who have voted through remote e-voting will be eligible to attend the 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.
- e. The electronic voting system for e-voting at AGM, as provided by KFIN Technologies Pvt Ltd, shall be available for 30 minutes from the time of commencement of voting declared by the Chairman at the AGM.

GENERAL INSTRUCTIONS:

 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 18th Annual General Meeting of the Company scheduled to be held on 22nd July, 2024, the results declared along with the Scrutinizer's Report shall be submitted to BSE and NSE and also placed on the Company's website <u>www.suranasolar.com</u>, within 2 days of conclusion of the Annual General Meeting.

GENERAL INFORMATION:

- The Company's equity shares are listed at BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 and National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 and the Company has paid the Listing Fees to the said Stock Exchanges.
- 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 Solar 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 <u>investorservices</u> <u>svl@surana.com/ cs@surana.com</u>.

By Order of the Board For SURANA SOLAR LIMITED

Place: Secunderabad Date: 24-06-2024 NARENDER SURANA 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:

The Board of Directors, on recommendations of the Nomination and Remuneration Committee, through Board resolution appointed Shri Sanjay Kumar Sanghi (DIN - 02770190) as an Additional Director of the Company with effect from 25.06.2024, in accordance with the provisions of Section 161 of Companies Act, 2013, Shri Sanjay Kumar Sanghi shall hold office up to the date of this ensuing Annual General Meeting and is eligible to be appointed as an Independent Director for a term up to five years. Notice as required under Section 160 of the Companies Act, 2013 has been received from a member signifying their intention to propose him as candidate for the office of Director of the Company.

The Company has also received from Shri Sanjay Kumar Sanghi i) consent in writing to act as a Director of the Company in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to the provisions of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013; and iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Shri Sanjay Kumar Sanghi fulfills the conditions for appointment of Independent Director as specified in the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and is independent of the management.

The profile and other details of Shri Sanjay Kumar Sanghi is set out here into the notice.

Copy of the draft letter of appointment as Independent Director setting out the terms and conditions of appointment is available for inspection without any fee by the members at the Registered Office of the Company.

The Board of Directors recommend the resolution Special Resolution for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof have any concern or interest, financially or otherwise in the resolution as set out in Item No. 3 of this Notice.

Item No. 4:

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 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 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 Requirement) 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 8th 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 Monday, 24th June,2024 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 (In Crores)	Type of the transaction and material terms & particulars
1	Surana Telecom and Power Limited (STPL)	Promoter Group holding majority of equity shares and	10.00	Purchase of Solar modules and aluminum related Products
		having common directors	10.00	Sale of Solar modules and aluminum related Products
		Entity forming part of the same Group and having common control	10.00	Purchase of Solar Products
			10.00	Sale of Solar Products
2	Bhagyanagar Energy and Telecom Pvt Ltd (BETPL)		10.00	Purchase/acquire the assets/ undertaking by way of Slump Sale or otherwise.
			03.00	Availing or rendering of Job Work Services
3	Aryavaan Renewable Energy Private Limited	Entity forming part of the same Group and having common control	5.00	Sale of Solar Products
4	Bhagyanagar Copper Pvt Ltd	Entity forming part of the same Group and having common control	75.00	Purchase of copper / solar related products and EPC for solar project
Pv			75.00	Sale of copper / solar related products and EPC for solar project
5	Bhagyanagar Green Energy Pvt Ltd	Entity forming part of the same Group and having common control	5.00	Purchase of Solar Modules
6	Surana Solar Systems	Entity forming part of the same Group and having	5.00	Purchase of Solar Modules
	Pvt Ltd	common control	5.00	Sale of Solar Modules
7	N.S. Enterprises	Promoter/ Director is the	5.00	Purchase of Solar Modules
	TV.S. Emerprises	proprietor	5.00	Sale of Solar Modules
8	Tejas India Solar Energy Private Limited	Entity forming part of the same Group and having common control	5.00	Purchase of Solar and other related products
9	Scientia Infocom India Pvt Ltd	Entity forming part of the same Group and having common control	5.00	Sale of solar modules and installation of roof top solar systems
10	AP Golden Apprales Private Limited	Entity forming part of the same Group and having common control	10.00	Sale of solar modules and installation of roof top solar systems
11	Bhagyanagar Securities Pvt Ltd	Entity forming part of the	25.00	providing of loans/ guarantees/ securities/ making investments
11		same Group and having common control	25.00	receiving of loans/ guarantees/ securities/ making investments
12	Bhagyanagar Properties Limited	Entity forming part of the same Group and having common control	25.00	providing 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 (In Crores)	Type of the transaction and material terms & particulars
13	Surana Infocom Private Limited	Promoter Group and having	30.00	providing of loans/ guarantees/ securities/ making investments
		Common Directors	30.00	receiving of loans/ guarantees/ securities/ making investments
14	Surana Telecom and	Entity forming part of the same Group and having common control	60.00	providing of loans/ guarantees/ securities/ making investments
	Power Limited		60.00	receiving of loans/ guarantees/ securities/ making investments
15	Bhagyanagar Energy and	Entity forming part of the same Group and having	15.00	providing of loans/ guarantees/ securities/ making investments
	Telecom Pvt Ltd	common control	15.00	receiving of loans/ guarantees/ securities/ making investments
16	Bhagyanagar Fashions	hions Entity forming part of the same Group and having common control	30.00	providing of loans/ guarantees/ securities/ making investments
10	Pvt Ltd		30.00	receiving of loans/ guarantees/ securities/ making investments
47	Surana Electrix Private Limited	Entity forming part of the same Group and having common control	10.00	providing of loans/ guarantees/ securities/ making investments
17			10.00	receiving of loans/ guarantees/ securities/ making investments
18	Surana Woodworks	Entity forming part of the same Group and having	10.00	providing of loans/ guarantees/ securities/ making investments
	Private Limited	common control	10.00	receiving of loans/ guarantees/ securities/ making investments
		Entity forming part of the same Group and having common control	15.00	providing of loans/ guarantees/ securities/ making investments
19	Shahsons Pvt Ltd		15.00	receiving of loans/ guarantees/ securities/ making investments
20	Bhagyanagar Magnesium Private Limited	Entity forming part of the same Group and having common control	5.00	Sale of solar modules and EPC for power plant
21	Surana Technologies Private Limited	Entity forming part of the same Group and having common control	25.00	providing of loans/ guarantees/ securities/ making investments

