



Surana Group

# SURANA TELECOM AND POWER LTD.

(formerly Surana Telecom Ltd.)  
ISO 9001 - 2008 Certified Company

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

STPL/SECT/41/2024-25

Date: 30<sup>th</sup> December, 2024

The Secretary,  
National Stock Exchange of India Ltd.,  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051  
Scrip Code: SURANAT&P

The Secretary,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Scrip Code: 517530

Dear Sir/Madam,

**Sub: Intimation of Notice of Postal Ballot in accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

In continuation of our intimation dated December 28th 2024, please find attached a copy of the Postal Ballot Notice dated December 28th 2024, together with the Explanatory Statement thereto, seeking approval of the members of the Company by way of a Special Resolution to consider selling, leasing or otherwise disposing of the whole or substantially the whole of the undertaking 5MW Solar Power Plant (situated at Munipally, Telangana) of the company by way of slump sale or any other suitable manner along with other matter consequential and incidental thereto, as set out in the Notice.

In compliance with General Circular No. 14/2020 dated April 8, 2020, April 13, 2020, May 5, 2020 and 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and the latest being General Circular no. 09//2023 dated September 25, 2023 (collectively referred to as the "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA"), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., Friday, December 27<sup>th</sup> 2024 ("Cut-off date"). The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

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The Company has engaged the services of **M/s. Kfin Technologies Limited (RTA)** to provide remote e-voting facility to its Members. The remote e-voting period commences from **Tuesday, 31st December, 2024 from 9.00 a.m. (IST)** and ends at **Wednesday 29<sup>th</sup> January 2025 at 5.00 p.m. (IST)**. The e-voting module shall be disabled by Kfin (RTA) thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date.

The Postal Ballot Notice will also be available on the Company's website at [www.suranatele.com](http://www.suranatele.com) and on websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on KFin Technologies Private Limited at <https://evoting.kfintech.com/>.

We request you to kindly take our aforesaid submission on record.

For **SURANA TELECOM AND POWER LIMITED**

**ARCOT GANESHAN MONISHA**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**

Encl: A/a



# SURANA TELECOM AND POWER LIMITED

(CIN- L23209TG1989PLC010336)

Regd. Off: Plot no.214, 215/A, Phase-II, IDA, Cherlapally, Hyderabad-500051

Tel: +91-040-27845119/ 44665700, Fax: +91-040-27818868

Website: [www.suranatele.com](http://www.suranatele.com) e-mail: [cs@surana.com](mailto:cs@surana.com)

## POSTAL BALLOT NOTICE

(Pursuant to Section 108 and Section 110 (1) (a) of the Companies Act, 2013, read with Rule 20 and Rule 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended)

Remote e-Voting period commencement Date	Remote e-Voting period End Date
Tuesday, 31st December, 2024 from 9.00 a.m. (IST)	Wednesday 29 <sup>th</sup> January 2025 at 5.00 p.m. (IST)

\*(both days inclusive)

Dear Member(s),

Notice is hereby given to the Members of Surana Telecom and Power Limited ('the Company'), pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings / conducting postal ballot process through e-voting vide General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and the latest being General Circular no. 09//2023 dated September 25, 2023 (collectively referred to as the "MCA Circulars"), to transact the special business as set out hereunder by passing Ordinary / Special Resolutions by way of Postal Ballot by voting through electronic means only ('remote e-Voting')

Pursuant to Sections 102 and 110 and other applicable provisions of the Act and Listing Regulations, an Explanatory Statement pertaining to the said Resolutions setting out material facts and the reasons / rationale thereof is annexed to this Notice of Postal Ballot ('Notice') for your consideration and forms part of this Notice. In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company or its RTA (Kfin Technologies Limited) or Depositories viz. NSDL / CDSL. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to Members for this Postal Ballot and accordingly, the communication of the assent or dissent of the Members for subject Resolution would take place through the remote e-voting system only. The instructions for remote e-voting are appended to this Notice. If your email address is not registered with the Company / Depositories / RTA, please follow the process provided in the Notes to receive this Notice and to create login ID and password for remote e-voting.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting a physical copy of the Postal Ballot Form. The Company has engaged the services of **M/s. Kfin Technologies Limited (RTA)** for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice.

