



Surana Group

# SURANA TELECOM AND POWER LIMITED

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/040/2021-22

Date: 3<sup>rd</sup> February, 2022

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

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

Further to our letter no. STPL/SECT/38/2021-22, dated 24<sup>th</sup> January, 2022, please find enclosed herewith a copy of Notice of Postal Ballot along with Postal Ballot Form, sent/despatched to all shareholders of the Company today i.e., 3<sup>rd</sup> February, 2022 in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for seeking approval of members of the Company on the resolutions as mentioned in the Notice of Postal Ballot.


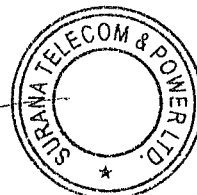
The said documents are sent/despatched to all the members whose name appears on the Register of Members/ List of Beneficial Owners as on Friday, 28<sup>th</sup> January, 2022 (Cut-off date):

- through electronic mail to the members whose email IDs are registered in the records of depository participants;
- through physical mode, along with a postage-prepaid self-addressed Business Reply Envelope to the other members (whose email IDs are not registered).

The Company has engaged the services of M/s KFin Technologies Private Limited (RTA) for the purpose of providing remote e-voting facility to the members along with the voting by Postal Ballot.

Members whose names appeared in the Register of Members/ List of Beneficial Owners as on the cut-off date i.e. Friday, 28<sup>th</sup> January, 2022 are eligible for the purpose of remote e-voting and voting through Postal Ballot. The voting will commence from on Friday, 4<sup>th</sup> February, 2022 at 9:00 A.M. and will end on Saturday, 5<sup>th</sup> March, 2022 at 05:00 P.M.

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The Postal Ballot Notice and Ballot Form are available on the Company's website [www.suranatele.com](http://www.suranatele.com).

Kindly take the same on your records.

Thanking you,

Yours faithfully,  
For **SURANA TELECOM AND POWER LIMITED**

  
**ABDUR RAHMAN**  
**COMPANY SECRETARY**



Encl: A/a



Surana Group

## 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 e-mail: surana@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)

Dear Member(s),

Notice is hereby given to the Members of Surana Telecom and Power Limited ('the Company'), pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot and Electronic voting.

#### SPECIAL BUSINESS:

##### Item No. 1: To approve the overall Borrowing Limits u/s 180(1)(c) of the Companies Act, 2013:

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)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent 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 thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution') to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/ nonconvertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 300 Crores (Rupees Three Hundred Crores only) or equivalent amount in any other foreign currency.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, director and key managerial personnel of the Company be and are hereby severally 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, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

##### Item No. 2: To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company:

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) of the Companies Act, 2013 (the "Act") and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "Assets") and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of the such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act."

**"RESOLVED FURTHER THAT** the Board be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act."

**Item No. 3: To increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the Companies Act, 2013:**

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 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, consent 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 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 (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

**Item No. 4: To approve related party transactions:**

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

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

**Item No. 5: Approval to advance any loan/give guarantee/provide security u/s 185 of the Companies Act, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), of an aggregate amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only) for the financial year 2022-23, in its absolute discretion deem beneficial and in the best interest of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

