



SURANA SOLAR LIMITED

(formerly Surana Ventures Limited)

ISO 9001 - 2008 Certified Company

Registered Office:
5th Floor, Surya Towers,
Sardar Patel Road,
Secunderabad - 500 003, Telangana, India
Tel : +91 40 27845119/27841198/44665700
Fax : +91-40-27848851/27818868
Website : www.surana.com
E. mail : surana@surana.com
CIN No.: L45200TG2006PLC051566

SSL/SECT/ 048/19-20

Date: 26th November, 2019

The Secretary National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot C/1, G Block, Bandra – Kurla Complex, Bandra (E), MUMBAI – 400 023.	The Secretary, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI – 400 001
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Dear Sir/Madam,

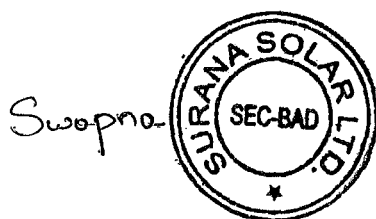
Sub: Intimation of notice of Postal Ballot under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is in continuation to our letter No. SSL/SECT/047/19-20 dated 19th November, 2019 intimating that the Board of Directors at their meeting held on 19.11.2019, has inter alia approved the proposal for alteration of Main Objects Clause of the Memorandum of Association of the Company, subject to approval of the members of the Company.

Please find enclosed herewith a copy of the Notice of Postal Ballot along with Postal Ballot Form, sent/ despatched to the Shareholders of the Company pursuant to 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 their approval. The said documents are sent/despatched to all the members whose name appears on the Register of Members/ List of Beneficial Owners as on 22nd November, 2019 (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 Karvy Fintech Private Limited for the purpose of providing remote e-voting facility to its Members along with voting by Postal Ballot. The voting will commence from 9:00 am on Thursday, 28th November, 2019 and end at 05:00 pm on Friday, 27th December, 2019.

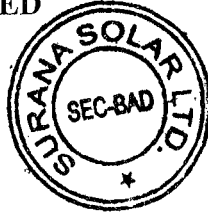


The Postal Ballot Notice and Form are available on the Company's website i.e. www.suranasolar.com

Kindly take the same on your records.

Thanking you,
Yours faithfully,
For **SURANA SOLAR LIMITED**

Swapna
SWAPNA GADE
COMPANY SECRETARY



Encl: A/a



Surana Group

SURANA SOLAR LIMITED

(CIN-L45200TG2006PLC051566)

Regd .Off: 5th Floor, Surya Towers, S.P.Road, Secunderabad-500 003

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

Website: www.suranasolar.com e-mail: surana@surana.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013]

To
The Members
Surana Solar Limited

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, that the Resolution appended below for alteration of the Objects Clause of the Memorandum of Association of the Company is proposed to be passed as Special Resolution by the Members of the Company by way of Postal Ballot including voting by electronic means (“e-voting”).

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended herewith and is being sent to the members along with a Postal Ballot Form. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, at its meeting held on 19th November, 2019, has appointed Mrs. Rakhi Agarwal (Membership No. FCS 7047) as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their Assent (For) or Dissent (Against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before 5.00 p.m. (IST) on Friday, 27th December, 2019. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received.

Remote Electronic Voting:

In compliance with the provision of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes and printed overleaf of the Postal Ballot Form for casting of votes by e-voting.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit her report to the Chairman or any person authorized by him. The results of the Postal Ballot will be announced on 28th December, 2019 at the registered office of the Company. The Resolution will be considered to be passed at a General Meeting of the Members as per the provisions of the Act & applicable rules thereunder and Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the date of announcement of results of Postal Ballot (including remote e-Voting) by the Chairman of the Company. The said results would be intimated to the Stock Exchanges where the Company’s shares are listed and displayed on the Company’s website i.e., www.suranasolar.com.

SPECIAL BUSINESS:

1. ALTERATION OF THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 13 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the members is hereby accorded to alter Clause III (A) of the Main objects of the Memorandum of Association of the Company by substituting the existing Clause No. 3, with new Clause No.3, as mentioned below:

“3.To engage in the business of designing, developing, manufacturing, producing, establishing, assembling, importing, exporting, selling, buying, leasing, financing, supplying, marketing, act as commission agents, general merchants, stockists, traders in India and/or abroad and dealers both wholesale and retail, contractors, brokers, factors, distributors, representatives and commercial or otherwise deal in automotive vehicles including but not limited to all kinds of electric, hybrid, new energy vehicles or otherwise and whether they be two, three, four and multi wheeler, including electric bicycle, e-cart, electric cars, electric buses, heavy weight vehicles and also of various parts, components and accessories thereof including but not limited to chassis, batteries, chargers, motors, controllers, tools and tackles, aggregates, implements, materials and parts thereof of all or any of motor vehicles, whether propelled or used or run by electricity, steam, oil vapour, gas, petroleum, diesel, oil, fuel cell or any other mode or mechanical power and to setup, own, manufacture, design, installations, operate, maintain, buy, sell, hire, export, import, distribute, act as traders, agents and dealers of every kind of energy storage equipment and solutions, batteries pack, cells for whatsoever use, charging infrastructure/equipment/station or parts thereof and to provide energy storage solutions and to render all or any service in relation to any or all of the aforesaid activities, appointment of dealers, service agents and to make investment in other companies which are engaged in the aforesaid activities directly or through its associates.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company or Company Secretary, 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”.

By Order of the Board of Directors
For **Surana Solar Limited**

Sd/-
Swapna Gade
Company Secretary

Place: Secunderabad
Date: 19.11.2019

Notes:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 (Act) and other applicable provisions of the Companies Act, 2013 to the extent applicable in respect of the business specified above is annexed hereto.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot.
3. The Board appointed Mrs. Rakhi Agarwal, Practicing Company Secretary, (M.No: FCS 7047& CP No: 6270) as the Scrutinizer for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner.
4. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 5.00 P.M. on 27th December, 2019 or before. Any postal ballot form received after this date and time shall be treated as if the reply from the shareholders had not been received.
5. The shareholders are requested to exercise their voting rights by using the attached postal ballot form. Shareholders who do not receive the postal ballot form may apply to the Company/Registrars and Transfer Agents, Karvy Fintech Private Limited, Karvy Selenium Tower B, 6th Floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 and obtain a duplicate thereof.
6. The Scrutinizer will submit the report to the Chairman, after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman or any person authorized by him on 28th December, 2019 at the registered office of the Company. The results along with the Report will be posted on the website of the Company: www.suranasolar.com. The date of declaration of results of the Postal Ballot, i.e. 28th December, 2019, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
7. In compliance with the provisions of Section 108 of the Companies Act 2013, read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, and regulation 44 of SEBI (LODR) Regulations, 2015, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
8. The Notice is being sent electronically by e-mail, to those shareholders who have registered their e-mail addresses with the Depositories, Company or Registrars and Transfer Agents, Karvy Fintech Private Limited and by post to all the remaining Shareholders, whose names appear in the Company’s Register of Members as at the close of business hours on 22nd November, 2019.

9. Please see the instructions for voting by postal ballot (including e-voting) which have been printed overleaf of Postal Ballot Form.
10. Voting will commence on and from 9.00 a.m. on Thursday, 28th November, 2019 and end at 5.00 p.m. on Friday, 27th December, 2019.
11. The Notice is also placed on the website of the Company: www.suranasolar.com and also intimated to the National Stock Exchange of India Limited and BSE Limited.
12. Members can opt for only one mode of voting i.e. either by Postal Ballot or through remote e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
13. Voting rights in the Postal Ballot / e-voting cannot be exercised by a Proxy.

INSTRUCTIONS FOR VOTING

VOTING IN PHYSICAL FORM

- a) A Member desirous of exercising his/her vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer, Mrs. Rakhi Agarwal, Practicing Company Secretary, C/o. Karvy Fintech Private Limited, Unit: Surana Solar Limited, Karvy Selenium, Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad 500 032 in the attached self-addressed Business Reply Envelope so as to reach on or before 5.00 p.m. on Friday 27th December, 2019. Envelopes reaching after the date referred to above will be strictly treated as if the reply from the Member has not been received.
- b) The consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick (✓) mark in the appropriate column. Unsigned Postal Ballot Forms will be rejected.
- c) The Postal Ballot Form should be completed and signed by the sole / first named shareholder. In the absence of the first named shareholder in a joint holding the Form may be completed and signed by the next named shareholder. (However, where the Form is sent separately by the first named shareholder and the joint holder(s), the vote of the first named shareholder would be valid).
- d) In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter, with signature's of authorised signatory (ies), duly attested.
- e) Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer. Shareholders are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
- f) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Registrar and Share Transfer Agent of the Company at Karvy Fintech Pvt. Ltd, Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad 500 032 or to the Company Secretary, Surana Solar Limited, at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad - 500003 or email at cs@surana.com, however signed duplicate Postal Ballot Form should reach the Scrutinizer not later than 05.00 pm on Friday, 27th December, 2019.