The Notice is also available on the website of the Company at <https://www.suranatele.com/investors/filings>. Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) to the Resolutions by following the procedure as stated in the Notes forming part of the Notice. The remote e-Voting period commences on **Tuesday, 31st December, 2024 from 9.00 a.m. (IST) and ends on Wednesday 29<sup>th</sup> January 2025 at 5.00 p.m. (IST) (both days inclusive)**. The remote e-Voting facility will be disabled by Kfin (RTA) immediately thereafter. The communication of assent or dissent of Members shall only take place through the remote e-Voting system.

#### **SPECIAL BUSINESS:**

**Item No. 1: TO CONSIDER SELLING, LEASING OR OTHERWISE DISPOSING OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING 5MW SOLAR POWER PLANT (SITUATED AT MUNIPALLY, TELANGANA) OF THE COMPANY BY WAY OF SLUMP SALE OR ANY OTHER SUITABLE MANNER ALONG WITH OTHER MATTER CONSEQUENTIAL AND INCIDENTAL THERETO.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a), and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 37 A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules and regulations framed by the Securities and Exchange Board of India, and the enabling provisions in the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary be obtained from the appropriate authorities to the extent applicable and necessary, approval and consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “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 sell / transfer / dispose off its 5MW Solar Power Plant situated at Munipally - Telangana ("Undertaking"), together with the use of related assets including all immovable properties, the licenses, permits, consents customers, suppliers and approvals whatsoever, and identified liabilities, contracts and employees, by way ‘of slump sale’ (as defined under section 2(42C) of the Income Tax Act, 1961) or any other suitable manner as may be deemed fit by the parties , to a prospective independent buyer not related to the Board, at such consideration ranging between Rs.30 Crores to Rs 35 Crores or the Fair Market Value of the net assets as per the Rule 11 UAE of the Income Tax Rules, 1962 whichever is higher, which will be based on a report to be obtained from an independent valuer of the Solar Business and upon such other terms and conditions as may be determined by the Board, by way of Agreement to be executed between the Company and the buyer as may be mutually agreed.

**RESOLVED FURTHER THAT** the Mr. Narender Surana, Managing Director and/or Mr. Devendra Surana , Director of the Company be and are hereby are jointly and severally authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements including the Sale Agreement ("SA"), deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters, to finalize mode and terms of sale consideration and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Mr. Narender Surana, Managing Director and/or Mr. Devendra Surana, Director of the Company be and are hereby are jointly and severally authorized and empowered to execute the documents, deeds or writings required to be executed in relation to the resolution mentioned above and other incidental documents, make applications to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions required by Company and to do all acts and deeds as may be necessary, proper, desirable and/or expedient to give effect to this resolution”

**By the Order of the Board  
For Surana Telecom and Power Limited**

**Sd/-**

**Arcot Ganeshan Monisha  
Company Secretary and Compliance officer**

**CIN:** L23209TG1989PLC010336

**Registered Office:** Plot no.214, 215/A,  
Phase-II, IDA, Cherlapally, Hyderabad-500051

**Website:** www.suranatele.com

**e-mail:** cs@surana.com

**Date:** 28.12.2024

## NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, Rule 22 of the Rules and Listing Regulations, as amended, setting out the material facts relating to the aforesaid resolutions and the reasons thereof, is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories / **KFin Technologies Limited (RTA)** - the Company's Registrar and Transfer Agent ('RTA') as on Friday, 27<sup>th</sup> December 2024 ('Cut-Off Date') and whose email addresses are registered with the Company / RTA / Depositories or who will register their email address in accordance with the process outlined in this Notice. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Friday, 27<sup>th</sup> December 2024.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. It is, however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.
4. The Company is providing remote e-Voting facility to its Members to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in Notes of this Notice. A Member shall only avail this facility as per the instructions provided herein.
5. Remote e-Voting shall **commence on Tuesday, 31st December, 2024 from 9.00 a.m. (IST) and ends on Wednesday 29<sup>th</sup> January 2025 at 5.00 p.m. (IST) (both days inclusive)**. During this period, Members holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-Voting module shall be disabled by kfin for e-Voting thereafter. 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 the resolutions is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.
6. The Board of Directors has appointed Mrs. Rakhi Agarwal, Practicing Company Secretary (Membership No. FCS 7047, CP No. 6270), to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
7. The Scrutinizer shall, after completing scrutiny of the votes cast, submit his / her report on the result of the Postal Ballot, not later than two working days from the date of end of remote e-Voting, to the Chairperson of the Company or any other person authorized by the Chairperson. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-Voting i.e., **Wednesday 29<sup>th</sup> January 2025**.
8. Members may please note that the Postal Ballot Notice and results to be declared along with the Scrutinizer's Report will also be available on the Company's website at [www.suranatele.com](http://www.suranatele.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on KFin Technologies Private Limited at <https://evoting.kfintech.com/>.
9. The right to vote in this Postal Ballot cannot be exercised through proxy.