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

Sd/-

**Abdur Rahman**  
Company Secretary

Place : Secunderabad

Date : 24.01.2022

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Businesses mentioned in the Postal Ballot Notice is annexed herewith and forms part of this Postal Ballot Notice.
2. The Company 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.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited as on Friday, 28<sup>th</sup> January, 2022. The Notice is being sent to members in electronic form to the e-mail addresses registered with the Company or the Depository Participant(s). Physical copy of the Notice and Postal Ballot Form are being sent to those members who have not registered their e-mail address with the Company or the Depository Participant(s) along with postage prepaid self-addressed Business Reply Envelope ('BRE').
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 28<sup>th</sup> January, 2022, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. In compliance with provisions of Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with KFin Technologies Private Limited, Registrar and Share Transfer Agents (RTA) of the Company for facilitating e-voting to enable the Shareholders to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice 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 [www.kfintech.com](http://www.kfintech.com).
7. All the material documents referred to Explanatory Statements, shall be available for inspection through electronic mode from Friday, 4<sup>th</sup> February, 2022 to Saturday, 5<sup>th</sup> March, 2022, basis the request being sent on [cs@surana.com](mailto:cs@surana.com) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. Kindly note that the members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If members are opting for e-voting, members are requested not to vote by Physical Ballot also and vice versa. However, in case members cast their vote by Physical Ballot and e-voting, then voting done through e-voting shall prevail and votes cast through the Physical Ballot will be treated as invalid.
9. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed Business Reply Envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on Saturday, 5<sup>th</sup> March, 2022. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered / speed post at the expense of the Member will also be accepted.
10. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 28<sup>th</sup> January, 2022, being the cut-off date fixed for the purpose.
11. **The voting period begins at 9.00 hours IST on Friday, 4<sup>th</sup> February, 2022 and ends at 17.00 hours IST on Saturday, 5<sup>th</sup> March, 2022. The e-voting module shall be disabled by KFin Technologies Private Limited for voting thereafter.**
12. The Scrutinizer will submit her report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on Monday, 7<sup>th</sup> March, 2022 at the Registered Office of the Company at Plot no. 214, 215/A, Phase-II, IDA, Cherlapally, Hyderabad- 500051. The Resolution, if passed by requisite majority shall be deemed to have been passed on Saturday, 5<sup>th</sup> March, 2022, being the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.
13. The declared results along with the report of the scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange Limited and shall be uploaded on the website of the Company i.e., [www.suranatele.com](http://www.suranatele.com), website of KFin Technologies Private Limited <https://evoting.kfintech.com/>
14. The instructions for Shareholders for 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 or physical postal ballot whose e-mail id is not registered:**

Shareholders	Login Method
Shareholders holding securities in demat mode with NSDL	<b>A. Users registered for NSDL IDeAS facility:</b> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section.</li> <li>2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page.</li> <li>3. Click on options available against Company name or e-voting service provider and you will be re-directed to e-voting website for casting your vote during the remote e-voting period.</li> </ol>
	<b>B. Users not registered for IDeAS e-Services:</b> Option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> . Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>

Shareholders	Login Method
	<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.nsd.com/">https://www.evoting.nsd.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>
Shareholders	Login Method
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>1. 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>2. 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> Option to register for Easi / Easiest is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p>
	<p><b>C. Visit the e-voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>1. 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>2. 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>1. 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>2. 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>3. Click on options available against Company name or e-voting service provider-KFinTech and you will be redirected to e-voting website of KFinTech for casting your vote during the remote e-voting period without any further authentication.</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	Email: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Phone no: 022-23058738/022-23058542-43

**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 Private Limited [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:
  - i. Launch internet browser and type the URL: <https://evoting.kfintech.com>
  - ii. 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.
  - iii. After entering the details appropriately, click on LOGIN.
  - iv. 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.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the EVENT.
  - vii. 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.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

- ix. 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.
- x. 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@gmail.com](mailto:rakhiagarwal79@gmail.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.'

**2. In case of Members receiving physical copy of the Postal Ballot Form and opting for voting through Electronic means:**

- (i) User ID and Password is provided at the bottom of the Postal Ballot Form in the following format:

EVEN	USER ID	PASSWORD

- (ii) Please follow all steps from Sr. No. 14(d)(1)(i) to Sr. No. 14(d)(1)(x) mentioned above, to cast vote.
- (iii). 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 Private Limited on 1800 309 4001 (toll free).

**ANNEXURE**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1 & 2:**

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item nos. 1 & 2 for approval by the members of the Company as Special Resolutions.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

**Item No. 3:**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 500 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 3 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

**Item No. 4:**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section requires 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 exceed 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 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) also stipulates that all material related party transactions shall require prior approval of the shareholders through ordinary resolution.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 24<sup>th</sup> January, 2022 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. The transactions under consideration, are proposed to be entered into by the Company / Subsidiary Company with the following related parties in the ordinary course of business and at arms’ length basis.