VOTING THROUGH ELECTRONIC MODE

- g) The instructions for shareholders for e-voting are as under:
 - i. To use the following URL for e-voting:
<https://evoting.karvy.com>
 - ii. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically.
 - iii. Enter the login credentials. The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800- 3454-001 for your existing password.
 - iv. After entering the details appropriately, click on LOGIN.
 - v. 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 (e-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, e-mail etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e., Surana Solar Limited.
- viii. On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total share holding. You may also choose the option ABSTAIN.
- ix. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- x. Cast your vote 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. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- xi. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- xii. The Portal will be open for voting from 9.00 a.m. on 28th November, 2019 to 5.00 p.m. on 27th December, 2019.
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Toll Free No. 18003454001.
- xiv. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: rakhiagarwal79@yahoo.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- xv. If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013.

Item No: 1:

The Company at present is engaged in the business of manufacture of solar energy systems with focus on solar PV Modules. After considering the present and future demand, various initiatives of the Government of India to promote the usage of the Electric Vehicles for environmental protection with a view to avoid pollution, the Company feels it is a promising area which offers huge opportunities.

To explore the opportunities in the area, the Company proposes to expand into Electric Vehicles (EV) and its related business. To enable the Company to carry on the aforesaid activities, it is required to alter the Objects Clause of the Memorandum of Association of the Company in the manner provided in Item No.1 to the Notice.

Pursuant to provisions of Section 13 and all other applicable provisions if any of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), alteration of the Objects Clause of the MOA of the Company requires the approval of member by means of a special resolution through postal ballot.

A copy of the existing Memorandum of Association of the Company along with the proposed draft amendments is available for inspection at the Registered Office of the Company on all working days except Saturdays between 11:00 A.M. and 5:00 P.M.

The Board recommends the resolution as set out in Item No.1 of the Notice for your approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of shareholding held by them in the Company, if any.

By Order of the Board of Directors
For **Surana Solar Limited**

Sd/-
Swapna Gade
Company Secretary

Place: Secunderabad
Date: 19.11.2019



Surana Solar Limited

(CIN: L45200TG2006PLC051566)

Regd. Office: 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad - 500 003.

Ph: 040-44665700, Fax : 040-27818868

E-mail: cs@surana.com and investorservices_svl@surana.com

URL: www.suranasolar.com

POSTAL BALLOT FORM

Serial No. :

1. Name and Registered Address of the Sole / First named Shareholder :

2. Name(s) of the Joint Shareholder(s), if any :

3. Registered Folio No. / DP ID No./ Client ID No.* :
(*Applicable to investors holding shares in dematerialized form)

4. Number of Equity Shares held :

I / we hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for business stated in the Postal Ballot Notice of the Company dated 19th November, 2019 by conveying my / our Assent (For) or Dissent (Against) to the said Resolution, by placing tick (✓) mark at the appropriate box below:

Sr. No.	Particulars	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Alteration of objects clause of the Memorandum of Association of the Company.			

Place :

Date :

Signature of the Member

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://evoting.karvy.com>. The electronic voting particulars are as follows:

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

Note:

1. Please read the instructions printed overleaf carefully before filling this form. For e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Friday, 27th December, 2019, upto 5:00 P.M. IST.

GENERAL 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 postage prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the member, will also be accepted.
2. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
4. The Postal Ballot Form should be signed by the Members as per specimen signature registered with the Registrar/ Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA.
5. Consent must be accorded by placing a tick mark [✓] in the column 'I / We assent to the resolution' or dissent must be accorded by placing a tick mark [✓] in the column 'I / We dissent to the resolution'
6. The votes of a member will be considered invalid on any of the following grounds:
 - a) if the Postal Ballot form has not been signed by or on behalf of the member;
 - b) if the member's signature does not tally;
 - c) if the member has marked his / her / its vote both for 'Assent' and 'Dissent' to the Resolution in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
 - d) if the member has made any amendment to the resolution or imposed any condition while exercising his vote.
 - e) if the Postal Ballot Form is incomplete or incorrectly filled;
 - f) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - g) if the form other than the one issued by the Company is used;
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before Friday, 27th December, 2019. If any Postal Ballot Form is received after this date, it will be considered that no reply from such member has been received.
8. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (7) above.
9. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at rakhiagarwal79@yahoo.com or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes 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.
11. A member need not use all the votes or cast all the votes in the same manner.
12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member on the relevant date, i.e. Friday, 22nd November, 2019 (cut-off date).
13. The Scrutinizer's decision on the validity of the postal ballot shall be final. Any query in relation to the Resolutions proposed to be passed through Postal Ballot may be sent to: The Company Secretary, Surana Solar Limited., 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad - 500 003. and email at cs@surana.com
14. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.