10. Members who wish to inspect relevant documents referred to in this Notice, may send their requests at investor relations [cs@surana.com](mailto:cs@surana.com) mentioning their DP ID and Client ID / Folio Number until the last date of remote e-Voting period of this Postal Ballot i.e., **Wednesday 29<sup>th</sup> January 2025** and these will be replied to suitably by the Company.
11. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses registered by following procedures given below to obtain the postal ballot notice issued by the Company.

**(i) For Electronic folios:**

- Visit the link <https://ris.kfintech.com/clientservices/postalballot/>
- Select the Company name i.e. Surana Telecom and Power Limited.
- Shareholder to enter DP ID-Client ID / Folio No. and PAN No.
- Shareholder to enter the email Id and Mobile No.
- System check the authenticity of the DP ID-Client ID and PAN and sends the different OTPs to Mobile No. and Email Ids to Validate.
- Shareholder to enter the OTPs received by SMS and Email to complete the validation process. (OTPs will be valid for 5 minutes only).
- System confirms the email id for the limited purpose of serviced postal ballot notice.
- System will send the notice & procedure for e-voting to the email given by the shareholder.

**(ii) For Physical folios:**

- Visit the link <https://ris.kfintech.com/clientservices/postalballot/>
- Select the company name i.e. Surana Telecom and Power Limited.
- Shareholder to enter physical Folio No. and PAN No.
- If PAN is not available in the records, shareholder to enter one of the Share Certificate No.
- Shareholder to enter the email id and Mobile No.
- System checks the authenticity of the Folio No. and PAN//Share Certificate No. and sends the different OTPs to Mobile No. and Email ID to Validate.
- Shareholder to enter the OTPs received by SMS and Email to complete the validation process. (OTPs will be valid for 5 minutes. only).
- If PAN is not available, system will prompt to upload the duly signed scan copy of the PAN.
- System confirms the registration of email id,
- System will send the notice & procedure for e-voting to the email' given by the Shareholder.

12. The instructions for Shareholders for Remote e-voting are as under:

- a) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
- b) Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.
- c) **Method of login for Individual shareholders holding the securities in demat mode receiving Postal Ballot Notice through email:**

Shareholders	Login Method
Shareholders holding securities in demat mode with NSDL	<p><b>A. Users registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL viz., <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile device. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period</li> </ol>
	<p><b>B. Users not registered for IDeAS e-Services:</b></p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https:// eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>
	<p><b>C. Visit the e-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. After successfully registering on IDeAS, visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.</li> <li>2. A new screen will open. Enter your User ID (i. e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</li> <li>3. Click on options available against Company name or e-voting service provider and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>



<b>Shareholders</b>	<b>Login Method</b>
Shareholders holding securities in demat mode with CDSL	<p><b>A. Users who have opted for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>Shareholders can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi..</li> <li>After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> </ol>
	<p><b>B. Users who have not opted for Easi/Easiest:</b> an option to register is available on CDSL’s website <a href="http://www.cdslindia.com">www.cdslindia.com</a> by clicking on login and New System Myeasi tab and then clicking on registration option</p>
	<p><b>C. Visit the e-voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account.</li> <li>After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.</li> </ol>
Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. After logging, you will be able to see e-voting option.</li> <li>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.</li> <li>Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

**Important Note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**For technical Assistance:**

Members facing any technical issue in logging can contact the respective helpdesk by sending a request on the email id’s or contact on the phone nos. provided below:

NSDL	CDSL
Email: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> Toll free no. 1800 1020 990/1800 22 44 30/1800-21-09911	Email: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Phone no: 022-23058738/022-23058542-43/ +91 22 4886 7000

**d) Information and Instructions for e-voting by Shareholders other than individuals holding shares of the Company in demat mode and all Shareholders holding shares of the Company in physical mode:**

- 1. In case a Shareholder receives an e-mail from the Company / KFin Technologies Limited [for Members whose e-mail address is registered with the Company / Depository Participant(s)]**
  - a) Launch internet browser and type the URL: <https://evoting.kfintech.com>
  - b) Enter the login credentials i.e., User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin Technologies Private Limited for e-voting, you can use your existing User ID and password for casting your votes.
  - c) After entering the details appropriately, click on LOGIN.
  - d) You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise 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.
  - e) You need to login again with the new credentials.
  - f) On successful login, the system will prompt you to select the EVENT.
  - g) 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.
  - h) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
  - i) 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 login multiple times till you have confirmed that you have voted on the resolution.
  - j) Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through e-mail [rakhiagarwal79@yahoo.com](mailto:rakhiagarwal79@yahoo.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.'
  - 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 Limited on 1800 309 4001 (toll free).

## **EXPLANATORY STATEMENT**

*(Pursuant to Sections 102(1) and 110 of the Companies Act, 2013 ('Act'), the following Explanatory Statement sets out material facts relating to business mentioned under Item Nos. 1 of the accompanying Notice)*

### **Item No.1:**

The Company acquired the 5MW Solar Power Plant situated at Munipally - Telangana ("Undertaking") from Bhagyanagar India Ltd. under a demerger/merger scheme approved by the Hon'ble High Court of Telangana on January 23, 2017. The plant was established at a cost of Rs. 3,044 lakhs in FY 2013-14 and is currently supplying power to Tata Communications Ltd. at Rs. 5.60 per unit. The Written Down Value (WDV) of the undertaking as on 31st March,2024 is Rs 1,156 lacs.

Since generating gross revenue of around Rs. 1.25 Crores annually, the plant ("Undertaking") is financially unsustainable due to the exorbitant cross-subsidy charges and additional surcharges imposed by the Government of Telangana. These charges reduce the net revenue to approximately Rs. 2.50 per unit, which, after accounting for operational and administrative expenses, is insufficient to recover the original investment or generate positive returns.

After considering various options and in light of the plant's ("Undertaking") unviable financial position, the Board of Directors of the Company, at its meeting held on 28th December 2024 approved the proposal to dispose of the plant ("Undertaking") through a slump sale as defined under Section 2(42C) of the Income Tax Act, 1961 or in any other suitable manner as may be deemed fit by the parties. The sale will include all immovable properties, licenses, permits, consents customers, suppliers and approvals whatsoever, and identified liabilities, contracts and employees, as may be agreed by the parties. The 5MW Solar Power Plant situated at Munipally - Telangana ("Undertaking") will be sold to a prospective independent buyer not related to the Board at a price, terms, and conditions deemed appropriate by the parties, which will be in the range of Rupees 30 crores to 35 crores depending upon the Net worth of the undertaking as on the date of transfer.

The sale of the 5MW Solar Power Plant situated at Munipally - Telangana ("Undertaking") is in the best interest of the Company and its stakeholders, as the plant's current operational and financial conditions have made it unviable. The proceeds from the sale will help the Company refocus its resources on more profitable and sustainable ventures.

The Board of Directors of the Company has approved the proposal to dispose of the 5MW Solar Power Plant situated at Munipally - Telangana ("Undertaking") through slump sale or in any other suitable manner as may be agreed by the parties, on the terms and conditions as referred to in this Explanatory Statement.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval. Your Directors recommend the passing of the resolution as Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution.

**By the Order of the Board  
For Surana Telecom and Power Limited**

Sd/-

**Arcot Ganeshan Monisha  
Company Secretary and Compliance Officer**

**CIN:** L23209TG1989PLC010336  
**Registered Office:** Plot no.214, 215/A,  
Phase-II, IDA, Cherlapally, Hyderabad-500051  
**Website:** www.suranatele.com  
**e-mail:** cs@surana.com  
**Date:** 28.12.2024