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

Sr. No.	Name of Related Party	Nature of Relationship (including nature of interest, financial or otherwise)	Aggregate maximum value of the contract/ arrangement/ transaction (during the financial year 2022-23) (Rs. in Crores)	Nature and material terms of contract/ arrangement/ transaction
1	Surana Solar Limited	Entity forming part of the same Group and having common control	10.00	Sale/Purchase of solar modules and aluminum products
2	Tejas India Solar Energy Pvt Ltd	Subsidiary Company	15.00	Sale/Purchase of solar products
3	Bhagyanagar Green Energy Ltd	Subsidiary Company	5.00	Sale/Purchase of solar products
4	Surana Solar Systems Pvt Ltd	Subsidiary Company	5.00	Sale/Purchase of solar products
5	Bhagyanagar India Limited	Entity forming part of the same Group and having common control	10.00	Sale/Purchase of solar modules, aluminum products and traded goods
6	Scientia Infocom India Pvt Ltd	Entity forming part of the same Group and having common control	8.00	Sale/Purchase of solar modules, aluminum products and traded goods
7	Bhagyanagar Energy and Telecom Pvt Ltd	Entity forming part of the same Group and having common control	2.00	Sale/Purchase of solar modules, aluminum products and traded goods
8	Bhagyanagar Securities Pvt Ltd	Entity forming part of the same Group and having common control	10.00	Providing and/or receiving of loans/ guarantees/ securities/ making investments
9	Surana Solar Systems Pvt Ltd	Subsidiary Company	10.00	Providing and/or receiving of loans/ guarantees/ securities/ making investments
10	Tejas India Solar Energy Pvt Ltd	Subsidiary Company	10.00	Providing and/or receiving of loans/ guarantees/ securities/ making investments
11	Aryavaan Renewable Energy Pvt Ltd	Subsidiary Company	5.00	Providing and/or receiving of loans/ guarantees/ securities/ making investments
12	Surana Solar Limited	Entity forming part of the same Group and having common control	60.00	Providing and/or receiving of loans/ guarantees/ securities/ making investments
13	Bhagyanagar Green Energy Ltd	Subsidiary Company	5.00	Providing and/or receiving of loans/ guarantees/ securities/ making investments
14	Tejas Technopark Pvt Ltd	Entity forming part of the same Group and having common control	2.00	Providing and/or receiving of loans/ guarantees/ securities/ making investments
15	Bhagyanagar Properties Limited	Entity forming part of the same Group and having common control	25.00	Providing and/or receiving of loans/ guarantees/ securities/ making investments
16	Bhagyanagar Copper Private Limited	Entity forming part of the same Group and having common control	35.00	Providing and/or receiving of loans/ guarantees/ securities/ making investments
17	Globecom Infotech Private Limited	Entity forming part of the same Group and having common control	15.00	Providing and/or receiving of loans/ guarantees/ securities/ making investments
18	Hyderabad Solar Private Limited	Entity forming part of the same Group and having common control	15.00	Providing and/or receiving of loans/ guarantees/ securities/ making investments



19	Bhagyanagar Fashions Pvt Ltd	Entity forming part of the same Group and having common control	30.00	Providing and/or receiving of loans/ guarantees/ securities/ making investments
20	Surana Infocom Private Limited	Entity forming part of the same Group and having common control	5.00	Providing and/or receiving of loans/ guarantees/ securities/ making investments
21	Surana Infotech Private Limited	Entity forming part of the same Group and having common control	45.00	Providing and/or receiving of loans/ guarantees/ securities/ making investments
22	Surana Woodworks Private Limited	Entity forming part of the same Group and having common control	10.00	Providing and/or receiving of loans/ guarantees/ securities/ making investments
23	Surana Electrix Private Limited	Entity forming part of the same Group and having common control	10.00	Providing and/or receiving of loans/ guarantees/ securities/ making investments

Sr. No.	Name of Related Party	Nature of Relationship (including nature of interest, financial or otherwise)	Aggregate maximum value of the contract/ arrangement (during the financial year 2021-22) (Rs. in Crores)	Nature and material terms of contract/ arrangement/ transaction
1	Surana Solar Limited	Entity forming part of the same Group and having common control	60.00	Providing and/or receiving of loans or guarantees or securities or making investments