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. 4 of the notice for your approval as an Ordinary Resolution. None of the Related Parties shall vote in the resolution.

Except Shri Narender Surana, Shri Devendra Surana, Directors and Shri Manish 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:

Your Board of Directors have time to time considered the proposals of diversification Plans in the areas which would be profitable for the Company. For this purpose, the object Clause of the Company, which is presently restricted to a specific scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider upon Adopting new business line and activities.

The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification.

This will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company.

The "Main Object" clause of the Memorandum of Association of the Company is being hereby accorded to append the following sub clause (6) (7) (8) (9) after sub clause (5) of clause III (A) of the Memorandum of Association of Company:

The Board at its meeting held on May 23rd, 2024 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

Further in keeping with the amendments as introduced by the Companies Act 2013 the Main Objects clause of the Memorandum of Association of the Company, Clause III(A) is accordingly to be titled as 'THE MAIN OBJECTS TO BE PURSUED BYT HE COMPANY ON ITS INCORPORATION ARE' The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

Item No. 6:

The Board of Directors, on recommendation of the Audit committee, at their meeting held on 18.04.2024 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 31.03.2025 on a remuneration of Rs. 10,000/- (Ten Thousand Only).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 06 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31.03.2025.

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

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

By Order of the Board For SURANA SOLAR LIMITED

Place: Secunderabad Date: 24.06.2024 NARENDER SURANA 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 Manish Surana, Director:

Name of Director	Shri Manish Surana		
DIN	00014373		
Date of Birth	08.08.1986		
Qualification	B.B.M.		
Expertise in specific functional areas	Shri. Manish Surana hold a Bachelor degree in Business Administration and a Diploma in Mergers & Acquisitions from Harvard and is technologically savvy management graduate with multiple job experiences.		
Inter-se relationship with other Directors and Key Managerial Personnel	Shri Manish Surana is son of Shri Narender Surana, Director of the Company.		
Nature of appointment (appointment/ reappointment)	Re-appointment		
	Surana Solar Limited		
	2. Bhagyanagar Fashions Pvt. Ltd.		
	Bhagyanagar Metals Private Limited		
	4. Crescentia Solar Private Limited		
	5. Hyderabad Solar Private Limited		
	6. Bhagyanagar Green Energy Private Limited		
	7. Innova Infrastructure Private Limited		
	8. Metropolitan Ventures India Limited		
	9. Bhagyanagar Industrial Park		
List of other Companies in which Directorship is held as on 31st March,	10. Bhagyanagar Ventures Private Limited		
2023.	11. Scientia Infocom India Private Limited		
	12. Majestic Logistics Private Limited		
	13. Globecom Infotech Private Limited		
	14. Royal Skyscrapers India Private Limited		
	15. Indian Solar Power Producers Association		
	16. Bhagyanagar Properties Limited		
	17. The Federation of Telangana Chambers of Commerce and Industry		
	18. Surana Electrix Private Limited		
	19. Surana Solar Systems Private Limited		
	20. Shabashpally Chemicals Private Limited		
Chairman/Member of the Committees of the Board of other Companies in which he is a Director as on 31st March, 2024.	Bhagyanagar Properties Limited		
No. of equity shares held in the Company	4,54,308 Equity Shares		

2) Shri Sanjay Kumar Sanghi, Independent Director:

Name of Director	Sanjay Kumar Sanghi
DIN	02770190
Date of Birth	12.05.1960
Qualification	B.COM GRADUATE
Expertise in specific functional areas	Shri. Sanjay Kumar Sanghi has done B.COM in (Commerce Stastistics) He is having a vast professional experience in Finance and Business Administration. Also a expertise in solar related industry.
Inter-se relationship with other Directors and Key Managerial Personnel	Nil
Nature of appointment (appointment/ reappointment)	Appointment
List of other Companies in which Directorship is held as on 31st March, 2024.	Nil
Chairman/ Member of the Committees of the Board of other Companies in which he is a Director as on 31st March, 2024.	Nil
No. of equity shares held in the Company	Nil