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

Sr. No.	Name of Related Party	Nature of Relationship (including nature of interest, financial or otherwise)	Aggregate maximum value of the contract/ arrangement/ transaction (during the financial year 2022-23) (Rs. in Crores)	Nature and material terms of contract/ arrangement/ transaction
<b>Surana Solar Systems Private Limited (Subsidiary Company):</b>				
1	Bhagyanagar India Limited	Entity forming part of the same Group and having common control	4.00	Sale of Solar Power
2	Surana Solar Limited	Entity forming part of the same Group and having common control	5.00	Purchase/Sale of solar modules and its related products
<b>Bhagyanagar Green Energy Private Limited (Subsidiary Company):</b>				
1	Surana Solar Limited	Entity forming part of the same Group and having common control	5.00	Purchase/Sale of solar products
<b>Tejas India Solar Energy Private Limited (Subsidiary Company):</b>				
1	Bhagyanagar Copper Private Limited	Entity forming part of the same Group and having common control	5.00	Purchase/Sale of solar and other related products
2	Bhagyanagar India Limited	Entity forming part of the same Group and having common control	2.50	Purchase/Sale of solar and other related products
<b>Aryavaan Renewable Energy Private Limited (Subsidiary Company):</b>				
1	Surana Solar Limited	Entity forming part of the same Group and having common control	5.00	Purchase/Sale of solar products

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

The proposal outlined above will contribute to the principal business activities of your Company and is in the interest of the Company. Hence, the Audit Committee/Board recommends the resolution set out in the Item no. 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, Managing Director, Shri Devendra Surana, Director and Smt. Vinita Surana, CFO 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:**

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

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 5 of the notice.

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

The Board of Directors recommend the resolution set forth in Item no. 5 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

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

Sd/-  
**Abdur Rahman**  
Company Secretary

Place : Secunderabad  
Date : 24.01.2022



# 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: [surana@surana.com](mailto:surana@surana.com)

Sl. No.: .....

## POSTAL BALLOT FORM (To be returned to Scrutinizer appointed by the Company)

1. Name and address of Member :
2. Name(s) of Joint holder(s), if any :
3. Registered Folio No. / DP ID No./ Client ID No.\* :  
(\*Applicable to Members holding shares in dematerialised form)
4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the special business stated in the Postal Ballot Notice of the Company dated 24<sup>th</sup> January, 2022, by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Sl. No.	Description of the Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	To approve the overall Borrowing Limits u/s 180(1)(c) of the Companies Act, 2013			
2	To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company.			
3	To increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the Companies Act, 2013			
4	To approve related party transactions			
5	Approval to advance any loan/give guarantee/provide security u/s 185 of the Companies Act, 2013			

Place:

Date :

Signature of Member

Email .....

Tel. No.....

### ELECTRONIC VOTING PARTICULARS (Please visit <https://evoting.kfintech.com> to cast your vote online)

EVEN	USER ID	PASSWORD

#### NOTE:

- Kindly read the instructions printed overleaf before filling the form
- Last date for receipt of Postal Ballot Forms by the Scrutinizer is Saturday, 5<sup>th</sup> March, 2022.
- For e-voting, Individual Members holding the securities in demat mode with, NSDL may visit <https://eservices.nsdl.com/> and CDSL may visit <https://web.cdslindia.com/myeasi/home/login/>.

**INSTRUCTIONS:**

1. A Member desiring to exercise vote by Postal Ballot may complete this postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or post at the expense of the Member will also be accepted.
2. The Form should be completed and signed by the Member, as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
3. Duly completed Postal Ballot Form should reach on or before the close of working hours on Saturday, 5<sup>th</sup> March, 2022. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received.
4. There will be only one Postal Ballot Form for every folio/demat account irrespective of the number of joint holder(s).
5. In case of shares held by Companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/Authority Letter.
6. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self- addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
7. A Member need not use all the votes or cast all the votes in the same way.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
9. The Company is pleased to offer E-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure for E-voting is enumerated in the Notes to the Postal Ballot Notice.
10. A Member may request for duplicate Postal Ballot Form from KFin Technologies Private Limited, Selenium Tower B, Plot Number 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032 or from the Company at its Registered Office or download the same from the Company's website [www.suranatele.com](http://www.suranatele.com).